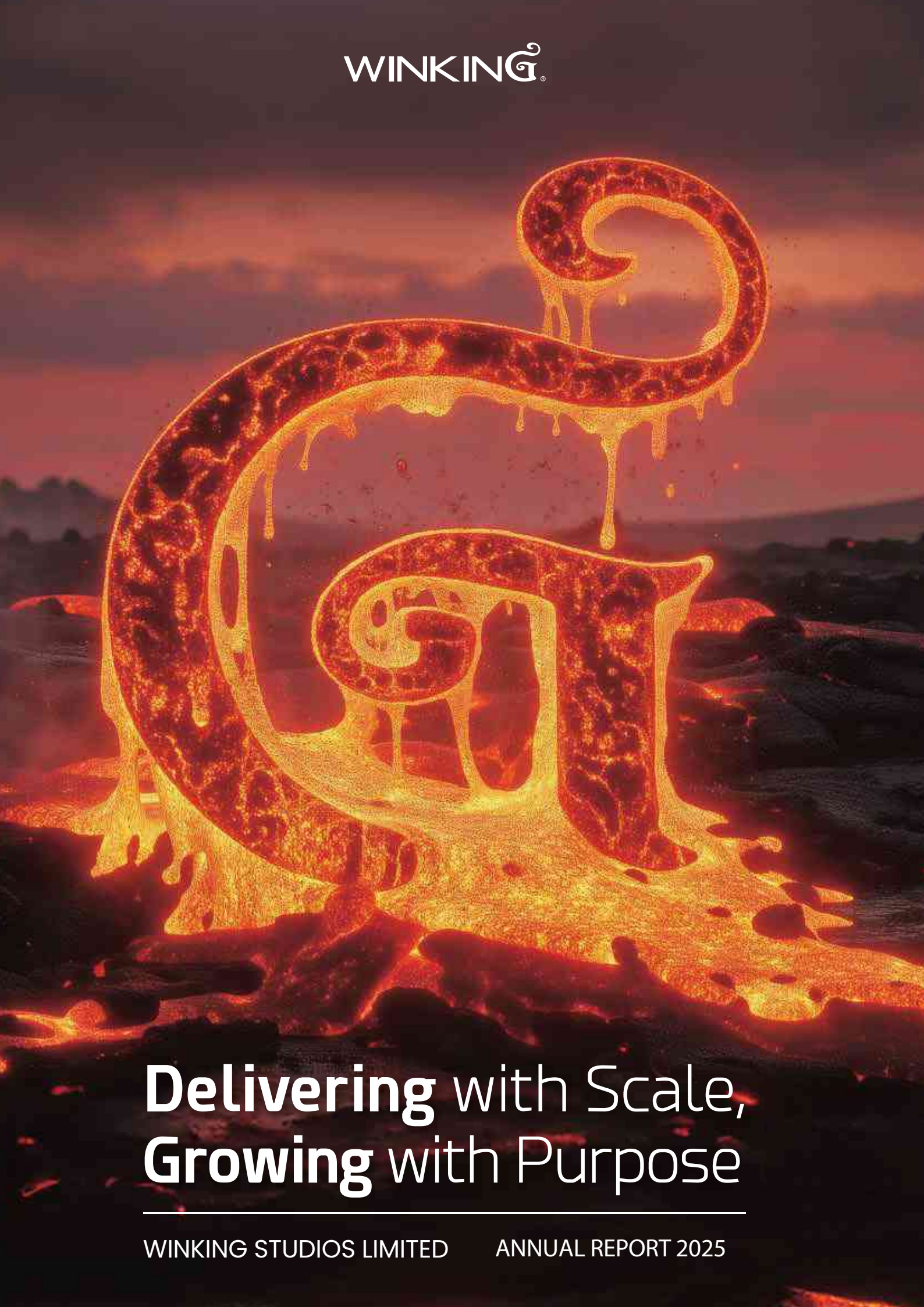


WINKING®



Delivering with Scale, **Growing** with Purpose

WINKING STUDIOS LIMITED

ANNUAL REPORT 2025

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CORPORATE INFORMATION

SINGAPORE HEADQUARTERS

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Tel: (65) 6717 3377

WEBSITE & EMAIL

Website: <https://www.winkingworks.com>
Email: ir@winkingworks.com

BOARD OF DIRECTORS

Lim Heng Choon

Independent Director and Non-Executive Chairman

Johnny Jan

Executive Director and Chief Executive Officer (Founder)

Oliver Yen

Finance Director and Group Chief Financial Officer

Kao Shu-Kuo

Non-Executive Director

Daniel Widdicombe

Independent and Non-Executive Director

Chang Yi-Hao

Independent and Non-Executive Director

Yang Wu Te

Independent Non-Executive Director

Audit, Risk and Disclosure Committee

Lim Heng Choon (Chairman)

Chang Yi-Hao

Yang Wu Te

AIM Compliance Committee

Daniel Widdicombe (Chairman)

Lim Heng Choon

Chang Yi-Hao

Nominating Committee

Yang Wu Te (Chairman)

Lim Heng Choon

Chang Yi-Hao

Remuneration Committee

Chang Yi-Hao (Chairman)

Lim Heng Choon

Yang Wu Te

SPONSOR

PrimePartners Corporate Finance Pte. Ltd.

16 Collyer Quay
#10-00 Collyer Quay Centre
Singapore 049318

NOMINATED ADVISER (NOMAD)

Strand Hanson Limited

26 Mount Row, London, UK, W1K 3SQ

INDEPENDENT AUDITORS AND REPORTING ACCOUNTANT

PricewaterhouseCoopers LLP

7 Straits View
Level 12, Marina One East Tower
Singapore 018936

Partner-in-Charge: CHEN Zhu

Appointed from financial year 2025

SHARE REGISTRAR AND SHARE TRANSFER OFFICE

Tricor Barbinder Share Registration Services

(a division of Tricor Singapore Pte. Ltd.)

9 Raffles Place

#26-01, Republic Plaza, Tower 1

Singapore 048619

JOINT COMPANY SECRETARIES

Yoo Loo Ping (ACS, ACG)

(Member of the Chartered Secretaries Institute of Singapore)

Cheng Lisa (ACS, ACG)

(Member of the Chartered Secretaries Institute of Singapore)

INVESTOR & MEDIA RELATIONS

8PR Asia Pte Ltd

114 Lavender Street CT Hub 2, #09-51,
Singapore 338729
alex.tan@8prasia.com

Alma Strategic Communications

71-73 Carter Lane, London, UK, EC4V 5EQ
WKS@almastrategic.com

FY2025 KEY HIGHLIGHTS

- **Strong financial and operational performance**
Delivering growth across the Group's revenue, gross profit and Adjusted EBITDA
- **Successfully integrated Mineloader**
Executing core strategy of expansion via acquisition
- **Launched Vertic Studios in 2H**
Continued expansion with new high-end art production studio launch which is solely focused on AAA quality projects, rapidly growing to more than 80 people by end of December 2025

Revenue Growth

US\$45.5m

+42.6% YoY

Robust growth from Art Outsourcing and Game Development

Adjusted EBITDA

US\$5.4m

+13.2% YoY

Comprises EBITDA, adjusted for the Group's share-based compensation expenses, foreign exchange losses and costs of acquisition and integration

Organic Growth

8.6%

Underlying organic revenue growth*

with most of that growth coming in 2H2025. Excluding Mineloader's contribution in FY2025, the Group's revenue growth rate was 7.0%

Healthy Liquidity

US\$28.8m

(includes cash, cash equivalents and bond investments)

Supports disciplined investment, selective M&A and Western expansion

No. of AAA Titles

117

+735.7% YoY

AAA titles worked on by Winking Studios in FY2025 (FY2024: 14 AAA titles)

Revenue Visibility

Based on indicative bookings of artists by customers over next 24 months, of at least

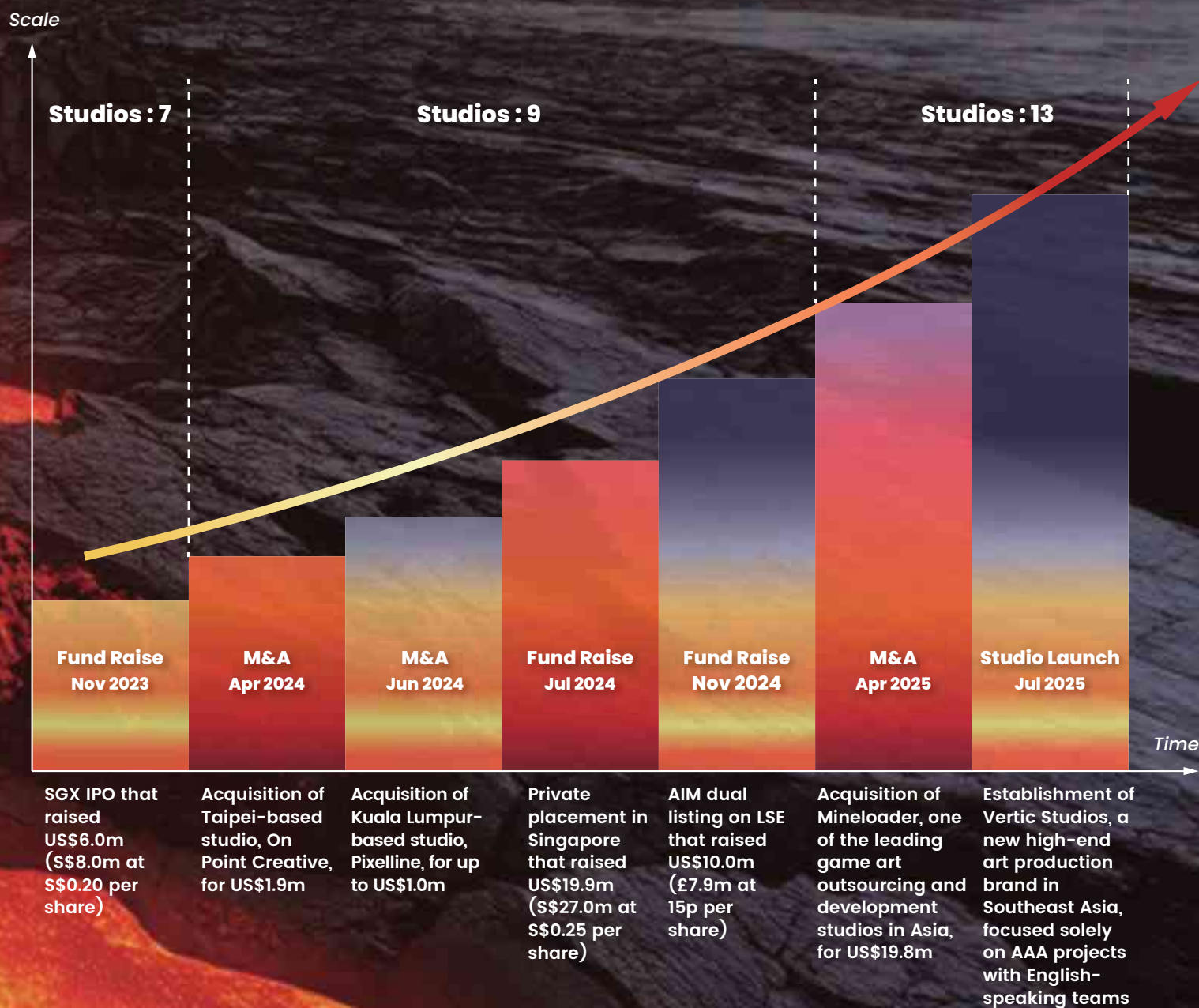
US\$48.6m

as at 31 December 2025[#], **US\$34.6m** is expected to be recognised in FY2026 (subject to final customer confirmation)

*Organic revenue growth is calculated by adjusting the prior year revenues, adding pre-acquisition revenues for the corresponding period of ownership.

[#]In comparison, as of 31 December 2024, the indicative bookings of our artists was US\$35.8m by customers over next 24 months that was subject to changes depending on the final confirmation from customers.

STRATEGIC HIGHLIGHTS



WHO WE ARE & OUR GLOBAL PRESENCE

One of the Top 4 Largest Game Art Outsourcing Studios In the World*

Actively pursuing 'buy and build' strategy for rapid expansion

Large, Global Clients

Blue chip customers

25+ Year

Group Operating history

1,426

Employees (as at 31 December 2025)

Established, longstanding collaborations with
22 of the largest 25



ACTIVISION®

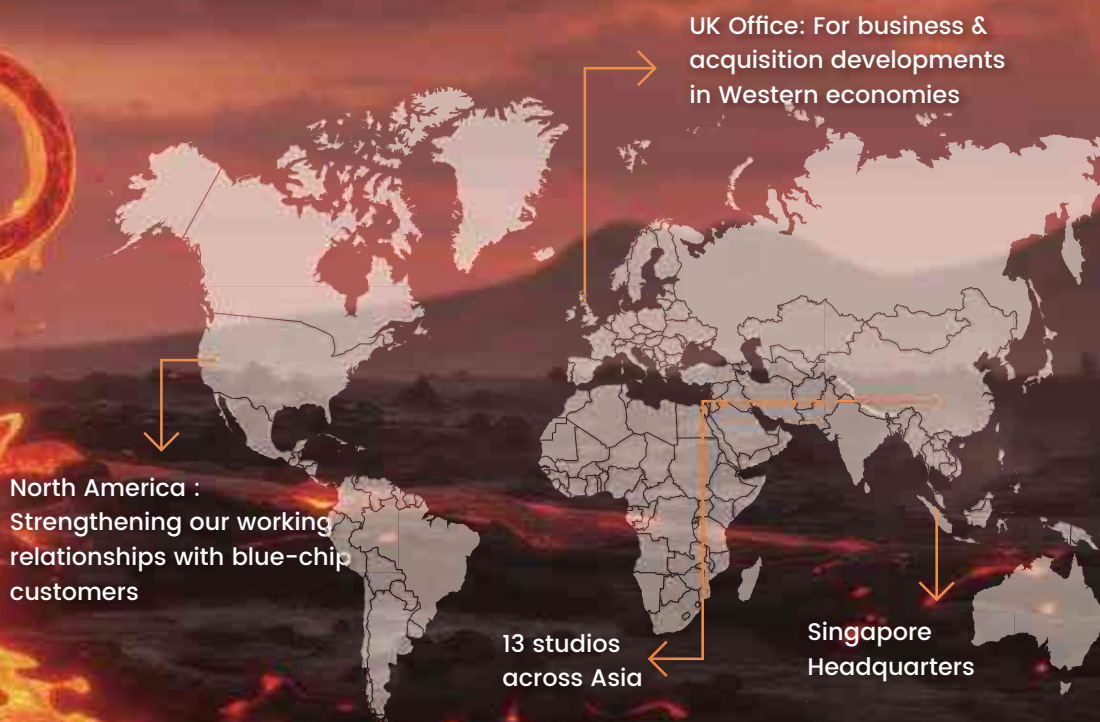


SEGA



*Source: China Insights Consultancy (October 2024)

Our principal operating territories



Art Outsourcing Services

82%

of FY2025's Group revenues

- Conceptualisation
- Development
- Creation of digital art assets

Game Development Services

17%

of FY2025's Group revenues

- Conceptualisation
- Programming and script writing
- Testing, post-release support and maintenance services

Other Services

<1%

of FY2025's Group revenues

- Publishing, sale of in-house developed games and peripherals

OUR BUSINESS MODEL

Benefits of outsourcing & Our differentiated value propositions

Cost pressures on video games industry

- AAA title and multi-year Mobile franchises development costs can reach up to US\$200m
- Competitive forces on graphical realism
- Growing need to localise products and innovate
- Pressure on release cycles

Aligned with The Megatrends of The Global Gaming Industry

Winking offers...

- Cost efficiency (reduced fixed overheads) and scale with quality
- Flexible delivery (scale projects rapidly up/down)
- Focus on core competencies
- Comprehensive services with in-house capabilities and centralised resources
- Dedicated project managers simplifies the communication process, saving time and reducing costs for our clients

INVESTMENT CASE

Limited product risk

'Work-for-Hire' business model

Compelling cost advantage

Outsourcing is central to Game Development industry

Long-term, repeat revenues

Focus on high-growth Mobile/Online titles

Expand relative market share

8-10%
historical organic growth**

acer*

Significant shareholder (63.9%), with extensive network of relationships in Game Development and Art Outsourcing industries.

Rich talent pool, scale delivery

Outsourcing is central to Game Development industry

Good revenue visibility

24+ months indicative bookings

Consolidation opportunity

Fragmented market

*References Acer Gaming Inc and Acer SoftCapital Incorporated as at 31 December 2025

**Art outsourcing

LEADERSHIP



Mr. Lim Heng Choon was first appointed as an Independent Director on 17 May 2023 and was re-designated as the Lead Independent and Non-Executive Director on 21 July 2023. Following dual listing in London AIM, Mr. Lim was re-designated as the Company's Independent Director and Non-Executive Chairman on 14 November 2024. Mr. Lim currently served as Chairman of Audit Committee of Centific Global Solutions, Inc. (formerly Pactera Technologies NA, Inc.) , in which he was the Chief Financial Officer and executive director from June 2022 till January 2026. He is also the founder and managing director of Hyperion Connect Pte. Ltd, a boutique consulting firm focusing on corporate advisory projects, since 2018. Mr. Lim started his career at the Boston Consulting Group before joining Southern Bank Berhad and then Hisoft Technology International Limited, where he served in a multitude of roles including, Head of Strategic Planning/Corporate Development, Acting Chief Financial Officer, Chief Operating Officer and M&A Advisor. Mr. Lim also co-founded International Liquid Packaging Solutions Pte. Ltd., a start-up company in the business of industrial green packaging. Mr. Lim graduated from Monash University Australia in 1996 with a Bachelor of Engineering before obtaining a Master's in Business Administration from the Kellogg School of Management, Northwestern University, USA in 2001.

Mr. Lim Heng Choon

Independent Director and Non-Executive Chairman

Mr. Johnny Jan has over 25 years of experience in the art outsourcing and game development industries, having started his career in Japan before launching WindThunder Era Co., Ltd in 2000. In 2004, he founded the Group's art outsourcing and game development studios in Mainland China, prior to the incorporation of the Company in 2005. He then grew the Group's footprint across the rest of East and Southeast Asia. He is also a director of the Taiwan Game Industry Promotion Alliance. Mr. Jan obtained a Bachelor's degree in business administration from the Central University of Taiwan in 2000 and a Master's degree in Business Administration from the National University of Singapore in 2024.



Mr. Johnny Jan

*Executive Director and
Chief Executive Officer (Founder)*



Mr. Oliver Yen was appointed to the Board on 14 November 2024. He joined the Group in 2014 and has more than 20 years of experience within the game development and game publishing industry. Mr. Yen has been responsible for all finance related areas since joining the Group, overseeing its treasury function, audit and taxation matters. From 2000 to 2013, he was the Vice General Manager of the General Management Office in Softstar Entertainment Inc., a Taiwanese listed game development and game publishing company. Mr. Yen currently serves as Independent Non-Executive Director for two listed companies in Taiwan, Otsuka Information Technology Corp. and Patec Precision Industry Co., Ltd. Mr. Yen graduated from the Tunghai University School of Management with a Bachelor's degree in Business Administration.

Mr. Oliver Yen
Finance Director and Group Chief Financial Officer

Mr. Kao Shu-Kuo was appointed to the Board of Directors of the Company on 17 May 2023 and he is also the Chairman of the board of directors in Acer Gaming Inc. He started his career at the Acer Group in 1995 and in November 2018, he took on the role of Chief Operating Officer for Acer Incorporated and General Manager of its IT products business. He graduated from the Chung Hsing College of Law and Business – Institute of Corporate Management with a Master's degree in 1993.



Mr. Kao Shu-Kuo
Non-Executive Director



Mr. Daniel Widdicombe was appointed to the Board on 14 November 2024. Since 2021, Mr. Widdicombe is the Chief Financial Officer of Devolver Digital Inc., a U.S. video game publisher and developer listed on AIM. Previously, Mr. Widdicombe was Head of Investment Banking at China Construction Bank in London, the CFO at both Chinadotcom Ltd., listed on NASDAQ, and I-Quest Corporation Ltd. and a Managing Director at Bear Stearns. His experience also includes acting as Independent Non-Executive Board Director at AVIC-CCBI Aviation Industry Investment Fund Management GP Ltd. and Corgi International Ltd., listed on NASDAQ as well as Non-Executive Director at Middle Earth Advertising Ltd. Mr. Widdicombe holds a MA Honours degree in Mandarin Chinese from the University of Edinburgh.

Mr. Daniel Widdicombe
Independent and Non-Executive Director

Mr. Chang Yi-Hao was appointed to the Board on 29 September 2021. Previously, Mr. Chang was the President of Kunlun Gaming, which is one of the business units within Kunlun Tech Co., Ltd., a global gaming distribution company, where he managed the marketing and operations teams across Asia. There, he acted as the primary liaison with platforms such as the Apple Store, Google Play, and Facebook and for secured licensing of internationally renowned games and intellectual properties for distribution in the Chinese market. Mr. Chang then founded Howard Marketing Co., Ltd, an Internet marketing and media agency. Mr. Chang obtained a Bachelor's degree from the Tsinghua University of Taiwan (Department of Electrical Engineering/Department of Economics) in 1997 before obtaining a Master's in business administration from the National Taiwan University, Graduate School of Business in 2001.



Mr. Chang Yi-Hao

Independent and Non-Executive Director



Mr. Yang Wu Te was appointed to the Board on 17 May 2023. Mr. Yang is an experienced private banking executive, having held several leadership positions at international financial institutes including Bankers Trust Co. Ltd. (now Deutsche Bank), the Private Banking Group, The Chase Manhattan Bank N.A. (now JPMorgan Chase & Co), Taishin International Bank and Merrill Lynch International Bank Limited. Between 2013 and 2020, Mr. Yang served as Executive Director/Relationship Manager of the private banking arm of Bank Julius Baer & Co. Ltd. Mr. Yang graduated from the China College of Municipal Administration, Taiwan in 1979 with a certificate in Business and Industrial Administration.

Mr. Yang Wu Te

Independent and Non-Executive Director

Ms. Tina Li is the General Manager of the Art Outsourcing Segment. She is responsible for overseeing the expansion and growth of the Group's businesses. She began her career in Nanjing Solitary Advertising Design Co., Ltd as a graphic designer from March 2000 to February 2001, before joining Xiamen Xin Rui Shi Multimedia Co., Ltd (Nanjing Office) as an art designer from March 2001 to December 2003. She subsequently joined the Group in December 2003 as an art designer, becoming an employee of Shanghai Winking upon its incorporation in January 2004 before being promoted to the role of General Manager of Shanghai Winking's Nanjing branch, a position which she held from August 2004 to January 2010. From January 2010 till present, she has been the General Manager of Nanjing Winking. She has also been the head of the Art Outsourcing Segment from January 2021 to present. Ms. Li is also the registered person in-charge of each of Nanjing Winking, the Nanjing Branch of Shanghai Winking and the Shanghai Branch of Nanjing Winking. She obtained a Master's degree in Software Engineering from Shanghai Fudan University in 2011.



Ms. Tina Li

General Manager of Art Outsourcing Segment

CHAIRMAN'S LETTER TO SHAREHOLDERS

Dear Shareholders,

FY2025 was an important year in Winking Studios' growth ambitions as one of the leading global AAA game art outsourcing studios and an established game development company. We achieved meaningful revenue and business growth while taking decisive strategic steps to strengthen our long-term competitive position to be a sustainable leader.

The Board's focus during the year was centred on disciplined execution of strategy, prudent capital allocation, and maintaining a strong balance sheet as Winking Studios further executed its growth strategy.

The successful acquisition and integration of Mineloader, one of Asia's leading game art outsourcing and development studios, during FY2025 represents a significant milestone in our M&A journey and reflects our capability and readiness to pursue value-accretive opportunities that enhance capability and market positioning.

While we expanded, we remained attentive to financial resilience, with relentless focus on operating cash flow. The Group closes the year with a robust cash position and zero debt, providing flexibility to invest in organic initiatives and future strategic opportunities while maintaining prudent risk management.

The global gaming industry has evolved into the world's most dominant form of entertainment, consistently generating more annual revenue than the film and music industries combined. With rising development cost, demanding speed to market and concentration of artist talents, outsourcing is increasingly becoming important strategy for game developers. These structural shifts continue to underpin resilient demand for high-quality, cost-efficient game art and game development services.

Asia retains a distinct cost advantage in the gaming ecosystem, supported by a deep talent pool and strong technical capabilities. Against this backdrop, Winking Studios is well positioned to leverage its established Asian footprint, experienced creative talent pool and long-standing client relationships to strengthen recurring follow-up revenue and secure a growing pipeline of outsourcing mandates. Our initial success in M&A boosts our confidence to pursue opportunities beyond Asia, as we embark on journey to build a global team. We will continue to grow boldly and responsibly.

In line with our capital management framework, the Board has proposed a final dividend for FY2025 at the same level as FY2024, reflecting confidence in the Group's growth trajectory while preserving balance sheet strength.

Winking Studios aspires to be relevant and meaningful to all our stakeholders. We deliver good results and returns to our shareholders, we deliver quality work for our clients' success, we provide a healthy work culture, rewarding career opportunities for our employees and we do so with a heart for the societies and environment through our ESG initiatives. It is about fulfilment and building a sustainable legacy that we will all be proud of to be associated with, in many years to come.

On behalf of the Board, I would like to thank our management team and employees for their dedication, as well as our shareholders for their continued support. We shall meet at the peak as we work diligently and tirelessly to be the top global art services provider!

Yours sincerely,

Mr. Lim Heng Choon

Independent Director and Non-Executive Chairman



CEO STATEMENT

Mr. Johnny Jan

Executive Director and Chief Executive Officer (Founder)

Strong full-year performance and delivery against expectations

FY2025 was a year of significant growth and strategic progress for Winking Studios. I am pleased to report we delivered 42.6% revenue growth, with full-year revenue increasing to US\$45.5 million (FY2024: US\$31.9 million), marginally higher than market expectations^[1].

This robust performance was underpinned by the contribution of Mineloder, our largest acquisition to date, which was completed in April 2025, and a rebound in organic growth during the second half. Underlying organic revenue grew by 8.6%, with most of that growth coming in 2H2025, as we anticipated at the half year point. Excluding revenue contribution from Mineloder, the Group's underlying revenue growth rate was 7.0%.

In addition, the Group significantly increased the number of AAA titles worked on during the year, from 14 in FY2024 to 117 in FY2025, driven primarily by the inclusion of Mineloder and supported by broader execution across our expanded studio network. AAA games are high-budget, high-production-value video games developed to the highest commercial and technical standards, typically by major international publishers and studios.

The year saw continued progress in diversifying our geographic mix, with revenue from new and existing customers in the United States increasing 109.3% to US\$7.3 million (FY2024: US\$3.5 million), mainly due to Mineloder's higher concentration of Western customers. Mainland China and Hong Kong continued to be the Group's main revenue contributor, increasing 51.1% to US\$16.7 million (FY2024: US\$11.1 million).

Closely aligned with revenue growth, gross profit increased 43.2% to US\$13.5 million (FY2024: US\$9.5 million), with gross margin stable at 29.8% in FY2025 (FY2024: 29.7%). The contribution from Mineloder, which specialises in higher-margin AAA console art projects, mitigated some pressure from Asian mobile gaming projects, which typically have lower pricing.

Adjusted EBITDA for the year increased by 13.2% to US\$5.4 million (FY2024: US\$4.8 million), demonstrating the resilience of our underlying business despite the addition of ongoing public listing costs and the expanded cost base following our acquisitions. More details of our financial results for FY2025 can be found in the CFO's Review and detailed financial statements.

^[1] Market expectations refers to the consensus of forecasts published by the Company's brokers available at Winking Studios Limited – Analyst Reports <https://investor.winkingworks.com/analyst-reports>, which are updated on an ongoing basis. Third-party forecasts not updated for more than 12 months have been excluded. On this basis, the relevant consensus revenue expectation for FY2025 is US\$43.6 million.

The Company's dividend policy is to distribute approximately 5% to 15% of its annual distributable profits, although such payments remain at the discretion of the Board. In light of the positive business momentum in FY2025 and taking into account Winking's cash balance, the Board has proposed an annual final dividend per share for FY2025 that exceeds these parameters, which is the same amount of dividend per share paid for FY2024. The proposed final dividend is subject to shareholders' approval at the upcoming AGM and will be paid based on the prevailing exchange rate at the time of payment.

We remain disciplined in how we allocate capital, maintaining the flexibility to invest in the Group's capabilities and to continue pursuing value-accretive M&A opportunities, supported by our strong balance sheet.

Supported by our expanded scale, enhanced capabilities, and solid base of repeat revenue, with follow-up projects representing 32.8% of total revenue in FY2025, we are confident that Winking Studios is well positioned to advance its growth objectives and deliver sustainable, long-term value for our stakeholders.

Scaling capacity and capability to meet growing demand

Demand for our art outsourcing and game development services was robust throughout FY2025, with momentum accelerating through second quarter and carrying into the second half. Activity was strongest in Asia, driven by a sharp rebound in mobile gaming content demand, while Western demand, particularly for console projects, recovered more gradually.

We continue to invest in expanding our capabilities to support rising global demand. In 2H2025 we launched Vertic Studios, our new high-end art production brand based in Southeast Asia, which focuses solely on AAA-quality projects and enables clients to work directly with English-speaking artist teams. The Southeast Asia production hub grew rapidly to more than 80 people by the end of the year, and is already contributing to the business with many new client engagements that leverage the hub's top-tier talent and cost-efficient production. Vertic Studios also expands our service offering, including into high-end CGI cinematics and animation for game trailers and media, areas of increasing demand.

Throughout the year, we continued to strengthen relationships with major global game developers and publishers. These deep client partnerships, combined with our expanded capacity, have resulted in a growing pipeline of new and follow-up projects. As at 31 December 2025, the Group's indicative artist bookings totalled at least US\$48.6 million over the next 24 months (subject to final customer confirmation), with approximately US\$34.6 million expected to be recognised as revenue in FY2026, supporting strong revenue visibility into the new financial year.

Our involvement in high-profile game franchises remains extensive, including, for example, work on major titles within the Ninja Gaiden series. Delivering time-critical work across multiple studios demonstrates the Group's ability to execute reliably on large-scale AAA projects within compressed development schedules. By supporting such blockbuster titles and other top-selling games around the world, we not only contribute to our clients' success but also secure a dependable stream of follow-up work that underpins our future growth.

The Group ended FY2025 with approximately 1,426 employees across its studio network (FY2024: 846), reflecting the scale added through Mineloder and continued investment in Southeast Asia.

Successful Mineloder integration and continued progress on M&A

The benefits of our proactive M&A-led growth strategy are clearly demonstrated in our results. The acquisition of Mineloder added significant scale, expertise and new client relationships to the Group.

Revenue from Mineloder amounted to approximately US\$11.4 million during the year, based on a nine-month contribution period, and – just as importantly – brought almost 500 talented employees into Winking Studios.

I am pleased to report that the integration of Mineloder has progressed very well. Culturally and operationally, the Mineloder team has fit seamlessly into our Group, and their reputation for outstanding quality and long-term client loyalty is bolstering our own capabilities. This successful integration further validates our M&A strategy and gives us confidence as we pursue additional opportunities.

We continue to view strategic and targeted acquisitions as a core pillar of our growth strategy, especially given the highly fragmented nature of the game development services industry. Following the acquisition of Mineloder, we have strengthened our market position and further proven our ability to execute and integrate deals effectively. We continue to assess selective M&A opportunities, with a focus on established, profitable studios in Asia and Europe that can add specialised expertise, broaden customer access, and scale efficiently.

As part of our expansion, we are progressing plans to appoint senior industry leaders with strong track records and established networks in Europe and North America. These hires are intended to support the build-out of a UK presence and provide a platform for further organic growth and selective acquisitions across Western markets.

Backed by a healthy balance sheet with a strong cash position and no debt, we are confident in our ability to continue executing on accretive acquisitions and investments that extend our geographic reach and service capabilities.

Well-positioned to capture a growing industry opportunity

The global gaming industry continues to expand, creating a supportive backdrop for Winking Studios. According to a Newzoo report^[2], global gaming revenue was US\$182.5 billion in 2024 and is forecast to rise to US\$206.5 billion by 2028, an increase of approximately 13% over the period. Growth is expected to be broad-based across platforms, with mobile remaining the largest segment and console forecast to increase its share of global revenue over time. Newzoo forecasts 2025 to 2028 revenue CAGR of 4.7% for console, 2.2% for mobile and 3.3% for PC.

Newzoo also expects consumer spending to deepen, with paying gamers forecast to grow 4.9% in 2025, outpacing total player growth of 4.4%, with average spend per paying gamer estimated to reach US\$119.70.

Rising player expectations for richer, higher-quality experiences are prompting developers and publishers to invest heavily in visuals, art, and ongoing content updates to sustain engagement.

As the industry evolves, outsourcing is increasingly being used as a core part of the production model, enabling studios to access specialist talent, improve flexibility and reduce fixed costs across multi-year development cycles. This trend is illustrated by recent titles such as Clair Obscur: Expedition 33, a 2025 role-playing game released on various platforms that achieved widespread critical acclaim and strong commercial success, selling over 5 million copies worldwide. The title combined a lean internal development team with extensive external production support, highlighting how modern studios are using outsourcing to deliver high-quality, content-rich games while managing development cost, risk and complexity.

These trends point to a large and expanding addressable market for established, scaled gaming outsourcing service providers. As one of the leading global game art outsourcing groups, Winking Studios is well positioned to continue capturing share through its combination of scale and cost efficiency in Asia, deep client relationships and an increasingly broad service offering.

Outlook – Driving the next stage of value creation

Trading in the new financial year has started in line with expectations. The global games market is entering a recovery phase and the Group is seeing outsourcing demand exceed earlier expectations.

Customers remain focused on cost control and accordingly, the Group will prioritise sustainable profitability, supported by cost efficiency, operational execution and long-term client relationships.

[2] <https://newzoo.com/resources/trend-reports/newzoo-global-games-market-report-2025>

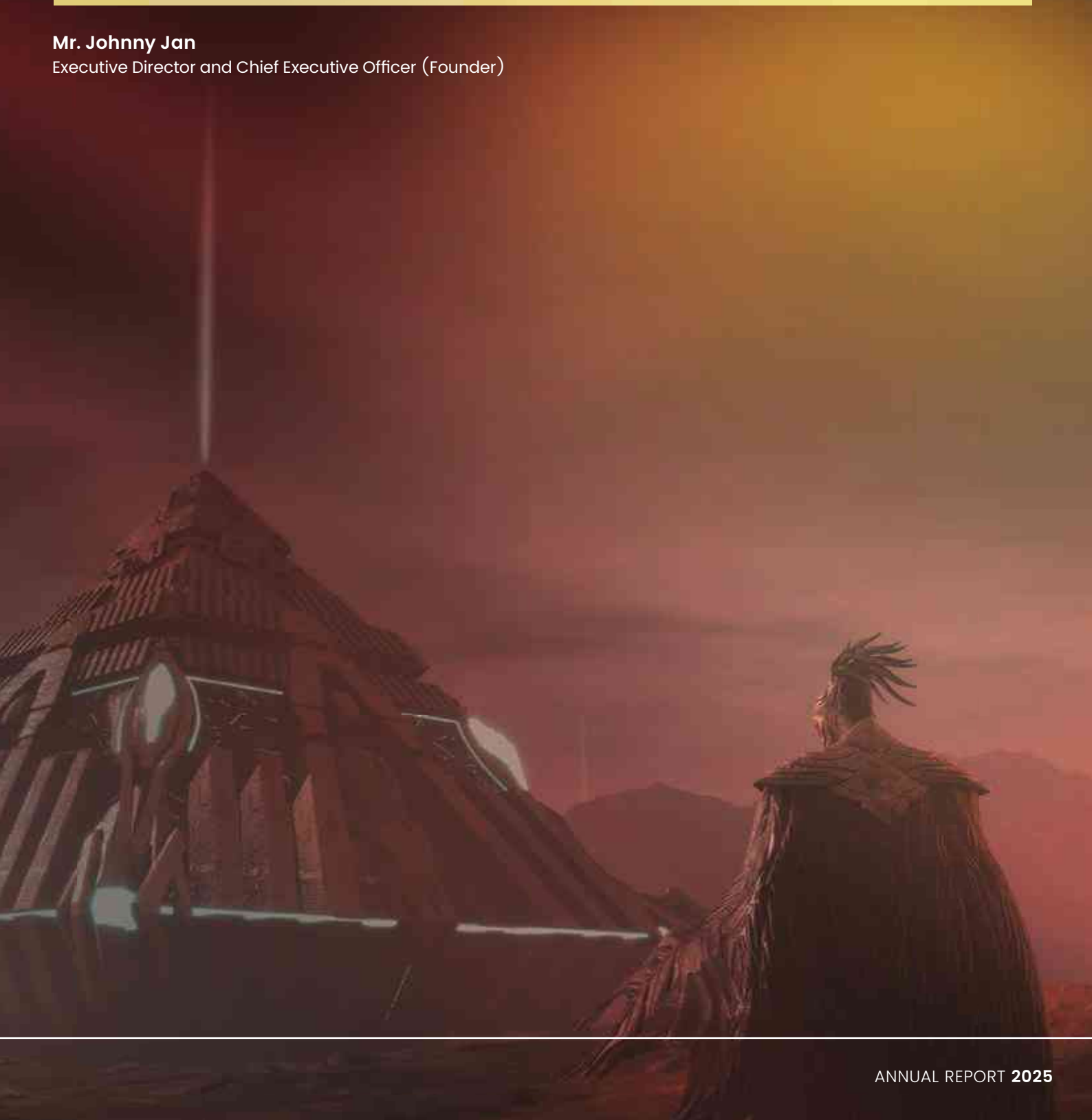
A key strategic priority in FY2026 will be the formal establishment of the Group's operational presence in Western markets, including dedicated studios and experienced regional leadership, to strengthen the Group's commercial and delivery capabilities in those markets.

With a strong balance sheet and zero debt, M&A remains a core strategic pillar, and the Group will continue to assess opportunities selectively, focusing on strategic fit.

In this context, and supported by favourable long-term market drivers, good revenue visibility and increased capacity, the Board is confident in the Group's positioning for FY2026 and its ability to continue executing its growth strategy.

Mr. Johnny Jan

Executive Director and Chief Executive Officer (Founder)



OUR STRATEGY

Clear Growth Strategy Delivering at Pace

Our Mission to become

#1 Game Art Services Provider in the World

STRATEGIC PARTNERS

- New strategic hires in Western markets to support acquisition strategy
- Leverage new hires' influence and expertise on focus areas of North America and Europe, to drive western expansion
- Leverage Acer's extensive network of industry relationships



ACQUISITIONS

- Increase Art Outsourcing and Game Development capacity
- Grow customer base across classification (i.e. AAA), platform (i.e. console) and geography (i.e. the West)
- Establish UK office to serve as a hub for direct engagement across Western markets, including US and Europe

ORGANIC GROWTH

- Newzoo reported*, global gaming revenue was US\$182.5 billion in 2024 and forecast to rise to US\$206.5 billion by 2028, an increase of approximately 13%
- The rich talent pool in Asia, combined with Winking Studios' established market presence, provide a solid foundation for growth and scalable delivery, making expansion easier and more efficient

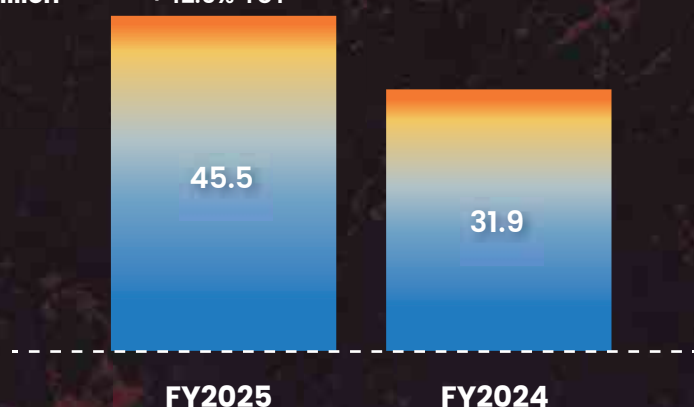
* Source: <https://newzoo.com/resources/trendreports/newzoo-global-games-market-report-2025>

KEY PERFORMANCE INDICATORS

Revenue

US\$ million

+42.6% YoY



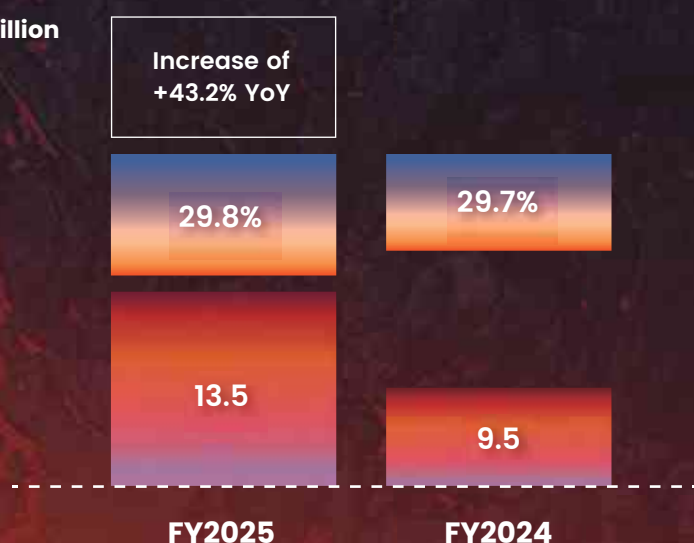
The Group's revenue increased from US\$31.9 million in FY2024 to US\$45.5 million in FY2025, an increase of US\$13.6 million, representing a year-on-year growth of 42.6%.

Underlying organic revenue growth was 8.6%, with momentum strengthening in second half as expected. Mineloader contributed revenue of US\$11.4 million following completion of acquisition in April 2025. Excluding Mineloader's revenue contribution in FY2025, the Group's revenue growth would have been 7.0%.

Gross Profit / Gross Margin

US\$ million

Increase of
+43.2% YoY



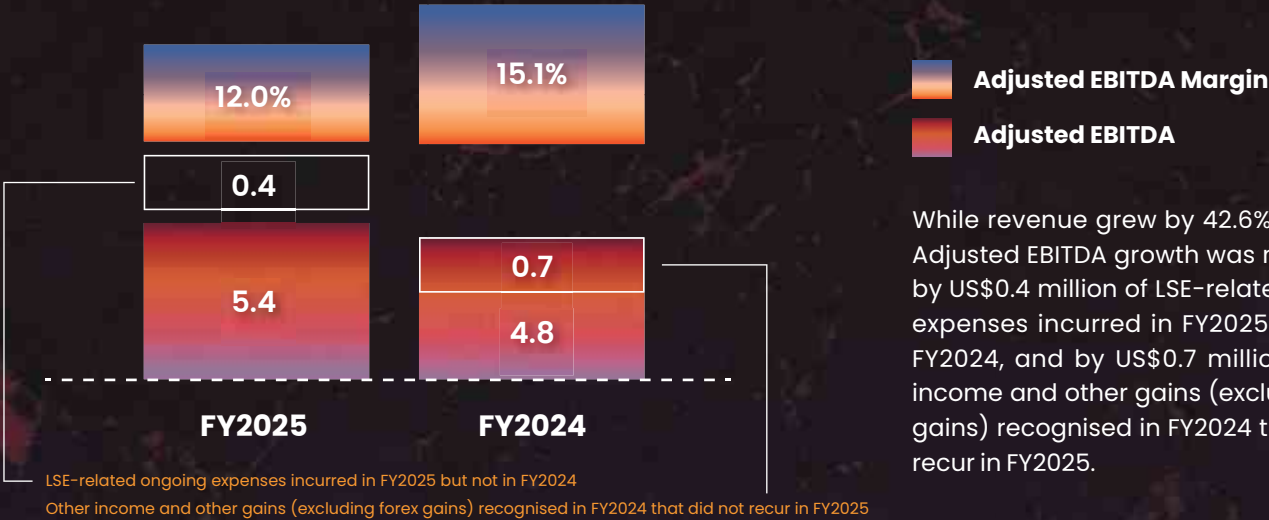
 **Gross Margin**
 **Gross Profit**

Closely aligned with revenue growth, gross profit increased 43.2% to US\$13.5 million (FY2024: US\$9.5 million), with gross margin stable at a range of 29.8% (FY2024: 29.7%).

The contribution from Mineloader, which specialises in higher-margin AAA console art projects, mitigated some pressure from Asian mobile gaming projects, which typically have lower pricing.

Adjusted EBITDA

US\$ million



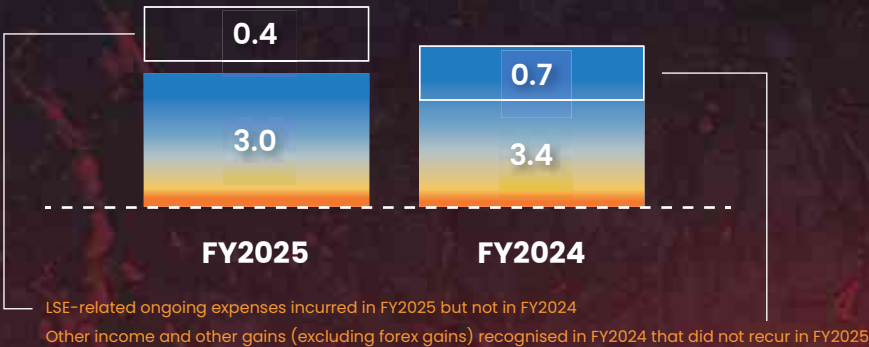
Adjusted EBITDA in FY2025 comprises EBITDA, with adjustments that included the Group's share-based compensation expenses, foreign exchange losses and costs of acquisition and integration.

Adjusted EBITDA in FY2024 comprises EBITDA, with adjustments that included the related dual listing expenses on LSE, share-based payments expenses, foreign exchange gains, costs of acquisition and integration, and private placement related expenses (to raise S\$27 million).

While revenue grew by 42.6% in FY2025, Adjusted EBITDA growth was moderated by US\$0.4 million of LSE-related ongoing expenses incurred in FY2025 but not in FY2024, and by US\$0.7 million of other income and other gains (excluding forex gains) recognised in FY2024 that did not recur in FY2025.

Adjusted Net Profit

US\$ million



Adjusted expenses in FY2025 include share-based compensation expenses, costs of acquisition and integration, foreign exchange losses and amortisation of acquisition-related intangible assets.

Adjusted expenses in FY2024 include the dual Listing expenses on London Stock Exchange ("LSE"), share-based compensation expenses, costs of acquisition and integration, private placement related expenses (to raise S\$27 million), foreign exchange gains and amortisation of acquisition-related intangible assets.

Adjusted Net Profit accounted for US\$0.4 million of LSE-related ongoing expenses incurred in FY2025 but not in FY2024, and by US\$0.7 million of other income and other gains (excluding forex gains) recognised in FY2024 that did not recur in FY2025.

GROUP CFO REVIEW



Mr. Oliver Yen
Finance Director & Group CFO

Revenue

As one of the leading global providers of game art outsourcing and development services, Winking Studios provides end-to-end art outsourcing, game development services and other gaming services across various platforms for the global gaming industry via our three business segments of Art Outsourcing, Game Development and Global Publishing & Other Services.

In FY2025, the Group posted strong revenue growth of 42.6% to US\$45.5 million as compared to FY2024's revenue of US\$31.9 million. This robust performance was underpinned by the contribution of Mineloder, our largest acquisition to date that was completed in April 2025, and a rebound in organic growth during the second half. For FY2025, the Group's organic revenue increased by 8.6%. Excluding revenue contribution from Mineloder, the Group's underlying revenue growth rate was 7.0%.

Business Segment Review

Art Outsourcing

This business segment is involved in the creation and development of digital art assets. The Group has the capabilities to provide a wide range of design services including 2D concept art, 3D modelling, 2D animation, 3D animation and visual effects, which includes environment design and game character design.

US\$ million	FY2025	FY2024	Change (%)
Revenue	37.5	26.4	+42.0

Historically, this business segment has contributed the majority of the Group's revenue. In FY2025, it accounted for 82.4% of the Group's overall revenue (FY2024: 82.8%).

Revenue from this business segment increased by 42.0% or US\$11.1 million to US\$37.5 million, mainly due to increased orders from both new and existing clients — notably in the United States, Mainland China and Hong Kong as well as from other regions — combined with the contribution from the acquisition of Mineloder.

Game Development

This business segment provides programming, game development, design and script writing services.

US\$ million	FY2025	FY2024	Change (%)
Revenue	7.9	5.3	+48.4

In FY2025, this business segment contributed 17.3% of the Group’s overall revenue (FY2024: 16.6%), representing a revenue growth of 48.4% or US\$2.6 million to US\$7.9 million, driven by higher orders from existing customers and contribution from the acquisition of Mineloder.

Global Publishing and Other Services

This business segment is involved in the release of game products produced by the Group as well as third party game developers on global game platforms such as PlayStation, Switch and Steam. It is also involved in the sale of the Group’s in-house developed video game products and peripheral gaming products.

US\$ million	FY2025	FY2024	Change (%)
Revenue	0.1	0.2	Not meaningful

In FY2025, this business segment remained the smallest revenue contributor of the Group, with revenue of US\$0.1 million or 0.3% of the Group’s overall revenue (FY2024: 0.6%).

Geographical Segment Review

Serving a global customer base that includes 22 of the top 25 game publishers in the world, the Group has made good progress over the years to diversify our revenue base geographically; while Mainland China and Hong Kong remain key markets, revenue contributions from other regions have expanded. The following table details the revenue breakdown geographically in FY2025 and FY2024:

Group Financial years ended 31 December		
	2025	2024
	USD’\$000	USD’\$000
Mainland China and Hong Kong*	16,742	11,078
Taiwan**	7,598	7,044
South Korea	6,043	6,176
United States	7,298	3,487
Japan	4,681	3,299
Other	3,138	815
Total Revenue	45,500	31,899

* Hong Kong here refers to Hong Kong Special Administrative Region.
** Taiwan here refers to the Taiwan region.

Revenue from Mainland China and Hong Kong is contributed by two segments, one is the customers from Mainland China and Hong Kong and the other is from Mainland China and Hong Kong (non-China) that comprises (i) subsidiaries located in Mainland China and Hong Kong owned by European and American customers and (ii) overseas subsidiaries of Mainland China and Hong Kong customers.

In FY2025, Chinese customers from Mainland China and Hong Kong accounted for 22.4% of the Group's total revenue, while Mainland China and Hong Kong (non-China) accounted for 14.4% of the Group's total revenue. On a combined basis, Mainland China and Hong Kong accounted for 36.8% of the Group's total revenue.

In FY2024, Chinese customers from Mainland China and Hong Kong accounted for 25.1% of the Group's total revenue, while Mainland China and Hong Kong (non-China) accounted for 9.6% of the Group's total revenue. On a combined basis, Mainland China and Hong Kong accounted for 34.7% of the Group's total revenue.

The Group continues to make good progress with our revenue diversification strategy, which saw the United States market and other regions, delivering strong revenue growth in FY2025 as compared to FY2024.

Gross profit and margin

With higher revenue in FY2025, the Group's gross profit increased by 43.2% to US\$13.5 million (FY2024: US\$9.5 million), with gross margin stable at 29.8% in FY2025 (FY2024: 29.7%). The contribution from Mineloder, which specialises in higher-margin AAA console art projects, mitigated some pressure from Asian mobile gaming projects, which typically have lower pricing.

Operating costs

The Group's distribution and marketing expenses increased 17.1% or US\$0.4 million from US\$2.2 million in FY2024 to US\$2.5 million in FY2025. The increase was mainly due to more investments in marketing and promotional activities to expand into overseas markets, resulting in increased business travel costs, and costs related to marketing activities.

Administrative expenses increased 16.3% or US\$1.5 million, to US\$10.6 million in FY2025 (FY2024: US\$9.1 million). In FY2024, one of the major components of administrative expenses was a one-off LSE IPO expense of US\$2.4 million recognised.

Taking this into account, there was a variance of US\$3.9 million that was mainly attributable to the following:

- Aggregation of administrative costs associated with the newly acquired subsidiary Mineloder that amounted to US\$1.6 million;
- Additional US\$0.6 million in costs incurred to support acquisition activities and integration initiatives;
- Amortisation expenses of intangible assets that amounted to US\$0.5 million generated from acquisition;
- Ongoing administrative expenses of US\$0.4 million related to the AIM dual listing on LSE;
- Increased remuneration of key management personnel, which includes share-based compensation expenses, that amounted to US\$0.5 million; and
- Expenses of US\$0.4 million that are related to business management of On Point Creative, Pixelline and Vertic.

Alternative performance measures (APMs)

The Group also reports on a number of APMs to showcase the financial performance of the Group, which are not standard accounting measures defined by the International Financial Reporting Standards ("IFRS"). The Directors believe that these measures provide valuable additional financial information for users to understand the fundamental transactional performance of the Group. In particular, APMs are used to provide the users of the accounts a clearer understanding of the Group's underlying profitability over a period of time.

EBITDA / Adjusted EBITDA

The Group recognised increased EBITDA of US\$3.4 million in FY2025, as compared to US\$2.0 million in FY2024.

The Group's Adjusted EBITDA for the period, calculated as set out below, increased by 13.2% or US\$0.6 million to US\$5.4 million (FY2024: US\$4.8 million). While revenue grew by 42.6% in FY2025, Adjusted EBITDA growth was moderated by US\$0.4 million of LSE-related ongoing expenses incurred in FY2025 but not in FY2024, and by US\$0.7 million of other income and other gains (excluding forex gains) recognised in FY2024 that did not recur in FY2025.

Net Profit / Adjusted Net profit

Overall, the Group's net profit was lower at US\$0.3 million in FY2025 (FY2024: US\$0.5 million). On an adjusted net profit basis, the Group posted US\$3.0 million in FY2025 (FY2024: US\$3.4 million).

US\$ million	FY2025	FY2024	Change(%)
Adjusted EBITDA	5.4	4.8	+13.2
Adjusted EBITDA Margin	12.0%	15.1%	(3.1) percentage point
EBITDA	3.4	2.0	+69.2
Adjusted net profit	3.0	3.4	(12.3)
Adjusted net profit margin	6.5%	10.6%	(4.1) percentage point
Net profit	0.3	0.5	(37.9)
Proposed dividend per share			
(SG\$ cents per share)*	0.024	0.024	-
(GBP pence per share)*	0.014	0.014	-
Adjusted expenses	2.0	2.8	(27.5)
LSE dual listing expenses	-	2.5	n.m
Share-based compensation expenses	0.9	1.0	(8.5)
Costs of acquisition and integration	0.6	<0.1	n.m
Private placement related expenses	-	<0.1	n.m
Foreign exchange (gains) or losses	0.5	(0.8)	n.m

n.m denotes not meaningful

*Subject to approval by shareholders at the upcoming AGM and the final dividend payout will be subjected to the prevailing exchange rate

Cash flow

US\$ million	FY2025	FY2024	Change(%)
Net cash generated from operating activities	5.1	0.6	+706.9
Net cash (used in) investing activities	(14.5)	(3.7)	+287.9
Net cash (used in) / generated from financing activities	(1.7)	27.0	n.m
Net (decrease) / increase in cash & cash equivalents	(11.1)	23.9	n.m
Cash & cash equivalents at beginning of financial year	39.8	16.4	142.5
Effects of exchange rate changes on cash & cash equivalents	(1.4)	(0.5)	+171.7
Cash & cash equivalents at end of financial year	27.4	39.8	(31.2)

Net cash generated from operating activities increased significantly by US\$4.5 million to US\$5.1 million during FY2025, as compared to US\$0.6 million generated during FY2024, which was primarily driven by the absence of one-off AIM dual listing cash outflow in FY2024, as well as higher cash inflows from an enlarged operating scale following the acquisition of Mineloder.

Net cash used in investing activities increased significantly to US\$14.5 million in FY2025 compared to US\$3.7 million used in FY2024, which was mainly attributable to the Group's acquisition of Mineloder.

Net cash used in financing activities was US\$1.7 million in FY2025, compared to US\$27.0 million generated in FY2024. In FY2024, the Company issued new shares and received proceeds (net of share issue expense) of US\$29.4 million.

US\$ million	As at 31 December 2025	As at 31 December 2024	Change(%)
Current assets	42.9	49.8	(13.8)
Non-current assets	26.0	10.5	+148.1
Total assets	68.9	60.3	+14.3
Current liabilities	10.1	7.3	+38.8
Non-current liabilities	5.8	3.0	+93.4
Total liabilities	15.9	10.3	+54.8
Net assets	53.0	50.0	+6.0



The Group's current assets decreased by approximately US\$6.9 million or 13.8% from US\$49.8 million as at 31 December 2024 to US\$42.9 million as at 31 December 2025. The key components of the Group's current assets comprise cash and cash equivalents, trade and other receivables and contract assets. Cash and cash equivalents totalled US\$27.4 million as at 31 December 2025, a decrease of US\$12.4 million or 31.2%, as compared to US\$39.8 million as at 31 December 2024. The decrease was mainly due to a US\$13.2 million payment related to the acquisition of Mineloder. As at 31 December 2025, the Group's trade and other receivables increased by US\$2.9 million or 45.5% to US\$9.3 million, primarily driven by higher revenue in the second half of FY2025 that was principally attributable to the increase in business activities and the consolidation of receivables from the acquisition of Mineloder. Contract assets totalled US\$6.2 million as at 31 December 2025, an increase of US\$2.6 million or 71.8% from US\$3.6 million as at 31 December 2024, mainly due to the consolidation of contract assets from the acquisition of Mineloder. Almost 100% of the contract assets from the previous year's output were converted into trade receivables or cash collections.

As at 31 December 2025, the Group's non-current assets increased by US\$15.5 million or 148.1% to US\$26.0 million, as compared to US\$10.5 million as at 31 December 2024. The key components of the Group's non-current assets comprise intangible assets, which increased significantly from US\$1.9 million as at 31 December 2024 to US\$17.2 million as at 31 December 2025, mainly due to the recognition of goodwill and intangible assets associated with the acquisition of Mineloder.

As at 31 December 2025, the Group's current liabilities increased by US\$2.8 million or 38.8% to US\$10.1 million as compared from US\$7.3 million as at 31 December 2024. The key components of the Group's current liabilities comprise trade and other payables and lease liabilities. Trade and other payables increased by US\$1.9 million or 32.7% to US\$7.9 million as at 31 December 2025 as compared to US\$5.9 million as at 31 December 2024, mainly due to the aggregation of payables from the acquisition of Mineloder. Lease liabilities increased by US\$0.6 million or 48.5% to US\$1.7 million as at 31 December 2025 as compared to US\$1.2 million as at 31 December 2024, which was mainly attributable to new office lease agreements arising from the acquisition of Mineloder during FY2025.

As at 31 December 2025, the Group's non-current liabilities increased by US\$2.8 million or 93.4% to US\$5.8 million as at 31 December 2025, as compared to US\$3.0 million as at 31 December 2024. The key components of the Group's non-current liabilities comprise deferred income tax liabilities and other non-current liabilities. Deferred income tax liabilities increased by US\$1.9 million or 168.7% to US\$3.0 million as at 31 December 2025 as compared to US\$1.1 million as at 31 December 2024, which was mainly attributable to the acquisition of Mineloder. The Group recognised other non-current liabilities of US\$1.7 million as at 31 December 2025, which is the share purchase consideration payable for the acquisition of Mineloder that is scheduled to be paid on 31 March 2030.

As at 31 December 2025, the Group's net asset value per ordinary share is US\$12.00 cents (as at 31 December 2024: US\$11.35 cents).



2025 Sustainability Report



WINKING®



BOARD STATEMENT

The Board of Directors ("**Board**") of Winking Studios Limited ("**Company**" and together with its subsidiaries, "**Group**" or "**Winking Studios**") is pleased to present our third annual Sustainability Report ("**Report**") for the financial year ended on 31 December 2025 ("**FY2025**"). This Report underscores our unwavering commitment to embedding sustainable practices into our operations and delivering long-term value for stakeholders, even amid heightened market volatility and rapid technological change.

Winking Studios remains a leading player in the global gaming industry. While our service offerings have expanded over time, our core focus continues to be innovative art outsourcing and full-cycle game development services. Over the past more than two decades, we have honed our ability to deliver bespoke, high-quality solutions that meet the dynamic needs of our international clientele.

Since our founding in 2004, the Group has strategically expanded its operations across key Asian markets. With our headquarters in Singapore and strong bases in Kuala Lumpur, Taipei, Shanghai, Nanjing, Suzhou, Tianjin and Dalian, Winking Studios is well positioned to support a diverse client base, ranging from emerging studios to the world's most established game publishers. This strong regional presence and collaborative approach have enabled us to cultivate enduring, long-term partnerships with many leading industry players.

Sustainability in Our Strategy

Our dual listings on the Catalist board of the Singapore Exchange ("**SGX**") on 20 November 2023 and the London Stock Exchange ("**LSE**") on 14 November 2024 have further strengthened our international profile. During FY2025, these listings enhanced our visibility among global investors, broadened our capital raising avenues and reinforced our reputation as one of the trusted leader in the global gaming ecosystem. To date, we have collaborated with 22 of the world's top 25 game development companies, and we remain focused on deepening and expanding these strategic relationships. To underpin our next phase of growth in a responsible manner, the Board has begun integrating additional environmental, social and governance ("**ESG**") considerations into the Group's wide planning and oversight. Key initiatives include the establishment of a Sustainable Development Committee to enhance Board level stewardship, the strengthening of internal audit mechanisms, enhancements to supplier management controls to support compliance, and expanded internal fraud prevention awareness with clearly defined accountability.

In FY2025, we further strengthened our platform through the acquisition of Shanghai Mineloder Digital Technology (**"Mineloder"**), the Group's largest transaction to date. Mineloder brings a team of more than 460 specialists with strong expertise in AAA console game art, enhancing our operational scale, diversifying revenue stream and broadening our client reach. In parallel, we launched Vertic Studios, our high-end art production brand and established its Kuala Lumpur office in December 2025 to better support premium mandates and promote cross-regional collaboration across the Group.

As one of the global industry leaders, we recognise the impact of our operations on local communities and are dedicated to driving positive change. Our sustainability philosophy is built on meaningful, targeted action. Corporate social responsibility (**"CSR"**) remains a priority, and we actively seek opportunities to support and uplift local communities. Additionally, we are committed to reducing our environmental footprint through initiatives aimed at monitoring, managing and minimising water and energy consumption. Ultimately, we believe that meaningful change begins from within, and by adopting the best-in-class sustainability practices, we aim to inspire greater awareness, accountability and proactive engagement across our industry.

Progress and Performance

We acknowledge that adapting to climate-change presents challenges including rising mean temperatures, evolving regulatory requirements and increasing occurrences of extreme weather conditions. However, at Winking Studios, we view these challenges as opportunities for growth and transformation. Our approach includes implementing water and energy-efficient fixtures and fittings, enhancing recycling initiatives, advancing digitalisation efforts and incorporating energy-saving Light-Emitting Diode (**"LED"**) lighting. As at FY2025, approximately 55% of our multi-location office lighting has been converted to energy-saving LEDs, with plans to further increase coverage over the next three years.

Additional measures include regular air-conditioning filter replacement to safeguard indoor air quality and reduce energy load, as well as pilot incentives with ride-hailing platforms such as Uber to prioritise eco-friendly vehicles for business travel where feasible. In parallel, the Group expanded employee health and mental-wellness tools to strengthen a safe, inclusive and productive workplace.

During FY2025, we lowered our total Greenhouse Gas emissions (**"GHG emissions"**) intensity to 0.8 tCO₂e/ employee, a 45.5% decrease from FY2024. We remain committed to year-on-year decarbonisation, investing in efficiency, expanding renewable electricity procurement and strengthening operational controls to sustain further reductions.

Looking Ahead

Since our inception, Winking Studios has been guided by the core values of creativity, integrity and innovation. These values continue to inspire our dedicated team, and together with our extensive network of partners, enable us to remain at the forefront of the gaming industry while creating long-term value for all stakeholders.

Over the next three years, the Group will prioritise progress towards a lower-carbon operating model by continuing the LED lighting replacement programme and expanding collaborations with partners to encourage greener mobility options. At the same time, we will increase our investments in employee health and mental-wellness initiatives, broadening the reach and impact of our safety and well-being initiatives. We also aim to scale our CSR efforts through deeper community partnerships and strengthen governance through enhanced internal audit and fraud prevention measures. We also remain focused on advancing leadership diversity, including increasing the representation of women in management roles across the Group.

The Board extends its sincere appreciation to our employees, partners, clients, investors and the communities we serve for their continued support. We look forward to working closely with all stakeholders as we continue our journey towards a more sustainable and resilient future.

On behalf of the Board

Mr. Johnny Jan
Executive Director and Chief Executive Officer (Founder)

ABOUT THIS SUSTAINABILITY REPORT

Scope of Report

Winking Studios is the fourth largest art outsourcing and game development studio globally. This Report encompasses the entire operations and activities of the Group and its subsidiaries across multiple jurisdictions, including Greater China and Southeast Asia, providing a comprehensive view of corporate sustainability.

This Report encapsulates key aspects of Winking Studios’ Environmental, Social and Governance (“ESG”) performance for FY2025. It covers financial performance and stability, environmental stewardship with a focus on energy efficiency and waste management, social initiatives that include employee well-being and welfare, community engagement through corporate social responsibility, and robust governance practices that emphasise transparency and ethical conduct.

The Report covers the Winking Studios’ operations in Singapore, Nanjing, Shanghai, Suzhou, Tianjin, Dalian, Taipei and Kuala Lumpur.

The Company and subsidiaries in this Report are:

S/N	Entity	City
1	Winking Art Pte. Ltd	Singapore
2	Nanjing Winking Entertainment Ltd	Nanjing
3	Shanghai Winking Entertainment Ltd	Shanghai
4	Shanghai Mineloder Digital Technology Co., Ltd. ¹	
5	Suzhou Entertainment Ltd	Suzhou
6	Mineloder (Tianjin) Software Co., Ltd.	Tianjin
7	Dalian Mineloder Software Co., Ltd.	Dalian
8	Winking Entertainment Corporation	Taipei
9	On Point Creative Co., Ltd	
10	Pixelline Art Sdn. Bhd.	Kuala Lumpur
11	Vertic Studios Sdn. Bhd. ²	

Organisational Chart



This Report reaffirms Winking Studios’ unwavering commitment to sustainability, accountability, and responsible business practices within the art outsourcing and game development sector.

¹ Following the acquisition of Mineloder Studios in April 2025, its sustainability data are included for the period April to December 2025.
² Vertic Studios was established in July 2025, and the physical office in December 2025. For FY2025, disclosures are limited to headcount and anti-corruption training.

Reporting Standards and Frameworks

The International Financial Reporting Standards Sustainability Disclosure Standards (“**IFRS SDS**”) issued by the International Sustainability Standards Board (“**ISSB**”) – comprising IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information (“**IFRS S1**”) and IFRS S2 Climate-related Disclosures (“**IFRS S2**”) – provide a comprehensive framework for sustainability disclosures focused on the needs of investors and financial markets. This Report complies with the climate-related requirements of IFRS SDS, the sustainability reporting requirements of Rules 711A and 711B of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist, and Practice Note 7F Sustainability Reporting Guide.

This Report has been approved by the Board and is prepared with reference to the Global Reporting Initiative (“**GRI**”) Standards 2021. The GRI Standards 2021 was identified as the framework of choice as it is not only widely recognised as the global benchmark for sustainability reporting, but it also provides guiding principles on report content and quality, as well as recommends specific key performance indicators and disclosures pertaining to material sustainability topics.

The IFRS SDS builds on the recommendations of the Task Force on Climate-related Financial Disclosures (“**TCFD**”). They aim to establish a comprehensive global framework for sustainability-related financial disclosures, addressing the needs of capital markets and the demand for consistent, comparable, and verifiable information regarding the exposure to, and management of, sustainability-related risks and opportunities.

Report Content and Quality

This Report provides an integrated overview of the Group’s initiatives and strategies related to sustainability and responsible business development. Through its policies, practices, and actions, the Group seeks to address key concerns and issues that stakeholders encounter and prioritise.

Strong fundamentals in content quality and proper presentation have been established by applying the following GRI reporting principles:

Reporting Principles	
Accuracy and Completeness	Quantitative and qualitative information have been provided with a sufficient level of accuracy and attention to detail, enabling stakeholders to assess the Group’s performance and impact.
Balance	The Group strives to present an unbiased depiction of its performance, reflecting both positive and negative aspects, as well as impacts, while distinguishing fact from interpretation to ensure a fair and just assessment.
Clarity	All information and data disclosed are clear, understandable, and accessible to relevant stakeholders across various platforms and media.
Comparability	Current information and performance metrics are reported in a manner that allows stakeholders to compare them against the Group’s objectives, goals, past performance, and relevant industry peers.
Timeliness	This report is produced annually to provide stakeholders with readily accessible insights into the Group’s impacts and performance, facilitating informed and prompt decision-making.
Verifiability	Precision and authenticity remain of paramount importance, and all data, information, and processes involved in the preparation of this report have been gathered, compiled, and analysed in a trustworthy and reliable manner.

Restatements

There were no restatements made from the previous report.

Internal Review and External Assurance

In compliance with Rule 711B of the Catalist Rules on Sustainability Reporting, the Group has conducted an internal review of its sustainability reporting processes to ensure their adequacy and effectiveness. External assurance has not been sought for this reporting period; however, it may be considered in the future.

Feedback

The Group remains committed to its staunch duty and dedication to creating positive impacts and long-term, sustainable value. Stakeholders are encouraged to provide input and feedback on the sustainability report by sharing their thoughts, concerns, and suggestions for improvement. For any inquiries regarding this Report, the Group's sustainability practices, or any relevant feedback, Investor Relations can be contacted via email at ir@winkingworks.com.

SUSTAINABILITY GOVERNANCE

Winking Studios recognises that sustainability is essential for the Group’s long-term success and the creation of value for all stakeholders. The Group’s commitment to sustainability is embedded within its governance framework, ensuring that sustainability considerations are integrated into decision-making processes at all levels.

Board Oversight

The Board provides effective oversight of the Group’s sustainability strategy, goals, and performance. Additionally, it offers guidance on governance and risk management processes to address climate-related risks and opportunities (“**CRROs**”). The Sustainability Governance Structure, illustrated below, outlines the relevant roles, responsibilities, and personnel involved.

Sustainability Steering Committee

The Group Chief Financial Officer (“**CFO**”) also serves as the Chief Sustainability Officer (“**CSO**”), leading the Group’s sustainability function and reporting directly to the Sustainability Steering Committee (“**SSC**”). The CSO is responsible for developing and implementing the sustainability strategy, ensuring its alignment with the overall business strategy, and coordinating with departments to integrate sustainability into business activities and operations.



The Group has fully complied with the requirements of Rule 720(6) of the Catalist Rules, which mandate that all directors undergo compulsory training. All members of the Board have successfully completed sustainability training courses provided by the Singapore Institute of Directors.

STAKEHOLDER ENGAGEMENT

Winking Studios is strongly committed to understanding and addressing stakeholders' needs and expectations. The Group views stakeholder input as vital to developing a focused and effective sustainability strategy.

Accordingly, it will engage all stakeholder groups through every available channel to gather the most current and reliable feedback. These insights will be integrated into the Group's sustainability strategy and decision-making, ultimately strengthening its sustainability performance.

Stakeholders	Engagement Channels	Frequency	Key Concerns
Employees	Performance appraisals	Annual	• Remuneration and benefits • Employee safety and well-being • Training and development opportunities • Fair and competitive employment practices • Job security and workplace safety
	Internal and external training programmes	Ad-hoc	
	Digital feedback and communication platforms	Ad-hoc	
	Regular meetings	Monthly	
Customers	Customer Feedback Surveys	Ad-hoc	• Product and service quality • Project timeline and execution • Competitive pricing • Customer data protection • Sustainability efforts
	Social media	Ad-hoc	
	Informal dialogues	Ad-hoc	
Suppliers	Supplier Pre-assessment	Ad-hoc	• Fair payment terms • Payment timeliness • Sustainability efforts
	Supplier Performance Evaluation	Ad-hoc	
	Meetings / discussions	Ad-hoc	
Investors	Investor Relations	Ad-hoc	• Business ethics • Sustainability efforts • Corporate governance • Financial performance and growth • Risk management • Business strategies & performance
	Annual General Meetings	Annual	
	Corporate Announcements	Ad-hoc	
	Company Website	Ad-hoc	
Government/ Regulatory Body	Annual Report & Sustainability Report	Annual	• Compliance with laws and regulations • Anti-corruption • Implementation of policies • Good corporate governance, ethics, and transparency • Sustainability reporting
	Submission of statutory reports	Ad-hoc	
Local Communities	Corporate Social Responsibility Report	Annual	• Social welfare
	Community service programs	Ad-hoc	

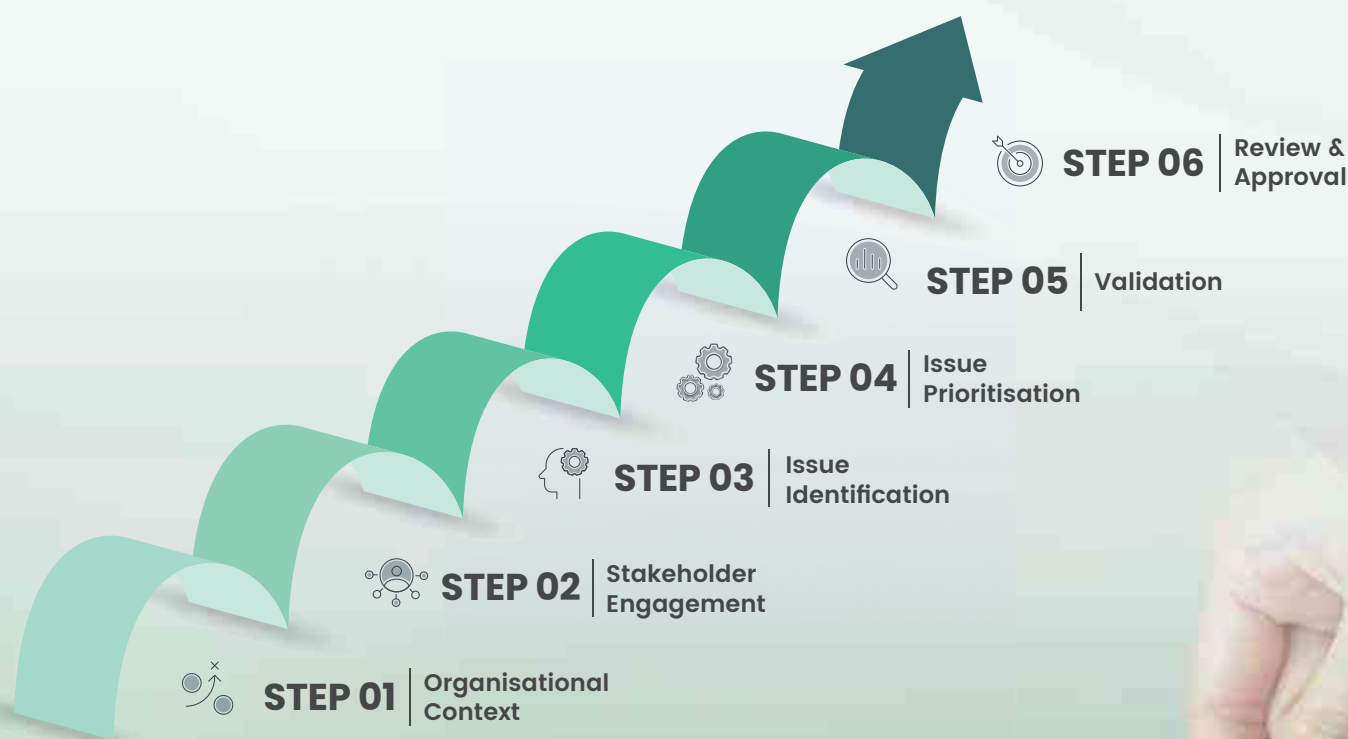
SUSTAINABILITY COMMITMENTS AND APPROACH

Materiality Assessment

The Group places strong emphasis on ensuring its sustainability strategy is robust, relevant and effective. Accordingly, Winking Studios adopts a structured and rigorous materiality assessment process that identify and prioritise sustainability matters that are most significant to the Group and its stakeholders. This process involves assessing the Group's impact on society and environment, and how sustainability issues affect the Group's business, with particular focus on identifying related risks and opportunities based on their likelihood of occurrence and severity of impact.

Sustainability topics that are assessed to have higher levels of impact, risk exposure or value-creation potential are prioritised and form the foundation of the Group's sustainability strategy, objectives and performance management.

The Group's materiality assessment methodology comprises the following key steps:



Understanding Organisational Context

Prior to developing its sustainability strategy, the Group establishes clear parameters to guide the assessment process. A key aspect of this process is understanding the most effective way to engage stakeholders and gather meaningful feedback. The Group also considers industry changes, regulatory developments and emerging sustainability best practices as part of its feedback sessions. Additionally, the Group also conducts a comparative analysis with its industry peers and sector benchmarks to assess its current competitiveness and sustainability positioning.

Stakeholder Engagement

Following these assessments, the Group actively engages with its stakeholders which includes employees, customers, vendors, investors, and local communities, to understand their expectations and concerns regarding sustainability. The insights gathered are then incorporated into the Group's sustainability initiatives to ensure they remain relevant and impactful.

For more details on how the Group gathers and interprets stakeholder input, please refer to the "Stakeholder Engagement" section above.

Issues Prioritisation

After assessing stakeholder expectations and concerns, the Group identifies a comprehensive list of relevant sustainability issues. This identification process incorporates established sustainability standards such as GRI, IFRS S2 and the United Nations Sustainable Development Goals ("UN SDGs"). Industry reports and peer benchmarks are also considered to provide a comprehensive understanding of relevant sustainability matters.

In addition to external references, the Group conducts an internal assessment of its business operations, risk profile, long-term value creation objectives, and strategic priorities. This review is guided by key management personnel and supported by external consultants, ensuring that sustainability priorities align with the Group's core business model, strategic direction and core values, while maintaining operational competitiveness.

The material topics identified are categorised into three areas: environmental, social, and governance.

Validation

The SSC finalises the ESG material topics, considering emerging trends and changes in the business and regulatory environment. Relevant data and insights from internal sources are analysed to quantify concerns and assess their implications.

Additionally, input, guidance, and validation from external consultants further enhance the Group's understanding of material sustainability topics. This collaborative approach ensures alignment with best practices, evolving regulations, and sustainability trends.

Approval

The results of the FY2025 materiality assessment, including targets, metrics and initiatives, are presented to the Board for approval before being published in Winking Studios' annual Sustainability Report.

Following the materiality assessment conducted by the SSC, as the Group transitions into FY2025, the Group has identified a total of 15 material topics. There are changes to the material topics from FY2024. This continued focus underscores its commitment to addressing key issues that matter most to stakeholders and aligning sustainability initiatives with their expectations.

Based on Winking Studios' FY2025 materiality assessment, the following key sustainability topics have been identified as most material to the Group's business and categorised into three levels of priority: Highly Critical, Critical, and Moderate.

Highly Critical Material Issues	Critical Material Issues	Moderate Material Issues
Climate Change – Emissions	Energy Efficiency	Water and Effluents
	Waste Management	Labour/ Management Relations
Employment Practices	Diversity and Equal Opportunities	Training and Education
Occupational Health & Safety	Market Presence	Contribution to Society – Local Communities
	Business Ethics (including Anti-corruption)	Economic Performance
Information Security and Data Review	Tax	Procurement Practices

Environmental
 Social
 Governance

The Group's material topics for FY2025 are presented below:

Material Topics	Summary of Impact	Summary of Management Approach
Energy Efficiency/ Climate Change – Emissions	Use of electricity results in GHG emissions which contributes to climate change.	• Monitor electricity consumption regularly. • Replace lights with LEDs and install energy –efficient air conditioners. • Remote work reduces commuting time which decreased carbon footprint and energy consumption.
Water and Effluents	Expansion of operations without efficient water management may lead to higher consumption and strain on natural resources.	• Implement water-saving devices. • Educate employees on water conservation practices.
Waste Management	Excessive waste contributes to the depletion of natural resources.	Focuses on reducing, reusing, and recycling materials while ensuring compliance with relevant regulations.
Employment Practices	• Provide employment opportunities, enhancing livelihoods. • Competitive salaries and benefits reduce turnover costs.	• Cultivate a supportive and inclusive Group culture that values teamwork, respect, diversity, and open communication. • Review remuneration package, to attract and retain talent.
Labour/ Management Relations	Transparent and fair communication on work conditions, shifts, and policies improves employee satisfaction and fosters trust and productivity.	Maintain transparent communication and implement fair labour policies.
Occupational Health and Safety	Prioritise occupational health and safety to enhance well-being, reduce absenteeism, and improve morale, productivity, and social stability.	Ensure a safe working environment through safety training, and compliance with occupational health standards.
Training and Education	Enhance employee skills, employability, and social mobility to foster inclusion and human capital development.	Invest in continuous learning programmes, professional development opportunities, and skills enhancement initiatives.
Diversity and Equal Opportunity	Creates a diverse and inclusive work culture leading to higher employee satisfaction and retention.	Promote an inclusive workplace culture, implement anti-discrimination policies, and ensure equal opportunities for all employees.
Contribution to Society – Local Communities	Providing employment and skills development in local communities.	Engage with local communities through outreach programmes, partnerships, and initiatives that support social and economic development.

Material Topics	Summary of Impact	Summary of Management Approach
Market Presence	Investments in new regions can stimulate economic activity, supporting local businesses and services.	Enhance presence in key markets by delivering quality products/services and building strong customer relationships.
Procurement Practices	Hiring locally supports regional businesses.	Implement responsible procurement practices, prioritise local suppliers, and ensure supply chain sustainability.
Business Ethics (including Anti-corruption)	- Fosters a culture of integrity, boosting employee morale and attracting talent. - Promotes healthy competition and innovation within the industry.	Promote ethical conduct and integrity through anti-corruption policies, training, and strong governance practices.
Tax	- Increase administrative expenses due to compliance with tax regulations across operation regions. - Contributes to public services and infrastructure through fulfilment of tax obligations.	Ensure compliance with tax laws and regulations, transparency in reporting, and responsible tax management practices.
Information Security and Data Privacy	- Strengthens client confidence enhancing business growth. - Increased security protocols may result in higher digital footprint.	Safeguard data privacy through robust security measures, employee training, and compliance with data protection regulations.
Economic Performance	Generate employment opportunities, contributing to economic growth in regions where it operates.	Maintain financial stability through prudent financial management, revenue growth, and cost efficiency measures.

Risk Management

The material factors identified by the Group encompasses various risks and opportunities relevant to Winking Studios. The Group's environmental risk management process focuses on identifying, assessing, prioritising and documenting material impacts, including but not limited to climate-related risks, key controls, and mitigation measures.

By strengthening business sustainability, this process enables the Group to mitigate material impacts while addressing industry-specific risks and opportunities in the art outsourcing and full-cycle game development sector. This approach helps Winking Studios to effectively manage climate-related challenges and capitalise on emerging opportunities.

Overseen by the Board in collaboration with the SSC and the Sustainability Working Group, the process ensures robust governance. Once climate risks and opportunities are identified, the Board reviews existing strategies, targets, and controls to maintain alignment with climate-related objectives. Furthermore, the CSO consolidates and manages data collection related to identified climate risks and opportunities, ensuring effective response and collaboration across departments.

UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS ("UN SDGS")

The UN SDGs^[3] were established as part of the 2030 Agenda for Sustainable Development, a framework designed to promote progress in three key areas: people, planet and prosperity. The UN SDGs' guidance and a call to action that improving global conditions requires simultaneous changes in the world economy, environment and social aspects.

For Winking Studios, these goals are integral to shaping its sustainability strategy while addressing stakeholder concerns. By aligning its initiatives with the UN SDGs, the Group ensures its efforts drive positive, impactful and targeted change. The UN SDGs comprises 17 goals, of which Winking Studios has identified 12 as highly relevant to its business and sustainability objectives. Moving forward, Winking Studios remains committed to these goals, leveraging its talented workforce to further advance its sustainability commitments.

Winking Studios' established targets are aligned with the UN SDGs and address the relevant goals. For clarity, these targets are presented within their respective ESG categories in the relevant sections throughout this Report.

1

GOAL 1: Reducing our Negative Environmental Impact Contributions to SDGs



Key Performance Indicators

- The Group's electricity consumption intensity decreased to 1,656.68 kWh/ employee (FY2024: 1,792.16 kWh/ employee).
- The Group's water withdrawal intensity decreased to 0.0053 megalitres/ employee (FY2024: 0.0075 megalitres/ employee).

The Group remains committed to reducing its emissions and optimising energy consumption in alignment with the UN SDGs. It also continues to strengthen its stewardship of water resources by improving water efficiency and reducing overall consumption across its operations. In the coming years, the Group anticipates a decline in emissions intensity and further improvements in resource efficiency as its sustainability policies continue to take effect.

Current Practices

- Implementation of office policies designed to minimise energy consumption by restricting the use of lighting and air-conditioning based on specific weather conditions and timeframes. Additionally, policies also mandate switching off lights and air-conditioning after designated hours.
- Transitioning to modern, more energy and water efficient equipment and fixtures to enhance resource conservation.
- Conducting regular maintenance and inspections of water systems, air-conditioning, units and related facilities to prevent leaks and reduce excessive electricity and water usage.
- Cultivate sustainable waste management practices in daily operations, such as paperless workflows, digitalisation and remote work adoption.



³ 2030 Agenda and the Sustainable Development Goals: <https://unsdg.un.org/2030-agenda>.

2

GOAL 2: Cultivating Fairness, Safety, and Inclusivity in a Workplace

Contributions to SDGs



Key Performance Indicators

- Zero recorded incidents of material non-compliance with applicable laws and regulations.
- A diverse and growing workforce, encompassing various age, ethnicities and genders.
- High average training hours and strong participation across all employee categories and gender.
- Extensive internal training programmes provided to all employees.

Current Practices

- Ensuring fair, equal and comprehensive compensation package across genders, including medical check-ups, insurance coverage, childcare leave and retirement benefits.
- Ongoing employee welfare and engagement initiatives geared towards both physical and mental well-being.
- Regular, inclusive training programmes that are accessible to all employees, regardless of region, gender, and employee categories.
- A diverse range of training opportunities including upskilling programmes, financial subsidies, professional certification support, job rotations and career development pathways.
- Systematic risk assessment to identify potential hazards and implement mitigation actions, including trainings on fire safety, first aid and occupational health and safety.

3

GOAL 3: Instilling Corporate Transparency and Accountability

Contributions to SDGs



Key Performance Indicators

- Zero confirmed public cases or incidents of corruption involving the Group or its employees.
- Zero significant instances of non-compliance with laws and regulations of which either fines or non-monetary sanctions were incurred.
- Zero reported incidents of discrimination.

Current Practices

- A robust whistleblowing mechanism that allows for anonymous reporting and suggestions to strengthen corporate governance.
- Timely communication of corporate governance policies and procedures including business ethics.
- Comprehensive training programmes related to business ethics and anti-corruption for governance body members, employees, and business partners.
- Proactive engagement with tax authorities for compliance communication, collaborative issues resolution and tax filing transparency.
- Active participation in tax public policy advocacy through stakeholder consultations, advocacy efforts and information sharing and collaboration.



ENVIRONMENTAL

IFRS S2 Climate-related Disclosures

Winking Studios recognises the impact of its business activities on climate change and is committed to reducing its environmental footprint through sustainable practices. As part of its ongoing sustainability efforts, the Group seeks to implement initiatives that minimise its ecological impact while fostering a culture of environmental responsibility among its employees. The Group firmly believes that the success of its sustainability initiatives depends on collective action, and as such, ensures that its sustainability philosophy is effectively communicated across its workforce.

Governance

Effective governance of climate-related issues is foundational to Winking Studios' ability to navigate the transition to a low-carbon economy while sustaining creative excellence and business performance. Climate governance at Winking Studios is anchored in clear accountability, extending from Board-level oversight to operational practices across its subsidiaries. This framework is strengthened by appropriate expertise, capital, and the integration of climate considerations into core business processes.

Board Oversight of Climate-Related Risks and Opportunities

The Board of Directors holds ultimate responsibility for climate governance, acknowledging that climate change presents both material risks and opportunities that could significantly influence Winking Studios' creative model, digital operations, supply chains, and overall business performance. Climate considerations are not treated as a standalone environmental issue, but as a strategy embedded within broader corporate oversight and decision-making.

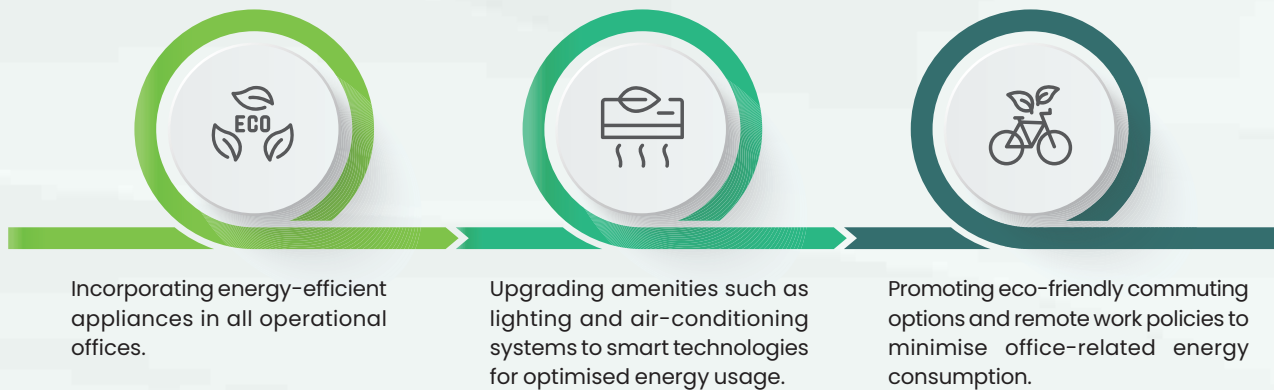
Management's Role in Climate Assessment and Management

While the Board provides oversight and sets the strategic direction, the SSC is accountable for operational climate management, translating Board-level priorities into actionable measures, monitoring execution, and reporting on progress. The SSC is chaired by the CFO and comprises of Senior Executives with direct responsibility for functions critical to climate performance, including operations, procurement, finance, and sales and marketing.

For a more detailed overview of the governance structure, please refer to the Sustainability Governance section above.

Strategy

Winking Studios has adopted a strategic approach to reducing energy consumption and emissions, focusing on the following key initiatives:



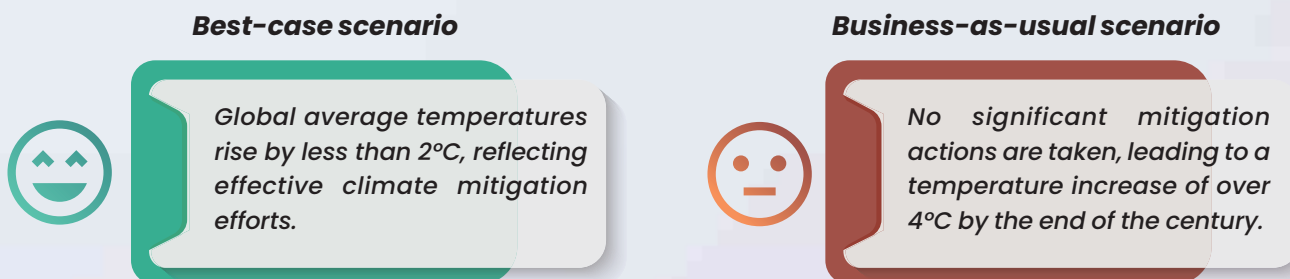
In addition to these initiatives, Winking Studios takes a proactive stance in assessing and managing climate-related risks, ensuring resilience in an evolving regulatory and environmental landscape. The Group is committed to transitioning towards a low-carbon economy through sustainable practices while simultaneously mitigating risks associated with climate change.

For the financial year ended 31 December 2025, the Group has identified climate related risks and opportunities across three timeframes:



Key climate-related risks identified include rising mean temperatures, transition risks associated with increased GHG emission pricing, stricter emissions-reporting obligations changes and shifts in consumer preference and behaviour. Recognising these challenges, Winking Studios actively seeks climate-related opportunities to enhance its resilience. This includes strengthening recycling initiatives, advancing digitalisation efforts, and implementing stricter energy-efficiency regulations for office appliances.

To systematically assess and manage climate-related risks and opportunities, Winking Studios employs climate scenario analysis as a strategic tool. Based on projections from the Intergovernmental Panel on Climate Change ("IPCC"), the Group has aligned its assessment with the following two scenarios:



⁴ Singapore climate targets: <https://www.nccs.gov.sg/singapores-climate-action/singapores-climate-targets/overview/>

These two scenarios serve as the foundation for the Group to identify risks and opportunities. Based on these insights, the Group formulates a sustainability strategy focused on climate resilience, incorporating both operational and financial planning:

Scenario	Paris-aligned scenario (Below 2°C)	No mitigation scenario (4°C)
Description	Global collaboration successfully curtails CO ₂ e emissions through mitigation strategies, limiting temperature rise.	Unchecked CO ₂ e emissions persist until Year 2100, exacerbating extreme weather patterns and climate instability.
Rationale	Evaluates transition risks within an economy adapting to a low-carbon future, incorporating measures required to cap global warming below 2°C.	Assesses physical risks in a high-emission trajectory, reflecting a future with minimal climate policy enforcement.
Underlying model	Considers GHG emissions, regulatory frameworks, and policy shifts as foundational elements for analysing climate-related impacts on the Group's business strategy across short-, medium-, and long-term horizons.	Examines increased frequency and severity of extreme weather events, alongside rising global temperatures.
Assumptions	• Widespread adoption of renewable energy, technological innovation, enhanced climate regulations, and evolving consumer preferences. • Anticipated climate impacts, including temperature rise and intensifying extreme weather events. • Global cooperation in climate action, fostering a transition to a low-carbon economy.	• Persistent GHG emissions with minimal regulatory oversight. • Limited advancements in clean energy technology and weak international climate collaboration.

In FY2025, members of the SSC conducted a reassessment to identify CRRO impacting the Group as a whole. This reassessment was structured in alignment with the TCFD CRROs register and was evaluated and finalised by the SSC. Utilising scenario analysis models, the Group identified seven key climate-related risks and five climate-related opportunities. These includes five new risks and three new opportunities.

To visualise the outcomes of this assessment, the Group developed a climate risk matrix that maps each risk according to its likelihood and potential impact across short-, medium-, and long-term horizons. This matrix provides a clear view of the Group's most material climate exposures and supports risk management planning.

Likelihood



Transition Risk

In line with IFRS S2, Winking Studios identifies transition risks as risks arising from policy, legal, market, technological and reputational changes associated with the global transition to a lower carbon economy. These risks may affect the Group’s cost structure, competitiveness, access to markets and long-term value creation:

Risk Category	Specific Risk	Potential Business Impact	Mitigation Measures
Policy and Legal	Increased Pricing of GHG Emissions The Ministry of Environment (Taiwan) set a carbon fee of NT\$300/tCO₂e, effective January 1, 2025^[5]. Mainland China's carbon prices exceeded 100 yuan/tonne in April 2024^[6]. Malaysia plans to introduce a carbon tax in 2026^[7]. A RMB 30/NT\$130 increase in carbon tax per tonne may raise electricity prices by 1%^[8]. Energy costs may fluctuate, and carbon tax may increase electricity tariffs as power companies pass on the cost to end users.	Carbon pricing mechanism could impact electricity costs as the Group relies on energy-intensive processes (e.g. data centres) and suppliers passing on costs from higher carbon price may lead to increased expenses for goods and services.	While the game art outsourcing industry does not generate significant direct GHG emissions, carbon pricing will indirectly impact operational costs through utilities and other service providers. Winking Studios can mitigate this by optimising the energy efficiency of hardware, controlling office power consumption, and refining work-from-home policies to reduce carbon footprints associated with employee commuting.

⁵. Retrieved from: <https://www.moe.gov.tw/en/375192F88A851A76/ed49e408-fb08-482f-b4b7-50ebe56af0ea>.
⁶. Retrieved from: <https://www.clearbluemarkets.com/knowledge-base/chinas-carbon-market-the-evolution-challenges-and-opportunities>.
⁷. Retrieved from: <https://www.green.earth/news/malaysia-to-introduce-carbon-tax-in-2026-eyes-green-transition>.
⁸. Retrieved from: <https://www.nccs.gov.sg/singapores-climate-action/mitigation-efforts/carbontax/>.

Risk Category	Specific Risk	Potential Business Impact	Mitigation Measures
Policy and Legal	Enhanced emissions-reporting obligations More stringent regulations and requirements concerning GHG emissions reporting pose a transitional risk to the Group, including obligations related to reporting as outlined in GRI 2021 Standards and IFRS SDS.	Evolving emissions-reporting regulations will raise the Group's indirect costs, including professional fees and compliance expenses. IFRS SDS-related costs may increase by 10-50% medium to long-term. The financial impact, at 0.1% of operational costs, is deemed immaterial.	Establish a digitalised automated data collection system such as a proprietary R&D platform for recording employee business travel emissions and partner with ride-hailing services to automatically retrieve carbon data. This approach minimises the high administrative costs and the risk of error associated with manual calculations.
	Mandates on and regulation of existing products and services Each country has its regulatory requirements to follow. Such requirements could also evolve at a rapid rate. If the Group fails to comply, they could face penalties, reputational damage, or even lose access to certain markets.	Regulatory mandates may increase compliance costs, as Winking Studios must adapt its existing products and services to meet evolving standards. With International visibility, Winking Studios may also face multiple increased mandates with the local governments of respective regions.	Establish a "Green Vendor List" to prioritise partnerships with cloud service providers and secondary subcontractors who have committed to renewable energy or hold recognised environmental certifications. For large-scale hardware decommissioning, execute formal recycling agreements with certified e-waste processors to ensure responsible end-of-life disposal. Pursue internationally recognised ecolabels or ISO certifications and conduct periodic environmental compliance audits to mitigate the risk of operational disruptions caused by regulatory changes.

Risk Category	Specific Risk	Potential Business Impact	Mitigation Measures
Market	Changing Customer Behaviour In the digital product space, trends evolve rapidly, particularly those driven by environmental concerns and sustainability. This presents a significant market risk for Winking Studios. If the Group fails to anticipate and adapt to shifting customer expectations, it risks losing relevance and competitiveness over the long-term.	Clients increasingly demand environmentally responsible practices. Winking Studios may need to integrate green production methods and eco-friendly vendor partnerships. The group may face higher upfront costs for sustainable materials and certifications.	In response to the Group's clients' growing focus on environmental impact and carbon footprints, Winking Studios provide comprehensive and transparent data within the sustainability reports. Furthermore, at the invitation of our clients, Winking Studios have joined the United Nations Global Compact ("UNGC").
Reputation	Shifts in Consumer Preferences As consumers and clients increasingly prefer eco-friendly, inclusive, and digital-first content, Winking Studios risks losing relevance if its products and services do not evolve accordingly.	As clients increasingly adopt carbon-friendly practices, the responsibility can put pressure on suppliers as well. Clients now prefer partners who demonstrate a lower carbon footprint in their operations. To remain competitive and avoid losing opportunities, Winking Studios must align with these evolving expectations and actively meet clients' sustainability requirements.	The Group's primary clientele consists of B2B partners who are game developers. They have been increasingly demanding of carbon footprint transparency and auditing the environmental performance from suppliers including Winking Studios. To meet this demand, the Group must strengthen their power consumption and carbon emission management, directly supporting clients in achieving their Scope 3 decarbonising targets.

The above identified transition risks may affect the Group primarily through increased operating expenditures, including higher electricity tariffs, compliance related professional fees and supplier cost pass throughs. Indirect financial impacts may also arise through changes in client procurement criteria and pricing competitiveness. Currently, these impacts are assessed to be immaterial to the Group's financial position; however, they are expected to increase in relevance as carbon pricing mechanisms and client sustainability requirements expand across jurisdictions.

Physical Risks

The Group's subsidiaries in Greater China region and Southeast Asia reliance on digital infrastructure are exposed to physical climate risks. These risks manifest as acute disruptions from extreme weather events that can impact data centres, internet connectivity as well as chronic challenges from long-term climate shifts.

Risk Category	Specific Risk	Potential Business Impact	Mitigation Measures
Chronic – Extreme Weather	Changes in precipitation patterns and extreme variability in weather patterns, such as floods caused by frequent and heavy rainfall Climate change projections suggest an increase in the frequency of intense precipitation events which could cause an increased intensity and frequency of flood events.	More frequent and severe climate events may raise maintenance costs and insurance premiums for the Group's offices, also disrupting transportation and employee commutes.	Chronic shifts in precipitation and weather patterns present long-term challenges. Beyond relying on post-incident insurance claims, Winking Studios proactively strengthens drainage systems and perform regular inspections of server rooms. Furthermore, the Group has established a mature remote collaboration framework, ensuring that employees can remain productive from home when extreme weather patterns prevent office access.
Chronic – Temperature Rise	Rising mean temperatures The global warming trend continues with a warming rate of 0.26°C/decade in China^[9]. Moreover, the annual average temperature in Taiwan is projected to increase by 1.8°C and 3.4°C by the middle and end of this century respectively in the worst-case scenario^[10].	A 1°C temperature rise increases air conditioning use, raising energy costs and heat-related risks, potentially lowering productivity in the long-term. This may lead to a 4-5% rise in electricity consumption and a projected 20% increase in tariffs. However, the financial impact, at 2% of the Group's operational costs, is deemed immaterial.	The Group has implemented rigorous energy-saving initiatives, including: - Regular cleaning and maintenance of HVAC (Heating, Ventilation, and Air Conditioning) and water dispensing systems across all branches to optimise operational efficiency. - Replacing legacy lighting with high-efficiency LED fixtures or motion-sensor lighting to reduce electricity consumption for illumination. - Prioritising hardware and appliances with higher energy efficiency ratings during procurement processes.

⁹. The statement regarding the global warming trend and a warming rate of 0.26°C/decade in China was sourced from the "Blue Book on Climate Change of China 2023".

¹⁰. It was extracted from the statement provided by the Taiwan Climate Change Science Team. This team comprises departments from Taiwan's Ministry of Science and Technology, Meteorological Department, Department of Earth Sciences at National Taiwan Normal University, and Taiwan Disaster Prevention and Reduction Technology Center.

Physical climate risks may affect the Group primarily through (i) higher operating expenditure (electricity for cooling, maintenance, incremental IT resilience costs), (ii) potential increases in insurance premiums and deductibles, and (iii) potential productivity impacts during disruption events. Where quantification is subject to uncertainty, the Group provides qualitative disclosure consistent with IFRS S2 proportionality and availability of information at the reporting date.

Climate-Related Opportunities

While climate change poses significant risks, the transition to a low-carbon economy also creates strategic opportunities for the Group. As a game development studio with subsidiaries across Asia, the Group can capitalise on shifting market dynamics, regulatory incentives, and evolving stakeholder preferences by investing in energy-efficient digital infrastructure, adopting sustainable practices in game production and distribution, and aligning its creative content with the growing demand for environmentally conscious entertainment. In FY2025, the Group has identified five areas of opportunities relevant to the business as listed below:

Opportunity Category	Specific Opportunity	Potential Business Impact	Strategic Response
Resource Efficiency	Use of more efficient modes of transport/ recycling/ digitalisation Initiatives and efforts in business practices and corporate events aimed at maximising resource efficiency and promoting sustainability.	By optimising resource efficiency and embracing sustainable practices, it is expected to reduce operational costs and increase profit margin of the Group.	The Group promotes sustainable commuting through public transport, bicycles, and electric vehicles while expanding its overseas workforce to reduce international travel. It implements office recycling programs, with Taipei using a unified system. Additionally, it encourages electronic documents, online signatures, and review systems to minimise paper use.
	Adoption of energy-efficiency measures Initiatives and efforts in corporate practices to foster resilience and advocate for sustainability.	Reducing energy consumption lowers electricity expenses. Cost reductions across the Group are estimated to range from 5% to 10% in the short to medium term.	The Group implements automation and energy-saving tools which can significantly reduce labour hours and rendering power consumption, directly boosting profits and production capacity.

Opportunity Category	Specific Opportunity	Potential Business Impact	Strategic Response
Energy Source	Use of lower-emission sources of energy Reduction of operational costs through exposure to fossil fuel usage as prices increase and cutting GHG emissions to become less sensitive to carbon costs.	By shifting to lower-emission energy sources Winking Studios can cut long-term utility expenses.	Mitigate the impact of rising fossil fuel prices by using energy-efficient equipment and controlling daily office electricity consumption.
Products and Services	Shift in consumer preferences The ongoing shift in consumer preferences presents Winking Studios with the chance to strengthen its market position by aligning products and services with emerging demands.	As consumers increasingly prefer eco-friendly and socially responsible suppliers, Winking Studios can strengthen its market position by embedding sustainability into its operations.	Integrate the Group's climate resilience and green initiatives into all marketing materials and evaluation responses.
Markets	Access to new markets Leveraging on creative expertise to enter emerging Southeast Asian markets where demand for digital content, gaming art, and animation is rapidly growing.	Access to new markets will bring in new income stream for the Group.	Proactively disclose green practices to enhance competitiveness. Furthermore, prioritise regions with stable renewable energy supplies and lower climate risks when selecting new studio locations or expanding sites to ensure supply chain stability.

Climate related opportunities are expected to generate financial benefits for the Group primarily through (i) reduced operating expenditure from lower electricity consumption and resource use, (ii) improved bid competitiveness and client retention arising from alignment with customer sustainability requirements, and (iii) revenue growth from access to new markets and premium mandates where environmental performance forms part of supplier selection criteria.

Climate Scenario Analysis – Financial Performance

The Group's financial impact analysis of the identified CRROs provides an assessment of potential impacts across multiple time horizons, presented as follows:

Climate-related Risks and Opportunities	Potential Financial Impact (USD)		
	Short-Term (1-2 Years)	Medium-Term (by 2030)	Long-Term (by 2050)
Enhanced emissions-reporting obligations [increased costs]		16,571	22,597
Rising mean temperatures [increased costs]			248,534
Adoption of energy-efficient measures [cost savings]	196,756	186,401	

Risk Management

Effective climate risk management requires structured processes to identify emerging risks, assess their significance, implement mitigation measures, and monitor outcomes. At Winking Studios, climate risk management is embedded within the Group's enterprise risk management ("**ERM**") framework. This integration ensures that climate-related risks are evaluated alongside operational, financial, strategic, and compliance considerations, enabling a holistic approach that supports both creative continuity and business resilience.

Metrics and Targets – GHG Emissions

The Group's Scope 2 GHG emissions for FY2025, in comparison to FY2024 and FY2023, are outlined below:

Grid Emission Factor (GEF)	
Taipei	0.47 kg CO ₂ /kWh ^[11]
Nanjing, Suzhou	0.58 kg CO ₂ /kWh ^[12]
Shanghai	0.57 kg CO ₂ /kWh ^[12]
Tianjin	0.68 kg CO ₂ /kWh ^[12]
Dalian	0.49 kg CO ₂ /kWh ^[12]
Singapore	0.40 kg CO ₂ /kWh ^[13]
Kuala Lumpur	0.77 kg CO ₂ /kWh ^[14]

¹¹ Retrieved from: <https://www.taipower.com.tw/2764/2826/2842/2845/25145/normalPost>.

¹² Retrieved from: <https://www.mee.gov.cn/xxgk2018/xxgk/xxgk01/202512/W020251231726284332528.pdf>.

¹³ Retrieved from: <https://www.ema.gov.sg/resources/singapore-energy-statistics/chapter2>.

¹⁴ Retrieved from: <https://myenergystats.st.gov.my/documents/d/guest/grid-emission-factor-gef-in-malaysia>.

Pollutant	CO ₂		
Financial Year	FY2025	FY2024	FY2023
Electricity Consumed (kWh)	1,923,803	1,516,164	1,216,000
Total Scope 2 GHG Emissions (tCO₂e)	1,084.96	1,138.03	942.36
Number of Employees	1,426	846	734
Scope 2 GHG Intensity (tCO₂e/employee)	0.76	1.35	1.28

In FY2025, the Group recorded a decrease in Scope 2 GHG intensity to 0.76 tCO₂e per employee (FY2024: 1.35 tCO₂e per employee). GHG intensity measures the number of emissions generated per unit of activity or output.

The reduction in intensity was primarily driven by reporting boundary changes in the year. Specifically, Mineloader's electricity consumption was counted only from April to December 2025 following its acquisition, which lowered the average emissions per employee for the reporting period. We remain focused on operational efficiency and environmental responsibility as we continue to enhance data coverage across all entities.

The Group remains committed to enhancing its sustainability performance and will continue working towards improving environmental impact management across all business units.

In FY2025, the Group continued to monitor and report Scope 3 GHG emissions from business travel, expanding beyond air travel to include emissions from rail travel and road transport as part of its enhanced carbon accounting approach. This broadened disclosure reflects the Group's commitment to strengthening transparency and improving the completeness of its Scope 3 reporting. As the Group only began implementing its carbon emissions calculation system in April 2025, the Scope 3 figures reported for the year represent partial year data and may not capture the full 12 month activity. The Group's total GHG emissions performance is outlined below.

Financial Year	FY2025	FY2024	FY2023
Scope 1 Emissions	Nil	Nil	0.0075
Scope 2 Emissions	1,084.9	1,138.03	942.36
Scope 3 Emissions	106.24	104.62	-
Total GHG Emissions (tCO₂e)	1,191.2	1,242.65	942.37
Number of Employees	1,426	846	734
GHG Emissions Intensity (tCO₂e/employee)	0.84	1.47	1.28

Moving forward, the Group will continue refining data collection processes and implementing sustainable travel policies to further mitigate the environmental impact of business travel.

ENVIRONMENTAL MATERIAL TOPICS

Winking Studios is committed to minimising our environmental footprint and integrating sustainable practices across our operations. Our environmental approach focuses on enhancing energy efficiency, managing climate related impacts through responsible emissions practices, and promoting the prudent use of natural resources, including water and effluents. We also prioritise effective waste management to reduce environmental harm and promote circular practices.

This section outlines our key environmental priorities, policies and performance, highlighting the initiatives we have implemented to conserve resources, mitigate climate-related risks and operate responsibly. It also sets out key indicators we use to monitor progress, strengthen accountability and drive continual improvement.

Energy Efficiency

Impact on Winking Studios

Effective management of GHG emissions enhances the Group's reputation, supports regulatory compliance, and reduces exposure to carbon-related risks, while also positioning the organisation to capture opportunities in a low-carbon economy. At the same time, inadequate implementation of mitigation measures could increase compliance costs and potentially lead to higher environmental impacts in areas of operation.

Management Approach

The Group remains committed to reducing energy consumption and improving overall efficiency by fostering awareness among employees and embedding responsible operational practices across all locations. In addition to ongoing conservation efforts in Taipei and Nanjing, offices worldwide have implemented practical, location-specific initiatives to optimise energy consumption and operating efficiency.

Complementing these operational measures, the Group maintains consistent energy-data management with electricity consumption tracked through utility billing records and supported by internal modelling tools, such as GPU-energy-use estimation models, to better understand equipment related energy impacts. Together, these initiatives reinforce the Group's dedication to cultivating a culture of environmental responsibility across its expanding footprint.



Taipei Office

- Adjust the office air conditioning system to 26°C to conserve energy.
- Encourage employees to turn off lights and air-conditioning when leaving the office or conference rooms.
- Require employees to switch off computer equipment when leaving, unless remote connection is necessary.
- Replace office lighting with LED tubes to improve energy efficiency.
- Install automatic controls for signboards and display cabinets to regulate lighting times.

Nanjing Office

Air-conditioning management:

- Turn off A/C 20 minutes before leaving work.
- Limit usage to 9:30–11:30 AM and 2:00–4:00 PM (max 4 hours/day).
- Use A/C only when temperatures exceed 26°C in summer or fall below 15°C in winter. Keep doors and windows closed while in use.
- Upgrade to energy-efficient models.

Office equipment usage:

- Adopt energy-saving settings such as auto-sleep, screen-off timers and hibernation for prolonged idle periods.
- Connect printers to the network to reduce idle time and energy consumption.
- Place reminders to turn off equipment when not in use.
- Switch off power supplies before weekends, business trips or long breaks.

Lighting efficiency:

- Maximise the use of natural light wherever possible.

Singapore Office

- Print double-sided and reduce printing where possible.
- Use electronic documents to minimise paper waste.

Suzhou Office

- Reduce reliance on heaters or air-conditioning.
- Use natural ventilation by opening windows.
- Lower heating usage in winter.
- Ensure computers and electrical equipment remain in good operating condition.

OPC Office

- Turn off idle lights, air-conditioning and non-essential equipment.
- Promote the use of daylight to reduce reliance on artificial lighting.
- Manage public-area lighting to avoid unnecessary energy waste.

Mineloder Shanghai

- Switch off all office lights and equipment after work hours.

Mineloder Tianjin

- Use LED energy saving lighting throughout the office.
- Promote energy-saving lighting in public areas.

Mineloder Dalian

- Use high-efficiency LED lighting.
- Provide regular energy saving reminders in public areas.

Our Performance

Winking Studios is committed to fostering a sustainable work environment and integrating conscientious conservation efforts into its daily operations and business activities. The Group’s energy consumption and intensities^[15] for FY2025, in comparison to FY2024 and FY2023, are outlined below:

Electricity Metrics	FY2023	FY2024	FY2025
Electricity Consumed (kWh) ^[16]	1,216,000	1,516,164	1,923,803
Number of Employees	734	846	1,426
Electricity Consumption Intensity (kWh/employee)	1,656.68	1,792.16	1,349.09

In FY2025, electricity intensity per employee decreased by 24.7% compared to FY2024, due to efficiency measures and a larger workforce, which distributed total electricity use across more employees.

¹⁵ Since electricity consumption in the Singapore office is based on the entire building and cannot be individually measured, and also because of the relatively small number of employees, there have been no measures implemented to reduce electricity usage.
¹⁶ For FY2025, electricity consumption for the Singapore office covers the period from June to December, reflecting the commencement of operations at this new location.

Water and Effluents

Impact on Winking Studios

Water is an essential resource in Winking Studios' operations, supporting the cooling of servers and digital infrastructure, maintaining workplace facilities, and ensuring employee welfare through sanitation and hygiene. While the Group's water withdrawal is relatively modest compared to water-intensive industries, responsible water stewardship remains essential to ensure operational reliability, manage costs and minimise environmental impact. As climate change is expected to increase water-related risks, Winking Studios proactively manages water consumption and efficiency to strengthen resilience and demonstrate leadership in sustainable digital entertainment.

Management Approach

Recognising that a growing workforce amplifies its environmental responsibility, Winking Studios remains dedicated to strengthening its water management practices. To better regulate water use, policies have been implemented to encourage water conservation across operations, supported by the installation of water-saving devices on faucets in common areas to minimise unnecessary consumption.

As all offices are located in metropolitan commercial buildings and rely entirely on municipal tap water for daily needs, the Group works closely with property-management teams to monitor water use patterns, ensure transparent wastewater discharge and maintain compliance with local regulations. Since the Group generates only domestic wastewater, which is routed directly into municipal sewage systems, consumption levels generally remain stable throughout the year aside from minor seasonal fluctuations.

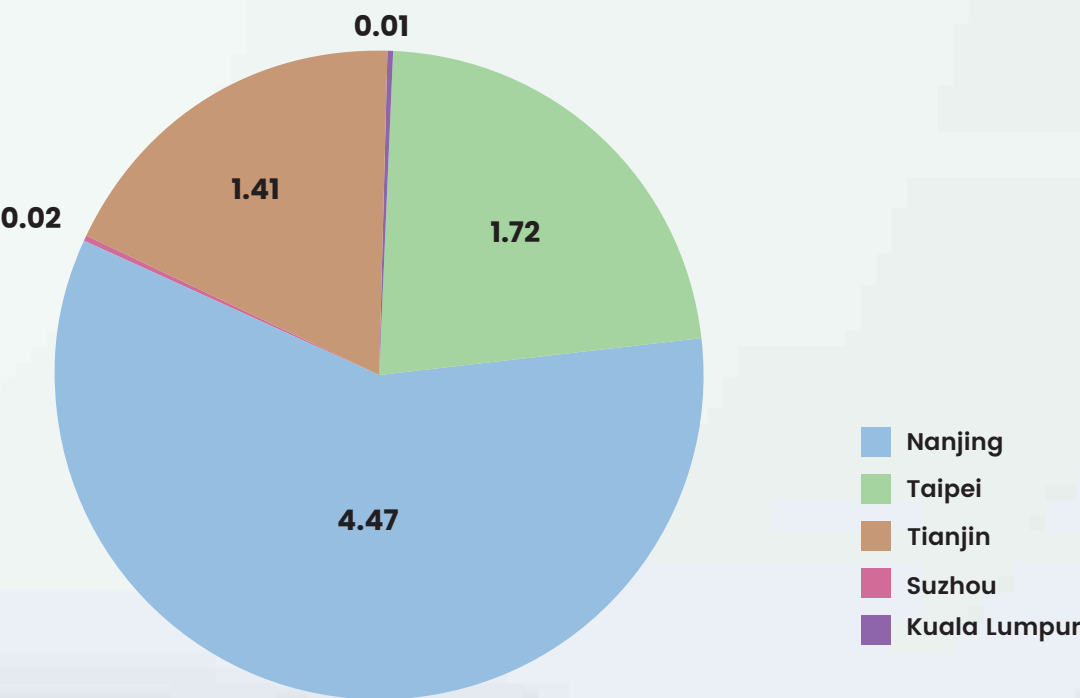
At the Group's largest office in Nanjing, facilities upgrades have been carried out, including the installation of water-efficient toilets, faucets and water-saving dispensers. In addition, a Group-wide water-conservation policy raises employee awareness on responsible water use, complemented by educational initiatives and behaviour-guideline reminders across offices. Some locations have also introduced water saving fixtures and begun monitoring consumption using Water Use Efficiency ("WUE") indicators to detect abnormalities and prevent water waste at an early stage.

Looking ahead, Winking Studios aims to enhance its monitoring of water usage across locations to better identify opportunities for further efficiency improvements and to continuously strengthen its conservation strategy. In alignment with its ESG commitments, the Group is integrating broader water-risk considerations, such as water scarcity, water quality and seasonal stress, into its planning through tools like the WRI Aqueduct Water Risk Atlas. These efforts support the Group's long-term goal of embedding sustainable water stewardship into day-to-day operations.

Our Performance

For its water usage, the Group does not have its own internal water sources and relies on third-party water suppliers in the areas in which it operates. In FY2025, the Group’s total water withdrawal amounted to 7.63 megalitres^[17] (FY2024: 6.30 megalitres). Here is the breakdown of the Group’s water withdrawal by location:

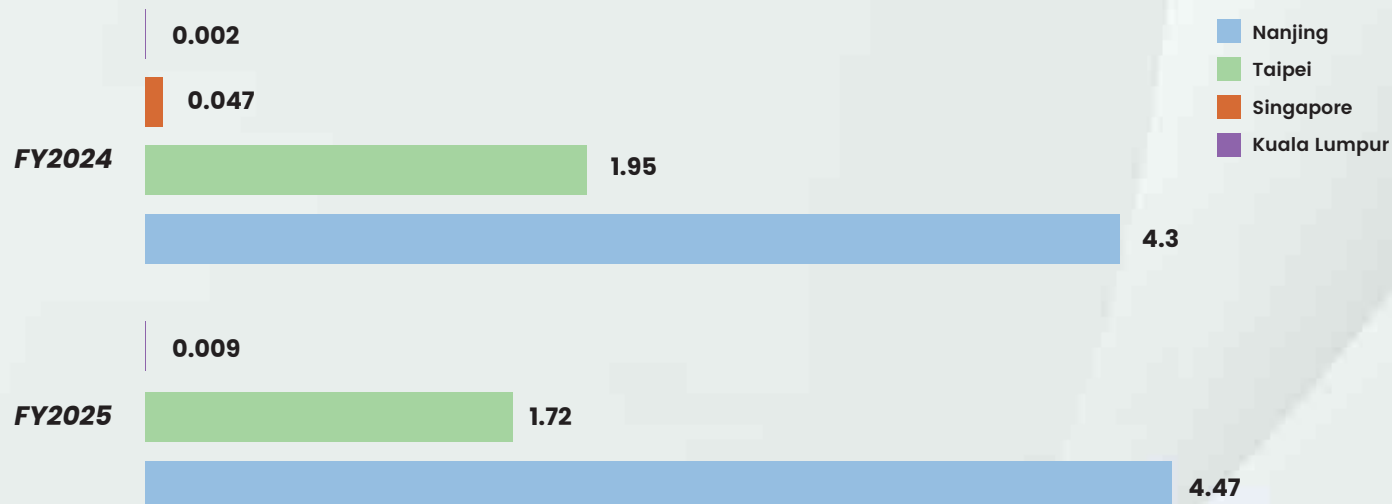
Water Withdrawal (megalitres)



¹⁷ Water consumption for Winking Studios and Mineloader Studios in the Group’s Singapore, Shanghai, and Dalian offices cannot be quantified, as the buildings they occupy do not bill tenants for water usage.

Most of the Group's water usage comes out of its Nanjing office which accounts for 4.47 megalitres while the Taipei office accounts for 1.72 megalitres. The following table shows the Group's water consumption:

Water Withdrawal (megalitres)



In FY2025, the Group's water withdrawal increased to 7.63 megalitres (FY2024: 6.30 megalitres), primarily due to expanded operations and a larger workforce across the Group's offices. The Group's water intensity has decreased from 0.0075 megalitres/ employee in FY2024 to 0.0053 megalitres/ employee in FY2025.

Three-year comparison of the Group's water withdrawal is as follows:

Water Metrics	FY2023	FY2024	FY2025
Total Water Withdrawal (megalitres)	5.29	6.30	7.63
Water Withdrawal Intensity (megalitres/employee)	0.0072	0.0075	0.0053

Waste Management

Impact on Winking Studios

Effective waste management helps Winking Studios reduce its environmental footprint, comply with relevant regulations, and reinforce stakeholder trust. By prioritising reduction, reuse and recycling, especially through digitalisation and paper-light practices, the Group improves operational efficiency while lowering resource use. Responsible handling of electronic waste (“e-waste”) further mitigates environmental, and compliance risks associated with outdated or non-functional equipment.

Management Approach

The Group’s waste management strategy is built on the reduce–reuse–recycle hierarchy and applies to two primary waste streams: office waste and e-waste. Employees are encouraged to minimise paper consumption, adopt a paperless approach, and use digital collaboration tools. Office-wide initiatives include office printers set to double-sided printing by default to curb paper use. Recognising the specific risks of e-waste, the Group ensures that obsolete equipment is collected and disposed of through certified e-waste recyclers and in accordance with local waste management regulations across its locations. This is complemented by ongoing efforts to extend equipment life cycles and increase the proportion of electronic waste entering formal recycling systems.

Beyond e-waste, the Group also manages general domestic waste generated through daily operations, such as food waste, plastic packaging, paper materials and disposable office supplies. Internally, a three-tier administrative audit system covering waste-management documentation, equipment renewal records and disposal logs, supports compliance, transparency and responsible handling across all locations. Regular ESG and sustainability meetings further reinforce these practices, enabling continuous improvement in how waste is monitored, reduced and recycled throughout the organisation.

Our Performance

This marks the first year that Winking Studios is reporting on the Group’s waste management performance. Our waste composition is as follows:

Waste Composition and Generated Volume:

Waste Type (tonnes)	FY2025
Electronic Waste	5.2
Plastic Waste	5.1
Paper Waste	3.9
Domestic Waste	160.7
Bulky Waste	11.2
Total Waste (tonnes)	186.1

Waste Diverted from Disposal:

Recovery Type (tonnes)		FY2025
Recycling (Onsite)		
Electronic Waste		0.7
Plastic Waste		4.3
Paper Waste		4.3
Bulky Waste		4.8

Our Performance and Targets

In FY2025, the Group's achievements against previously set targets are presented below. Moving forward, Winking Studios remains committed to minimising its carbon footprint and improving environmental performance by proactively implementing climate actions that contribute positively to the environment.

The Group has established the following targets, using FY2023 as the base year, as part of its dedication to integrating environmental value into business practices:

Material Topics	Targets	FY2025 Performance
GHG Emissions	Short-term Targets (1-2 years) - Reduce Scope 2 emissions by practising sustainability habits and adopting for energy-efficient fixtures and fittings by 2%. - Reduce business travel emissions by 2%.	✓ Achieved 40.6% reduction in Scope 2 emissions intensity. 35.1% reduction in total GHG intensity (Scopes 1-3). - Scope 3 coverage expanded to air, rail, and road transport emissions.
	Medium-term Targets (2030) Reduce Scope 2 emissions intensity by 10%.	
	Long-term Targets (2050) - Aim to offset any remaining emissions through activities like carbon offset projects or investments in renewable energy projects. - Aim to power Group's operations with renewable energy sources.	
Energy Efficiency	Short-Term Targets (1-2 years) - Achieve a 5% reduction in electricity consumption intensity. - Adopt higher ratings/ticks of energy-efficient fixtures and fittings in office premises.	✓ Achieved 18.5% reduction in electricity consumption intensity. 55% of office locations transitioned to LED lighting.
	Medium-Term Targets (2030) - Reduce energy consumption intensity by 10%. - Upgrade to more than 80% LED lighting in all offices and studios.	
	Long-Term Targets (2050) Replace outdated equipment and upgrade to energy-efficient equipment.	

Material Topics	Targets	FY2025 Performance
Water and Effluents	Short-Term Targets (1-2 years) • Install water-efficient technologies to reduce water consumption intensity by 2%. • Conduct employee awareness programmes on water conservation best practices.	✓ Achieved • 6.3% reduction in water consumption intensity. • Integration of WRI Aqueduct risk factors into future planning.
	Medium-Term Targets (2030) • Reduce water consumption intensity by 3%.	
	Long-Term Targets (2050) • Reduce water consumption intensity by 4%. • Install real-time water monitoring sensors to track consumption and identify leaks early. • Identify, assess and implement water saving systems like rainwater harvesting and low flow plumbing fixtures.	
Waste Management	Short-Term Targets (1-2 years) • Implement a tracking system to measure office and electronic waste generation. • Reduce paper usage by 5% through digitalisation initiatives.	✓ Achieved • FY2025 baseline established • Tracking system implemented for office waste and e-waste. • Certified e-waste vendors engaged Group-wide.
	Medium-Term Targets (2030) • Publish quantitative waste data in the annual Sustainability Report. • Achieve a minimum of 10% reduction in general office waste.	
	Long-Term Targets (2050) • Attain a near-paperless work environment through full-scale digital adoption. • Continuously enhance waste reduction efforts in alignment with industry best practices and circular economy principles.	



Winking Studios recognises that long-term business success depends on our people. We aim to foster a safe, inclusive and empowering workplace that supports well-being, development and fair opportunity for all. In this section, we describe our priorities, policies and performance across workforce development, employee engagement, diversity and inclusion, health and safety, and responsible employment practices, along with the indicators we use to track improvement.

Employment Practices

Impact on Winking Studios

A positive, collaborative and inclusive workplace supports innovation, enhances the Group's flexibility, and helps ensure high-quality deliverables. A welcoming workforce also strengthens the Group's ability to attract diverse talent and recruit and retain top industry professionals. By prioritising fair, merit-based employment practices, employee welfare and safety, and compliance with local laws, the Group builds a culture that supports employees' growth and well-being.

Management Approach

Winking Studios manages social-related workforce topics through a commitment to inclusive culture, fair employment practices and legal compliance. The Group's approach is designed to create a workplace where employees can thrive, contribute meaningfully, and progress based on merit.

To uphold these commitments, the Group embeds fairness and inclusion into day-to-day people practices. Merit-based recruitment and progression are central to the Group's approach, with hiring and advancement decisions made according to role requirements, performance and capability, and underpinned by a firm commitment to equal opportunity. The Group maintains a zero-tolerance stance on discrimination and actively promotes respectful collaboration across teams. Its culture and people practices prioritise employee welfare and safety to protect well-being and support long-term growth.

Our Performance

In FY2025, Winking Studios is proud to report zero recorded incidents of discrimination reflecting a workplace environment aligned with the Group's commitment to fairness and inclusivity. Sustaining this standard also helps safeguard Winking Studios' reputation as a responsible employer, reinforcing trust among employees and stakeholders.

During FY2025, the Group added 417 employees from FY2024, bringing the total employee count to 1,426, of whom 64% are male and 36% are female. The Group does not employ any part-time workers.

Employee Headcount (by Gender and Region)

The detailed employment profile as of 31 December 2025 is as follows:

Workforce	FY2023		FY2024		FY2025	
Total number of employees	734		846		1,426	
By Gender						
Male	464	63.22%	534	63.12%	909	63.74%
Female	270	36.78%	312	36.88%	517	36.26%
By Age Group						
Less than 30 years old	— ^[18]		515	60.87%	843	59.12%
30 – 50 years old			324	38.30%	569	39.90%
Older than 50 years old			7	0.83%	14	0.98%
By Region						
Southeast Asia	3	0.41%	24	2.84%	105	7.36%
Greater China	731	99.59%	816	96.45%	1,321	92.64%
Americas and Europe	–	0.00%	6	0.71%	–	0.00%

In FY2025, the Group continued to grow and diversify its workforce to include employees from the Americas and Europe. This change in employee demographics reflects the Group's ongoing commitment to fostering a diverse and inclusive workplace.

The Greater China region remains the largest contributor to its workforce. Moving forward, the Group aims to further enhance its regional diversity through continued international expansion initiatives.

New Employee Hires (by Gender, Age Group, Region)

In FY2025, Winking Studios welcomed a total of 417 new hires, comprising 268 males and 149 females. The breakdown of new employee hires and the rate of new hires is as follows:

¹⁸ Information unavailable as this is a newly disclosed metric in FY2025.

New Employee Hires	FY2023		FY2024		FY2025 ^[19]	
Total number of employees	177	24.57%	215	27.22%	417	36.64%
By Gender						
Male	124	17.21%	138	17.47%	268	37.15%
Female	53	7.36%	77	9.75%	149	35.95%
By Age Group						
Less than 30 years old	142	19.71%	149	18.86%	318	46.83%
30 – 50 years old	35	4.86%	65	8.23%	99	22.18%
Older than 50 years old	-	0.00%	1	0.13%	-	0.00%
By Region						
Southeast Asia	1	0.14%	4	0.51%	-	0.00%
Greater China	176	24.43%	205	24.95%	417	39.03%
Americas and Europe	-	0.00%	6	0.76%	-	0.00%

The increase in new employee hires is due to the Group's acquisition of Mineloder, resulting in additional employees added to our headcount.

The majority of the Group's new hires are under the age of 30, reflecting Winking Studio's commitment to nurturing young talent. The Great China region accounted for the highest number of new hires, driven by the Group's large-scale operations in the region and strong partnerships with local universities, which facilitate talent recruitment and development.

Employee Turnover (by Gender, Age Group, Region)

The breakdown of employee turnover and the rate of turnover is as follows:

Employee Turnover	FY2023		FY2024		FY2025 ^[20]	
Total number of employees	179	24.84%	221	27.97%	402	35.39%
By Gender						
Male	123	17.07%	153	19.37%	287	39.77%
Female	56	7.77%	68	8.60%	115	27.75%
By Age Group						
Less than 30 years old	129	17.90%	181	22.91%	294	43.30%
30 – 50 years old	49	6.80%	39	4.93%	107	23.96%
Older than 50 years old	1	0.14%	1	0.13%	1	9.52%
By Region						
Southeast Asia	-	0.00%	2	0.25%	4	0.06%
Greater China	179	24.84%	218	27.59%	398	37.25%
Americas and Europe	-	0.00%	1	0.13%	-	0.00%

¹⁹. The rate of new employee hires during FY2025 was calculated by: Number of new hires by gender or age group or region / Average number of employees.

²⁰. The rate of employee turnover during FY2025 was calculated by: Number of leavers by gender or age group or region / Average number of employees.

In FY2025, Winking Studios observed an overall employee turnover rate of 35.4%. A total of 402 employees left the Group, comprising 287 males and 115 females. The increase in employee turnover is due to the Group's acquisition of Mineloder, resulting in more employee departures from their team being recorded under our turnover figures.

Benefits

Winking Studios is committed to supporting its employees by offering a comprehensive suite of benefits designed to enhance their well-being, job performance and personal development. The Group prioritises employee health by providing access to medical services and ensuring comprehensive healthcare coverage. At Winking Studios Taipei, an on-site health service system has been implemented, offering employees two doctor visits, 12 on-site nurse consultations, and two health consultations annually. By bringing healthcare services directly to the offices, the Group aims to facilitate timely detection or treatment of health issues. Furthermore, the Group's full-time employees are provided with health insurance, ensuring they receive necessary medical support when needed.

At Winking Studios, the Group recognises the vital role of family in employee's lives. Hence, all eligible employees are entitled to parental leave, enabling them to spend quality time with their families. In FY2025, 20 male and 11 female employees utilised their parental leave. The Group is pleased to report that all employees who took parental leave returned to work after the leave period, which brings the Group's return to work rate^[21] to 100%. Furthermore, there are 1 male and 9 female employees who after returning from parental leave are still employed after 12 months with the Group.

Parental Leave	Male	Female	Total
Employees who applied for parental leave	20	11	31
Expected number of employees returning to work in 2025 (a)	18	10	28
Employees returning to work in 2025 (b)	18	10	28
Return to Work Rate (b/a)	100%	100%	100%
Employees who returned to work in 2024 (c)	2	10	12
Employees who returned to work in 2024 and are still employed for more than 12 months (d)	1	9	10
Retention Rate (d/c)	50%	90%	83%

²¹ Return to work rate is calculated by total number of employees that did return to work after parental leave / Total number of employees due to return to work after taking parental leave.

The table below details the key benefits that the Group provides at its main offices:

Taipei Office

- Monthly on-site nursing services to regularly care for employees' physical and mental well-being.
- Free lunch provided on the last Wednesday of each month known as "Winking Studios Day"
- Welfare committee representatives are elected through employee vote and are responsible for planning annual welfare activities on a regular basis. Including monthly afternoon tea, Christmas gift exchange events, and screenings of popular movies.
- Conduct an annual review of employee benefits, benchmarking industry standards to assess and adjust benefits. Additionally, offer flexible working hours and a hybrid work model to attract top talent.
- Actively participate in government, vocational training institutions, and school-sponsored job matching events to build a strong employer brand and corporate image.

Shanghai Office

- Prepare holiday and birthday gifts to employees.
- Organise departmental activities and year-end banquet.
- Provide afternoon tea to employees.

Nanjing Office

- Pay and benefits:
 - Provide competitive pay: ensure that the basic salary is equivalent to or higher than the market level, and provide performance bonuses based on employee performance.
 - Understand employee needs through surveys and provide customized benefits, such as flexible working hours, remote work options, parental leave, etc.
- Career development:
 - Provide employees with clear promotion routes and development plans to help them see their growth potential within the organisation.
 - Provide internal training, online learning resources, etc. to help employees improve their professional skills and comprehensive qualities.
- Work environment and culture:
 - Provide a comfortable, safe and healthy workplace equipped with necessary work facilities.
 - Establish a supportive, respectful and inclusive corporate culture to enhance employees' sense of belonging and identity.
 - Regularly organise team development, dinners, travel and other activities to enhance team cohesion and employee belonging.

Pixelline Office

- Flexible working hours and medical benefits.

Mineloader Office

- Additional annual leave based on each employee's length of service.
- Annual health check-up for employees. Employees with more than one year of service are also enrolled in commercial medical insurance.
- Birthday gifts and holiday gifts.

Labour/ Management Relations

Impact on Winking Studios

Open and transparent communication with employees supports a stable and collaborative work environment, which is especially important for the Group as a global art outsourcing company where creativity and productivity are core to deliver quality. Clear notice periods and consultation processes for significant operational changes help minimise disruption, maintain employee trust, and enable smoother transitions which contribute to employee well-being and long-term organisational success.

Management Approach

The Group manages labour/management relations through a combination of regulatory compliance and proactive employee engagement:

Fair and Inclusive Communication

The Group prioritises open and transparent communication and seeks to ensure fairness and inclusivity in decision making when significant operational changes are planned. It adheres to local notice-period requirements before implementing changes that could substantially affect employees.

Collective Bargaining Agreements

Where employees are covered by collective bargaining agreements, the Group complies with applicable local labour laws governing notice periods, consultation processes and negotiation requirements. In Taipei, it follows the Law Source Retrieving System Labour Laws and Regulations established by the central authorities.

Ongoing Engagement

Beyond compliance, the Group fosters a respectful workplace culture through regular dialogue sessions and transparent communication with employees.

Our Performance

The Group strictly adheres to local labour regulations, with minimum notice periods of 60 days in Taipei, 30 days in Nanjing and Shanghai, and 8 weeks in Kuala Lumpur, prior to implementation of significant operational changes that could substantially affect them. These notice periods are intended to provide employees and their representatives adequate time to prepare for changes and support smooth transitions with minimal disruption.

For employees under collective bargaining agreements, the Group follows relevant local legal requirements on notice, consultation, and negotiation processes.



Occupational Health and Safety

Impact on Winking Studios

A robust occupational health and safety (“OHS”) framework gives employees peace of mind, enabling them to focus on their work and supporting overall welfare. This, in turn, helps the Group maintain high-quality output across its offices. A safe and supportive workplace also reduces disruption from incidents and strengthens organisational resilience.

Management Approach

The Group’s OHS approach is anchored on continuous improvement and risk mitigation. Key elements include:

OHS Management System

The Group operates a formal OHS management system that actively monitors incidents across all offices and maintains a safe working environment. As at FY2025, the system covers 1,296 employees, approximately 91% of total staff. In accordance with relevant regulations, employees are provided with both internal and external training opportunities, including mandatory safety and health education, hazard prevention briefings, and emergency response procedures. New employees undergo general safety and health education as part of their onboarding.

Regular health check ups, on-site consultations and post-screening risk assessments help identify potential health concerns early. Employees assessed as higher risk receive additional counselling, workplace adjustments or referrals to licensed medical professionals where further evaluation is required. Employees have the right to remove themselves from any situation they perceive as hazardous without fear of reprisal.

Incident Reporting

All reported incidents are treated seriously, handled confidentially, and escalated to senior management as appropriate. Complaints may be submitted verbally or in writing and are processed by the Safety and Health Committee, OHS personnel, HR representatives or designated labour representatives. During investigations, the identity of the complainant remains strictly protected, and retaliation of any form is prohibited.

Serious cases, such as those involving personal safety risks, potential violations of labour regulations, or unsafe conditions in company-controlled workplaces, are managed by designated supervisors and may be reported to authorities as required. The Group also provides counselling support, follow-up assessments and preventive actions tailored to the nature of each case.

In addition, the Group invests in ongoing emergency preparedness through fire-safety training, evacuation drills, first aid training and regular reviews of workplace safety to ensure that risks are identified early and mitigated effectively.

Our Performance

In FY2025, there were zero recorded fatalities and 3 work-related injuries recorded across all offices. The Company adopts a proactive approach in supporting employees, including assistance with occupational injury certification and access to paid injury leave.

Moreover, through comprehensive health and safety assessments, no high-risk work-related hazards were identified. The Group remains steadfast in its commitment to maintaining a safe, supportive, and risk-free work environment for all employees.

Training and Education

Impact on Winking Studios

Continuous upskilling enables the Group to maintain high-quality deliverables by strengthening employee capability and keeping practices aligned with evolving industry expectations. Regular performance and career development reviews further support role clarity, career progression and employee retention, contributing to a capable, motivated and engaged workforce.

Management Approach

Winking Studios supports learning and development through a combination of structured reviews and targeted training. Annual performance and career development reviews are conducted to establish performance expectations, identify development needs, and support long-term career progression.

Training programmes are tailored according to role and office requirements, with a focus on building both specialised expertise and core professional competencies. Internally, the Group provides role-specific training such as middle management development programmes, alongside tax and financial policy update sessions designed to deepen employees' technical knowledge and strengthen organisational competency. Employees in Singapore participate in anti-corruption training to support ethical conduct and compliance, while employees in Shanghai undertake accounting training delivered in collaboration with the Ministry of Finance.

In addition, the Group supports external training and professional development through a structured application and approval process, with training subsidies provided for courses that are aligned with business and skills development needs.

In FY2025, the Group continues to strengthen a culture of continuous learning by monitoring training participation through average training hours, disaggregated by gender and employee level, while ensuring that development opportunities remain accessible and relevant across all operating locations.

Our Performance

In FY2025, 94% of the Group's employees received an annual performance and career development review:

During FY2025, the Group has committed to fostering continuous learning, and average training hours are outlined below, categorised by gender and employee level:

Average Training Hours	FY2023	FY2024	FY2025
By Gender			
Male	56.11	41.53	22.83
Female	55.77	37.41	24.95
By Age Group			
Senior Management Level (Positions at Director and above level)	26.21	24.14	15.8
Middle Management Level (Managerial Positions)	68.80	21.78	18.01
Executive Level	56.56	41.98	24.23

The fluctuation in average training hours per employee was primarily attributed to a shift from formal training programmes towards on-the-job learning and coaching, which may not be fully captured in recorded training hours, as well as fewer mandatory regulatory and compliance training requirements during FY2025.

Diversity and Equal Opportunities

Impact on Winking Studios

A diverse workforce strengthens Winking Studios by enabling employees to interact and learn from different cultures, broadening perspectives and supporting stronger collaboration. Diversity also improves organisational resilience: with a wider range of skills and experiences, teams can be more robust and responsive when addressing challenges and solving problems.

In addition, equitable career progression and a competitive total reward encompassing remuneration, benefits, and a supportive workplace culture, support the Group's ability to attract, motivate, and retain top talent. Together, these factors contribute to workforce stability and capability, which are important enablers of consistent delivery quality and sustainable long-term performance.

Management Approach

Winking Studios' approach to diversity and equal opportunity focuses on cultivating an inclusive workforce, promoting equitable career advancement, monitoring pay equity, and maintaining a competitive total rewards structure.

Cultivating Diversity and Inclusive Progression

The Group believes that workforce diversity provides employees opportunities to learn from different cultures and brings a wider array of skills to improve responsiveness and problem-solving. A key element of the Group's diversity strategy is ensuring employees have equitable opportunities to progress within the Group, supporting internal development and long-term advancement within the organisation.

Pay Equity Monitoring Across Significant Locations

The Group monitors remuneration ratios between women and men by employee group across its significant locations. Significant locations are defined as offices that function as execution hubs for the Group's core business, with a significant role in revenue contribution and market coverage and which are supported by long-term operational plans. The Group remains committed to narrowing pay gaps over time by maintaining equitable opportunities for all employees.

Competitive Total Rewards to Attract and Retain Talent

Winking Studios recognises that attracting and retaining top talent requires a competitive remuneration and benefits structure. The Group's remuneration rates are updated annually to remain in line with industry and market standards. Beyond monetary compensation, the Group believes that fostering a positive and supportive work environment is equally essential.

To complement its competitive remuneration, Winking Studios has developed a comprehensive benefits package aimed at enhancing employee well-being and job satisfaction. By balancing financial and non-financial incentives, the Group seeks to create a workplace that supports, motivates, and retains its workforce.

Diverse Governance Representation

Winking Studios seeks to promote diversity within its governance body by ensuring a broad mix of skills, experience, and perspectives, supporting balanced decision-making and effective oversight.

Our Performance

The table below shows the remuneration ratio between women to men by employee group, in all the Group's significant locations. The Group defines its significant locations by deciding which of its offices serve as execution hubs for its core business and thus have a significant role in revenue, contribution and market coverage. These locations also tend to have long-term operational plans.

Ratio of remuneration of women to men by region	FY2024	FY2025
Middle Management Level		
Nanjing	0.65	0.90
Suzhou	N.A. ^[22]	N.A
Shanghai	1.3	1.23
Tianjin	— ^[23]	1.26
Dalian	—	0.89
Taipei	0.98	1.01
Kuala Lumpur	0.73	0.56
Singapore	N.A	N.A. ^[24]
Executive Level		
Nanjing	0.98	0.91
Suzhou	0.73	1.22
Shanghai	0.69	0.79
Tianjin	—	0.85
Dalian	—	0.88
Taipei	0.93	0.88
Kuala Lumpur	0.77	0.78
Singapore	N.A	N.A. ^[25]

Moving forward, the Group remains committed to narrow this gap by maintaining equitable opportunities for all employees.

For the Group's governance body, Winking Studios strive for a diverse demographic representation, ensuring a broad range of skills and expertise. A comprehensive overview of the Group's governance body (i.e., the Board of Directors) is provided below:

Governance Body	FY2023	FY2024	FY2025
By Gender			
Male	78.57%	100.00%	87.5%
Female	21.43%	0.00%	12.5%
By Age Group			
Less than 30 years old	3.57%	0.00%	0.00%
30 – 50 years old	85.72%	28.57%	25%
Older than 50 years old	10.71%	71.43%	75%

²² The Group's Suzhou entity does not have any female at the middle management level.

²³ The Group's Tianjin and Dalian entities are newly acquired in FY2025.

²⁴ The Group's Singapore entity does not have any female at the middle management level.

²⁵ The Group's Singapore entity only has female employees at the executive level.

The table below details the breakdown of the Group’s employee distribution for each employee category by gender and age group for each class of employee:

By Gender

Permanent Full-Time Employee Category	FY2024		FY2025	
	Male	Female	Male	Female
Executive Level	62.32%	37.68%	62.96%	37.04%
Middle Management	65.31%	34.69%	65.17%	34.83%
Senior Management	76.32%	23.68%	78.33%	21.67%

By Age Group

Permanent Full-Time Employee Category	FY2024			FY2025		
	Less than 30 years old	30 – 50 years old	Older than 50 years old	Less than 30 years old	30 – 50 years old	Older than 50 years old
Executive Level	67.46%	32.28%	0.26%	1.67%	86.67%	11.67%
Middle Management	6.12%	91.84%	2.04%	6.74%	91.01%	2.25%
Senior Management	0.00%	89.74%	10.53%	65.47%	34.14%	0.39%



Contribution to Society – Local Communities

Impact on Winking Studio

The Group’s community initiatives strengthen Winking Studios’ social impact by supporting vulnerable groups and contributing to safer, more liveable communities in the locations where it operates. These efforts also help reinforce a values-driven culture by giving employees meaningful opportunities to participate in volunteering and local giving, supporting pride and connection to the communities in which the Group operates in.

Management Approach

Winking Studios approaches community investment through a combination of ongoing financial contributions and employee-led volunteering, tailored to local needs across its operating geographies. Building on ongoing support for disaster relief funds and underrepresented communities, the Group continues to identify credible community partners and initiatives where contributions, whether monetary or in-kind, can make a tangible difference. This is complemented by regular participation in community development activities, where employees collaborate with local organisations to support education, environmental protection and resource integration efforts, benefiting vulnerable groups and local residents.

Our Performance

In FY2025, Winking Studios contributed to our local communities in the following ways:

Location	Initiative
Taipei	• Company-wide blood donation drive with Taipei Blood Centre. • Organic tea garden adoption in a protected watershed to promote eco friendly farming, biodiversity, and water-source protection. • Second hand / circular-economy market activities promoted to extend product lifecycles and reduce waste.
Singapore	• Employees volunteered at “Wings of Art 2025”, a charity event to raise funds for the Singapore Red Cross Young Hearts programme supporting underprivileged children.
Nanjing	• Annual tree planting to enhance local green spaces and urban biodiversity. • In-kind donations to local charities (e.g., clothing drive with Red Cross Society of Nanjing) to support vulnerable groups.



Taipei Employee Visit to The Adopted Organic Tea Garden



Taipei Second Hand/ Circular Economy Market Activities



Nanjing Tree Planting Campaign



Taipei Blood Donation



Nanjing Donation of Supplies to The Welfare Institution



"Wings of Art 2025" Volunteer Activity



Taipei Second Hand/ Circular Economy Market Activities



Taipei Organic Tea Garden Adoption Initiative

Our Performance and Targets

In FY2025, the Group's achievements against our targets set are presented below:

Material Topics	Targets	FY2025 Performance
Employment Practices	Short-term Targets (1-2 years) • Maintain employee turnover rates around 24-25%. • Implement flexible working hours and remote work options for all eligible employees.	Not Achieved • 35.39% turnover rate • Flexible hours and remote options continued for eligible roles.
	Medium-term Targets (2030) • Maintain employee turnover rates around 24-25%. • Increase the representation of under-represented groups in new hires by 5%.	
	Long-term Targets (2050) • Become an employer of choice in the industry, recognised for its ethical employment practices, employee satisfaction, and workplace culture. • Develop an AI workforce transition strategy to support employees impacted by technological advancements.	
Labour/Management Relations	Ongoing Target • Provide employees with a minimum 30 days' notice for major organisational changes.	✓ Achieved • Maintained minimum notice for significant organisational changes, no exceptions recorded.
Occupational Health and Safety	Ongoing Target • Maintain zero incidents of material non-compliance with applicable laws and regulations. • Maintain zero incidents related to work-related injuries, fatalities, or ill-health.	Not Achieved • Zero work-related fatalities recorded • 3 work-related injuries recorded

Material Topics	Targets	FY2025 Performance
Training and Education	Short-term Targets (1-2 years) • Increase the average training hours by 5%. • Ensure that all employees receive at least 44 hours of training per year. • Conduct at least 1 company-wide training sessions per year on critical skills.	Not Achieved • 22.83 Average Male training hours. • 24.95 Average Female training hours.
	Medium-term Targets (2030) • Increase the average training hours by 10%. • Implement a mentorship programme with at least 3% of employees participating.	
	Long-term Targets (2050) • Achieve full employee participation rate in annual training and education programmes. • Become a leader in sustainable workforce training, supporting employees in lifelong learning initiatives beyond company requirements.	
Diversity and Equal Opportunities	Short-term Targets (1-2 years) • At least 30% of women in mid-level and senior positions.	Partially Achieved • 34.83% of women in mid-level positions. • 21.67% of women in senior positions.
	Medium-term to Long-term Target (2030- 2050) • At least 16% female representation in Senior Management Level.	
Contribution to Society – Local Communities	Short-term Targets (1-2 years) • Organise at least 6 community outreach programmes per year (e.g. environmental cleanups, education workshops). • Ensure that at least 85% of new hires are from the local community.	✓ Achieved • More than 6 programmes organised across our locations.
	Medium-term Targets (2030) • Increase the number of community engagement activities by 8%.	
	Long-term Targets (2050) • Aim to achieve net-positive social impact in all operational regions. • Increase the number of community engagement activities by 10%.	



GOVERNANCE

Market Presence

Impact on Winking Studio

Winking Studios' presence in key locations contributes to job creation and broader economic development in the communities where it operates. By prioritising local hiring and offering competitive entry-level wages, the Group strengthens its talent pipeline and supports a stable, motivated workforce which enables continued growth and reinforcing its market position in the gaming industry. Promoting local talent into leadership roles further supports organisational continuity, improves local market understanding, and strengthens long-term operational resilience.

Management Approach

The Group manages its economic impact on local communities through a structured approach focused on local employment, fair wages, and career progression:

Local Hiring and Competitive Remuneration

The Group evaluates its local economic contribution through targeted local hiring initiatives and the provision of competitive remuneration packages. Winking Studios maintains equal pay for entry level roles across Singapore, Kuala Lumpur, Taipei, Shanghai and Nanjing, ensuring no discrimination based on location. In jurisdictions with minimum wage schemes, namely Taipei, Shanghai, Nanjing and Kuala Lumpur, the Group aims to offer entry-level wages that are higher than the prevailing average to contribute meaningfully to local communities.

Fair and Ethical Labour Practices

The Group is also committed to fair and ethical labour practices across its workforce by ensuring that all workers involved in its operations, including non-direct employees, receive wages above the legally mandated minimum, thereby supporting compliance with labour laws and responsible employment practices. The Group promotes career development by creating opportunities for local employees to advance, with an emphasis on internal promotions to recognise and reward skilled talent.

Our Performance

As of 31 December 2025, 90% of the Group's employees who are director level and above are local to the office in which they work in, with 57 out of 60 director level and above positions in the Group being held by local talent.

The ratio of the average executive-level wage compared to the local minimum wage in each area is displayed below. The minimum wage figures are derived from the respective jurisdictions' hourly minimum wage, using a proxy of eight working hours per day and 22 working days per month.

Region	Ratio		
	FY2023	FY2024	FY2025
Taipei	1.11	1.65	0.86
Shanghai	0.60	3.34	0.62
Nanjing	0.72	2.01	0.57
Kuala Lumpur	-	3.53	0.88
Suzhou	-	1.94	0.59
Tianjin	-	-	0.54
Dalian	-	-	0.60

Procurement Practices

Impact on Winking Studios

Responsible procurement and local sourcing strengthen the Group's supply chain resilience and business continuity by reducing reliance on cross-border transactions and shortening lead times. Prioritising local suppliers also supports local economic development by directing spend towards regional businesses. Operationally, local sourcing can improve efficiency and reduce logistical emissions associated with transportation, reinforcing the Group's sustainability objectives while supporting reliable delivery across its studios and key operational hubs.

Management Approach

The Group's procurement approach integrates sustainability and resilience through local sourcing strategies and clear supplier definitions:

Local sourcing as a procurement principle

A substantial portion of procurement spend is allocated to local suppliers across studios to support regional businesses, reduce logistics complexity, and strengthen supplier reliability. Local suppliers are defined as organisations or individuals operating within the same geographic market as the reporting entity, supplying products or services directly without cross-border transactions.

Sustainability and efficiency focus

By prioritising local procurement and supplier engagement, the Group aims to reduce transportation-related carbon emissions, build long-term supplier partnerships, and enhance continuity of supply.

The Group's key operational hubs (supporting production, R&D, sales, and customer support) leverage local procurement to enable efficient supply chain management and support revenue growth and market expansion.

Our Performance

The table below details our local procurement expenditure by studio (share of procurement spend to local suppliers):

	FY2024	FY2025
Taipei studio	96%	100%
Shanghai studio	50%	100%
Nanjing studio	98%	100%
On Point Creative (Taipei)	100%	100%
Pixelline (Kuala Lumpur)	100%	100%

These outcomes reflect the Group's commitment to local sourcing to minimise logistical emissions, support local businesses, and enhance supply chain reliability.

Business Ethics (including Anti-corruption)

Impact on Winking Studios

A strong culture of ethical business conduct and integrity underpins Winking Studios' ability to operate effectively in a fast-moving gaming industry and to maintain trusted relationships with global partners. Clear anti-corruption expectations and consistent reinforcement help protect the Group from legal, financial and reputational risks, while supporting stable collaboration with clients and suppliers. Maintaining a clean record of corruption incidents also strengthens stakeholder confidence and reinforces the Group's credibility as a responsible business partner.

Management Approach

The Group's anti-corruption and ethics approach is built around a formal ethical framework, organisation-wide communication, targeted training, third-party engagement, and safe reporting channels. The Group maintains a comprehensive ethical framework that is formally communicated to its governing bodies. Anti-corruption policies and procedures are communicated to all members of the Board.

Workforce Communication and Training

The Group communicates its anti-corruption policies across its workforce to promote awareness and adherence to ethical guidelines. Beyond policy communication, the Group prioritises anti-corruption training for employee groups that are more likely to be exposed to corruption risks, equipping them to recognise, avoid and report improper conduct.

The Group promotes ethical conduct across its business ecosystem by communicating its anti-corruption policies to suppliers and clients and encouraging adherence to the Group's standards.

Whistleblowing mechanism

An anonymous whistleblowing channel is in place for stakeholders to report suspected governance violations, fraud, corruption, or criminal activities involving company personnel, and to suggest improvements to governance policies.

Our Performance

In FY2025, the Group recorded zero incidents of corruption, maintaining the same clean record as FY2024. This reflects the effectiveness of the Group's anti-corruption measures and its unwavering commitment to ethical business practices.

Anti-corruption Communication

During the Reporting Period, 54.84% (FY2024: 88.30%) of the workforce have been communicated on the Group's anti-corruption policies, ensuring awareness and adherence to its strict ethical guidelines. The table below provides the breakdown of the different employee groups and the percentage of each that the Group has communicated its

Location	FY	Senior Management	Middle Management	Executive Level	Total Employees	Percentage
Southeast Asia	2023	2	0	1	3	75.00%
	2024	3	2	2	7	29.17%
	2025	5	3	28	36	34.29%
Greater China	2023	26	23	37	86	10.94%
	2024	34	39	667	740	94.15%
	2025	37	42	667	746	56.47%
America/ Europe	2024	0	0	0	0	0.00%
	2025	0	0	0	0	0.00%

Anti-corruption Training

The Group does not just stop at communicating its anti-corruption policies to its employees, it also aims to train the employees that are more likely to be targeted by corruption to recognise it so that they may either report or avoid it them. The tables below provide the breakdown of the different employee groups and the percentage of each that received employees trained in anti-corruption:

Location	FY	Senior Management	Middle Management	Executive Level	Total Employees	Percentage
Southeast Asia	2023	2	0	1	3	100.00%
	2024	3	0	1	4	16.67%
	2025	0	1	18	19	24.39%
Greater China	2023	25	23	37	85	11.63%
	2024	14	5	9	28	3.43%
	2025 ^[26]	0	0	0	0	0.00%
America/ Europe	2024	0	0	0	0	0.00%
	2025	0	0	0	0	0.00%

Anticorruption training activities for the reporting year were limited to Vertic Studios, which was newly established in FY2025.

²⁶. Anti corruption training data for FY2025 excludes employees of Mineloder, which was newly acquired in the reporting year. These employees will be receiving anti-corruption training in FY2026.

Communication with Business Partners

Beyond internal training, the Group aims to maintain ethicality between itself and its business partners. The Group achieves this by communicating its anti-corruption policies and encouraging adherence to the Group's high standards. This proactive approach helps strengthen integrity throughout its business ecosystem. In FY2025, the anti-corruption policies and procedures were communicated to 75 suppliers and clients (i.e. 100%).

Tax

Impact on Winking Studios

A transparent and robust tax policy supports Winking Studios' ability to contribute to the economies of the regions in which it operates, while strengthening trust with regulators and business partners. Responsible tax management also reduces tax-related risk and uncertainty, enabling the Group to protect long-term value and maintain stable relationships with key stakeholders. By managing tax obligations prudently, the Group seeks to preserve capacity for reinvestment in innovation, technology and sustainability-driven initiatives.

Management Approach

The Group manages tax through strong governance, independent assurance, capability-building, and stakeholder engagement:

Governance and Accountability

The Group's tax governance is overseen by the CFO, who is responsible for the annual review, formulation, and implementation of the Group's tax strategy, ensuring alignment with the overall business strategy as well as compliance and risk management requirements. Since FY2023, the Group has engaged Big Four accounting firms to conduct Tax Provision Reviews to reinforce robust and transparent tax management, and it also undergoes regular third-party audits to continually strengthen and improve its tax policies.

Our Approach to Tax

Our tax strategy is designed to support shareholder value while mitigating tax related risks through strict compliance with regulatory requirements. Beyond ensuring compliance, the Group leverages tax planning as a tool to strengthen business development. Through responsible and legitimate tax planning, we aim to optimise tax burdens, enabling the organisation to channel additional resources toward growth, innovation and long-term investment.

We also recognise the important role that tax incentives play in fostering innovation. By utilising applicable incentives related to research and development ("**R&D**"), we encourage greater investment in technology, product development, and service enhancement which supports the Group's continued innovation-driven and sustainable growth.

In parallel, we prioritise continuous capability-building. The Group maintains error-free and corruption-free tax policies through periodic internal reviews and delivers ongoing tax training programmes to ensure employees remain informed about emerging regulations, reporting obligations and compliance expectations. This disciplined approach enables us to reduce tax risks while safeguarding the organisation's reputation and long-term sustainability.

Stakeholder Engagement

The Group actively engages with tax authorities to address potential compliance matters and collaborates with external stakeholders to gather feedback. Insights from engagements are reviewed and used to refine tax strategies.

Beyond regulatory engagement, the Group also participates in industry consultations, tax working groups and professional advisory dialogues to stay abreast of evolving legislation and policy developments. Insights gathered from these engagements help refine our tax planning approach and ensure that our tax strategy remains responsible, informed and adaptive to broader regulatory shifts.

We also maintain internal feedback channels to identify emerging tax-related risks arising from business operations, supply-chain activities, commercial arrangements or stakeholder interactions. Relevant insights are escalated to senior management for review and integration into the Group's governance processes.

Our Performance

In FY2025, the Group continued engaging with tax authorities and policymakers to advocate for fair, equitable tax policies.

Information Security and Data Privacy

Impact on Winking Studios

Strong information security and data privacy practices help Winking Studios maintain trust with clients, partners, and other stakeholders. By protecting sensitive information through recognised standards and controls, the Group reduces exposure to cybersecurity, operational, legal and reputational risks, supporting business continuity and safeguarding stakeholder confidence. This commitment also strengthens the Group's credibility in the market by demonstrating a structured, risk-based approach to protecting information assets.

Management Approach

The Group manages information security and data privacy through a combination of certification-led governance, preventive controls, testing and monitoring, incident response, and employee capability-building:

Security Controls and Risk Management

We have maintained our ISO 27001 certification from the British Standards Institution ("**BSI**"), reflecting a structured approach to information security controls and risk management. In line with this framework, the Group designs and implements a coherent suite of information security controls and applies appropriate risk treatments for any risks deemed unacceptable.

Technical Safeguards

To safeguard our technology environment, the Group deploys anti-virus software and firewalls across all company devices and conducts regular vulnerability testing to ensure that the security infrastructure remains robust and effective. An incident reporting protocol is in place to address potential cyber incidents and data breaches promptly and consistently. In addition, employees receive regular training to strengthen their ability to identify and respond to security and privacy risks, reinforcing a culture of vigilance and accountability.

Our Performance

In FY2025, there were zero recorded significant instances of non-compliance with data privacy laws and regulations, with no fines or non-monetary sanctions reported across its operations (FY2024: none).

Economic Performance

Impact on Winking Studios

By embedding sustainable economic practices into its business strategy, Winking Studios aims to drive resilient growth and create long-term value for stakeholders. A disciplined focus on revenue generation, cost management and profitability support business continuity and reinvestment capacity. Beyond financial results, initiatives such as job creation, responsible tax practices, and strong corporate governance help reinforce the Group's role as a responsible corporate citizen, supporting local economies and contributing to sustainable communities.

The Group's retirement benefits approach also strengthens employee financial security, which can support retention and workforce stability—an important enabler of consistent operational performance and long-term sustainability.

Management Approach

The Group's approach to sustainable economic value creation centres on:

Transparent Financial Reporting

Winking Studios provides transparent financial reporting, offering a clear overview of revenue, operating expenses and profitability to support accountability and informed decision-making. It pursues a responsible economic contribution by generating jobs, practising responsible taxation and maintaining robust corporate governance.

ESG Reporting Principles

The Group also integrates ESG principles (i.e. environmental stewardship, social responsibility and transparency) into day-to-day operations to strengthen stakeholder trust and long-term value creation.

In addition, it prioritises employee welfare and long-term financial sustainability by maintaining a structured retirement benefits programme with mandatory participation, ensuring regulatory compliance and supporting employees' post-employment security.

Our Performance

During the year, the Group recognised total pension expenses of USD 2,551,550 (FY2024: USD 1,748,559). The employer contribution rate was 10% of each employee's salary. Participation in the retirement plan is mandatory, ensuring compliance with applicable regulations and supporting employees' post employment financial security.

		FY2023 (USD)	FY2024 (USD)	FY2025 (USD)
Economic Value Generated		25,698,470	31,898,808	45,499,917
Economic Value Distributed	Operating Costs	7,263,210	12,316,707	11,786,701
	Employee Wages and Benefits	17,987,981	21,314,780	33,276,200
	Capital Providers	0	1,060,000	81,865
	Government	831,283	1,329,275	1,577,776
	Communities	4,623	0	0
Economic Value Distributed/Retained		(388,627)	(4,121,954)	(1,222,625)

Directors’ Remuneration

In FY2024, the Group successfully listed on the LSE and is required to disclose its directors’ remuneration in accordance with the Alternative Investment Market Rule 19 as well as Rule 1204(10D) of the Catalist Rules. Accordingly, the directors’ remuneration and its details are outlined below:

Board of Directors	Position
Mr. Johnny Jan	Executive Director and Chief Executive Officer (Founder)
Mr. Kao Shu-Kuo	Non-Executive Director
Mr. Lim Heng Choon	Independent Non-Executive Chairman
Mr. Chang Yi-Hao	Independent Non-Executive Director
Mr. Yang Wu Te	Independent Non-Executive Director
Mr. Daniel Widdicombe	Independent Non-Executive Director
Mr. Oliver Yen	Finance Director and Group Chief Financial Officer

Board of Directors	Base Salary (USD'000)	Directors' Fee (USD'000)	Bonuses and performance-related incentives (USD'000)	Stock options/ share-based payments (USD'000)	Pension contributions (USD'000)	Total (USD'000)
Mr. Johnny Jan	224.0	-	460.0	463.0	-	1,147.0
Mr. Kao Shu-Kuo	-	-	-	-	-	0
Mr. Lim Heng Choon	-	47.0	-	-	-	47.0
Mr. Chang Yi-Hao	-	37.0	-	-	-	37.0
Mr. Yang Wu Te	-	37.0	-	-	-	37.0
Mr. Daniel Widdicombe	-	63.5	-	-	-	63.5
Mr. Oliver Yen	107.0	-	64.0	87.0	3.4	261.4

Our Performance and Targets

The Group's target achievements during the Reporting Period compared to the previous reporting year are presented below:

Material Topics	Targets	FY2025 Performance
Market Presence	Short-term Targets (1-2 years) • Maintain fair, equal entry-level wages without gender discrimination. • Maintain proportion of senior management hired from local population.	✓ Achieved • Maintained fair entry-level wage policy across all locations. • 90% of director-level and above roles held by local talent.
	Medium-term Targets (2030) • Ensure at least 85% of leadership positions are filled by locally hired talent.	
	Long-term Targets (2050) • To be a leading organisation in creating local job opportunities and ensuring fair compensation within the industry.	
Procurement Practices	Short-term Targets (1-2 years) • At least 75% of total procurement spending allocated to local suppliers.	✓ Achieved • More than 75% of sourcing expenditure allocated to local suppliers.
	Medium-term Targets (2030) • Increase procurement from local suppliers to 80% of total spending. • Establish sustainable procurement policies that prioritise suppliers with ethical, environmental, and social responsibility standards.	
	Long-term Targets (2050) • Transition towards a climate-positive procurement, where suppliers actively contribute to environmental restoration.	

Material Topics	Targets	FY2025 Performance
Business Ethics (including Anti-corruption)	Short-term Targets (1-2 years) • Conduct anti-corruption training for at least 10% of employees. • Communicate anti-corruption policies to 90% of employees and 50% of business partners.	Not Achieved • Anti-corruption training activities in FY2025 were limited to the Group's newly established entity, Vertic Studios.
	Medium-term Targets (2030) • Conduct anti-corruption training for all employees of the Group. • Communicate anti-corruption policies to all employees and business partners of the Group.	
	Ongoing Target • Maintain zero confirmed cases of corruption, bribery and fraud. • Maintain zero significant instances of non-compliance with laws and regulations. • Maintain zero incidents of discrimination.	
Tax	Short-term Targets (1-2 years) • Continue engaging with tax authorities and policymakers to advocate for fair, equitable tax policies.	✓ Achieved • Zero incidents record for material tax non-compliance. • Continued engagement with tax authorities and policy makers.
	Medium-term Targets (2030) • Implement due diligence checks on tax compliance for all major business partners. • Establish a green tax strategy, leveraging incentives for renewable energy, carbon reduction, and sustainability investments. • Maintain a 100% corruption-free tax record across all jurisdictions.	
	Long-term Targets (2050) • Maintain a 100% corruption-free tax record across all jurisdictions. • Maintain and improve green tax strategy to further leverage incentives for renewable energy, carbon reduction, and sustainability investments.	

Material Topics	Targets	FY2025 Performance
Information Security and Data Privacy	Ongoing Target • Maintain a 100% incident-free record for major data breaches and cyberattacks. • Ensure 100% compliance with data privacy regulations.	✓ Achieved • Zero incidents record for significant breaches and privacy non-compliance.
Economic Performance	Short-term Targets (1-2 years) • Increase revenue by 6% through product innovation, market expansion and strategic partnerships. • Improve operational efficiency and cost-effectiveness by reducing expenses by 5%.	✓ Achieved • 77.1% increase in revenue, driven by studio expansion, AAA mandates, and cross-regional delivery. • 4.3% reduction in operating costs below FY2024 despite operational scale-up.
	Medium-term Targets (2030) • Increase revenue by 8% through product innovation, market expansion and strategic partnerships. • Increase ESG impact through raising contributions to local communities by 5%.	
	Long-term Targets (2050) • Aim to achieve net-positive economic impact (i.e. financial success directly benefits employees, communities, and the environment). • Increase ESG impact through raising contributions to local communities by 10%.	

GRI CONTENT INDEX

Statement of use	Winking Studios Limited has reported the information cited in this GRI content index for the period from 1 January 2025 to 31 December 2025 with reference to the GRI Standards.
GRI used	GRI 1 : Foundation 2021
Applicable GRI Sector Standard	Not applicable

GRI Standard	Disclosure Number & Title	Section Reference
General Disclosures		
GRI 2 : General Disclosures 2021	2-1 Organisational details	Annual Report: Corporate Profile
	2-2 Entities included in the organisation's sustainability reporting	Sustainability Report: About this report
	2-3 Reporting period, frequency and contact point	Sustainability Report: About this report
	2-4 Restatements of information	Sustainability Report: Restatement
	2-5 External assurance	Winking Studios has not sought external assurance for this reporting period and may consider it in the future.
	2-6 Activities, value chain and other business relationships	Annual Report: Corporate Governance
	2-7 Employees	Sustainability Report: Social
	2-8 Workers who are not employees	Omitted: Information unavailable/ incomplete. Due to the expansion of the Group and the increasing number of subsidiary entities, the organisation does not yet have consolidated processes in place to collect data on non-employee workers consistently across all companies. Work is under way to standardise data collection for future reporting cycles.
	2-9 Governance structure and composition	Annual Report: Corporate Governance Sustainability Report: Sustainability Governance
	2-10 Nomination and selection of the highest governance body	Annual Report: Corporate Governance
	2-11 Chair of the highest governance body	Annual Report: Corporate Governance
	2-12 Role of the highest governance body in overseeing the management of impacts	Annual Report: Corporate Governance
	2-13 Delegation of responsibility for managing impacts	Annual Report: Corporate Governance Sustainability Report: Sustainability Governance
	2-14 Role of the highest governance body in sustainability reporting	Annual Report: Corporate Governance
	2-15 Conflicts of interest	Annual Report: Corporate Governance

GRI Standard	Disclosure Number & Title	Section Reference
General Disclosures		
GRI 2 : General Disclosures 2021	2-16 Communication of critical concerns	Annual Report: Corporate Governance
	2-17 Collective knowledge of the highest governance body	Annual Report: Corporate Governance
	2-18 Evaluation of the performance of the highest governance body	Annual Report: Corporate Governance
	2-19 Remuneration policies	Annual Report: Corporate Governance
	2-20 Process to determine remuneration	Annual Report: Corporate Governance
	2-21 Annual total compensation ratio	This covers confidential information and are not to be disclosed due to confidentiality reasons.
	2-22 Statement on sustainable development strategy	Annual Report: Corporate Governance Statement Sustainability Report: Sustainability Governance
	2-23 Policy commitments	Annual Report: Corporate Governance Sustainability Report: Governance - Business Ethics
	2-24 Embedding policy commitments	Annual Report: Corporate Governance Sustainability Report: Governance - Business Ethics
	2-25 Processes to remediate negative impacts	Annual Report: Corporate Governance
	2-26 Mechanisms for seeking advice and raising concerns	Annual Report: Corporate Governance
	2-27 Compliance with laws and regulations	Annual Report: Corporate Governance Sustainability Report: Governance - Business Ethics
	2-28 Membership associations	• Shanghai Association of International Service Trade • Shanghai Digital Trade Association • Shanghai Pudong Modern Service Industry Promotion Association • Taiwan Computer Association • Taiwan Game Industry Promotion Alliance • Tianjin Technology Service Association • Tianjin Technology Service Industry Association • United Nations Global Compact
	2-29 Approach to stakeholder engagement	Sustainability Report: Stakeholder Engagement
	2-30 Collective bargaining agreements	8.2% (174 employees) of total employees were covered by collective bargaining agreement.
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Sustainability Report: Materiality Assessment
	3-2 List of material topics	
	3-3 Management of material topics	

GRI Standard	Disclosure Number & Title	Section Reference
Economic Performance		
GRI 3: Material Topics 2021	Management of material topics	Sustainability Report: Economic Performance
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	
	201-2 Financial implications and other risks and opportunities due to climate change	
	201-3 Defined benefit plan obligations and other retirement plans	
Procurement Practices		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	Sustainability Report: Procurement Practices
Energy Efficiency		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	Sustainability Report: Energy Efficiency
	302-3 Energy intensity	
	302-4 Reduction of energy consumption	
Water and Effluents		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 303: Water and Effluents	303-5 Water consumption	Sustainability Report: Water and Effluents
Greenhouse Gas Emissions		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 305: Emissions 2016	305-2 Energy indirect (Scope 2) GHG emissions	Sustainability Report: Greenhouse Gas Emissions
	305-3 Other indirect (Scope 3) GHG emissions	
	305-4 GHG emissions intensity	
	305-5 Reduction of GHG emissions	

GRI Standard	Disclosure Number & Title	Section Reference
Employment Practices		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	Sustainability Report: Employment Practices
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	
	401-3 Parental leave	
Labour/ Management Relations		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 402: Labour/ Management Relations 2016	402-1 Minimum notice periods regarding operational changes	Sustainability Report: Labour/ Management Relations
Occupational Health and Safety		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	Sustainability Report: Occupational Health and Safety
	403-2 Hazard identification, risk assessment, and incident investigation	
	403-5 Worker training on occupational health and safety	
	403-6 Promotion of worker health	
	403-9 Work-related injuries	
	403-10 Work-related ill health	
Training and Education		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	Sustainability Report: Training and Development
	404-2 Programmes for upgrading employee skills and transition assistance programmes	
	404-3 Percentage of employees receiving regular performance and career development reviews	

GRI Standard	Disclosure Number & Title	Section Reference
Diversity and Equal Opportunities		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	Sustainability Report: Diversity and Equal Opportunities
Contribution to Society – Local Communities		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programmes	Sustainability Report: Contribution to Society – Local Communities
Market Presence		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 202: Market Presence 2016	202-1 Ratios of standard entry wage by gender compared to local minimum wage	Sustainability Report: Market Presence
	202-2 Proportion of senior management hired from the local community	
Business Ethics (including Anti-corruption)		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 2: General Disclosures 2021	2-27 Compliance with laws and regulations	Sustainability Report: Business Ethics (including Anti-corruption)
GRI 205: Anti-corruption 2016	205-2 Communication and training about anti-corruption policies and procedure	
	205-3 Confirmed incidents of corruption and actions taken	
Tax		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 207 Tax 2019	207-1 Approach to tax	Sustainability Report: Tax
	207-2 Tax governance, control, and risk management	
	207-3 Stakeholder engagement and management of concerns related to tax	

GRI Standard	Disclosure Number & Title	Section Reference
Information Security and Data Privacy		
GRI 3: Material Topics 2021	3-3 Management of material topics	Sustainability Report: Materiality Assessment
GRI 2: General Disclosures 2021	2-27 Compliance with laws and regulations	Sustainability Report: Information Security and Data Privacy

IFRS S2 DISCLOSURE INDEX

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CORPORATE GOVERNANCE REPORT

INTRODUCTION

The Board of Directors (the “**Board**”) of Winking Studios Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) are committed to uphold good corporate governance. This commitment and continuous support of the Code of Corporate Governance 2018 (the “**Code**”) can be seen from the Directors’ and Management’s effort to observe high standards of transparency, accountability and integrity in managing the Group’s business in order to create value for its stakeholders and safeguard the Group’s assets in accordance with the requirements of the Code.

The Company has complied with the principles and recommendations of the Code, the accompanying Practice Guidance and other applicable laws, rules and regulations, including the Listing Manual Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Catalist Rules**”) and the Board is pleased to report compliance of the Company with the Code except where otherwise stated and explained.

For the financial year ended 31 December 2025 (“**FY2025**”), the Group has conformed to the Principles of the Code and strives to comply with the Provisions set out in the Code and where it has deviated from the Provisions set out in the Code, appropriate explanations are provided and the Company will continue to assess its needs and implement appropriate measures accordingly.

BOARD MATTERS

The Board’s Conduct of Affairs

Principle 1: *The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.*

The Company is headed by an effective Board, comprising individuals with diversified backgrounds and who collectively brings with them a wide range of experience, to lead and manage the Group. The Board is responsible for the overall management and success of the Group to protect shareholders’ interests and enhance long-term shareholders’ value.

Apart from its statutory responsibilities, the principal functions of the Board are, inter alia, to:

- (i) provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- (ii) establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of shareholders’ interests and the Company’s assets;
- (iii) review performance of Management, the Company’s financial performance, risk management processes and systems, human resource requirements and corporate governance practices;
- (iv) identify the key stakeholder groups and recognize that their perceptions affect the Company’s reputation;
- (v) set the Group’s values and standards (including ethical standards), and ensure that obligations to the shareholders and other stakeholders are understood and met; and
- (vi) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

All Directors objectively discharge their duties and responsibilities at all times as fiduciaries in the best interests of the Company. The Board puts in place a code of conduct and ethics, set desired organizational culture and ensures proper accountability within the Group. Where a Director faces a conflict of interest, he would recuse himself from discussions and decisions involving and relating to the issues of conflict.

To assist in the execution of its responsibilities, the Board has established Board Committees, namely Audit, Risk and Disclosure Committee ("**ARDC**"), Nominating Committee ("**NC**"), Remuneration Committee ("**RC**") and AIM Compliance Committee ("**ACC**"). These Board Committees function with clearly defined terms of references (which set out their compositions, authorities and duties) and operating procedures, which are reviewed by the Board on a regular basis to enhance the effectiveness of these Board Committees. The roles and responsibilities of these Board Committees are provided for in the latter sections of this Corporate Governance Report.

The Board meets on a regular basis as and when necessary, to address any specific significant matters that may arise.

The Company will conduct comprehensive and tailored induction orientation programmes for incoming Directors to familiarise them with the Group's business and governance practices. The Company will also arrange for any newly appointed Directors, who has no prior experience serving as Director of a listed company on SGX-ST ("**First-time Director**"), to attend appropriate courses, conferences or seminars, such as the mandatory First-time Director training organized by approved institutions such as the Singapore Institute of Directors within one (1) year of appointment in accordance with Rule 406(3)(a) of the Catalist Rules and trainings in areas such as accounting, legal and industry-specific knowledge. The cost of such training will be borne by the Company.

A newly appointed Director will be furnished with a formal letter of appointment and upon his/her appointment be given opportunities to receive appropriate briefing or material to ensure that he/she is aware of the roles and responsibilities of a Director of a public listed company in Singapore and training to familiarise himself/herself with the Group's business and governance practices. All newly appointed directors will also be provided with a briefing on the AIM Rules for Companies by the Company's Nominated Adviser prior to their appointment. First-time Directors will receive relevant training in the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST to meet the Mandatory Training requirements under Rule 406(3)(a) and Practice Note 4D of the Catalist Rules.

Mr. Oliver Yen and Mr. Daniel Widdicombe were appointed as the Finance Director and Group Chief Financial Officer, and Independent and Non-Executive Director respectively with effect from 14 November 2024.

To-date, Mr. Daniel Widdicombe and Mr. Oliver Yen have completed the mandatory First-time Director training.

The Directors are provided with information relating to corporate conduct and governance including continuing disclosure requirements as required by the Catalist Rules, disclosure of interests in securities, restrictions on disclosure of confidential or price sensitive information, etc. The Board receives updates from the Management and professionals such as the Auditors and Company Secretary, in relation to any changes in accounting standards, Catalist Rules, regulatory requirements, corporate governance guidelines and best practices on a regular basis.

All Directors are also encouraged to receive regular training such as professional development on new laws, regulations and changing commercial risks from time to time which are relevant to the Group, so as to enable them to contribute effectively to the Board or Board Committees. The training courses related to the aforesaid will be arranged and funded by the Company.

Pursuant to the Amended and Restated Memorandum and Articles of Association of the Company, the Directors of the Company may participate in any meeting of the Board or any Board Committees, which may be held by means of telephone, electronic or other communication facilities, allowing all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

The number of Board and Board Committees meetings held during FY2025 and the attendance of each Director where relevant is as follows:

Type of meetings	Board	ARDC	RC	NC	ACC
No. of meetings	8	6	3	2	2
Attendance					
Johnny Jan	8	n.a.*	n.a.*	n.a.*	n.a.*
Kao Shu-Kuo	7	n.a.*	n.a.*	n.a.*	n.a.*
Lim Heng Choon	8 (Chairman)	6 (Chairman)	3	2	2
Chang Yi-Hao	8	6	3 (Chairman)	2	2
Yang Wu Te	8	6	3	2 (Chairman)	n.a.*
Oliver Yen	8	n.a.*	n.a.*	n.a.*	n.a.*
Daniel Widdicombe	8	6	n.a.*	n.a.*	2 (Chairman)

* n.a: not applicable

Directors with multiple board representatives ensure that sufficient time and attention are given to the affairs of the Company.

The Board has identified the following areas for which the Board has direct responsibility for decision making within the Group:

- Approval of the Group's major investments/divestment and funding decisions;
- Approval of the Group's interim and full-year financial result announcements for release to the SGX-ST;
- Approval of any agreement which is not in the ordinary course of business;
- Approval of any major borrowings or corporate guarantees in relation to borrowings;
- Entering into any profit-sharing arrangement;
- Entering into any foreign exchange hedging transactions;
- Appointment or removal of any executive officers and legal representative;
- Incorporation or dissolution of any subsidiary;
- Issuance of shares or declaration of dividends and other returns to Shareholders;

- Approval of the annual report and audited financial statements;
- Convening of general meetings;
- Approval of corporate strategies;
- Approval of material acquisitions and disposal of assets;
- Approval of transactions involving interested person;
- Appointment of new Directors; and
- Approval of announcements or press releases concerning the Group for release to the SGX-ST.

The Management provides the Board with complete, adequate and timely information prior to meetings to enable the Directors to make timely decisions, effectively discharge its duties and make a balanced and informed assessment of the performance, position and prospects of the Company.

The Board has separate and independent access to the executive officers of the Group at all times. Request for information is dealt with promptly by the Management. In addition, the Board is kept informed of all material events and transactions as and when they occur to enable the Board to function effectively and to fulfil its responsibilities. The information made available to the Directors include interim and full-year financial results, progress reports of the Group's operations, corporate development, regulatory updates, business developments and audit reports. The Management also consults Board members regularly whenever necessary and appropriate. The Board is issued with Board papers in a timely manner prior to Board meetings to enable Directors to consider the issues and to obtain additional information or explanation from the Management, if necessary.

The calendar of Board and Board Committees meetings are planned in advance. Draft agendas for meetings of the Board and Board Committees are also circulated in advance to the respective Chairman of the Board and Board Committees, in order for them to comment on the items on the agenda and/or review the usefulness and relevance of the items in the proposed agendas.

The Directors also have separate and independent access to the Company Secretaries. The role of the Company Secretaries and/or their representatives are to administer, attend and prepare minutes of Board and Board Committee meetings, assist the Chairman of the various meetings in ensuring that meeting procedures are followed and that the Company's Amended and Restated Memorandum and Articles of Association of the Company, Catalist Rules and other relevant rules and regulations applicable to the Company are complied with. The Company Secretaries and their representatives attend all Board and Board Committee meetings. The decision in relation to the appointment and removal of the Company Secretary is decided by the Board as a whole.

The Board in fulfilling its responsibilities could as a group or as individuals, when deemed fit, direct the Company to appoint independent professional advisers or seek professional advice and the costs will be borne by the Company.

Board Composition and Guidance

Principle 2: *The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.*

The current Board consists of seven (7) members comprising two (2) Executive Directors, one of whom is also the Chief Executive Officer (“CEO”) and Founder of the Company, one (1) Non-Executive Director and four (4) Non-Executive and Independent Directors:

Name of Director	Designation	ARDC	ACC	NC	RC
Lim Heng Choon	Independent Director and Non-Executive Chairman	Chairman	Member	Member	Member
Johnny Jan	Executive Director and Chief Executive Officer (Founder)	–	–	–	–
Oliver Yen	Finance Director and Group Chief Financial Officer	–	–	–	–
Kao Shu-Kuo	Non-Executive Director	–	–	–	–
Chang Yi-Hao	Independent and Non-Executive Director	Member	Member	Member	Chairman
Yang Wu Te	Independent and Non-Executive Director	Member	–	Chairman	Member
Daniel Widdicombe	Independent and Non-Executive Director	Member	Chairman	–	–

The Board considers an “Independent Director” as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporation, its substantial shareholders of not less than 5% of the total votes attached to all voting shares (excluding treasury shares) in the Company, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director’s independent business judgement to the best interests of the Company.

On an annual basis, each Independent Director is required to complete a ‘Confirmation of Independence’ form to confirm his independence. The form was drawn up based on the definitions and guidelines set forth in the Code and the NC Guide issued by the Singapore Institute of Directors. The Directors are required to disclose to the Board any such relationship as and when it arises and the Board will state the reasons if it determines that a director is independent notwithstanding the existence of relationships or circumstances which may appear otherwise.

The NC has reviewed the forms completed by each Independent Director and is satisfied that all the Independent Directors of the Company are independent in accordance with Provision 2.1 of the Code and Rule 406(3)(d) of the Catalist Rules.

The Board regularly examines its size and after taking into account the scope and nature of the Group’s operations, the diversified background and experience of the Directors that provide core competencies in areas such as finance or accounting, legal, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge. The Board is satisfied that it is of an appropriate size to facilitate effective decision-making.

The Company has adopted a board diversity policy ("**Board Diversity Policy**") which formalised the Company's approach to achieve diversity on the Board. Under the Board Diversity Policy, the Board recognises that a diverse Board enhances decision-making and effectiveness. In reviewing Board composition, the Board and the NC consider a range of diversity factors, including skills, experience, background, gender, age, ethnicity and other relevant attributes. All appointments are based on merit, taking into account the skills, experience, independence and knowledge required for the Board to function effectively.

The NC reviews the Board's composition and succession plans, and ensures that diversity considerations are incorporated into the director selection process. Where external search consultants are engaged, they are required to present diverse candidates, including female candidates. The Board also seeks to maintain appropriate female representation, including appointing at least one female Director to the NC.

The NC monitors the implementation of the Policy and reports annually in the Corporate Governance Report on the Board's diversity. The Policy is reviewed periodically to ensure its continued relevance and effectiveness.

The current Board was constituted during the listing of the Company on 20 November 2023 and subsequent Board composition made on 14 November 2024 at the time of its dual listing on AIM of LSE (with the appointment of new 2 Directors on Board). The Board's target to have at least one female director by May 2032. In addition, the Board is seeking candidates with skills and experience in various environmental, social and governance ("**ESG**") aspects to enhance our sustainability efforts. The NC and the Board plan to seek such candidates from various sources including through the Company's extensive networks. Target timeline for such Board composition enhancement is by May 2029. The profile of each current Director, including their academic and professional qualifications and other appointments, is presented on pages 103 to 104 of this Annual Report.

Although all the Directors have an equal responsibility for the Group's operations, the role of the Non-Executive and Independent Directors is particularly important in ensuring that the strategies proposed by Management are constructively challenged, taking into account the long-term interests of shareholders. The Non-Executive and Independent Directors participate actively during Board meetings and would constructively challenge and help to develop proposals on short-term and long-term business strategies and review the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance.

To date, none of the Independent Directors have served on the Board beyond nine years from the date of his appointment.

Executive Chairman and Chief Executive Officer

Principle 3: ***There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.***

There is a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Company's business. Mr. Lim Heng Choon is the Independent Director and Non-Executive Chairman of the Company, and Mr. Johnny Jan is the Executive Director and Chief Executive Officer (Founder) of the Company. The Chairman and Chief Executive Officer (CEO) of the Company are separate persons and are not related. The Board has established and set out in writing the division of the roles and responsibilities between the Independent Non-Executive Chairman and the CEO to ensure an appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision making, thus no individual represents a considerable concentration of power.

As the CEO of the Company, Mr. Johnny Jan is responsible for the effective management and supervision of daily business operations of the Group in accordance with the strategies, policies, budget and business plans as approved by the Board. The major decisions are made in consultation with the Board, a majority of which comprises Independent and Non-Executive Directors. The Board is of the opinion that the process of decision-making by the Board has been independent and has been based on collective decision without any individual or small group of individuals dominating the Board's decision-making.

In addition, the Independent Director and Non-Executive Chairman, Mr. Lim Heng Choon, ensures that Board meetings are held at least half yearly during the financial year and as and when necessary, sets Board meeting agenda, promotes a culture of at least openness and debate at the Board level and ensures that adequate time is available for discussion of all agenda items, in particular strategic issues. He ensures that Board members are provided with complete, adequate and timely information on a regular basis to enable them to be fully cognizant of the affairs of the Group as well as effective communication with shareholders. He encourages constructive relations and effective contributions within the Board and between the Board and the Management. He also takes a leading role in ensuring that the Company strives to achieve and maintain high standards of corporate governance and an appropriate balance of power, increased accountability, and presence of independent decision making. He is available to shareholders who may have concerns with regards to the Group and for which contacts through the normal channels of communication with the Management has failed to resolve issues or for which such contact is inappropriate or inadequate.

As the Independent Director and Non-Executive Chairman is not part of the management and is independent, no lead independent director has been appointed. The Independent and Non-Executive Directors meet at least once a year, without the presence of Management so as to facilitate a more effective evaluation of the Management.

Board Membership

Principle 4: *The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.*

The Company has established an NC to make recommendations to the Board on all board appointments and re-appointments. The NC comprises the following three (3) Directors, all of whom are Independent and Non-Executive Directors:

Mr. Yang Wu Te (Chairman)

Mr. Lim Heng Choon (Member)

Mr. Chang Yi-Hao (Member)

The Company is in compliance with Provision 4.2 of the Code, where Mr. Yang Wu Te, an Independent and Non-Executive Director of the Company, is also the Chairman of the NC.

The NC is governed by the NC's Terms of Reference which describes the duties and functions of the NC. The main objective of the NC is to build a strong and independent Board and ensure a formal and transparent process for the appointment and reappointment of directors, taking into account the need for progressive renewal of the Board.

The NC is guided by its terms of reference, including but not limited to the key responsibilities as follows:

- 1) making recommendations to the Board on relevant matters relating to: (i) the review of board succession plans for directors, in particular, the appointment and/or replacement of the CEO and executive officers; (ii) the process and criteria for evaluation of the performance of the Board, the Board committees and the individual Directors; (iii) the review of training and professional development programs for the Board and the individual Directors; and (iv) the appointment and re-appointment of the Directors (including alternate Directors, if applicable), including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates;
- 2) reviewing and determining annually, and as and when circumstances require, if a Director is independent, in accordance with the Code and any other salient factors;

- 3) reviewing the composition of the Board annually to ensure that the Board and the Board committees are of an appropriate size, comprise Directors who as a group provide an appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate, and are of an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company and provide core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge;
- 4) setting the objectives for achieving board diversity and reviewing the Company's progress towards achieving these objectives;
- 5) ensuring that Independent and Non-Executive Directors disclose their relationships with the Company, related corporations, substantial shareholders or officers, if any, which may affect their independence and review such disclosures from the Directors and highlight these to the Board as required;
- 6) ensuring that newly appointed Directors are aware of their duties and obligations, as well as deciding whether a Director is able to and has been adequately carrying out his/her duties as a Director. Where a Director holds a significant number of listed company directorships and principal commitments which involve significant time commitment to provide a reasoned assessment of the ability of the Director to diligently discharge his/her duties, taking into consideration the Director's number of listed company board representation and other principal commitments; and
- 7) reviewing and approving the new employment of employees of the Group who are relatives of any of the Directors, Chief Executive Officer or Substantial Shareholders and their proposed terms of their employment.

In accordance with Rule 720(4) of the Catalist Rules, all directors must submit themselves for re-nomination and reappointment at least once every three (3) years. A retiring Director shall be eligible for re-election by the shareholders of the Company at the Annual General Meeting ("**AGM**"), and prior to nominating a retiring Director for re-election, the NC will evaluate the Director's contribution and performance taking into consideration factors such as attendance, preparedness, participation and any other factors as may be determined by the NC.

The NC has recommended and the Board has approved to table for shareholders' approval the re-election of Mr. Lim Heng Choon, Mr. Kao Shu-Kuo and Mr. Yang Wu Te as Directors of the Company at the forthcoming AGM. The details of directors who will retire by rotation at the forthcoming AGM scheduled to be held on 30 April 2026 are disclosed in the "Additional Information on Directors seeking re-election" on pages 105 to 108 of this Corporate Governance Report.

The NC has affirmed that Mr. Lim Heng Choon and Mr. Yang Wu Te are independent. Each of them has abstained from the NC/Board's determination of his independence. Mr. Kao Shu-Kuo is a non-executive director. There is no director who is deemed independent by the Board, despite the existence of a relationship as stated in the Code.

Despite some of the Directors having other board representations, the NC is satisfied that these Directors are able to and have adequately carried out their duties as Directors of the Company by attending the Board and Board Committees and to attend to the decision-making within the Group as and when necessary. In this respect, the Board is of the view that it is not necessary to adopt internal guidelines to address the competing time commitments that are faced when Directors serve on multiple listed boards or to determine the maximum number of listed company board representations which any Director may hold.

Currently, no Alternate Director is appointed on the Board.

In the search and nomination process for new Directors, the NC identifies the key attributes that an incoming Director should have, which is based on a matrix of the attributes of the existing Board and the requirements of the Group. After the Board endorsed the key attributes, the NC taps on the resources of the Directors' personal contacts and recommendations of potential candidates and proceed with the shortlisting process. The NC will consider each candidate based on the key attributes determined after taking into consideration the qualification and experience of such candidate, his/her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives. The NC will recommend the suitable candidate to the Board for approval. If the candidates identified from this process are not suitable, executive recruitment agencies may be appointed to assist in the search process.

Key information regarding the Directors is set out below:

Name of Director	Date of First Appointment	Date of Last Re-election	Present Directorships or Chairmanships in Other Listed Companies and Principal Commitment	Past Directorships or Chairmanships in Other Listed Companies and Principal Commitment over the preceding five (5) years
Mr. Johnny Jan	17 May 2023	30 April 2024	• Winking Art Pte. Ltd. • Winking Art Limited • Winking Entertainment Corporation • Winking Skywalker Entertainment Limited • Shanghai Winking Entertainment Ltd • Shanghai Wishing Entertainment Ltd • Shanghai Mineloder Digital Technology Co., Ltd.	• Jiangsu Nuanyi Information Technology Co., Ltd. • Winking 23 Ching Corp • Yahyel Future Entertainment Inc • Winking Entertainment Investment Limited • Nanjing Winking Entertainment Ltd • Winking Entertainment (HK) Limited
Mr. Kao Shu-Kuo	17 May 2023	30 April 2024	• Acer Gadget Inc. • Acer Gaming Inc. • Altos Computing Inc. • DropZone (Hong Kong) Limited • Acer Global Merchandise Philippines Inc. • Acer Technology And Business Development Pte. Ltd.	–
Mr. Lim Heng Choon	17 May 2023	30 April 2024	• Centific Global Solutions, Inc • edgeTech Venture Ltd • Global Vision Holdings • Hyperion Connect Pte Ltd • Hyperion Connect Limited • International Liquid Packaging Solutions Pte Ltd • KDH Design Inc • KDH Design Co Ltd • Liho Besuto Sdn Bhd • Awesome Realty Sdn Bhd	• Ritamix Global Limited.

Name of Director	Date of First Appointment	Date of Last Re-election	Present Directorships or Chairmanships in Other Listed Companies and Principal Commitment	Past Directorships or Chairmanships in Other Listed Companies and Principal Commitment over the preceding five (5) years
Mr. Chang Yi-Hao	17 May 2023	30 April 2025	• Big Data Co., Ltd. • Treasure Sage Sabah Sdn Bhd • Rainbow Path Global Ltd • Treasure Sage Ltd • Insight Digital World Co., Ltd. • Howard Digital Marketing Co., Ltd • Future Net Ltd. • Intelli Net Holdings Ltd. • Tech Nova Ltd • AI Lumina Ltd	–
Mr. Yang Wu Te	17 May 2023	30 April 2024	–	–
Mr. Oliver Yen	14 November 2024	30 April 2025	• Winking Art Pte. Ltd. • On Point Creative Co., Ltd. • On Point Creative (HK) Company Limited • Pixelline Art Sdn. Bhd. • Patec Precision Industry Co., Ltd. • Shanghai Winking Entertainment Limited • Shanghai Wishing Entertainment Ltd • Suzhou Winking Entertainment Ltd. • Nanjing Winking Entertainment Ltd • Winking Skywalker Entertainment Ltd • Winking Entertainment Corporation • Vertic Studios Sdn. Bhd. • Dalian Mineloder Software Co., Ltd • Mineloder (Tianjin) Software Co., Ltd. • Tianjin Binhai High-tech Zone Yiyou Training Institute Co., Ltd	• Otsuka Information Technology Co., Ltd • Nanjing Nuanyi Information Technology Co., Ltd. • Playeo Technology (Pingtan) Co., Ltd. • Shanghai Winking Entertainment Limited • Winking Studios Limited
Mr. Daniel Widdicombe	14 November 2024	30 April 2025	• Devolver Digital Inc.	• Highgate School Ltd • Arnold House School Ltd

Additional Information on Directors Seeking Re-election

Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F to the Catalist Rules relating the Directors who are being eligible for re-election at the forthcoming AGM, is set out below:

Name of Director	Mr. Lim Heng Choon	Mr. Kao Shu-Kuo	Mr. Yang Wu Te
Date of appointment	17 May 2023	17 May 2023	17 May 2023
Date of last re-appointment	30 April 2024	30 April 2024	30 April 2024
Age	56	56	68
Country of principal residence	Malaysia	Republic of China ("Taiwan")	Singapore
The Board's comments on the NC's recommendation for re-election	The Board has accepted the NC's recommendation, who has reviewed and considered Mr. Lim Heng Choon's performance as an Independent and Non-Executive Director, and Chairman of the Board.	The Board has accepted the NC's recommendation, who has reviewed and considered Mr. Kao Shu-Kuo's performance as the Non-Executive Director of the Company.	The Board has accepted the NC's recommendation, who has reviewed and considered Mr. Yang Wu Te's performance as an Independent and Non-Executive Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive
Job title	Independent and Non-Executive Director, Chairman of the Board, Chairman of the Audit, Risk and Disclosure Committee, and Member of the Remuneration Committee, Nominating Committee and AIM Compliance Committee.	Non-Executive Director	Independent and Non-Executive Director, Chairman of the Nominating Committee, and Member of the Audit, Risk and Disclosure Committee and Remuneration Committee.
Professional qualifications	Master in Business Administration, major in Finance & Strategy	Master of Business Administration	Business and Industrial Administration
Working experience and occupation(s) during the past 10 years	- February 2026 to Present - Centific Global Solutions, Inc. - Chairman, Audit Committee - June 2022 to January 2026 - Centific Global Solutions, Inc. - Chief Financial Officer and Executive Director - November 2018 to Present - Hyperion Connect Pte. Ltd. Singapore - Founder and Managing Director	- June 1995 to Present - COO of Acer Inc. - President of IT Products Business, Acer Inc.	- May 2013 to December 2020 - Bank Julius Baer & Co. Ltd. Singapore Branch N-Executive Director - September 1999 to May 2013 - Merrill Lynch International Bank Limited Singapore Branch - First Vice President

Name of Director	Mr. Lim Heng Choon	Mr. Kao Shu-Kuo	Mr. Yang Wu Te
Shareholding interest in the listed issuer and its subsidiaries	Nil	300,000 shares (direct interest)	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Catalyst Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes
Other Principal Commitments Including Directorships	- Present principal Commitment - Winking Studios Limited - Centific Global Solutions, Inc. - Hyperion Connect Pte. Ltd. Singapore	- Present principal Commitment - Winking Studios Limited - Acer Global Merchandise Philippines Inc. - Acer Gadget Inc. - Altos Computing Inc. - Acer Gaming Inc. - Acer Technology And Business Development Pte. Ltd. - DropZone (Hong Kong) Limited	- Present principal Commitment - Winking Studios Limited

Mr. Lim Heng Choon, Mr. Kao Shu-Kuo and Mr. Yang Wu Te had responded negative to items (a) to (k) listed in Appendix 7F of the Catalist Rules, as follows:

	Mr. Lim Heng Choon	Mr. Kao Shu-Kuo	Mr. Yang Wu Te
a. Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
b. Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
c. Whether there is any unsatisfied judgment against him?	No	No	No
d. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
e. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
f. Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No

	Mr. Lim Heng Choon	Mr. Kao Shu-Kuo	Mr. Yang Wu Te
g. Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
h. Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
i. Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
j. Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	No	No	No
1) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
2) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
3) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
4) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity of business trust?			
k. Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

Board Performance

Principle 5: *The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.*

The performance evaluation was conducted for the Board as a whole, each of the Board Committees (namely the ARDC, ACC, NC and RC) and individual Directors in FY2025 for assessing the contribution by the Chairman and each of the Board Committees members to the effectiveness of the Board. This evaluation exercise reviews the effectiveness of the Board as a whole and of its Board Committees and provides an opportunity to obtain constructive feedback from each Director and Board Committee member on whether procedures and processes had allowed him to discharge his duties effectively. They were also encouraged to propose changes which may be made to enhance the effectiveness of the Board and Board Committees.

The performance evaluation for FY2025 was conducted by having all Directors complete a questionnaire, which included questions on the Board and Board Committees' composition and effectiveness as well as process and contribution, timeliness of Board information and accountability. The Company Secretary collated and submitted the questionnaire results to the NC Chairman. The NC discussed the results of the performance evaluation and tabled the appropriate improvements to be taken up with the Chairman of the Board and of each Board Committees. No external facilitator had been engaged by the Board for this purpose in FY2025. The assessment criteria for FY2025 was considered adequate for the aforementioned measures. The NC is of the view that the performance of the Board as a whole, the Board Committees and individual Directors were satisfactory and had met the respective performance objectives as set out for FY2025. The NC has reviewed from time-to-time commitments and efforts contributed by each of the Directors to the affairs of the Company through their participation and contributions at the Board and Board Committee meetings.

The assessment criteria for each Board Committee focuses on the nature of the respective roles and responsibilities of the ARDC, ACC, NC and RC.

The annual assessment of individual Directors considers, among others, each Director's attendance as well as generation of constructive debate/participation for meetings of the Board and Board Committees, contribution, initiative, responsiveness of Director, and the Company's business, and the Directors' self-assessment. Selected performance criteria will not change from year to year unless they are deemed necessary and the Board is able to justify the changes.

For avoidance of doubt, each member of the NC will abstain from voting on any resolution in respect of the assessment of his performance or renomination as Director.

The Board has not engaged any external consultant to conduct an assessment of the performance of the Board, each Board Committees and each individual Directors. Where relevant and when the need arises, the NC will consider such an engagement at the Company's expense.

REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Principle 6: *The Board has be a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and Key Management Personnel. No director is involved in deciding his or her own remuneration.*

The RC comprises the following three (3) Directors, all of whom including the Chairman of the RC, are Independent and Non-Executive Directors:

Mr. Chang Yi-Hao (Chairman)

Mr. Lim Heng Choon (Member)

Mr. Yang Wu Te (Member)

The RC is governed by the RC's Terms of Reference which describes the duties and powers of the RC.

The main objective of the RC is to establish a formal and transparent procedure for developing policies on director and executive remuneration and attract, motivate and retain a pool of talented directors and executives through attractive and competitive remuneration packages.

The RC is guided by its terms of reference, including but not limited to the key responsibilities as follows:

- 1) reviewing and recommending to the Board, in consultation with the Chairman of the Board, for endorsement, a comprehensive remuneration policy framework and guidelines for remuneration of the Directors and other persons having authority and responsibility for planning, directing and controlling the activities of the Company ("**Key Management Personnel**");
- 2) reviewing and recommending to the Board, for endorsement, the specific remuneration packages for each of the Directors and Key Management Personnel;
- 3) considering all aspects of remuneration (including but not limited to directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind and termination payments), including termination terms, to ensure they are fair and reasonable;
- 4) ensuring that the level and structure of remuneration of the Board and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives;
- 5) ensuring that a significant and appropriate proportion of the Executive Directors' and Key Management Personnel's remuneration is structured so as to link rewards to corporate and individual performance, and that performance related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company;
- 6) ensuring that the remuneration of the Non-Executive Directors is appropriate to their level of contribution, taking into account factors such as effort, time spent and responsibilities;
- 7) reviewing the remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation and the statements in the annual report with a view to achieving clear disclosure of the same;
- 8) reviewing and approving the design of all share option plans, employee share option schemes and/or other equity based plans and benefits-in-kind;
- 9) in the case of service contracts and employment contracts, reviewing the Company's obligations arising in the event of termination of the Executive Directors' or Key Management Personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, with a view to being fair and avoiding the reward of poor performance;
- 10) approving performance targets for assessing the performance of each of the Key Management Personnel and recommend such targets as well as employee specific remuneration packages for each of such Key Management Personnel, for endorsement by the Board; and
- 11) conducting an annual review of and approving the remuneration of employees of the Group who are relatives of any of the Directors, Chief Executive Officer or Substantial Shareholders (including bonuses, increments and/or promotions) and to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities.

The RC also periodically considers and reviews remuneration packages in order to maintain their attractiveness, to retain and motivate the Directors to provide good stewardship of the Company and Key Management Personnel to successfully manage the Company, and to align the level and structure of remuneration with the long-term interests and risk policies of the Company.

If a member of the RC has an interest in a matter being reviewed or considered by the RC, the respective directors will abstain from voting on the matter and will not be involved in the discussion in deciding their own remuneration.

The RC has full authority to engage any external independent professional advice on matters relating to remuneration as and when the need arise. The expense of such service shall be borne by the Company. No external remuneration consultant was engaged in FY2025.

Level and Mix of Remuneration

Principle 7: *The level and structure of remuneration of the Board and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

The RC noted that there should be appropriate and meaningful measures for the purpose of assessing the performance of Executive Directors and Executive Officers. In setting remuneration packages for Executive Directors and Executive Officers, the performance related elements of remuneration form a portion of the total remuneration package to link rewards to corporate and individual performance. This is to align the Executive Directors' interests with those of shareholders of the Company and to promote the long-term success of the Group and the Company. The RC will also take into consideration the risk policies of the Company, as well as the pay and employment conditions within the industry and in comparable companies.

The Independent and Non-Executive Directors are paid Directors' fees taking into account factors including but not limited to contribution, effort and time spent, and the responsibilities of the Independent and Non-Executive Directors. Independent and Non-Executive Directors are not over-compensated to the extent that their independence may be compromised. The Directors' fees payable to the Independent and Non-Executive Directors of the Company each year are subject to the approval of the Company's shareholders at the AGM.

Mr. Johnny Jan, the Executive Director and Chief Executive Officer (Founder), is paid in accordance with his Service Agreement with the Company.

The service agreement with Mr. Johnny Jan ("**Service Agreement**") took effect from 20 November 2023, being the listing date and shall continue for a period of three (3) years ("**Initial Term**") and shall thereafter continue from year to year (unless otherwise terminated by either party giving not less than six (6) months' prior written notice to the other). The Service Agreement are subject to review by the RC as and when required. The RC may recommend the Company to consider the use of contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Director and Executive Officers in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company.

The RC also terminates the Service Agreement of the Executive Director, if, he is amongst others, disqualified to act as Executive Director under any applicable laws or regulations, guilty of dishonesty, gross misconduct or willful neglect of duty, commits any continued material breach of the terms of his Service Agreement, guilty of conduct likely to bring himself or any member of the Group into disrepute, becomes bankrupt or is convicted of any criminal offence. The RC may additionally terminate the Service Agreement if the Executive Director fail to perform his obligations under the Service Agreement.

The Service Agreement also provide that the Executive Director shall not without the prior written consent of the Company during the continuance of his employment be engaged or interested either directly or indirectly in any capacity in any trade, business, occupation or activities which may hinder or otherwise interfere with the performance of his duties or which may conflict with the interests and business of the Group.

In addition, the Company has also entered into employment agreement with each of Finance Director and Group Chief Financial Officer, Mr. Oliver Yen and General Manager of Art Outsourcing Segment, Ms. Tina Li. Each of Mr. Johnny Jan, Mr. Oliver Yen, and Ms. Tina Li is entitled to a basic monthly salary and an annual fixed bonus ("**Fixed Bonus**") as well as an annual incentive bonus ("**Incentive Bonus**") of a sum calculated based on the consolidated profits after tax ("**PAT**") of the Group based on the audited financial statements for the relevant financial year, before deducting such Incentive Bonus and after deducting PAT attributable to non-controlling interests and excluding extraordinary items which are not in the ordinary course of business, if any, provided always that if their employment is for less than a full financial year of the Group, the Fixed Bonus and Incentive Bonus for that financial year shall be apportioned in respect of the actual number of days of employment on the basis of a 365-day financial year.

Disclosure of Remuneration

Principle 8: *The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.*

The details of the remuneration of each Directors, and the CEO of the Company for FY2025, are disclosed below.

Board	Remuneration Bands	Base Salary (USD'000)	Bonuses & performance-related incentives (USD'000)	Stock options/ share-based payments (USD'000)	Pension contributions (USD'000)	Directors' Fee (USD'000)	Total
Mr. Johnny Jan	D	224.0 20%	460.0 40%	463.0 40%	– 0%	– 0%	1,147.0 100%
Mr. Kao Shu-Kuo	–	–	–	–	–	–	–
Mr. Oliver Yen	B	107.0 41%	64.0 24%	87.0 33%	3.4 1%	– 0%	261.4 100%
Mr. Lim Heng Choon	A	– 0%	– 0%	– 0%	– 0%	47.0 100%	47.0 100%
Mr. Chang Yi-Hao	A	– 0%	– 0%	– 0%	– 0%	37.0 100%	37.0 100%
Mr. Yang Wu Te	A	– 0%	– 0%	– 0%	– 0%	37.0 100%	37.0 100%
Mr. Daniel Widdicombe	A	– 0%	– 0%	– 0%	– 0%	63.5 100%	63.5 100%

The Group has only one (1) Executive Officer who is not Director or the CEO during FY2025. The details of the Remuneration of Executive Officer of the Group (who are not Director or the CEO) for FY2025 are as follows:

Key Management	Remuneration Bands	Base Salary (USD'000)	Bonuses & performance-related incentives (USD'000)	Stock options/ share-based payments (USD'000)	Pension contributions (USD'000)	Directors' Fee (USD'000)	Total
Ms. Tina Li	B	219.0 48%	98.0 21%	143.0 31%	– –	– –	460.0 100%

Remuneration bands:

"A" refers to remuneration of up to S\$250,000 per annum.

"B" refers to remuneration from S\$250,001 to S\$500,000 per annum.

"C" refers to remuneration from S\$500,001 to S\$750,000 per annum.

"D" refers to remuneration from S\$750,001 to S\$1,000,000 per annum.

None of the Directors and the top one (1) Executive Officer (who is not Director or CEO) had received any termination, retirement and post-employment benefits for FY2025. There is no employee who is an immediate family member of a Director, CEO or substantial shareholder whose remuneration exceeds S\$100,000 for FY2025. The RC has reviewed and approved the remuneration packages of the Executive Directors and Executive Officer, having regard to their contributions as well as the financial performance and commercial needs of the Group and has ensured that the Executive Directors and Executive Officer are adequate but not excessively remunerated. The RC will consider and deliberate on the performance conditions to which the Executive Directors' and Executive Officer's entitlement to short term and long-term incentive schemes are subject and make the necessary disclosures, if any.

During 2025, the Company paid basic salaries and allowances to Executive Directors and Executive Officer.

The Company has adopted an employee performance share plan known as the Winking Studios Performance Share Plan. The objectives of the Winking Studios Performance Share Plan are as follows:

- (a) to retain key employees and executive directors of our Group whose contributions are essential to the long-term growth and profitability of our Group;
- (b) to instill loyalty to, and a stronger identification by the Participants with the long-term goals of, our Company;
- (c) to attract potential employees with relevant skills to contribute to our Group and to create value for our Shareholders; and
- (d) to align the interests of the Participants with the interests of our Shareholders. The Winking Studios Performance Share Plan complies with the relevant rules as set out in Chapter 8 of the Catalist Rules.
 - (i) Mr. Chang Yi-Hao is the chairman of the RC committee, responsible for administering The Winking Studios Performance Share Plan.
 - (ii) The table below presents the restricted employee shares ("**Awards**") granted under the Winking Studios Performance Share Plan as of 31 December 2025.

Name of participant	Awards granted during financial year under review (including terms)	Aggregate Awards granted since commencement of scheme to end of financial year under review	Aggregate Awards exercised since commencement of scheme to end of financial year under review	Aggregate Awards outstanding as at end of financial year under review
Johnny Jan	–	12,580,000	–	12,580,000
Oliver Yen	–	2,240,000	–	2,240,000

- (iii) No Awards under the Winking Studios Performance Share Plan were granted at a discount during the financial year.

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: *The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.*

The Board regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as determine the Company's levels of risk tolerance and risk policies as well as overseeing the Management in the design, implementation and monitoring of the risk management and internal control systems to control, manage and mitigate these risks. The Management reviews the risk management and internal control systems and highlights all significant matters to the ARDC and Board from time to time.

The Board acknowledges that it is responsible to ensure that the Company maintains an adequate system of risk management and internal controls to safeguard the assets of the Group. In addition, it is essential to maintain adequate accounting records, develop and maintain an effective control environment within the Group. The Board recognizes that all internal control systems contain inherent limitations and no system of internal controls could provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

Nevertheless, the Board strives to identify key risk areas in every aspect of the Group and improve internal controls to mitigate such risks in order to achieve the overall business objective of the Group and enhance long-term shareholders' value. The Board, with the concurrence of the ARDC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology risks) and risk management systems are adequate and effective for FY2025.

Winking had established the internal audit function before listing on the Catalist of the SGX-ST. The Group conducts and reviews the adequacy and effectiveness of the Group's internal controls on a regular basis in light of the size and complexity of the Group's operations. The Group regularly reports to the ARDC and the board of directors.

The Company engaged Baker Tilly Consultancy (Singapore) Pte. Ltd. as internal auditor to conduct and review the adequacy and effectiveness of the Group's internal controls on a regular basis in light of the size and complexity of the Group's operations.

The ARDC, with the participation of the Board, has reviewed the adequacy and effectiveness of the Group's internal controls that address financial, operational, compliance and information technology risks and risk management systems for the type and volume of business that the Group currently operates.

The Board would ensure that there is an on-going process for identifying, evaluating and managing significant risks covering financial aspects, compliance risks and other operational areas of the Group.

For FY2025, the Board has received assurances from the CEO and the Group CFO that (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and (b) the Group's risk management and internal control systems are adequate and sufficiently effective.

The ARDC have reviewed the report issued by the internal auditor and their recommendations, the various management controls put in place, the Board, with concurrence from the ARDC, are satisfied with the Group's internal controls and are of the opinion that the internal controls maintained by the Group in addressing critical and significant risks relating to financial, operational, compliance and information technology risks and risk management systems are adequate and effective as at 31 December 2025 for the type and volume of business that the Group currently operates. The Board will continue to enhance and improve the existing internal controls framework to identify and mitigate these risks. The ARDC will also commission an annual internal audit to satisfy itself that the Group's internal controls are robust and effective to address any significant internal control weaknesses that may arise.

The Board recognizes that the risk management and internal control systems established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives.

The Board and the ARDC of the Company held the view that the review of the Group's risk management and internal controls systems could be subsumed under ARDC.

Audit, Risk and Disclosure Committee

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

The ARDC comprises the following four (4) Directors, all of whom are Non-Executive and Independent Directors:

Mr. Lim Heng Choon (Chairman)

Mr. Chang Yi-Hao (Member)

Mr. Yang Wu Te (Member)

Mr. Daniel Widdicombe (Member)

None of the ARDC members is a former partner or director of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The Board ensures that the members of the ARDC are appropriately qualified to discharge their responsibilities. The Chairman of the ARDC, Mr. Lim Heng Choon and members of the ARDC, Mr. Chang Yi-Hao, Mr. Yang Wu Te and Mr. Daniel Widdicombe possess the requisite industrial, accounting and financial management expertise and experience.

The ARDC is governed by the ARDC's Terms of Reference which describes the duties and powers of the ARDC.

The main objective of the ARDC shall be to assist the Board in discharging its statutory and other responsibilities relating to (i) the quality of the audit of the Company's internal audit function and of its external auditors; (ii) the integrity of the financial information presented by management to shareholders, regulators and the general public; and (iii) the adequacy of the Company's financial, compliance, administrative and operating controls, as well as internal accounting controls.

The ARDC carries out its duties in accordance with the written terms of reference of the ARDC, which includes but not limited to the key responsibilities as follows:

- 1) assisting the Board in discharging its statutory responsibilities on financing and accounting matters;
- 2) reviewing the assurance from the CEO and CFO on the financial records and financial statements of the Group;
- 3) reviewing significant financial reporting issues and judgements so as to ensure the integrity of the financial statements, which includes reviewing and discussing with the external auditors any issues and concerns arising from the audits, any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's financial performance or financial position and the Management's response to such issues;
- 4) reviewing any formal announcements relating to the financial performance and ensuring that the outcome of the review the Group's key financial risk areas are disclosed in the annual reports, and if the findings are material, to be announced via SGXNet and Regulatory News Service ("**RNS**") in accordance with Catalyst Rules and AIM Rules;
- 5) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and its cost effectiveness, and the independence and objectivity of the external auditors;
- 6) reviewing the external auditors' audit plan and audit report, and the external auditors' evaluation of the system of internal financial controls, as well as reviewing the Company's implementation of any recommendations to address any control weaknesses highlighted by the external auditors;
- 7) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting, responsible for oversight and monitoring of whistleblowing, or other matters to be safely raised, independently investigated and appropriately followed up on, ensuring the Company publicly discloses and clearly communicates to the employees the existence of a whistle-blowing policy and procedures for raising such concerns and in particular;
- 8) reviewing the key financial risk areas, the risk management structure and any oversight of the risk management process and activities to mitigate and manage risk at acceptable levels determined by the Board;
- 9) reviewing at least annually the adequacy and effectiveness of the risk management and internal controls systems, including financial, operational, compliance and information technology controls, and, where necessary and appropriate, provide a statement on the Board's comment on the adequacy and effectiveness of the Company's internal controls;
- 10) reviewing any interested person transactions and monitoring the procedures established to regulate interested person transactions, including ensuring compliance with the Company's internal control system and the relevant provisions of the Catalyst Rules, as well as all conflicts of interests to ensure that proper measures to mitigate such conflicts of interests have been put in place;
- 11) reviewing transactions undertaken by the Group which fall within the scope of Chapter 10 of the Catalyst Rules and Rules 12 or 13 of the AIM Rules;
- 12) to be the primary reporting line of the internal audit function and ensuring that the internal audit function has direct and unrestricted access to the Chairman of the Board and the ARDC;
- 13) ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company;
- 14) reviewing the scope and results of the internal audit procedures, and at least annually, the adequacy, effectiveness, independence, scope and results of the internal audit function;

- 15) ensuring the internal audit function is independent, effective and adequately resourced, is staffed with persons with the relevant qualifications and experience, and deciding on the appointment, termination and remuneration of the head of the internal audit function;
- 16) meeting with the external auditors and internal auditors, in each case without the presence of the Management, at least annually;
- 17) reviewing the assistance, coordination and co-operation given to the Group's Management to the internal and external auditors;
- 18) reviewing the nature, extent and costs of non-audit services performed by the external auditors, to ensure their independence and objectivity;
- 19) appraising and reporting to the Board on the audits undertaken by the external auditors and internal auditors, and the adequacy of disclosure of information;
- 20) where necessary, commissioning an independent audit on internal controls and risk management systems for the assurance of the ARDC, or where it is not satisfied with the systems of internal controls and risk management;
- 21) making recommendations to the Board on: (i) the proposals to shareholders on the appointment, re-appointment and removal of the external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
- 22) undertaking such other reviews and projects as may be requested by the Board, and reporting to the Board its findings from time to time on matters arising and requiring the attention of the ARDC;
- 23) monitoring the measures undertaken by the Group to mitigate and to the extent possible remediate non-compliance by the Group, including non-compliances in respect of land use issues, and having oversight of and reviewing such measures to monitor and to the extent possible prevent further recurrence of non-compliances;
- 24) reviewing changes in accounting policies and practices, major risk areas and significant adjustments arising from audits, compliance statutory and regulatory requirements including the accounting standards, the Catalist Rules and AIM Rules, and concerns and issues arising from audits including any matters which the external auditors may wish to discuss in the absence of the Management;
- 25) reviewing and approving all hedging policies implemented by the Group (if any) and conducting periodic review of foreign exchange transactions and hedging policies and procedures;
- 26) reviewing and establishing procedures for receipt, retention and treatment of complaints received by the Group, including among others, criminal offences involving the Group or the employees, and/or questionable accounting, auditing, business, safety or other matters that impact negatively on the Group, and ensuring that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and
- 27) Review the stakeholder reporting and grievance-handling mechanism, which is used to receive and process reports and complaints concerning misconduct by company personnel – including violations of corporate governance, fraud, corruption, and other criminal activities – and to strengthen corporate governance.
- 28) undertaking the oversight of the whistleblowing function and generally such other functions and duties as may be required by law or the Catalist Rules and AIM Rules, and amendments made thereto from time to time.

The ARDC met with the internal auditors and external auditors without the presence of Management in respect of FY2025 audit to review matters that might be raised privately and also review the independence of the external auditor, annually. The ARDC has also reviewed the assistance given by the Management to the external and internal auditors. The Board, with the concurrence of the ARDC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology risks) and risk management systems were adequate and effective for FY2025.

Apart from the duties listed above, the ARDC will ensure that arrangements are in place for employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The ARDC will commission and review the findings of internal investigations into such matters or matters where there is any suspected fraud or irregularity, or failure of internal controls, or infringement of any law, rule or regulation which has or is likely to have a material impact on the Group's operating results and financial position. The ARDC will also ensure that the appropriate follow-up actions are taken. In the event that a member of the ARDC is interested in any matter being considered by the ARDC, he will abstain from reviewing and deliberating on that particular transaction or voting on that particular resolution.

The ARDC has full access to and cooperation of the Management and external auditors, and full discretion to invite any Director or Executive Officers to attend the meetings and has been given reasonable resources to enable it to discharge its functions properly.

The Company has paid or is payable on the following aggregate amount of fees to PricewaterhouseCoopers LLP and its network firm, collectively the external auditors, for services rendered in for the financial year ended 31 December 2025:

Services	Amount (S\$)
Audit service	355,063
Non-audit services	46,722
Total	401,785

The ARDC had reviewed all audit and non-audit fees (if any) paid to PricewaterhouseCoopers LLP, the scope of services, the qualification, the independence and the objectivity of the external auditors. PricewaterhouseCoopers LLP has confirmed that they are public accounting firm registered with the Accounting and Corporate Regulatory Authority and provided a confirmation on their independence to the ARDC.

The ARDC is satisfied with Pricewaterhouse Coopers LLP's confirmation of independence and is of the view that PricewaterhouseCoopers LLP is able to meet the audit requirements and statutory obligation of the Company.

The Company has complied with Rules 712 and 716 of the Catalist Rules in relation to the appointment of its external auditors.

ARDC had met with the external auditors without the presence of Management to review the adequacy of the audit arrangements, with emphasis on the scope and quality of the audit and the independence and objectivity of the auditors.

The Group's has outsourced its internal audit function in FY2025 to Baker Tilly Consultancy (Singapore) Pte. Ltd. (the "**Internal Auditor**"), an independent internal audit service provider who reports directly to the ARDC on audit matters. The ARDC reviews and approves the annual internal audit plans and resources to ensure that the Internal Auditor has adequate resources to perform its function. Internal audit reports are also given to the external auditors to ensure efficient use of resources and to avoid duplication of efforts. The Internal Auditor has unfettered access to all the Group's documents, records, properties and personnel, including access to ARDC, and has appropriate standing within the Company, to effectively discharge its responsibilities.

The ARDC is satisfied that the internal audit function is independent, effective, adequately qualified (given, inter alia, its adherence to standards set by internationally recognised professional bodies) and adequately resourced.

Pursuant to Rule 711B(3) of the Catalist Rules, the Company's sustainability reporting process has been subjected to internal review.

The Group has in place a Whistle-Blowing Policy to enable persons employed by the Group and external parties to report any suspicion or possible improprieties in matters of financial reporting, non-compliance with regulations, policies and fraud, etc, to the members of ARDC in writing for resolution, without any prejudicial implications for these employees. The ARDC will, depending on the nature of the concern, initiate inquiries to determine whether an investigation is appropriate and the form that it should take.

The Whistle-Blowing Policy also serves to ensure that any issues or complaints raised will be dealt with swiftly and effectively. The ARDC has been vested with the power and authority to receive, investigate and enforce appropriate action whenever any such non-compliance matter is brought to the ARDC's attention. The Group has designated an independent function to investigate whistle-blowing reports made in good faith and ensures that the identity of the whistle-blower is kept confidential and the Company is committed to ensure protection of the whistle-blower against detrimental or unfair treatment.

In FY2025, there were no reports received through the whistle-blowing mechanism.

The ARDC has reviewed all Interested Person Transactions during FY2025 and is of the opinion that Chapter 9 of the Catalist Rules has been complied with.

To keep abreast of the changes in accounting standards and issues which have a direct impact on financial statements, advice is sought from the external auditors when they attend the ARDC meetings half-yearly, where applicable.

AIM Compliance Committee ("ACC")

The ACC comprises the following three (3) Directors, all of whom are Non-Executive and Independent Directors:

Mr. Daniel Widdicombe (Chairman)

Mr. Lim Heng Choon (Member)

Mr. Chang Yi-Hao (Member)

The general purpose of the ACC is to monitor and report on compliance with the AIM Rules from time to time. The ACC carries out its duties with the written terms of reference of the ACC, which includes but not limited to the key responsibilities as follows:

- 1) ensure that the Company has in place at all times sufficient procedures, resources and controls to enable its compliance with AIM Rules;
- 2) ensure that the executive directors are communicating as necessary with the Company's nominated adviser (the "**Nomad**") regarding ongoing compliance with the AIM Rules and in relation to proposed or potential transactions;
- 3) ensure that advice from the Nomad is appropriately recorded and taken into account;
- 4) ensure that all announcements made have been verified by the Company and approved by the Nomad whose name must be on all regulatory material announcements made via a regulatory news service;
- 5) monitor press coverage to ensure that executive directors are not including price sensitive information in any press briefings, social media posts or media interviews;

- 6) question the executive directors to ascertain the reasons for any unusual movement in the Company's share price;
- 7) ensure that the Nomad is supplied with information on the Company's financial condition on a regular and timely basis and any other developments in the Company from time to time;
- 8) assess (with the assistance of the Nomad and the Company's other advisers) whether the executive directors are aware of their AIM responsibilities from time to time and, where any deficiencies are noted, arranging for the Nomad to brief the director(s) concerned (provided that this will not imply that the members of the ACC have professional expertise in the interpretation and application of the AIM Rules);
- 9) circulate to the other members of the Board details of any rule changes which are notified to the Chair of the ACC (the "**Chair**") by the Nomad and provided the Nomad notifies any such changes to the Chair it will be his responsibility to circulate these changes to the rest of the Board;
- 10) meet with the executive directors at least every six months to discuss and confirm that the AIM Rules have been complied with in the period. Keep the minutes of these meetings and send a copy to the Nomad;
- 11) in the event that the meeting with executive directors has identified any actual or possible non-compliance issues, these should be discussed immediately with the Nomad to determine the course of action to be taken;
- 12) be responsible for the Company's response to any investigation launched by AIM into the Company's affairs;
- 13) approving a statement in the Company's interim statement and annual accounts, confirming the Company's compliance with the AIM Rules;
- 14) ensuring that the Company has a director that is available at any time to be contacted by the Nomad to deal with any reasonable request pursuant to the AIM Rules; and
- 15) ensuring that the Company has sufficient procedures in place to approve any share dealing by the directors/employees of the Company and to ensure all share dealings are disclosed without delay in accordance with Rules 17 and 21 of the AIM Rules.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: *The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.*

Engagement with Shareholders

Principle 12: *The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.*

MANAGING STAKEHOLDER'S RELATIONSHIPS

Engagement with Shareholders

Principle 13: *The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.*

In line with the continuous disclosure obligations of the Company pursuant to the Catalist Rules and AIM Rules, the Company is committed to engage in regular and effective communication with its shareholders and ensures that all shareholders should be equally informed of all major developments of the Group which would likely materially affect the price or value of the Company's shares to facilitate the shareholders to exercise their ownership rights.

The Company does not practise selective disclosure as all material and price-sensitive information is released through SGXNet and RNS.

The Group believes that a high standard of transparent corporate disclosure is crucial to raising the level of corporate governance. The information is disseminated to shareholders of the Company on a timely basis through:

- announcements and/or press release released through SGXNet and RNS;
- annual reports and circulars prepared and issued to all shareholders of the Company; and
- the official corporate website of the Company (www.winkingworks.com).

To keep shareholders and stakeholders of the Company updated on the latest announcements, press releases and stock details of the Company, the shareholders and potential investors or stakeholders have 24-hour access to the Company's website. In addition, the Company currently does not have an investor relations policy. The shareholders and potential investors or stakeholders may subscribe for automated email alerts services from the Company's website to receive email alerts on the latest announcements and press releases disclosed via SGXNet and RNS. Enquiries may also be posed to the Company's investor relations by email.

When the opportunities arise, the Company will consider holding analyst briefings or investor roadshows to meet institutional and retail investors as well as to solicit and understand the view of shareholders and stakeholders.

All shareholders of the Company are given the opportunity to participate, voice their views or opinions and ask Directors or the Management questions regarding the Company and the Group in general meeting of the Company. The Board of the Company, including the Chairpersons of ARDC, ACC, RC and NC will be present at general meetings to address any questions or concerns of shareholders at general meetings. The external auditors will also be invited to attend the AGM to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report.

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. The Company will publish the minutes of the forthcoming AGM via SGXNet and RNS within one (1) month from the AGM in accordance with Catalist Rules and AIM Rules. Such minutes are also available to shareholders on its corporate website as soon as practicable.

There are separate resolutions at the general meetings to address each distinct issue. Each item of special business included in the notice of the general meetings will be accompanied by full explanation of the effects of a proposed resolution. The Company's Amended and Restated Memorandum and Articles of Association allow a shareholder or a depositor to appoint not more than two (2) proxies to attend and vote in absentia at general meetings through proxy forms deposited at least 72 hours before the general meeting. However, as the authentication of shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail, email or fax. Where the member is the Central Depository (Pte) Limited (or its nominee as notified in writing to the Company), it can appoint more than 2 proxies. Proxies need not be a shareholder of the Company.

The Board will put all resolutions to vote by poll and make an announcement of the detailed results showing the numbers of votes cast for and against each resolution and the respective percentages. Shareholders will be briefed on the rules, including poll voting procedures that govern general meetings of shareholders.

In establishing the Group's dividend policy, the Board aims to maximise total shareholder return, which it considers achievable in the short to medium term through primarily focusing on business growth. The Board therefore expects that the majority of the Group's earnings will be applied towards the further growth of the business both organically and through acquisitions. However, it intends to implement a conservative annual dividend policy with approximately 5-15 per cent. of its annual distributable profits expected to be distributed by way of an annual dividend. The quantum and payment of future dividends will remain at the Board's discretion and subject to applicable laws, rules and regulations, including inter alia, the Cayman Islands Companies Act and the Company's Amended and Restated Memorandum and Articles of Association. In particular, no inference should or can be made from any of the foregoing statements as to the actual future profitability of the Company or the ability of the Company to pay dividends, and the dividend policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividends. The Board has recommended a dividend of S\$0.00024 per ordinary share to be paid in cash for FY2025.

The Company's strategy and key areas of focus in relation to the management of stakeholder relationships during the year are set out in the Company's Sustainability Report.

The Company will update the shareholders on its corporate development through SGXNet and RNS announcements and its annual report. All materials presented in general meetings will be uploaded on SGXNet and RNS.

For enquiries, Shareholders and all other parties can contact the Company at ir@winkingworks.com.

MATERIAL CONTRACTS

Save for the Service Agreement entered into with Mr. Johnny Jan, there were no material contracts entered into by the Group involving the interests of any Director or controlling shareholder, which are either still subsisting at the end of the financial year or if not subsisting, entered into since the end of the previous financial year.

INTERESTED PERSON TRANSACTIONS

There were no interested person transactions equal to or exceeding S\$100,000 in aggregate between the Company or its subsidiaries with any of its interested persons (as defined in Chapter 9 of the Catalist Rules) other than the following interested person transaction entered into during FY2025:

Name of interested party	Details of Transactions	Aggregate value of the IPTs during the financial period (excluding IPTs previously approved by shareholders and excluding transactions less than S\$ 100,000 (US\$'000))	Aggregate value of the IPTs during the financial period which were previously approved by shareholders excluding transactions less than S\$ 100,000 (US\$'000)
Acer Incorporated	Reimbursement of research and development costs	–	337
Acer Incorporated	Other income	–	167
Total		–	504

DEALING IN SECURITIES

The Company has complied with Rule 1204(19) of the Catalist Rules in relation to the best practices on dealings in the securities:

- (a) The Company has devised and adopted its own internal compliance code to provide guidance to its officers with regards to dealings by the Company and its officers in its securities;
- (b) Officers of the Company do not deal in the Company's securities on short-term considerations; and
- (c) The Company and its officers do not deal in the Company's shares (i) during the periods commencing one (1) month before the announcement of the Company's financial results for its half yearly and full year financial statements, ending on the date of the announcement of the relevant results, and (ii) if they are in possession of unpublished price-sensitive information of the Group. In addition, the Directors and Management are expected to observe the insider trading laws at all times even when dealing in securities within permitted trading period.

USE OF PROCEEDS

- (a) Use of Initial Public Offering ("**IPO**") proceeds as at date of this report.

The Company received gross proceeds of S\$8,000,000 (approximately net proceeds of S\$5,076,000) ("**Net IPO Proceeds**") from the placement of new shares pursuant to the IPO on 20 November 2023. As at the date of this Annual Report, the Net IPO Proceeds has been fully utilised.

- (b) Use of Placement (as defined in the Placement Circular) proceeds as at date of this report.

The Company received gross proceeds of S\$27,000,000 (approximately net proceeds of S\$26,500,000) ("**Net July Placement Proceeds**") from the placement of new shares pursuant to the Placement Circular on 8 July 2024. As at the date of this Annual Report, the status on the use of the Net July Placement Proceeds is as follows:

	Allocation of Placement Circular Proceeds (as disclosed in the Offer Document) S\$'000	Amount utilized as at the date of this annual report S\$'000	Balance as at the date of this annual report S\$'000
Corporate actions such as secondary or dual listings of the Company, potential fundraising exercises, pursuing strategic acquisitions, alliances and joint ventures to grow the Group's market share and broaden the Group's customer base	17,200	17,200	–
Enhancement of the Group's current operational capabilities, which include continuous exploration of the use of AI capabilities	4,000	947	3,053
Expansion and improvements to the Group's regional offices and supporting infrastructure as the Group continues to increase its market presence globally	2,700	328	2,372
Professional and other related fees to be incurred in relation to potential corporate exercises such as fundraising exercises, listings, strategic acquisitions, alliances and joint ventures	1,300	1,300	–
General working capital requirements of the Group	1,300	1,300	–
Total	26,500	21,075	5,425

- (c) Use of Placing (as defined in the AIM Admission Document) proceeds as at date of this report.

The Company received gross proceeds of S\$13,500,000 (approximately £7.9 million) (approximately net proceeds of S\$10,149,000) ("**Net AIM Listing Proceeds**") from the placement of new shares pursuant to the placing on 14 November 2024. As at the date of this Annual Report, the status on the use of the Net AIM Listing Proceeds is as follows:

	Allocation of Placement Circular Proceeds (as disclosed in the Offer Document) S\$'000	Amount utilized as at the date of this annual report S\$'000	Balance as at the date of this annual report S\$'000
To continue actively pursuing strategic acquisitions, alliances and joint ventures in Asia and Europe to grow the Group's market share and increase operational capacity	9,537	609	8,928
To establish a stronger presence and broaden the Group's customer base in the North American and European markets, including (i) increasing the Group's marketing and business development efforts; (ii) establishing a UK-based regional hub; and (iii) pursuing acquisitions of smaller studios in this region	306	–	306
Enhancement of the Group's current operational capabilities, which include continuous development and improvement of the Group's AI capabilities	306	–	306
Total	10,149	609	9,540

NON-SPONSOR FEES

PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") is the Company's continuing sponsor since listed on the Catalist Board of the SGX-ST on 20 November 2023. Non-sponsor fee paid to the Company's Sponsor, PPCF was S\$12,000 for FY2025.

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DIRECTORS' STATEMENT

For the financial year ended 31 December 2025

The directors present their statement to the members together with the audited financial statements of Winking Studios Limited (the "Company") and its subsidiaries (the "Group") for the financial year ended 31 December 2025 and the balance sheet of the Company as at 31 December 2025.

In the opinion of the directors,

- (a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 138 to 141 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2025 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are as follows:

Johnny Jan
Kao Shu-Kuo
Lim Heng Choon
Chang Yi-Hao
Yang Wu Te
Oliver Yen
Daniel Widdicombe

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, other than as disclosed under "Share options" in this statement.

Directors’ interests in shares or debentures

(a) According to the register of directors’ shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of director	
	At 31.12.2025	At 01.01.2025
Winking Studios Limited		
(No. of ordinary shares)		
Johnny Jan	21,935,596	21,935,596
Kao Shu-Kuo	300,000	300,000
Oliver Yen	2,722,063	2,722,063

(b) According to the register of directors’ shareholdings, certain directors holding office at the end of the financial year had interests in the options to subscribe for ordinary shares of the Company granted pursuant to the Winking Studios Performance Share Plan as set out below and under “Share Options” in this statement.

	No. of unissued ordinary shares under Winking PSP	
	At 31.12.2025	At 01.01.2025
Johnny Jan		
2024 PSP	12,580,000	12,580,000
Oliver Yen		
2024 PSP	2,240,000	2,240,000

(c) There was no change in any of the above-mentioned interests in the Company between the end of the financial year and on 21 January 2026.

Share options

(a) Winking Studios Performance Share Plan (“Winking PSP”)

8 April 2024 (“2024 PSP”)

On 8 April 2024, the Group announced the grant of share awards pursuant to the Winking PSP to the key management personnel and employees of the Group.

The shares will be vested in five different tranches as set out below:

Tranche	Up to % of share awards	Vesting date/end of performance period
Tranche 1	25.60	2027
Tranche 2	18.60	2028
Tranche 3	18.60	2029
Tranche 4	18.60	2030
Tranche 5	18.60	2031

Share options (Continued)

(a) Winking PSP (Continued)

The 2024 PSP is scheduled to distribute performance shares in five annual installments with vesting period ranging from 2027 to 2031. Each installment is subject to different personal performance evaluation indicators, the Company's operational goals, and service tenure. The actual issuance of shares to eligible key management personnel and employees will occur upon achieving these three indicators.

Full-time participants granted these performance shares can subscribe to the allocated shares at a price of SGD0 per share. Participants who do not meet the vesting conditions shall not obtain the shares pursuant to the 2024 PSP. As of 31 December 2025, no shares have been issued.

The total fair value of the performance shares granted was estimated to be at SGD4,444,000 or USD3,294,000 using the Monte Carlo method.

Details of the performance shares granted to directors of the Company are as follows:

Name of director	No. of unissued ordinary shares of the Company under Winking PSP			
	Granted in financial year ended 31.12.2025	Aggregate granted since commencement of scheme to 31.12.2025	Aggregate exercised since commencement of scheme to 31.12.2025	Aggregate outstanding as at 31.12.2025
Johnny Jan	–	12,580,000	–	12,580,000
Oliver Yen	–	2,240,000	–	2,240,000

No performance share have been granted to controlling shareholders of the Company or their associates (as defined in the Catalist Rules of Singapore Exchange Securities Trading Limited).

21 April 2025 ("2025 PSP")

On 21 April 2025, the Group announced the grant of share awards pursuant to the Winking PSP to the employees of the Group.

The shares will be vested in three different tranches as set out below:

Tranche	Up to % of share awards	Vesting date/end of performance period
Tranche 1	33.33	2029
Tranche 2	33.33	2030
Tranche 3	33.34	2031

The 2025 PSP is scheduled to distribute performance shares in three annual installments with vesting period ranging from 2029 to 2031. Each installment is subject to different personal performance evaluation indicators, the Company's operational goals, and service tenure. The actual issuance of shares to eligible key management personnel and employees will occur upon achieving these three indicators.

Full-time participants granted these performance shares can subscribe to the allocated shares at a price of SGD0 per share. Participants who do not meet the vesting conditions shall not obtain the shares pursuant to the 2025 PSP. As of 31 December 2025, no shares have been issued.

The total fair value of the performance share granted was estimated to be SGD480,000 or USD368,000 using the Monte Carlo method.

No performance share were granted to directors of the Company as at 31 December 2025.

Share options (Continued)

(a) Winking PSP (Continued)

No performance share have been granted to controlling shareholders of the Company or their associates (as defined in the Catalist Rules of Singapore Exchange Securities Trading Limited).

(b) Issuance of Incentive Shares ("2025 Incentive Shares")

On 21 October 2025, the Group announced the grant of 2025 Incentive Shares in relation to the acquisition of Shanghai Mineloder Digital Technology Co., Ltd.

The shares will be vested in six different tranches as set out below:

Tranche	Up to % of share awards	End of performance period*
Tranche 1	11.66	2030
Tranche 2	20.00	2030
Tranche 3	20.00	2030
Tranche 4	20.00	2030
Tranche 5	20.00	2030
Tranche 6	8.34	2030

* The performance period above takes into account certain employment term applicable to each tranche.

The 2025 Incentive Shares are scheduled to be distributed in six annual installments. Each installment is subject to different personal performance evaluation indicators, the Company's operational goals, and service tenure. The actual issuance of shares to eligible employees will occur upon achieving these three indicators.

Full-time participants granted these 2025 Incentive Shares can subscribe to the allocated shares at a price of SGD0 per share. Participants who do not meet the above-mentioned conditions shall not obtain the shares pursuant to the 2025 Incentive Shares. As of 31 December 2025, 1,573,176 shares have been issued.

The total fair value of the 2025 Incentive Shares granted was estimated to be SGD3,369,000 or USD2,600,000 using the market approach.

No 2025 Incentive Shares were granted to directors of the Company as at 31 December 2025.

No 2025 Incentive Shares have been granted to controlling shareholders of the Company or their associates (as defined in the Catalist Rules of Singapore Exchange Securities Trading Limited).

Share options (Continued)

(c) Share options outstanding

The number of unissued ordinary shares of the Company under performance shares in relation to the Winking PSP and the 2025 Incentive Shares issuance outstanding at the end of the financial year was as follows:

	No. of unissued ordinary shares under performance shares plans/issuance at 31.12.2025	Subscription price	Vesting date
<u>Winking PSP</u>			
2024 PSP	20,808,000	SGD0	7.4.2027 – 7.4.2031
2025 PSP	750,000	SGD0	20.4.2029–20.4.2031
<u>2025 Incentive Shares</u>			
2025 Incentive Shares	11,921,980	SGD0	11.3.2030 – 30.6.2030

Audit, Risk and Disclosure Committee

The members of the Audit Committee at the end of the financial year were as follows:

Lim Heng Choon (Chairman)
Chang Yi-Hao
Yang Wu Te
Daniel Widdicombe

All members of the Audit Committee were non-executive directors.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act. In performing those functions, the Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2025 before their submission to the Board of Directors.

The Audit Committee has recommended to the Board that the independent auditor, PricewaterhouseCoopers LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Independent auditor

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept the reappointment.

On behalf of the directors

Johnny Jan
Executive Director and
Chief Executive Office (Founder)

7 April 2026

Lim Heng Choon
Independent Director and
Non-Executive Chairman

INDEPENDENT AUDITOR'S REPORT

to the members of Winking Studios Limited

Our opinion

In our opinion, the accompanying consolidated financial statements of Winking Studios Limited and its subsidiaries ("the Group") and the balance sheet of the Company present fairly, in all material respects, the consolidated financial position of Winking Studios Limited ("the Company") and its subsidiaries ("the Group") and the balance sheet of the Company as at 31 December 2025, and their consolidated financial performance, consolidated changes in equity and consolidated cash flows for the financial year then ended in accordance with IFRS Accounting Standards.

What we have audited

The financial statements of the Company and the Group comprise:

- the consolidated statement of comprehensive income of the Group for the financial year ended 31 December 2025;
- the balance sheets of the Company and the Group as at 31 December 2025;
- the consolidated statement of changes in equity of the Group for the financial year then ended;
- the consolidated statement of cash flows of the Group for the financial year then ended; and
- the notes to the financial statements, including material accounting policy information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code"), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to audits of the financial statements of public interest entities in Singapore. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

Our audit approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Our audit approach (Continued)

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Recognition of service revenue Included in the revenue from contracts with customers for the financial year ended 31 December 2025 is service revenue of USD37.5 million from the Art Outsourcing segment, which accounts for more than 82% of the total revenue and is made up of a large number of customer orders. The Group recognises service revenue from Art Outsourcing segment over time by reference to the price specified in each customer order and the measure of progress towards satisfactory completion of the performance obligation. The measure of progress is determined based on the labour hours acknowledged by the customer relative to the total labour hours agreed with the customer for each order. Management has relied on past experience with completed projects to determine the total labour hours to be agreed with the customers. We focused on the recognition of service revenue from Art Outsourcing segment, in particular the accuracy and cut-off assertions, because of the significant effort involved in determining the progress of completion of many on-going projects.	Our audit procedures included the following: • Evaluated the appropriateness of the Group’s revenue recognition policies in accordance with IFRS 15; • Obtained understanding of revenue recognition processes and evaluated the design and tested the operating effectiveness of the internal controls over recognition of service revenue from Art Outsourcing segment; • Obtained and reviewed, on a sample basis, sales contracts and customer orders to identify the performance obligations; • Tested, on a sample basis, the accuracy of the price agreed and labour hours acknowledged by customers; and • Recomputed the measure of progress and the revenue recognised for the financial year. Based on the procedures performed, we have not noted material exceptions in management’s recognition of service revenue from Art Outsourcing segment for the financial year ended 31 December 2025. We also found the disclosure on the method used by management in recognising service revenue from Art Outsourcing segment in Note 3 to be appropriate.

Our audit approach (Continued)

Key audit matter	How our audit addressed the key audit matter
Impairment of goodwill Refer to Note 16 to the financial statements. The Group has goodwill of USD9.95 million as at 31 December 2025, which represented the amount of purchase consideration in excess of the fair value of the identifiable assets acquired and liabilities assumed during the acquisition of Shanghai Mineloader Digital Technology Co. Ltd. (USD8.30 million) and acquisition based in Southeast Asia (USD0.60 million) in 2025 and the acquisitions of On Point Creative Co., Ltd. (USD0.87 million) and Pixelline Production Sdn. Bhd. (USD0.18 million) in prior financial years. The recoverable amount of goodwill is reviewed annually regardless of whether there is any indication of impairment. In performing the impairment assessment of the carrying amount of goodwill, the recoverable amounts of the cash generating units ("CGUs") in which goodwill is attributable to, are determined using the value-in-use model. Significant judgements are used to estimate the revenue growth rate, discount rate and terminal growth rate applied in computing the recoverable amount of the CGUs. In making these estimates, management has relied on past performance, its expectations of market developments in Taiwan and China, and the industry trends for game development art outsourcing.	Our audit procedures included the following: - Assessed the appropriateness of key assumptions made by the management in their cash flow projections, including revenue growth rate, discount rate and terminal growth rate based on our knowledge of the business and industry and taking into consideration historical performance and expected future operating performance of the CGU; - With the assistance of our valuation specialists, assessed the reasonableness of the discount rate and terminal growth rate used by management; - Performed sensitivity analysis to assess the impact on the recoverable amount by reasonable possible changes in the estimated revenue growth rate, discount rate and terminal growth rate; - Compared the recoverable amounts based on the value-in use model and the carrying values of the CGUs in which goodwill is attributable to; and - Reviewed management's disclosures in the financial statements. Based on the procedures performed, we have not noted any impairment charge required to be recognised for the financial year ended 31 December 2025. We also found the disclosure made by management regarding the assessment of impairment of goodwill in Notes 3 and 16 to be appropriate.

Other information

Management is responsible for the other information. The other information comprises all the sections of the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements and does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives as a whole are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is CHEN Zhu.

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 7 April 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the financial year ended 31 December 2025

	Note	2025 USD'000	2024 USD'000
Revenue from contracts with customers	4	45,500	31,899
Cost of sales	7	(31,951)	(22,435)
Gross profit		13,549	9,464
Other income			
– Interest income		571	465
– Others	5	497	861
Other (losses)/gains – net			
– (Impairment loss)/reversal of impairment loss on financial assets	26(b)	(75)	23
– Others	6	(690)	886
Expenses			
– Distribution and marketing	7	(2,530)	(2,160)
– Administrative expenses	7	(10,591)	(9,105)
– Finance expenses	9	(153)	(80)
Profit before income tax		578	354
Income tax (expense)/credit	10(a)	(252)	171
Profit for the year		326	525
Other comprehensive income/(loss):			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Currency translation gains/(losses) arising from consolidation		1,849	(1,324)
Other comprehensive income/(loss), net of tax	10(d)	1,849	(1,324)
Total comprehensive income/(loss)		2,175	(799)
Profit attributable to:			
– Equity holders of the Company		326	525
Total comprehensive income/(loss) attributable to:			
– Equity holders of the Company		2,175	(799)
Earnings per share for profit attributable to equity holders of the Company			
(Expressed in dollar per share)			
– Basic and diluted earnings per share	11	0.0007	0.0015

The accompanying notes form an integral part of these financial statements.

BALANCE SHEETS

as at 31 December 2025

		Group		Company	
	Note	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
ASSETS					
Current assets					
Cash and bank balances	12	27,389	39,832	6,837	29,074
Trade and other receivables	13	9,254	6,362	82	60
Contract assets	4(b)	6,178	3,595	–	–
Current income tax recoverable	10(b)	88	–	–	–
		<u>42,909</u>	<u>49,789</u>	<u>6,919</u>	<u>29,134</u>
Non-current assets					
Property, plant and equipment	14	2,098	1,935	–	–
Right-of-use assets	15	2,828	3,004	–	–
Intangible assets	16	17,245	1,932	391	439
Investment in subsidiaries	17	–	–	37,037	34,612
Other non-current assets	18	460	302	–	–
Deferred income tax assets	20	1,909	1,840	–	–
Financial assets, at amortised cost	21	1,451	1,461	1,451	1,461
		<u>25,991</u>	<u>10,474</u>	<u>38,879</u>	<u>36,512</u>
Total assets		<u>68,900</u>	<u>60,263</u>	<u>45,798</u>	<u>65,646</u>
LIABILITIES					
Current liabilities					
Trade and other payables	19	7,882	5,940	309	20,462
Contract liabilities	4(b)	327	138	–	–
Current income tax liabilities	10(c)	140	17	–	–
Lease liabilities	15	1,745	1,175	–	–
		<u>10,094</u>	<u>7,270</u>	<u>309</u>	<u>20,462</u>
Non-current liabilities					
Lease liabilities	15	1,098	1,886	–	–
Other payables	19	1,712	–	–	–
Deferred income tax liabilities	20	2,985	1,111	–	–
		<u>5,795</u>	<u>2,997</u>	<u>–</u>	<u>–</u>
Total liabilities		<u>15,889</u>	<u>10,267</u>	<u>309</u>	<u>20,462</u>
NET ASSETS		<u>53,011</u>	<u>49,996</u>	<u>45,489</u>	<u>45,184</u>
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	22	13,414	13,365	13,414	13,365
Other reserves	23	31,669	28,943	35,349	34,476
Retained profits/(accumulated losses)		<u>7,928</u>	<u>7,688</u>	<u>(3,274)</u>	<u>(2,657)</u>
Total equity		<u>53,011</u>	<u>49,996</u>	<u>45,489</u>	<u>45,184</u>

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2025

	Note	Attributable to owners of the Company					Retained profits USD'000	Total equity USD'000
		Share capital USD'000	Capital reserve USD'000	Other reserve USD'000	Currency translation reserve USD'000	Total USD'000		
2025								
Beginning of financial year		13,365	33,468	(2,063)	(2,462)	28,943	7,688	49,996
Profit for the year		-	-	-	-	-	326	326
Other comprehensive income for the year		-	-	-	1,849	1,849	-	1,849
Total comprehensive income for the year		-	-	-	1,849	2,175	326	2,175
Issuance of new shares	22	49	256	(305)	-	(49)	-	-
Cash dividends paid	25	-	-	-	-	-	(82)	(82)
Retained profits transferred to capital reserve		-	-	4	-	4	(4)	-
Share-based compensation scheme	23(b) (iii)	-	-	922	-	922	-	922
Transactions with owners, recognised directly in equity		49	256	621	-	877	(86)	840
End of financial year		13,414	33,724	(1,442)	(613)	31,669	7,928	53,011
2024								
Beginning of financial year		8,615	8,818	(3,071)	(1,138)	4,609	8,223	21,447
Profit for the year		-	-	-	-	-	525	525
Other comprehensive loss for the year		-	-	-	(1,324)	(1,324)	-	(1,324)
Total comprehensive income for the year		-	-	-	(1,324)	(1,324)	525	(799)
Issuance of new shares pursuant to dual listing on AIM	22, 23(b) (i)	1,565	8,441	-	-	8,441	-	10,006
Share issue expenses		-	(516)	-	-	(516)	-	(516)
Issuance of new shares	22, 23(b) (i)	3,185	16,725	-	-	16,725	-	19,910
Share-based compensation scheme	23(b) (iii)	-	-	1,008	-	1,008	-	1,008
Cash dividends paid	25	-	-	-	-	-	(1,060)	(1,060)
Transactions with owners, recognised directly in equity		4,750	24,650	1,008	-	25,658	(1,060)	29,348
End of financial year		13,365	33,468	(2,063)	(2,462)	28,943	7,688	49,996

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the financial year ended 31 December 2025

	Note	2025 USD'000	2024 USD'000
Cash flows from operating activities			
Profit before income tax		578	354
Adjustments for:			
– Depreciation of property, plant and equipment		822	660
– Depreciation of right-of-use assets		1,664	1,212
– Amortisation of intangible assets		783	186
– Share-based compensation expense		922	1,008
– Impairment loss/(reversal of impairment loss) on financial assets		75	(23)
– Interest income		(571)	(465)
– Finance expenses		153	80
– Losses/(gains) on disposal of property, plant and equipment		203	(6)
– Income from disposal of intellectual property previously not capitalised		–	(323)
– Unrealised currency translation losses/(gains)		2,159	(597)
		6,788	2,086
Changes in working capital:			
– Contract assets		(2,066)	(221)
– Trade and other receivables		(885)	(2,210)
– Contract liabilities		155	95
– Trade and other payables		962	453
Cash generated from operations		4,954	203
Interest received		571	465
Income tax paid		(155)	(32)
Net cash generated from operating activities		5,370	636
Cash flows from investing activities			
Additions to property, plant and equipment		(722)	(400)
Proceeds from disposal of property, plant and equipment		2	33
Proceeds from disposal of intellectual property previously not capitalised		–	323
(Increase)/decrease in prepayments for equipment		(11)	3
Additions to intangible assets		(57)	(142)
Acquisition of a subsidiary and a business, net of cash acquired	30	(13,759)	(2,032)
Decrease/(increase) in refundable deposits		5	(55)
Purchase of bonds		–	(1,479)
Net cash used in investing activities		(14,542)	(3,749)
Cash flows from financing activities			
Proceeds from share issuance, net of share issue expenses		–	29,400
Cash dividends paid		(82)	(1,060)
Principal payments of lease liabilities		(1,701)	(1,230)
Interest paid		(108)	(80)
Net cash (used in)/generated from financing activities		(1,891)	27,030
Net changes in cash and cash equivalents		(11,063)	23,917
Cash and cash equivalents			
Beginning of financial year		39,832	16,423
Effects of currency translation on cash and cash equivalents		(1,380)	(508)
End of financial year	12	27,389	39,832

The accompanying notes form an integral part of these financial statements.

Reconciliation of liabilities arising from financing activities

	Beginning of financial year USD'000	Principal and interest payments USD'000	Acquisition of subsidiary (Note 30) USD'000	Non-cash changes				End of financial year USD'000
				Addition USD'000	Lease modification USD'000	Interest expense on lease liabilities USD'000	Foreign exchange movement USD'000	
Lease liabilities								
2025	3,061	(1,809)	1,005	775	(467)	108	170	2,843
2024	2,617	(1,310)	115	1,667	–	80	(108)	3,061

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2025

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. GENERAL INFORMATION

Winking Studios Limited (the “Company”) was incorporated in the Cayman Islands on 15 December 2005 pursuant to the Cayman Islands Companies Act as an exempted company with limited liability.

The address of the Company’s registered office is P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.

The Company was listed on the Catalist of Singapore Exchange Securities Trading Limited (“SGX-ST”) on 20 November 2023 and on the AIM of London Stock Exchange plc (“LSE”) on 14 November 2024.

The Company is an investment holding company. The Company, together with its subsidiaries (as listed in Note 17) (collectively referred herein as, the “Group”), are principally engaged in the operation of Art Outsourcing and Game Development studios in the People’s Republic of China (the “PRC”).

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation

These financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”) under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to exercise its judgement in the process of applying the Group’s accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The area involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

Interpretations and amendments to published standards effective in 2025

On 1 January 2025, the Group has adopted the new or amended IFRS Accounting Standards and International Financial Reporting Interpretations Committee (“IFRIC”) Interpretations that are mandatory for application for the financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective IFRS Accounting Standards and IFRIC Interpretations.

The adoption of these new or amended IFRS Accounting Standards and IFRIC Interpretations did not result in the substantial changes to the Group’s accounting policies and had no material effect on the amounts reported for the current or prior financial years.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.2 Revenue recognition

(a) *Revenue from services*

The Group's service revenue primarily consists of (i) art outsourcing and (ii) game development.

Art outsourcing

The Group recognises service revenue from art outsourcing over time by reference to the price specified in each customer order and the measure of progress towards satisfactory completion of the performance obligation. The measure of progress is determined based on the labour hours acknowledged by the customer relative to the total labour hours agreed with the customer for each order.

Management has relied on past experience with completed projects to determine the total labour hours to be agreed with the customers.

Service revenue is based on the price as specified in the contract. The customer pays at the time specified in the payment schedule. If the services rendered exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

Game development

The Group provides support services to its customers for all aspects of game development over the contractual period.

Revenue from support service is calculated based on labour hours incurred and acknowledged by the customer, multiplied by pre-determined rates that are reviewed and agreed on a regular basis.

(b) *Licencing and product revenue*

The Group develops a limited number of in-house games. For the in-house developed games, the Group owns the intellectual property rights and generates revenue from licensing such rights to third parties for merchandise. Licensing revenue is derived over time based on the stipulated percentage of revenue earned by the third parties in connection with the intellectual property rights.

The Group also publishes games developed by third-party developers, with intellectual property rights retained by the developers. Revenue from publishing those game products is recognised over time based on a revenue-sharing model, under which the Group, as publisher, is entitled to a stipulated percentage of revenue generated from the games published.

(c) *Interest income*

Interest income from financial assets at amortised cost is recognised using the effective interest rate method.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.3 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) *Share-based compensation*

The Group operates an equity-settled, share-based compensation plan. The value of the employee services received in exchange for the grant of performance shares is recognised as an expense with a corresponding increase in the share option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the performance shares granted on grant date. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date.

At each balance sheet date, the Group revises its estimates of the number of shares under performance shares that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the other reserve.

When the performance shares are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to the share capital account, when new ordinary shares are issued, or to the "treasury shares" account, when treasury shares are re-issued to the employees.

2.4 Leases – When the Group is the lessee

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

(a) *Right-of-use assets*

The Group recognises a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentives received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.4 Leases – When the Group is the lessee (Continued)

(b) *Lease liabilities*

The initial measurement of a lease liability is measured at the present value of the lease payments discounted using the interest rate implicit in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include fixed payment (including in-substance fixed payments), less any lease incentives receivables.

Lease liabilities are measured at amortised cost using the effective interest method. Lease liabilities shall be remeasured when:

- (i) There is a change in future lease payments arising from changes in an index or rate;
- (ii) There is a change in the Group's assessment of whether it will exercise an extension option; or
- (iii) There is modification in the scope or the consideration of the lease that was not part of the original term.

Lease liabilities are remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(c) *Short-term and low value leases*

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

2.5 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.5 Income taxes (Continued)

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

2.6 Government grants

Grants from the government are recognised as a receivable at their fair value when there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

2.7 Property, plant and equipment

(a) Measurement

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes borrowing costs (refer to Note 2.9 on borrowing cost).

(b) Depreciation

Assets under construction are not depreciated. Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	<u>Useful lives</u>
Computers and electronic equipment	3 – 5 years
Leasehold improvements	1.5 – 5 years
Motor vehicles	5 years

The residual values, estimated useful lives and depreciation methods of property, plant and equipment are reviewed, and adjusted if appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.7 Property, plant and equipment (Continued)

(c) *Subsequent expenditure*

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) *Disposal*

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "other (losses)/gains – net". Any amount in revaluation reserve relating to that item is transferred to retained profits directly.

2.8 Intangible assets

(a) *Goodwill*

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries include the carrying amount of goodwill relating to the entity sold.

(b) *Customer relationships*

Customer relationships acquired are initially recognised at cost and are subsequently carried at costs less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over their estimated useful lives of 8 to 10 years.

(c) *Acquired computer software licences*

Acquired computer software licences are initially capitalised at cost which includes the purchase prices (net of any discounts and rebates) and other directly attributable costs of preparing the asset for its intended use. Direct expenditures including employee costs, which enhance or extend the performance of computer software beyond its specifications and which can be reliably measured, are added to the original cost of the software. Costs associated with maintaining the computer software are expensed off when incurred.

Computer software licences are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over their estimated useful lives of 3 to 5 years.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.9 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method.

2.10 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.11 Impairment of non-financial assets

(a) *Goodwill*

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

(b) *Intangible assets*

Property, plant and equipment

Right-of-use assets

Investments in subsidiaries

Intangible assets, property, plant and equipment, right-of-use assets and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.11 Impairment of non-financial assets (Continued)

- (b) *Intangible assets*
Property, plant and equipment
Right-of-use assets
Investments in subsidiaries (Continued)

For an asset other than goodwill, management assesses at the end of the reporting period whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense, a reversal of that impairment is also recognised in profit or loss.

2.12 Financial assets

- (a) *Classification and measurement*

The Group classifies its financial assets at amortised cost.

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

At subsequent measurement

Debt instruments mainly comprise of cash and bank balances, trade and other receivables (excluding prepayment), refundable deposits and financial assets, at amortised cost.

There are three subsequent measurement categories, depending on the Group's business model in managing the assets and the cash flow characteristic of the assets. The Group managed these group of financial assets by collecting the contractual cash flow and these cash flows represents solely payment of principal and interest. Accordingly, these group of financial assets are measured at amortised cost subsequent to initial recognition.

A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.12 Financial assets (Continued)

(b) *Impairment*

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 26 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables and contract assets, the Group applies the simplified approach permitted by the IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(c) *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

2.13 Warrants

The Company issued warrants that are exercisable into ordinary shares of the Company as a consideration in return of the Company's advisor and broker discharging their services to the Company. The value of the services received in exchange for the Warrants is recognised as an expense with a corresponding increase in the "other reserves". The total amount recognised is determined by reference to the fair value as of the date of issuance of the Warrants.

When the Warrants are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the other reserve are credited to the share capital account, when new ordinary shares are issued.

2.14 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.15 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business, if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognized at fair value, and subsequently measured at amortised cost using the effective interest rate.

2.16 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2.17 Dividends to the Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

2.18 Currency translation

(a) *Functional and presentation currency*

Items included in the consolidated financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The consolidated financial statements are presented in United States Dollar ("USD"), which is the functional currency of the Company.

(b) *Transactions and balances*

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss. Monetary items include primarily financial assets (other than equity instruments), contract assets and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from other currency instruments designated and qualifying as net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

All other foreign exchange gains and losses impacting profit or loss are presented in the income statement within "other (losses)/gains – net".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.18 Currency translation (Continued)

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2.19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors of the Company.

2.20 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on which control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiary's net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity, and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.20 Group accounting (Continued)

(a) *Subsidiaries* (Continued)

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any re-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill.

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary result in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific IFRS Accounting Standards.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(i) Estimates of contract assets and service revenue

Included in the revenue from contracts with customers for the financial year ended 31 December 2025 is service revenue of USD37,512,000 from the Art Outsourcing segment, which accounts for more than 82% of the total revenue and is made up of a large number of customer orders.

The Group recognises service revenue from Art Outsourcing segment over time by reference to the price specified in each customer order and the measure of progress towards satisfactory completion of the performance obligation. The measure of progress is determined based on the labour hours acknowledged by the customer relative to the total labour hours agreed with the customer for each order.

Management has relied on past experience with completed projects to determine the total labour hours to be agreed with the customers.

Please refer to Notes 4 and 29 for more details.

(ii) Impairment of goodwill

The Group has goodwill of USD9,951,000 as at 31 December 2025, which represented the amount of purchase consideration in excess of the fair value of the identifiable assets acquired and liabilities assumed during the acquisition of several businesses in current and prior financial years.

The recoverable amount of goodwill is reviewed annually regardless of whether there is any indication of impairment. In performing the impairment assessment of the carrying amount of goodwill, the recoverable amounts of the CGUs in which goodwill is attributable to, are determined using the value-in-use ("VIU") model.

Significant judgements are used to estimate the revenue growth rate, discount rate and terminal growth rate applied in computing the recoverable amount of the CGUs. In making these estimates, management has relied on past performance, its expectations of market developments in Taiwan and the PRC, and the industry trends for game development art outsourcing. Specific estimates are disclosed in Note 16.

Based on the impairment assessment performed, management is of the view that there is no impairment charge to be recognised for the financial year ended 31 December 2025.

4. REVENUE FROM CONTRACT WITH CUSTOMERS

(a) *Disaggregation of revenue from contracts with customers*

The Group derives revenue over time as follows:

	Group	
	2025 USD'000	2024 USD'000
Service revenue	45,375	31,708
Licencing and product revenue	125	191
Total	45,500	31,899

(b) *Contract assets and liabilities*

	Group	
	31 December 2025 USD'000	1 January 2024 USD'000
Contract assets	6,178	3,469
Contract liabilities	327	44

Contract assets and liabilities relate to art outsourcing, technical support and game development contracts. The balances increased mainly due to the increase in overall contract activities.

(i) *Revenue recognised in relation to contract liabilities*

	Group	
	2025 USD'000	2024 USD'000
Revenue recognised in current period that was included in the contract liability balance at the beginning of the period		
– Service revenue	138	44

(ii) *Unsatisfied performance obligations*

All art outsourcing contracts are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

4. REVENUE FROM CONTRACT WITH CUSTOMERS (CONTINUED)*(c) Trade receivables from contracts with customers*

		Group	
	Note	31 December	1 January
		2025	2024
		USD'000	USD'000
Current assets			
Trade receivables from contracts with customers	13	8,028	5,612
Loss allowance	13	(110)	(44)
		<u>7,918</u>	<u>5,568</u>
			<u>3,430</u>

5. OTHER INCOME - OTHERS

	Group	
	2025	2024
	USD'000	USD'000
Government grant income	282	296
Income from disposal of intellectual property previously not capitalised	–	323
Other income from ultimate holding company	167	242
Others	48	–
	<u>497</u>	<u>861</u>

6. OTHER (LOSSES)/GAINS - OTHERS

	Group	
	2025	2024
	USD'000	USD'000
Foreign exchange (losses)/gains	(487)	828
(Losses)/gains on disposal of property, plant and equipment	(203)	6
Fair value gains on financial assets	–	52
	<u>(690)</u>	<u>886</u>

7. EXPENSES BY NATURE

	Group	
	2025 USD'000	2024 USD'000
Employee compensation (Note 8)	32,791	20,971
Auditors' remuneration paid/payable:		
– Auditor of the Company	305	216
– Other auditors	27	21
Other fees paid/payable to:		
– Auditor of the Company	–	450
Subcontract expense	3,707	3,766
Depreciation of property, plant and equipment (Note 14)	822	660
Depreciation of right-of-use assets (Note 15)	1,664	1,212
Amortisation of intangible assets (Note 16)	783	186
Professional fees	1,280	3,093
Share-based professional fees	–	442
Welfare expenses	404	344
Travel expenses	603	447
Other expenses	2,686	1,892
Total cost of sales, distribution and marketing costs and administrative expenses	45,072	33,700

8. EMPLOYEE COMPENSATION

	Group	
	2025 USD'000	2024 USD'000
Wages and salaries	26,000	16,653
Employer's contribution to defined contribution plans	2,552	1,749
Share-based compensation expense (Note 23(b)(iii))	922	566
Other social security contribution	1,899	1,267
Other personnel expenses	1,418	736
	32,791	20,971

9. FINANCE EXPENSES

	Group	
	2025 USD'000	2024 USD'000
Interest expense on lease liabilities (Note 15)	108	80
Unwinding of interest on deferred consideration payable on business	45	–
	153	80

10. INCOME TAXES

(a) Income tax expense/(credit)

	Group	
	2025 USD'000	2024 USD'000
Tax expense/(credit) attributable to profit is made up of:		
– Current income tax	164	20
– Deferred income tax (Note 20)	59	(158)
	<u>223</u>	<u>(138)</u>
Under/(over) provision in prior financial years		
– Current income taxes	29	(33)
	<u>252</u>	<u>(171)</u>

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the standard rate of income tax as follows:

	Group	
	2025 USD'000	2024 USD'000
Profit before income tax	578	354
Tax calculated at the applicable tax rate	440	64
Effects of:		
– expenses not deductible for tax purposes	58	12
– income not subject to tax	(3)	(8)
– tax incentives	(367)	(12)
– temporary differences not recognised	19	(77)
– tax loss not recognised as deferred tax assets	361	520
– under/(over) provision of income taxes in prior financial years	29	(33)
– utilisation of previously unrecognised tax losses	(285)	(637)
Tax expense/(credit)	<u>252</u>	<u>(171)</u>

The basis for computing the applicable tax rate are the rates applicable in the respective countries where the Group entities operate.

(b) Movement in current income tax recoverable

	Group		Company	
	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
Beginning of financial year	–	–	–	–
Income tax paid	88	–	–	–
End of financial year	<u>88</u>	<u>–</u>	<u>–</u>	<u>–</u>

10. INCOME TAXES (CONTINUED)

(c) Movement in current income tax liabilities

	Group		Company	
	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
Beginning of financial year	17	63	–	–
Currency translation differences	(3)	(1)	–	–
Income tax paid	(67)	(32)	–	–
Tax expense/(credit)	193	(13)	–	–
End of financial year	140	17	–	–

(d) The income tax credit/(charge) relating to each component of other comprehensive income is as follows:

Group	2025			2024		
	Before tax \$'000	Tax charge \$'000	After tax \$'000	Before tax \$'000	Tax charge \$'000	After tax \$'000
Currency translation differences arising from consolidation	1,849	–	1,849	(1,324)	–	(1,324)
Other comprehensive income	1,849	–	1,849	(1,324)	–	(1,324)

(e) OECD Pillar Two model rules

The Group is not within the scope of the OECD Pillar Two model rules.

(f) Tax incentive

Certain subsidiaries of the Group qualified for a preferential tax policy implemented by the PRC government as follows:

The subsidiaries of the Group, Shanghai Winking Entertainment Limited, Shanghai Wishing Entertainment Ltd. and Nanjing Winking Entertainment Limited, were entitled to the reduction or exemption of enterprise income tax under the 'Announcement of the Preferential Income Tax Policies for Micro and Small Enterprises and Individual Industrial and Commercial Households' promulgated by the Ministry of Finance and the State Taxation Administration of the PRC. The subsidiaries were also entitled to a higher deduction of 175% to 200% for the expenses relating to technical improvements that have been incurred by an enterprise during the research and development activity.

11. EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing net profit for the financial year attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding at the end of the financial year.

	Group	
	2025	2024
Net profit attributable to equity holders of the Company (USD'000)	326	525
Weighted average number of ordinary shares ('000)	440,645	338,997
Basic earnings per share (in USD)	0.0007	0.0015

For the financial year ended 31 December 2024, the aforementioned weighted average number of ordinary shares outstanding had been adjusted to account for the following (i) the Company allotted and issued 108,000,000 shares by way of a placement at an issue price of SGD0.25 per share in July 2024. Following such issuance the total issued share capital of the Company was 387,698,275 shares on 8 July 2024, and (ii) the Company allotted and issued 52,666,667 shares by way of a placement, pursuant to AIM dual listing, at an issue price of £0.15 per share (or approximately SGD0.26). Following such issuance the total issued share capital of the Company was 440,364,942 shares on 14 November 2024.

On 28 October 2025, the Company issued first tranche of the 2025 Incentive Shares of 1,573,176 to the key management personnel of the newly acquired subsidiary following the terms set out in the incentive agreements. The issue price per share is SGD0.25 with par value of SGD0.04. Following such issuance the total issued share capital of the Company was 441,938,118 shares on 28 October 2025.

Please refer to Note 22 for details.

(b) Diluted earnings per share

For the purpose of calculating diluted earnings per share, profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares.

	Group	
	2025	2024
Net profit attributable to equity holders of the Company (USD'000)	326	525
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	440,645	338,997
Adjustments for ('000):		
- Performance shares	4,103	1,240
- Warrants	–	146
	444,748	340,383
Diluted earnings per share (in USD)	0.0007	0.0015

The Company's outstanding warrants were anti-dilutive for the current financial year and excluded from the calculation of diluted earnings per share.

12. CASH AND BANK BALANCES

	Group		Company	
	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
Cash at bank and on hand	25,389	39,826	4,837	29,074
Short term bank deposits	2,000	6	2,000	–
	<u>27,389</u>	<u>39,832</u>	<u>6,837</u>	<u>29,074</u>

13. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
Trade receivables:				
– Non-related parties	8,024	5,591	–	–
– Ultimate holding corporation	4	21	–	–
	<u>8,028</u>	<u>5,612</u>	<u>–</u>	<u>–</u>
Less: Loss allowance (Note 26(b))	(110)	(44)	–	–
	<u>7,918</u>	<u>5,568</u>	<u>–</u>	<u>–</u>
Other receivables				
– Subsidiaries	–	–	–	30
– Non-related parties	239	257	70	30
Prepayments	<u>1,097</u>	<u>537</u>	<u>12</u>	<u>–</u>
Total	<u>9,254</u>	<u>6,362</u>	<u>82</u>	<u>60</u>

The Group has no trade receivables pledged to others and did not hold any collateral for trade receivables.

Other receivables from subsidiaries are unsecured, interest-free and repayable on demand.

14. PROPERTY, PLANT AND EQUIPMENT

	Computers and electronic equipment USD'000	Leasehold improvements USD'000	Motor vehicles USD'000	Assets under construction USD'000	Total USD'000
<u>Group</u>					
2025					
Cost					
Beginning of financial year	2,803	895	–	131	3,829
Additions	459	122	–	141	722
Disposals	(439)	(156)	–	(131)	(726)
Acquisition of subsidiary (Note 30)	367	–	–	–	367
Currency translation differences	169	56	–	1	226
End of financial year	3,359	917	–	142	4,418
Accumulated depreciation					
Beginning of financial year	(1,495)	(399)	–	–	(1,894)
Depreciation charge (Note 7)	(659)	(163)	–	–	(822)
Disposals	380	141	–	–	521
Currency translation differences	(102)	(23)	–	–	(125)
End of financial year	(1,876)	(444)	–	–	(2,320)
Net book value					
End of financial year	1,483	473	–	142	2,098

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Computers and electronic equipment USD'000	Leasehold improvements USD'000	Motor vehicles USD'000	Assets under construction USD'000	Total USD'000
<u>Group</u>					
2024					
Cost					
Beginning of financial year	2,608	935	44	138	3,725
Additions	364	36	–	–	400
Disposals	(99)	(54)	(43)	–	(196)
Acquisition of subsidiary (Note 30)	38	14	–	–	52
Currency translation differences	(108)	(36)	(1)	(7)	(152)
End of financial year	2,803	895	–	131	3,829
Accumulated depreciation					
Beginning of financial year	(1,123)	(303)	(44)	–	(1,470)
Depreciation charge (Note 7)	(498)	(162)	–	–	(660)
Disposals	80	50	39	–	169
Currency translation differences	46	16	5	–	67
End of financial year	(1,495)	(399)	–	–	(1,894)
Net book value					
End of financial year	1,308	496	–	131	1,935

As at 31 December 2025 and 2024, the Company has no property, plant and equipment.

15. LEASES – THE GROUP AS A LESSEENature of the Group and the Company's leasing activities**Leasehold building**

The Group leases office premises. Rental contracts are typically contracted for periods of 1 to 5 year(s). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose covenants.

15. LEASES – THE GROUP AS A LESSEE (CONTINUED)

(a) Carrying amounts

	Group		Company	
	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
Right-of-use assets				
– Buildings	2,828	3,004	–	–
Lease liabilities				
Current	1,745	1,175	–	–
Non-current	1,098	1,886	–	–
	<u>2,843</u>	<u>3,061</u>	<u>–</u>	<u>–</u>

(b) Depreciation charge during the financial year

The movement of right-of-use assets are as follows:

	Group	
	2025 USD'000	2024 USD'000
Beginning of financial year	3,004	2,545
Addition	775	1,667
Depreciation charge (Note 7)	(1,664)	(1,212)
Acquisition of subsidiary (Note 30)	1,005	112
Lease modification	(467)	–
Currency translation differences	175	(108)
End of financial year	<u>2,828</u>	<u>3,004</u>

(c) Interest expense

	Group	
	2025 USD'000	2024 USD'000
Interest expense on lease liabilities (Note 9)	<u>108</u>	<u>80</u>

(d) Lease expense not capitalised in lease liabilities

	Group	
	2025 USD'000	2024 USD'000
Lease expense – short-term leases	54	51
Lease expense – low-value leases	27	24
Total	<u>81</u>	<u>75</u>

(e) The Group's total cash outflow for all leases was USD1,890,000 (2024: USD1,385,000).

15. LEASES – THE GROUP AS A LESSEE (CONTINUED)

(f) Addition of right-of-use assets during the financial year was USD775,000 (2024: USD1,667,000).

Lease modification of right-of-use assets during the financial year was USD467,000 (2024: USDNil).

(g) Future cash outflow which are not capitalised in lease liabilities

(i) Extension options

The leases for certain leasehold buildings contain extension periods, for which the related lease payments had not been included in lease liabilities as the Group is not reasonably certain to exercise the extension option. The Group negotiates extension options to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of the extension options are exercisable by the Group and not by the lessor.

16. INTANGIBLE ASSETS

	Computer software licences USD'000	Patent right USD'000	Trademark USD'000	Goodwill USD'000	Customer Relationships USD'000	Total USD'000
Group						
2025						
Cost						
Beginning of financial year	1,491	9	18	1,038	647	3,203
Additions	48	–	9	–	–	57
Disposal	(11)	–	–	–	–	(11)
Acquisition of subsidiary (Note 30)	9	–	–	8,559	6,828	15,396
Currency translation differences	88	1	1	354	273	717
End of financial year	<u>1,625</u>	<u>10</u>	<u>28</u>	<u>9,951</u>	<u>7,748</u>	<u>19,362</u>
Accumulated amortisation						
Beginning of financial year	(1,186)	(9)	(18)	–	(58)	(1,271)
Amortisation charge (Note 7)	(169)	–	–	–	(614)	(783)
Disposal	11	–	–	–	–	11
Currency translation differences	(60)	(1)	(1)	–	(12)	(74)
End of financial year	<u>(1,404)</u>	<u>(10)</u>	<u>(19)</u>	<u>–</u>	<u>(684)</u>	<u>(2,117)</u>
Net book value						
End of financial year	<u>221</u>	<u>–</u>	<u>9</u>	<u>9,951</u>	<u>7,064</u>	<u>17,245</u>

16. INTANGIBLE ASSETS (CONTINUED)

	Computer software licences USD'000	Patent right USD'000	Trademark USD'000	Goodwill USD'000	Customer Relationships USD'000	Total USD'000
Group						
2024						
Cost						
Beginning of financial year	1,424	2	55	–	–	1,481
Additions	142	–	–	–	–	142
Disposal	(137)	–	(36)	–	–	(173)
Acquisition of subsidiary (Note 30)	104	7	–	1,049	652	1,812
Currency translation differences	(42)	–	(1)	(11)	(5)	(59)
End of financial year	<u>1,491</u>	<u>9</u>	<u>18</u>	<u>1,038</u>	<u>647</u>	<u>3,203</u>
Accumulated amortisation						
Beginning of financial year	(1,221)	(2)	(55)	–	–	(1,278)
Amortisation charge (Note 7)	(120)	(7)	–	–	(59)	(186)
Disposal	137	–	36	–	–	173
Currency translation differences	18	–	1	–	1	20
End of financial year	<u>(1,186)</u>	<u>(9)</u>	<u>(18)</u>	<u>–</u>	<u>(58)</u>	<u>(1,271)</u>
Net book value						
End of financial year	<u>305</u>	<u>–</u>	<u>–</u>	<u>1,038</u>	<u>589</u>	<u>1,932</u>
	Computer software licences USD'000	Patent right USD'000	Goodwill USD'000	Customer Relationships USD'000	Total USD'000	
Company						
2025						
Cost						
Beginning and end of financial year	–	8	177	285	470	
Accumulated amortisation						
Beginning of financial year	–	(8)	–	(23)	(31)	
Amortisation charge (Note 7)	–	–	–	(48)	(48)	
End of financial year	–	(8)	–	(71)	(79)	
Net book value						
End of financial year	<u>–</u>	<u>–</u>	<u>177</u>	<u>214</u>	<u>391</u>	

16. INTANGIBLE ASSETS (CONTINUED)

	Computer software licences USD'000	Patent right USD'000	Goodwill USD'000	Customer Relationships USD'000	Total USD'000
2024					
Cost					
Beginning of financial year	–	–	–	–	–
Acquisition of subsidiary (Note 30)	9	8	177	285	479
Disposal	(9)	–	–	–	(9)
End of financial year	–	8	177	285	470
Accumulated amortisation					
Beginning of financial year	–	–	–	–	–
Amortisation charge (Note 7)	–	(8)	–	(23)	(31)
End of financial year	–	(8)	–	(23)	(31)
Net book value					
End of financial year	–	–	177	262	439

Amortisation expense included in the consolidated statement of comprehensive income is analysed as follows:

	Group	
	2025 USD'000	2024 USD'000
Cost of sales	79	48
Administrative expenses	704	138
Total (Note 7)	<u>783</u>	<u>186</u>

Impairment tests for goodwill

Goodwill is allocated to each of the Group's CGUs expected to benefit from synergies arising from the business combination.

For impairment testing purposes, goodwill is assessed at the lowest level within the Group at which it is monitored internally, which corresponds to the operating segment level.

A segment-level summary of the goodwill allocation is as follows:

	2025 USD'000	2024 USD'000
Art Outsourcing	<u>9,951</u>	<u>1,038</u>

The recoverable amount of the group of CGUs was determined based on value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rates stated below. The growth rate did not exceed the long-term average growth rate for the art outsourcing business in which the group of CGUs operate.

16. INTANGIBLE ASSETS (CONTINUED)

Impairment tests for goodwill (Continued)

Key assumptions used for value-in-use calculations:

	Art Outsourcing Group
31 December 2025	
Revenue growth rate	10.00%
Terminal growth rate ¹	2.00%
Discount rate ²	8.01%
31 December 2024	
Revenue growth rate	5.50% to 8.00%
Terminal growth rate ¹	2.00%
Discount rate ²	18.04% to 24.83%

1 Weighted average growth rate used to extrapolate cash flows beyond the budget period

2 Pre-tax discount rate applied to the pre-tax cash flow projections

Management determined budgeted revenue growth rate based on past performance and its expectations of market developments. The terminal growth rates used were consistent with forecasts included in industry reports. The discount rates used were pre-tax and reflected specific risks relating to the relevant segments.

Based on the impairment assessment performed, management is of the view that there is no impairment charge to be recognised for the financial year ended 31 December 2025 (2024: USDNil).

17. INVESTMENTS IN SUBSIDIARIES

	Company	
	2025	2024
	USD'000	USD'000
Equity investments at cost		
Beginning of financial year	34,612	12,588
Acquisition of subsidiaries (Note 30)	–	1,874
Additions	2,425	22,650
Disposal	–	(2,500)
End of financial year	<u>37,037</u>	<u>34,612</u>

On 17 July 2025, the Company incorporated a wholly-owned subsidiary, Vertic Studios Sdn Bhd, with share capital subscription at incorporation of USD1,500,000.

During the previous financial year, the Company made additional capital injections amounting to USD22,084,000 to its existing subsidiaries to support their business expansion and working capital requirements.

The Group operates an equity-settled share-based compensation plan where the key management personnel and/or employees of the subsidiaries receive performance shares of the Company in exchange of their services in the subsidiaries. The subsidiaries do not make payment to the Company for the grant of such performance shares to their key management personnel and employees. As a result, the Company recognised an increase in investment in subsidiaries of USD922,000 (2024: USD566,000) during the financial year in connection with the share-based compensation plan.

17. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The Group has the following subsidiaries as at 31 December 2025 and 2024:

Name of subsidiaries	Country of incorporation	Principal activities	Effective interest held by the Group		Notes
			2025 %	2024 %	
Held by the Company					
Shanghai Winking Entertainment Limited	People's Republic of China	Investment holding, Art outsourcing and Game development headquarter	100	100	(iii)
Nanjing Winking Entertainment Limited	People's Republic of China	Art outsourcing	100	100	(iii)
Winking Entertainment (HK) Ltd. ¹	Hongkong	Game development, management and sales	–	–	(ii), (iv), (v)
Winking Art Pte. Ltd.	Singapore	Art outsourcing	100	100	(ii), (iv)
Winking Entertainment Corporation	Taiwan	Intellectual property licensing	100	100	(i)
Winking Skywalker Entertainment Ltd.	Hongkong	Intellectual property licensing	100	100	(ii), (iv)
On Point Creative Co., Ltd.	Taiwan	Art outsourcing	100	100	(i)
Pixelline Art Sdn. Bhd.	Malaysia	Art outsourcing	100	100	(ii), (iv)
Vertic Studios Sdn. Bhd.	Malaysia	Art outsourcing	100	–	(ii), (iv)
Held by the subsidiaries					
Shanghai Wishing Entertainment Ltd.	People's Republic of China	Group administration, PRC's Intellectual property licensing	100	100	(iii)
Winking Entertainment Investment Ltd. ²	Hongkong	Original intellectual licensing development, Intellectual property licensing	–	–	(ii), (iv)

17. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of subsidiaries	Country of incorporation	Principal activities	Effective interest held by the Group		Notes
			2025 %	2024 %	
Winking Art Limited	Hongkong	Art outsourcing	100	100	(ii), (iv)
On Point Creative (HK) Company Limited	Hongkong	Art outsourcing	100	100	(ii), (iv)
Suzhou Winking Entertainment Ltd. (f.k.a. On Point Creative (Suzhou) Co., Ltd.)	People's Republic of China	Art outsourcing	100	100	(iii)
Shanghai Mineloader Digital Technology Co.,Ltd.	People's Republic of China	Art outsourcing	100	–	(iii)
Dalian Mineloader Software Co., Ltd	People's Republic of China	Art outsourcing	100	–	(iii)
Chengdu Mineloader Digital Technology Co., Ltd.	People's Republic of China	Art outsourcing	100	–	(iii)
Mine Loader (Tianjin) Software Co.,Ltd.	People's Republic of China	Art outsourcing	100	–	(iii)
Tianjin Binhai High – tech Zone Yiyou Training Institute Co., Ltd	People's Republic of China	Art outsourcing	100	–	(iii)

Note:

- (i) Audited by PricewaterhouseCoopers Taiwan for local statutory purposes.
- (ii) These subsidiaries are audited by other accounting firms for local statutory purposes.
- (iii) Under the PRC laws, these subsidiaries are not required to appoint an auditor. The Company had appointed PricewaterhouseCoopers LLP, Singapore to perform audit/review work in respect of the Group (comprising the Company and subsidiaries) for consolidation purpose in accordance with the IFRS Accounting Standards.
- (iv) In accordance with Rule 716 of The Singapore Exchange Securities Trading Limited – Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of difference auditors of its subsidiaries would not compromise the standard and effectiveness of the audit of the Company.
- (v) The subsidiaries were dissolved during the financial year.

¹ Winking Entertainment (HK) Ltd. was dissolved in 2025.

² Winking Entertainment Investment Ltd. was dissolved in 2025.

18. OTHER NON-CURRENT ASSETS

	Group		Company	
	2025	2024	2025	2024
	USD'000	USD'000	USD'000	USD'000
Prepayments for equipment	30	13	–	–
Refundable deposits	430	289	–	–
	<u>460</u>	<u>302</u>	<u>–</u>	<u>–</u>

19. TRADE AND OTHER PAYABLES

	Group		Company	
	2025	2024	2025	2024
	USD'000	USD'000	USD'000	USD'000
<u>Current</u>				
Trade payables				
– Non-related parties	1,518	1,497	–	–
– Subsidiary	–	–	59	59
Accrual for operating expenses	5,058	3,547	143	295
Other payables				
– Subsidiaries	–	–	–	20,094
– Associate of ultimate holding corporation	–	13	–	–
– VAT payables	593	616	–	–
– Others	713	267	107	14
	<u>7,882</u>	<u>5,940</u>	<u>309</u>	<u>20,462</u>
<u>Non-current</u>				
– Deferred consideration (Note 30)	1,712	–	–	–
	<u>1,712</u>	<u>–</u>	<u>–</u>	<u>–</u>
Total	<u>9,594</u>	<u>5,940</u>	<u>309</u>	<u>20,462</u>

Other payables to subsidiaries and an associate of ultimate holding corporation are unsecured, interest-free and repayable on demand.

20. DEFERRED INCOME TAXES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same taxation authority.

The amounts, determined after appropriate offsetting, are shown on the balance sheet as follows:

	Group		Company	
	31 December		31 December	
	2025	2024	2025	2024
	USD'000	USD'000	USD'000	USD'000
Deferred tax assets	1,909	1,840	–	–
Deferred tax liabilities	(2,985)	(1,111)	–	–
Net deferred tax (liabilities)/assets	<u>(1,076)</u>	<u>729</u>	<u>–</u>	<u>–</u>

20. DEFERRED INCOME TAXES (CONTINUED)

The movement in the net deferred income tax account is as follows:

	Group		Company	
	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
Beginning of financial year	729	553	–	–
Currency translation differences	(39)	(16)	–	–
Acquisition of subsidiary (Note 30)	(1,707)	34	–	–
Tax (charged)/credit to profit or loss (Note 10(a))	(59)	158	–	–
End of financial year	(1,076)	729	–	–

The Group has unrecognised tax losses of USD9,780,000 and USD10,466,000 as at 31 December 2025 and 2024, respectively, which can be carried forward and used to offset against future taxable income subject to those companies meeting certain statutory requirements. Tax losses amounting to USD9,780,000 will expire between 1 January 2026 to 31 December 2035.

The Company has no unrecognised tax losses as at 31 December 2025 and 2024.

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) of the Group is as follows:

Group

Deferred income tax liabilities

	Service revenue USD'000	Right-of-use assets USD'000	Customer relationships USD'000	Total USD'000
2025				
Beginning of financial year	(719)	(328)	(64)	(1,111)
Acquisition of subsidiary	–	–	(1,707)	(1,707)
Currency translation differences	(34)	(15)	(72)	(121)
(Charged)/credited to profit or loss	(150)	(41)	145	(46)
End of financial year	(903)	(384)	(1,698)	(2,985)
2024				
Beginning of financial year	(675)	(255)	–	(930)
Acquisition of subsidiary	–	–	(73)	(73)
Currency translation differences	19	7	1	27
(Charged)/credited to profit or loss	(63)	(80)	8	(135)
End of financial year	(719)	(328)	(64)	(1,111)

20. DEFERRED INCOME TAXES (CONTINUED)Group (Continued)*Deferred income tax assets*

	Accrued expenses USD'000	Tax losses USD'000	Lease liabilities USD'000	Total USD'000
2025				
Beginning of financial year	237	1,276	327	1,840
Currency translation differences	10	57	15	82
Credited/(charged) to profit or loss	182	(235)	40	(13)
End of financial year	<u>429</u>	<u>1,098</u>	<u>382</u>	<u>1,909</u>
2024				
Beginning of financial year	154	1,075	254	1,483
Acquisition of subsidiary	–	107	–	107
Currency translation differences	(4)	(32)	(7)	(43)
Credited to profit or loss	87	126	80	293
End of financial year	<u>237</u>	<u>1,276</u>	<u>327</u>	<u>1,840</u>

With effect from 1 January 2018, the PRC tax regulation allows a company, which had qualified as a technology-based small-and-medium-sized enterprise ("TSME"), to carry forward the unutilised tax losses (including those losses relating to 5 years prior to it qualifying as a TSME) for a period of up to 10 years.

21. FINANCIAL ASSETS, AT AMORTISED COST

The Group and the Company have the following financial assets, at amortised cost:

	Group and Company	
	2025	2024
	USD'000	USD'000
Non-current		
Unlisted USD6.204% fixed rate notes due 10 November 2028	364	369
Unlisted USD5.015% fixed rate notes due 22 July 2033	507	507
Unlisted USD6.400% fixed rate notes due 15 May 2038	580	585
End of financial year	<u>1,451</u>	<u>1,461</u>

The fair values of non-current fixed rate notes amounted to USD1,442,000 (2024: USD1,400,000), which are based on quoted prices for fixed interest rate notes as at 31 December 2025. The fair values are within Level 1 of the fair value hierarchy.

22. SHARE CAPITAL

	Group and Company	
	No. of issued ordinary shares	share
		USD'000
2025		
Beginning of financial year	440,364,942	13,365
Shares issued	1,573,176	49
Issuance of shares upon listing	–	–
End of financial year	<u>441,938,118</u>	<u>13,414</u>
2024		
Beginning of financial year	279,698,275	8,615
Shares issued	108,000,000	3,185
Issuance of shares upon listing	52,666,667	1,565
End of financial year	<u>440,364,942</u>	<u>13,365</u>

On 28 October 2025, the Company issued the first tranche of the 2025 Incentive Shares of 1,573,176 to the key management personnel of the newly acquired subsidiary following the terms as set out in the incentive agreements. The issue price per share is SGD0.25 with a par value of SGD0.04. The issuance of shares pursuant to share-based compensation resulted in an increase in share capital of USD49,000 and an increase in capital reserves of USD256,000 (Note 23(b)(i)).

On 8 July 2024, the Company raised a total fund of SGD27.0 million through a placement, issuing 108,000,000 ordinary shares at an issue price of SGD0.25 per share. Prior to the placement, the total number of issued shares was 279,698,275. Following the placement, the total number of issued shares increased to 387,698,275. The proceeds from the placement resulted in an increase in total equity of USD19,910,000, comprising an increase in share capital of USD3,185,000 and an increase in capital reserves of USD16,725,000 (Note 23(b)(i)).

On 14 November 2024, the Company was listed on the AIM Market of the LSE under the ticker symbol “WKS. LON”. The Company issued 52,666,667 ordinary shares at an issue price of £0.15 per share, raising a total fund of £7,900,000. Prior to the dual listing, the total number of issued shares was 387,698,275. Following the dual listing, the total number of issued shares increased to 440,364,942. The proceeds from the dual listing resulted in an increase in total equity of USD10,006,000, comprising an increase in share capital of USD1,565,000 and an increase in capital reserves of USD8,441,000 (Note 23(b)(i)).

The Company did not hold any treasury shares and subsidiary holdings as at 31 December 2025. There are no outstanding convertibles, treasury shares or subsidiary holdings held by the Company as at 31 December 2025.

(a) Winking Studios Performance Share Plan (“Winking PSP”)

8 April 2024 (“2024 PSP”)

On 8 April 2024, the Group announced the grant of share awards pursuant to the Winking PSP to the key management personnel and employees of the Group.

22. SHARE CAPITAL (CONTINUED)

(a) Winking PSP (Continued)

8 April 2024 ("2024 PSP") (Continued)

The shares will be vested in five different tranches as set out below:

Tranche	Up to % of share awards	Vesting date/end of performance period
Tranche 1	25.60	2027
Tranche 2	18.60	2028
Tranche 3	18.60	2029
Tranche 4	18.60	2030
Tranche 5	18.60	2031

The 2024 PSP is scheduled to distribute performance shares in five annual installments with vesting period ranging from 2027 to 2031. Each installment is subject to different personal performance evaluation indicators, the Company's operational goals, and service tenure. The actual issuance of shares to eligible key management personnel and employees will occur upon achieving these three indicators.

Full-time participants granted these performance shares can subscribe to the allocated shares at a price of SGD0 per share. Participants who do not meet the vesting conditions shall not obtain the shares pursuant to the 2024 PSP. As of 31 December 2025, no shares have been issued.

Movements in the number of unissued ordinary shares under the Winking PSP and their subscription prices are as follows:

Group and Company	← No. of ordinary shares under Winking PSP →					Subscription price	Vesting date
	Beginning of financial year	Granted during financial year	Forfeited during financial year	Exercised during financial year	End of financial year		
2025							
Tranche 1	5,328,000	—	—	—	5,328,000	USD0	7th of April 2027
Tranche 2	3,870,000	—	—	—	3,870,000	USD0	7th of April 2028
Tranche 3	3,870,000	—	—	—	3,870,000	USD0	7th of April 2029
Tranche 4	3,870,000	—	—	—	3,870,000	USD0	7th of April 2030
Tranche 5	3,870,000	—	—	—	3,870,000	USD0	7th of April 2031
	<u>20,808,000</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>20,808,000</u>		
2024							
Tranche 1	—	5,328,000	—	—	5,328,000	USD0	7th of April 2027
Tranche 2	—	3,870,000	—	—	3,870,000	USD0	7th of April 2028
Tranche 3	—	3,870,000	—	—	3,870,000	USD0	7th of April 2029
Tranche 4	—	3,870,000	—	—	3,870,000	USD0	7th of April 2030
Tranche 5	—	3,870,000	—	—	3,870,000	USD0	7th of April 2031
	<u>—</u>	<u>20,808,000</u>	<u>—</u>	<u>—</u>	<u>20,808,000</u>		

22. SHARE CAPITAL (CONTINUED)

(a) Winking PSP (Continued)

8 April 2024 (“2024 PSP”) (Continued)

None of the performance shares for 20,808,000 shares are exercisable at the balance sheet date.

The fair value of performance shares granted on 8 April 2024, determined using the Monte Carlo Method was SGD4,444,000 or USD3,294,000. The significant inputs into the model were the share price of SGD0.2550 at the grant date, expected term of 3.73 years, standard deviation of expected share price returns of 39.71%, the option life shown above and the annual risk-free interest rate of 3.29%. The volatility measured on the standard deviation of expected share price returns was estimated based on statistical analysis of share prices over the last three years.

21 April 2025 (“2025 PSP”)

On 21 April 2025, the Group announced the grant of share awards pursuant to the Winking PSP to the employees of the Group.

The shares will be vested in three different tranches as set out below:

Tranche	Up to % of share awards	Vesting date/end of performance period
Tranche 1	33.33	2029
Tranche 2	33.33	2030
Tranche 3	33.34	2031

The 2025 PSP is scheduled to distribute performance shares in three annual installments with vesting period ranging from 2029 to 2031. Each installment is subject to different personal performance evaluation indicators, the Company’s operational goals, and service tenure. The actual issuance of shares to eligible key management personnel and employees will occur upon achieving these three indicators.

Full-time participants granted these performance shares can subscribe to the allocated shares at a price of SGD0 per share. Participants who do not meet the vesting conditions shall not obtain the shares pursuant to the 2025 PSP. As of 31 December 2025, no shares have been issued.

Movements in the number of unissued ordinary shares under the Winking PSP and their subscription prices are as follows:

	← No. of ordinary shares under Winking PSP →					Subscription price	Vesting date
	Beginning of financial year	Granted during financial year	Forfeited during financial year	Exercised during financial year	End of financial year		
Group and Company							
2025							
Tranche 1	–	650,000	(400,000)	–	250,000	USD0	20.4.2029
Tranche 2	–	650,000	(400,000)	–	250,000	USD0	20.4.2030
Tranche 3	–	650,000	(400,000)	–	250,000	USD0	20.4.2031
	–	1,950,000	(1,200,000)	–	750,000		

22. SHARE CAPITAL (CONTINUED)

(a) Winking PSP (Continued)

21 April 2025 (“2025 PSP”) (Continued)

None of the performance shares for 750,000 shares are exercisable at the balance sheet date.

The fair value of performance shares granted on 21 April 2025, determined using the Monte Carlo Method was SGD480,000 or USD368,000. The significant inputs into the model were the share price of SGD0.25 at the grant date, expected term of 2.69 years, standard deviation of expected share price returns of 37.71%, the option life shown above and the annual risk-free interest rate of 2.14%. The volatility measured on the standard deviation of expected share price returns was estimated based on statistical analysis of share prices over the last three years.

(b) Issuance of Incentive Shares (“2025 Incentive Shares”)

On 21 October 2025, the Group announced the grant of 2025 Incentive Shares in relation to the acquisition of Shanghai Mineloder Digital Technology Co., Ltd.

The shares will be vested in six different tranches as set out below:

Tranche	Up to % of share awards	End of performance period*
Tranche 1	11.66	2030
Tranche 2	20.00	2030
Tranche 3	20.00	2030
Tranche 4	20.00	2030
Tranche 5	20.00	2030
Tranche 6	8.34	2030

* The performance period above takes into account certain employment term applicable to each tranche.

The 2025 Incentive Shares are scheduled to be distributed in six annual installments. Each installment is subject to different personal performance evaluation indicators, the Company’s operational goals, and service tenure. The actual issuance of shares to eligible employees will occur upon achieving these three indicators.

Full-time participants granted these 2025 Incentive Shares can subscribe to the allocated shares at a price of SGD0 per share. Participants who do not meet the above-mentioned conditions shall not obtain the shares pursuant to the 2025 Incentive Shares. As of 31 December 2025, 1,573,176 shares have been issued.

22. SHARE CAPITAL (CONTINUED)

(b) Issuance of Incentive Shares ("2025 Incentive Shares") (Continued)

Movements in the number of unissued ordinary shares under the 2025 Incentive Shares and their subscription prices are as follows:

	← No. of ordinary shares under 2025 Incentive Shares →						Subscription price	Vesting date
	Beginning of financial year	Granted during financial year	Forfeited during financial year	Exercised during financial year	Issued during financial year*	End of financial year		
<u>Group and Company</u>								
2025								
Tranche 1	–	1,573,176	–	–	(1,573,176)	–	USD0	11.3.2030
Tranche 2	–	2,699,031	–	–	–	2,699,031	USD0	11.3.2030
Tranche 3	–	2,699,031	–	–	–	2,699,031	USD0	11.3.2030
Tranche 4	–	2,699,031	–	–	–	2,699,031	USD0	11.3.2030
Tranche 5	–	2,699,030	–	–	–	2,699,030	USD0	11.3.2030
Tranche 6	–	1,125,857	–	–	–	1,125,857	USD0	30.6.2030
	–	<u>13,495,156</u>	–	–	<u>(1,573,176)</u>	<u>11,921,980</u>		

* The shares issued are subject to service conditions. The full time employees are required to return the equivalent number of shares if they do not meet the vesting conditions by the vesting date.

None of the 2025 Incentive Shares for 11,921,980 shares are exercisable at the balance sheet date.

The fair value of 2025 Incentive Shares granted on 21 October 2025, determined using the market approach was SGD3,369,000 (equivalent to USD2,600,000). The significant inputs in the market approach were the share price of SGD0.25 at the grant date, the annual risk-free interest rate of 1.94%.

23. OTHER RESERVES

	Group 31 December		Company 31 December	
	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
(a) Composition:				
Capital reserves	33,724	33,468	33,724	33,468
Currency translation reserve	(613)	(2,462)	–	–
Other reserves	(1,442)	(2,063)	1,625	1,008
	<u>31,669</u>	<u>28,943</u>	<u>35,349</u>	<u>34,476</u>
(b) Movement:				
(i) Capital reserve				
Beginning of financial year	33,468	8,818	33,468	8,818
Excess of par value upon issuance (Note 22)				
– 2025 Incentive Shares	256	–	256	–
– AIM dual listing	–	8,441	–	8,441
– SGX-ST placement	–	16,725	–	16,725
Share issue expenses	–	(516)	–	(516)
End of financial year	<u>33,724</u>	<u>33,468</u>	<u>33,724</u>	<u>33,468</u>
(ii) Currency translation reserve				
Beginning of financial year	(2,462)	(1,138)	–	–
Net currency translation differences of financial statements of foreign subsidiaries	1,849	(1,324)	–	–
End of financial year	<u>(613)</u>	<u>(2,462)</u>	<u>–</u>	<u>–</u>
(iii) Other reserves				
Beginning of financial year	(2,063)	(3,071)	1,008	–
Transferred from retained profits	4	–	–	–
Issuance of new shares pursuant to share-based compensation (Note 22)	(305)	–	(305)	–
Share-based compensation expense (Note 8)	922	566	922	566
Issuance of warrants	–	442	–	442
End of financial year	<u>(1,442)</u>	<u>(2,063)</u>	<u>1,625</u>	<u>1,008</u>

Pursuant to the Company's Articles of Incorporation, capital reserve arising from paid-in capital in excess of par value on issuance of common stocks and capital contributions can be used to cover accumulated deficit or to issue new stocks or cash to shareholders in proportion to their share ownership.

Other reserves are non-distributable.

24. RETAINED PROFITS/(ACCUMULATED LOSSES)

- (a) Retained profits of the Group and the Company are distributable.
- (b) Movement in retained profits/(accumulated losses) for the Company is as follows:

	Company	
	2025	2024
	\$'000	\$'000
Beginning of financial year	(2,657)	648
Net losses	(535)	(2,245)
Dividends paid (Note 25)	(82)	(1,060)
End of financial year	<u>(3,274)</u>	<u>(2,657)</u>

25. DIVIDENDS

	Group	
	2025	2024
	USD'000	USD'000
Special dividend paid in respect of the previous financial year of SGD0.024 cents (2024: SGD0.5 cents) per ordinary share	82	1,060
Total dividends paid	<u>82</u>	<u>1,060</u>

At the Annual General Meeting on 30 April 2026, a special dividend of SGD0.024 cents per share amounting to a total of USD82,000 will be recommended. These financial statements do not reflect this dividend, which will be accounted for in shareholders' equity as an appropriation of retained profits in the financial year ending 31 December 2026.

26. FINANCIAL RISK MANAGEMENT*Financial risk factors*

The Group's activities expose it to market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Group's financial performance.

Risk management is carried out by a central treasury department (Group treasury) under policies approved by the management. Group treasury is mainly responsible for identifying, evaluating and hedging financial risks. Group Treasury measures actual exposures against the limits set and prepare regular report to the Board of Directors.

(a) Market risk**(i) Currency risk**

The Group operates internationally and is exposed to currency risk arising from the transactions of the Company and its subsidiaries in various currency, primarily the USD, the Chinese Renminbi ("RMB") and the New Taiwan Dollar ("NTD") other than their respective functional currencies ("foreign currencies").

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (Continued)

(i) Currency risk (Continued)

Management has set up a policy to require group companies to manage their currency risk against their functional currency. The companies are required to manage their entire currency risk exposure with the Group treasury. Currency risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

The Group's currency exposure based on the information provided to key management is as follows:

	NTD USD'000	RMB USD'000	JPY USD'000
Group 2025			
Financial assets			
Cash and bank balances	6,417	7,774	4,493
Trade and other receivables	2,517	3,196	645
Receivables from holding corporations/ subsidiaries	1,982	10,598	16
Total financial assets	10,916	21,568	5,154
Financial liabilities			
Trade and other payables	(975)	(4,487)	–
Payable from holding corporations/ subsidiaries	(1,982)	(10,598)	(16)
Total financial liabilities	(2,957)	(15,085)	(16)
Net financial assets	7,959	6,483	5,138
Less: Net financial assets denominated in the respective entities' functional currency	(8,934)	(9,288)	–
Net currency exposure	(975)	(2,805)	5,138
		NTD USD'000	RMB USD'000
Group 2024			
Financial assets			
Cash and bank balances		4,752	24,186
Trade and other receivables		2,267	2,364
Receivables from holding corporations/subsidiaries		165	25,700
Total financial assets		7,184	52,250
Financial liabilities			
Trade and other payables		(1,018)	(3,155)
Payable from holding corporations/subsidiaries		(165)	(25,700)
Total financial liabilities		(1,183)	(28,855)
Net financial assets		6,001	23,395
Less: Net financial assets denominated in the respective entities' functional currency		(6,000)	(2,865)
Net currency exposure		1	20,530

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (Continued)

(i) Currency risk (Continued)

If NTD, RMB and JPY change by 5% (2024: NTD and RMB change by 1%) respectively with all other variables including tax rate being held constant, the effects arising from the financial asset/liability position net of those denominated in the respective entities' functional currencies are as follows:

	Profit after tax	
	← Increase/(Decrease) → USD'000	USD'000
	Strengthened	Weakened
<u>Group</u>		
31 December 2025		
NTD against USD	(27)	27
RMB against USD	(79)	79
JPY against USD	145	(145)
31 December 2024		
NTD against USD	*	*
RMB against USD	106	(106)

* Less than USD1,000

The Company's financial assets and liabilities are not exposed to significant currency risk.

(ii) Equity price risk

There was no significant equity price risk on the transactions of the Group and the Company.

(iii) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

As the Group and the Company have no significant interest-bearing assets or liabilities, the Group and the Company are exposed to insignificant interest rate risk.

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group.

Credit exposure to a new counterparty is restricted by credit limits that are approved by the Head of Credit Control based on ongoing credit evaluation. The counterparty's payment pattern and credit exposure are continuously monitored at the entity level by the respective management and at the Group level by the Head of Credit Control.

As the Group does not hold collateral, the maximum exposure to credit risk to each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet.

The Company has minimal exposure to credit risk as at 31 December 2025 and 2024.

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (Continued)

The movements in credit loss allowance are as follows:

	Contract assets USD'000	Group Trade receivables USD'000	Total USD'000
2025			
Beginning of financial year	–	44	44
Asset acquired/originated	–	75	75
Written off	–	(10)	(10)
Effect of foreign exchange	–	1	1
End of financial year	–	110	110
2024			
Beginning of financial year	–	69	69
Asset acquired/originated	–	(23)	(23)
Written off	–	–	–
Effect of foreign exchange	–	(2)	(2)
End of financial year	–	44	44

(i) Trade receivables and contract assets

The Group uses a loss rate methodology to measure the lifetime expected credit loss allowance for trade receivables and contract assets.

In measuring the expected credit losses, trade receivables and contract assets are grouped based on shared credit risk characteristics and days past due. The contract assets relate to unbilled work in progress, which have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group considers a financial asset as default if the counterparty fails to make contractual payments within 90 days when they fall due, and writes off the financial asset when a debtor fails to make contractual payments greater than 365 days past due. Where receivables are written off, the company continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (Continued)

(i) Trade receivables and contract assets (Continued)

The Group's credit risk exposure in relation to trade receivables and contract assets under IFRS 9 as at 31 December 2025 are set out in the provision matrix as follows:

	Without past due	0 to 30 days	Group 31 days to 90 days	> 91 days	Total
2025					
Expected loss rate	0.72%	1.27%	2.64%	100.00%	
Gross carrying amount					
– Trade receivables	7,952	9	15	52	8,028
– Contract assets	6,178	–	–	–	6,178
	14,130	9	15	52	14,206
Loss allowance	57	–	1	52	110
2024					
Expected loss rate	0.56%	1.36%	4.55%	100%	
Gross carrying amount					
– Trade receivables	5,360	220	22	10	5,612
– Contract assets	3,595	–	–	–	3,595
	8,955	220	22	10	9,207
Loss allowance	30	3	1	10	44

(ii) Cash and bank balance

The Group and the Company held cash and bank balances of USD27,389,000 and USD6,837,000 respectively (2024: USD39,832,000 and USD29,074,000) with banks which are rated AAA and AA+ based on Standard & Poor and are considered to have low credit risk. The cash balances are measured on 12-month expected credit losses and subject to immaterial credit loss.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and the ability to close out market positions at a short notice. At the balance sheet date, assets held by the Group and the Company for managing liquidity risk included cash and checking accounts and demand deposits as disclosed in Note 12.

Management monitors rolling forecasts of the liquidity reserve (comprises undrawn borrowing facility and cash and bank balances (Note 12) of the Group on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the Group in accordance with the practice and limits set by the Group. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these obligations, monitoring liquidity ratios and maintaining debt financing plans.

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Liquidity risk (Continued)

The table below analyses non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Less than 1 year USD'000	Group Over 1 year USD'000	Total USD'000
2025			
– Trade and other payables	7,882	1,996	9,878
– Lease liabilities	1,745	1,098	2,843
2024			
– Trade and other payables	5,940	–	5,940
– Lease liabilities	1,293	1,956	3,249
	Less than 1 year USD'000	Company Over 1 year USD'000	Total USD'000
2025			
– Trade and other payables	309	–	309
2024			
– Trade and other payables	20,462	–	20,462

(d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payments, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

The Group monitors capital on the basis of the debt ratio. This ratio is calculated as total liabilities divided by total assets.

	Group		Company	
	2025 USD'000	2024 USD'000	2025 USD'000	2024 USD'000
Total liabilities	15,889	10,267	309	20,462
Total assets	68,900	60,263	45,798	65,646
Debt ratio	23%	17%	0.67%	31%

26. FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Fair value measurements

The Group did not hold financial and non-financial instruments measured at fair value as at 31 December 2024 and 2025.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments are as follows:

	Group		Company	
	2025	2024	2025	2024
	USD'000	USD'000	USD'000	USD'000
Financial assets, at amortised cost				
Cash and bank balances	27,389	39,832	6,837	29,074
Trade and other receivables	8,157	5,825	70	60
Refundable deposits	430	289	–	–
Financial assets, at amortised cost	1,451	1,461	1,451	1,461
	<u>37,427</u>	<u>47,407</u>	<u>8,358</u>	<u>30,595</u>
Financial liabilities, at amortised cost				
Trade and other payables	9,001	5,324	309	20,462
Lease liabilities	2,843	3,061	–	–
	<u>11,844</u>	<u>8,385</u>	<u>309</u>	<u>20,462</u>

27. IMMEDIATE AND ULTIMATE HOLDING CORPORATIONS

The Company's immediate holding corporation is Acer Gaming Inc., incorporated in Taiwan. The ultimate holding corporation is Acer Incorporated, incorporated in Taiwan.

28. RELATED PARTY TRANSACTIONS

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

	Group	
	2025 USD'000	2024 USD'000
Sales of goods and/or services to ultimate holding corporation	9	99
Administrative fees from ultimate holding corporation	8	7
Reimbursement of research and development costs from ultimate holding company	337	755
Other income from ultimate holding corporation	167	242
Distribution and marketing fees from associate of ultimate holding corporation	–	181

Other related parties comprise mainly companies which are controlled by the Group's key management personnel and their close family members.

Other related parties comprise mainly companies which are controlled by the Group's key management personnel and their close family members.

Key management personnel compensation

	Group	
	2025 USD'000	2024 USD'000
Short-term employee benefits	1,360	1,092
Share-based compensation expense	692	493

29. SEGMENT INFORMATION

The chief operating decision maker ("CODM") has been identified as the Executive Director of the Company who review the Group's internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

The Group is principally engaged in art outsourcing. Information reported to CODM, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group. For the financial years ended 31 December 2024 and 2025, there are three operating segments based on business type: (1) Original Equipment Manufacturer ("Art Outsourcing"), (2) Original Design Manufacturer ("Game Development") and (3) Global Publishing and Others.

The CODM assess performance of the operating segments based on a measure of profit before income tax.

29. SEGMENT INFORMATION (CONTINUED)

The segment information provided to the Executive Director for the reportable segments are as follows:

	Group			
	Art Outsourcing USD'000	Game Development USD'000	Global Publishing and Others USD'000	Total USD'000
2025				
Segment revenue				
Service revenue	37,512	7,863	–	45,375
Licencing and product revenue	–	–	125	125
	<u>37,512</u>	<u>7,863</u>	<u>125</u>	<u>45,500</u>
Segment expenses				
Subcontract expense	3,481	213	13	3,707
Employee compensation	27,150	5,599	42	32,791
	<u>30,631</u>	<u>5,812</u>	<u>55</u>	<u>36,500</u>
Profit before income tax	<u>149</u>	<u>373</u>	<u>56</u>	<u>578</u>
Significant non-cash items				
Depreciation of property, plant and equipment	678	142	2	822
Depreciation of right-of-use assets	1,371	288	5	1,664
Amortisation of intangible assets	646	135	2	783
Segment assets	<u>55,229</u>	<u>11,576</u>	<u>186</u>	<u>66,991</u>
Included in the segment assets:				
Trade and other receivables	7,629	1,599	26	9,254
Additions to:				
Property, plant and equipment	595	125	2	722
Right-of-use assets	640	133	2	775
Intangible assets	47	10	–	57
Segment liabilities	<u>10,639</u>	<u>2,230</u>	<u>35</u>	<u>12,904</u>

29. SEGMENT INFORMATION (CONTINUED)

	Group			
	Art Outsourcing USD'000	Game Development USD'000	Global Publishing and Others USD'000	Total USD'000
2024				
Segment revenue				
Service revenue	26,408	5,300	–	31,708
Licencing and product revenue	–	–	191	191
	<u>26,408</u>	<u>5,300</u>	<u>191</u>	<u>31,899</u>
Segment expenses				
Subcontract expense	3,555	153	58	3,766
Employee compensation	17,713	2,710	548	20,971
	<u>(374)</u>	<u>663</u>	<u>65</u>	<u>354</u>
Profit before income tax				
	<u>(374)</u>	<u>663</u>	<u>65</u>	<u>354</u>
Significant non-cash items				
Depreciation of property, plant and equipment	546	110	4	660
Depreciation of right-of-use assets	1,004	201	7	1,212
Amortisation of intangible assets	154	31	1	186
Segment assets	<u>48,366</u>	<u>9,707</u>	<u>350</u>	<u>58,423</u>
Included in the segment assets:				
Trade and other receivables	5,267	1,057	38	6,362
Additions to:				
Property, plant and equipment	374	75	3	452
Right-of-use assets	1,473	296	10	1,779
Intangible assets	1,928	24	2	1,954
Segment liabilities	<u>7,580</u>	<u>1,521</u>	<u>55</u>	<u>9,156</u>

Reconciliation

(a) Segment assets

The amounts reported to the Executive Director with respect to total assets are measured in a manner consistent with that of the financial statements. All assets are allocated to reportable segments other than deferred income tax assets.

Segment assets are reconciled to total assets as follows:

	Group	
	2025 USD'000	2024 USD'000
Segment assets		
– Art Outsourcing	55,229	48,366
– Game Development	11,576	9,707
– Global Publishing and Others	186	350
	<u>66,991</u>	<u>58,423</u>
Unallocated:		
– Deferred income tax assets	1,909	1,840
Total assets	<u>68,900</u>	<u>60,263</u>

29. SEGMENT INFORMATION (CONTINUED)

Reconciliation (Continued)

(b) Segment liabilities

The amounts provided to the Executive Director with respect to total liabilities are measured in a manner consistent with that of the financial statements. These liabilities are allocated to the reportable segments other than deferred income tax liabilities and derivative financial instruments.

Segment liabilities are reconciled to total liabilities as follows:

	Group	
	2025 USD'000	2024 USD'000
Segment liabilities		
– Art Outsourcing	10,639	7,580
– Game Development	2,230	1,521
– Global Publishing and Others	35	55
	<u>12,904</u>	<u>9,156</u>
Unallocated:		
– Deferred income tax liabilities	2,985	1,111
Total liabilities	<u>15,889</u>	<u>10,267</u>

Revenue from external customers were classified based on the customers' locations. Geographical information is as follows:

	Group	
	2025 USD'000	2024 USD'000
Mainland China and Hong Kong	16,742	11,078
Taiwan	7,598	7,044
South Korea	6,043	6,176
United States	7,298	3,487
Japan	4,681	3,299
Other	3,138	815
	<u>45,500</u>	<u>31,899</u>

Non-current assets were classified based on the assets' locations. Geographical information is as follows:

	Group	
	2025 USD'000	2024 USD'000
Mainland China and Hong Kong	18,806	4,351
Taiwan	2,397	2,297
Other	2,879	1,986
	<u>24,082</u>	<u>8,634</u>

29. SEGMENT INFORMATION (CONTINUED)

Details of the revenue from individual customers that exceed 10% of net sale revenue in the consolidated statements of comprehensive income for the reported period are as follows:

	Group			
	2025 USD'000	2025 %	2024 USD'000	2024 %
Customer Z	6,767	15	4,137	13
Customer T	6,389	14	5,293	17
	<u>13,156</u>		<u>9,430</u>	

30. BUSINESS COMBINATIONS

- (a) Acquisition of 100% equity interest in Shanghai Mineloder Digital Technology Co.Ltd ("Shanghai Mineloder")

On 17 January 2025, the Group entered into a sale and purchase agreement with the shareholders of Shanghai Mineloder in relation to the purchase of 100% of the issued and paid-up share capital of Shanghai Mineloder for an aggregate purchase consideration of approximately USD19.80 million (equivalent of RMB146,007,900).

Details of the consideration paid, the assets acquired and liabilities assumed and the effects on the cash flows of the Group, at the acquisition date, are as follows:

	USD'000
(i) Purchase consideration	
Initial payment in cash	18,108
Deferred payment (Note 30(viii))	1,694
Consideration transferred for the business	<u>19,802</u>
(ii) Effect on cash flows of the Group	
Cash paid (as above)	18,108
Less: Cash and bank balances in subsidiary acquired	(4,949)
Cash outflow on acquisition	<u>13,159</u>
	At fair value
	USD'000
(iii) Identifiable assets acquired and liabilities assumed	
Cash and bank balances	4,949
Trade and other receivables (Note (v) below)	1,653
Contract assets	290
Property, plant and equipment (Note 14)	367
Intangible assets (Note 16 and note (vi) below)	6,837
Other non-current assets	146
Right-of-use assets (Note 15(b))	1,005
Total assets	<u>15,247</u>

30. BUSINESS COMBINATIONS (CONTINUED)

(a) Acquisition of 100% equity interest in Shanghai Mineloder (continued)

	At fair value USD'000
(iii) Identifiable assets acquired and liabilities assumed (Continued)	
Trade and other payables	(669)
Contract liabilities	(23)
Lease liabilities	(1,005)
Deferred tax liabilities (Note 20)	(1,707)
Total liabilities	(3,404)
Total identifiable net assets	11,843
Add: Goodwill (Note 16 and Note (vii) below)	7,959
Consideration transferred for the business	19,802

(iv) Acquisition-related costs

Acquisition-related costs are included in "administrative expenses" in the consolidated statement of comprehensive income and in operating cash flows in the consolidated statement of cash flows.

(v) Acquired receivables

The fair value of trade and other receivables is USD1,653,000.

(vi) Fair values

The fair value of the acquired identifiable intangible assets of USD6,837,000 (included customer relationships) has been finalised during the financial year. No adjustments were required to be recognised.

(vii) Goodwill

The goodwill of USD7,959,000 arising from the acquisition is attributable to synergies that are expected to arise after the Company's acquisition of the subsidiary.

(viii) Deferred consideration

As part of the sale and purchase agreement, consideration of USD1,694,000, representing present value at acquisition date, has been retained as deferred consideration, payable in a lump sum in five years, discounted at 3.5% per annum.

(ix) Revenue and profit contribution

The acquired business contributed revenue of USD11,778,000 and net profit of USD2,145,000 to the Group for the period from 1 April 2025 to 31 December 2025.

(b) Acquisition of the business and certain assets based in Southeast Asia.

On 30 September 2025, the Group entered into an Asset Purchase Agreement with a non-related party in relation to the purchase of a business and certain assets based in Southeast Asia for an aggregate purchase consideration of USD600,000.

30. BUSINESS COMBINATIONS (CONTINUED)

(b) Acquisition of the business and certain assets based in Southeast Asia (Continued)

Details of the consideration paid, the assets acquired and liabilities assumed and the effects on the cash flows of the Group, at the acquisition date, are as follows:

	USD'000
(i) Purchase consideration	
Consideration transferred for the business	<u>600</u>
(ii) Effect on cash flows of the Group	
Cash paid (as above)	<u>600</u>
Cash outflow on acquisition	<u>600</u>
	At fair value
	USD'000
(iii) Identifiable assets acquired and liabilities assumed	
Total identifiable net assets	<u>-</u>
Add: Goodwill (Note 16 and Note (vii) below)	<u>600</u>
Consideration transferred for the business	<u>600</u>
(iv) Acquisition-related costs	
Acquisition-related costs are included in "administrative expenses" in the consolidated statement of comprehensive income and in operating cash flows in the consolidated statement of cash flows.	
(v) Goodwill	
The goodwill of USD600,000 arising from the acquisition is attributable to synergies that are expected to arise after the Company's acquisition of the business and certain assets.	
(vi) Revenue and profit contribution	
The acquired business contributed revenue of USD1,257,000 and net profit of USD69,000 to the Group from the period from 30 September 2025 to 31 December 2025.	

(c) Acquisition of 100% equity interest in On Point Creative Co., Ltd. ("On Point")

On 28 December 2023, the Company entered into a sale and purchase agreement with Game Hours, Inc. in relation to the purchase of 100% of the issued and paid-up share capital of On Point for an aggregate purchase consideration of USD1.87 million (equivalent of NTD59,900,000).

As of 1 April 2024, in accordance with the terms and conditions of the sale and purchase agreement, the purchase consideration has been fully satisfied in cash.

30. BUSINESS COMBINATIONS (CONTINUED)

(c) Acquisition of 100% equity interest in On Point Creative Co., Ltd. ("On Point") (Continued)

Details of the consideration paid, the assets acquired and liabilities assumed and the effects on the cash flows of the Group, at the acquisition date, are as follows:

	USD'000
(i) Purchase consideration	
Consideration transferred for the business	1,874
(ii) Effect on cash flows of the Group	
Cash paid (as above)	1,874
Less: Cash and bank balances in subsidiary acquired	(342)
Cash outflow on acquisition	1,532
	At fair value USD'000
(iii) Identifiable assets acquired and liabilities assumed	
Cash and bank balances	342
Trade and other receivables (Note (v) below)	344
Current income tax assets	1
Property, plant and equipment (Note 14)	32
Intangible assets (Note 16 and note (vi) below)	460
Deferred income tax assets (Note 20)	107
Other non-current assets	27
Right-of-use assets (Note 15(b))	112
Total assets	1,425
Trade and other payables	(234)
Current income tax liabilities	(1)
Lease liabilities	(115)
Deferred tax liabilities (Note 20)	(73)
Total liabilities	(423)
Total identifiable net assets	1,002
Add: Goodwill (Note 16 and Note (vii) below)	872
Consideration transferred for the business	1,874
(iv) Acquisition-related costs	
Acquisition-related costs of USD16,563 are included in "administrative expenses" in the consolidated statement of comprehensive income and in operating cash flows in the consolidated statement of cash flows.	
(v) Acquired receivables	
The fair value of trade and other receivables is USD344,000 and includes trade receivables with a fair value of USD335,000.	

30. BUSINESS COMBINATIONS (CONTINUED)

(c) Acquisition of 100% equity interest in On Point Creative Co., Ltd. ("On Point") (Continued)

(vi) Fair values

The fair value of the acquired identifiable intangible assets of USD460,000 (included customer relationships) was finalised during the financial year. No adjustments were required to be recognised.

(vii) Goodwill

The goodwill of USD872,000 arising from the acquisition is attributable to synergies that are expected to arise after the Company's acquisition of the subsidiary.

(viii) Revenue and profit contribution

The acquired business contributed revenue of USD888,000 and net loss of USD1,038,000 to the Group for the period from 1 April 2024 to 31 December 2024.

(d) Acquisition of the business and certain assets of Pixelline Production Sdn. Bhd. ("Pixelline Production")

On 27 June 2024, the Group entered into a business sale agreement with Pixelline Production in connection with the purchase of the business of Pixelline Production, as well as certain assets, which comprise the Business and certain equipment, machinery, furniture, fixtures, computer software, trademarks and goodwill.

The aggregate purchase consideration payable by the Company in connection with the acquisition is up to USD1,000,000, comprising the following:

- (i) Pursuant to the business sale agreement, an upfront cash payment of USD300,000, to be paid by the Company to Pixelline Production on completion; and
- (ii) Pursuant to the earn-out agreements with each of the shareholders of Pixelline Production (collectively, the "Earn-out Agreements"), earn-out amounts to be paid in various tranches by the Group to the shareholders of up to USD 500,000 (collectively the "Earn-out Payments"), subject to Pixelline Art fulfilling certain financial targets in respect of the financial years ending 31 December 2024, 31 December 2025 and 31 December 2026, as well as one-time payments to be paid by the Group to shareholders of USD200,000, subject to the due execution of the employment agreement to be entered into between the shareholders and Pixelline Art, the shareholder having ensured and procured the commencement of the transfer of the employees of Pixelline Production who have accepted the offer of employment by Pixelline Art, to Pixelline Art, and the shareholders having facilitated the completion of the transfer of the Pixelline Production business and assets.

30. BUSINESS COMBINATIONS (CONTINUED)

- (d) Acquisition of the business and certain assets of Pixelline Production Sdn. Bhd. ("Pixelline Production") (Continued)

Details of the consideration paid, the assets acquired and liabilities assumed and the effects on the cash flows of the Group, at the acquisition date, are as follows:

	USD'000
(i) Purchase consideration	
Consideration transferred for the business	500
(ii) Effect on cash flows of the Group	
Cash paid (as above)	500
Less: Cash and bank balances in subsidiary acquired	–
Cash outflow on acquisition	500
	At fair value USD'000
(iii) Identifiable assets acquired and liabilities assumed	
Property, plant and equipment (Note 14)	20
Intangible assets (Note 16 and note (v) below)	303
Total identifiable net assets	323
Add: Goodwill (Note 16(a) and Note (vi) below)	177
Consideration transferred for the business	500
(iv) Acquisition-related costs	
Acquisition-related costs of USD34,493 are included in "administrative expenses" in the consolidated statement of comprehensive income and in operating cash flows in the consolidated statement of cash flows.	
(v) Fair values	
The fair value of the acquired identifiable intangible assets of USD303,000 (included customer relationships) was finalised during the year. No adjustments were required to be recognised.	
(vi) Goodwill	
The goodwill of USD177,000 arising from the acquisition is attributable to synergies that are expected to arise after the Company's acquisition of the business and certain assets.	
(vii) Revenue and profit contribution	
The acquired business contributed revenue of USD370,000 and net loss of USD187,000 to the Group from the period from 28 June 2024 to 31 December 2024.	

31. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 January 2026 and which the Group has not early adopted.

Amendments to IFRS 9 and IFRS 7 – Amendments to the Classification and Measurement of Financial Instruments (effective for annual reporting periods beginning on or after 1 January 2026)

IFRS 9 and IFRS 7 are amended to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income.

IFRS 18 – Presentation and Disclosure in Financial Statements (effective for annual reporting periods beginning on or after 1 January 2027)

IFRS 18 replaces IAS 1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance (comprising of the statement of profit or loss and other comprehensive income) and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of IFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the consolidated statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Group has performed, the following items might potentially impact operating profit:
 - Foreign exchange differences currently aggregated in the line item 'other gains/(losses) – net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.
 - IFRS 18 has specific requirements on the category in which derivative gains or losses are recognised – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the Group currently recognises some gains or losses in operating profit and others in finance costs, there might be a change to where these gains or losses are recognised, and the Group is currently evaluating the need for change.

31. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS (CONTINUED)

- The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the consolidated statement of financial position, the Group will disaggregate goodwill and other intangible assets and present them separately in the consolidated statement of financial position.
- The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
 - management-defined performance measures;
 - a break-down of the nature of expenses for line items presented by function in the operating category of the consolidated statement of profit or loss – this break-down is only required for certain nature expenses; and
 - for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1-1.
- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

The Group will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

IFRS 19 – Subsidiaries without Public Accountability: Disclosures (effective for annual reporting periods beginning on or after 1 January 2027)

IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements. This new standard works alongside other IFRS Accounting Standards. An eligible subsidiary applies the requirements in other IFRS Accounting Standards except for the disclosure requirements; and it applies instead the reduced disclosure requirements in IFRS 19.

IFRS 19 is a voluntary standard for eligible subsidiaries. A subsidiary is eligible if:

- it does not have public accountability; and
- it has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

The Group does not expect this standard to have an impact on its operations or financial statements.

32. EVENTS OCCURRING AFTER BALANCE SHEET DATE

(a) Issuance of share awards pursuant to the Winking PSP

On 26 February 2026, the Group announces the grant of share awards pursuant to the Winking PSP to the key management personnel and employees of the Group.

The shares will be vested in three different tranches as set out below:

	Up to % of share awards	Vesting date/end of performance period
Tranche 1	46.80	2029
Tranche 2	26.60	2030
Tranche 3	26.60	2031

(b) Acquisition of 100% of the equity interest in Studios Ampera Inc.

On 1 April 2026, the Company announced the completion of its acquisition of 100% equity interest in Studios Ampera Inc. for a consideration comprising CAD525,010 in cash (or approximately US\$379,845 or approximately £285,343) and deferred issuance of 10 million ordinary shares of the Company, the latter subject to certain conditions, in accordance with the terms and conditions of the share purchase agreement.

33. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Winking Studios Limited on 7 April 2026.

SHAREHOLDING STATISTICS

as at 19 March 2026

CLASS OF SHARES	: Ordinary Shares
NUMBER OF SHARES	: 441,938,118
NUMBER OF ORDINARY SHAREHOLDERS	: The number of ordinary shareholders as at 19 March 2026 is 116
VOTING RIGHTS	: 1 vote for each Ordinary Share held
TREASURY SHARES	: Nil
SUBSIDIARY HOLDINGS	: Nil

The aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding: 0%

DISTRIBUTION OF SHAREHOLDINGS BY SIZE OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	1	0.86	99	0.00
100 – 1,000	11	9.48	7,000	0.00
1,001 – 10,000	24	20.69	165,600	0.04
10,001 – 1,000,000	67	57.76	9,735,877	2.20
1,000,001 and above	13	11.21	432,029,542	97.76
Total	116	100.00	441,938,118	100.00

LIST OF 20 LARGEST REGISTERED SHAREHOLDERS

No.	Name	No. of Shares	%
1	KGI SECURITIES (SINGAPORE) PTE. LTD	171,911,408	38.90
2	ACER GAMING INC.	142,537,815	32.25
3	COMPUTERSHARE COMPANY NOMINEES LTD	56,609,401	12.81
4	JAN CHENG-HAN @ JOHNY JAN	21,268,929	4.81
5	UOB KAY HIAN PTE LTD	10,595,400	2.40
6	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	9,054,432	2.05
7	CITIBANK NOMINEES SINGAPORE PTE LTD	6,101,022	1.38
8	DBS NOMINEES PTE LTD	3,782,816	0.86
9	SNSI INVESTMENT FUND LTD.	3,484,151	0.79
10	LEE CHIU-HUI	2,304,731	0.52
11	MAYBANK SECURITIES PTE. LTD.	2,252,900	0.51
12	CHEN, SHU-KUEI	1,086,537	0.25
13	LIN PENG WEN	1,040,000	0.24
14	PHILLIP SECURITIES PTE LTD	909,566	0.21
15	HSBC (SINGAPORE) NOMINEES PTE LTD	811,000	0.18
16	SU FANG	787,884	0.18
17	CHEN PO-AN	499,033	0.11
18	XU ZHEN	422,854	0.10
19	LOW CHEN PENG	401,400	0.09
20	TAN WEY LING	400,800	0.09
Total:		436,262,079	98.73

SUBSTANTIAL SHAREHOLDERS

No.	Substantial Shareholders	Direct Interest		Deemed Interest ⁽²⁾		Total Interest	
		No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
1.	Acer Gaming Inc. ⁽³⁾⁽⁴⁾	142,537,815	32.25	110,200,000	24.94	252,737,815	57.19
2.	Acer Incorporated ⁽³⁾⁽⁵⁾	—	—	282,546,436	63.93	282,546,436	63.93
3.	Acer SoftCapital Incorporated ⁽⁵⁾	—	—	29,808,621	6.74	29,808,621	6.74
4.	Flying Way International Corp ⁽⁶⁾	—	—	23,082,552	5.22	23,082,552	5.22
5.	Mr. Cho Tai-Wei ⁽⁶⁾⁽⁷⁾	—	—	26,843,146	6.07	26,843,146	6.07
6.	Mr. Cho Tai-Ching ⁽⁶⁾⁽⁸⁾	—	—	23,082,552	5.22	23,082,552	5.22
7.	Mr. Johnny Jan ⁽⁹⁾	21,268,929	4.81	2,971,398	0.67	24,240,327	5.48
8.	Ms. Lee, Chiu-Hui ⁽¹⁰⁾	2,304,731	0.52	21,935,596	4.96	24,240,237	5.48

Notes:

- (1) Based on 441,938,118 shares in the capital of the Company (the “Shares”).
- (2) Deemed interests refer to interests determined pursuant to Section 4 of the Securities and Futures Act 2001 of Singapore (the “SFA”).
- (3) Acer Incorporated (“Acer”) holds an aggregate direct and indirect shareholding interest of 70.03% in Acer Gaming Inc. (“Acer Gaming”). Accordingly, by virtue of Section 4 of the SFA, Acer is deemed to have an interest in the 252,737,815 Shares which are held by Acer Gaming. The percentage level of Acer Incorporated’s shareholding interest in the Company had increased from approximately 59.59% to approximately 62.56% immediately following the completion of the placement of 108,000,000 shares in the capital of the Company on 8 July 2024 (the “July Placement”) and subsequently increased further from approximately 62.56% to approximately 64.16% immediately following the completion of the dual listing of the Company on AIM of the London Stock Exchange (“AIM Listing”), as disclosed in the admission document dated 8 November 2024 in connection with its AIM Listing (the “Admission Document”) and in the substantial shareholding notification of Acer Incorporated released after the AIM Listing. Upon the listing and quotation of the 2025 Incentive Shares, the Company has an enlarged issued and paid-up share capital of 441,938,118 shares in aggregate and subsequently decreased further from approximately 64.16% to approximately 63.93%.
- (4) Acer Gaming has a deemed interest in 70,200,000 Shares and 40,000,000 Shares that are held through its nominee accounts maintained with KGI Securities (Singapore) Pte. Ltd. and Computershare Company Nominees Ltd. respectively. The percentage level of Acer Gaming Inc’s shareholding interest in the Company had increased from approximately 50.96% to approximately 54.87% immediately following the completion of the July Placement and subsequently increased further from approximately 54.87% to approximately 57.39% immediately following the completion of the AIM Listing, as disclosed in the Admission Document and in the substantial shareholding notification of Acer Gaming released after the AIM Listing.
- Upon the listing and quotation of the 2025 Incentive Shares, the Company has an enlarged issued and paid-up share capital of 441,938,118 shares in aggregate and subsequently decreased further from approximately 57.39% to approximately 57.19%.
- (5) Acer SoftCapital Incorporated (“Acer SoftCapital”) is a wholly owned subsidiary of Acer. Accordingly, by virtue of Section 4 of the SFA, Acer is deemed to have an interest in the 29,808,621 Shares which Acer SoftCapital holds through its nominee account maintained with KGI Securities (Singapore) Pte. Ltd. The percentage level of Acer SoftCapital’s shareholding interest in the Company had decreased from approximately 8.63% to approximately 7.69% immediately following the completion of the July Placement and subsequently decreased further from approximately 7.69% to approximately 6.77% immediately following the completion of the AIM Listing, as disclosed in the Admission Document and in the substantial shareholding notification of Acer SoftCapital released after the AIM Listing. Upon the listing and quotation of the 2025 Incentive Shares, the Company has an enlarged issued and paid-up share capital of 441,938,118 shares in aggregate and subsequently decreased further from approximately 6.77% to approximately 6.74%.
- (6) Flying Way International Corp (“Flying Way”) is deemed to have an interest in the Shares which Flying Way holds through its nominee account maintained with KGI Securities (Singapore) Pte. Ltd. Flying Way is owned by Mr. Cho Tai-Wei (44.0%) and Mr. Cho Tai-Ching (40.0%), who are siblings. Accordingly, by virtue of Section 4 of the SFA, each of them is deemed to have an interest in the Shares in which Flying Way has an interest in. The percentage level of Flying Way shareholding interest in the Company had decreased from approximately 8.3% to approximately 5.95% immediately following the completion of the July Placement and subsequently decreased further from approximately 5.95% to approximately 5.24% immediately following the completion of the AIM Listing, as disclosed in the Admission Document and in the substantial shareholding notification of Flying Way released after the AIM Listing. Upon the listing and quotation of the 2025 Incentive Shares, the Company has an enlarged issued and paid-up share capital of 441,938,118 shares in aggregate and subsequently decreased further from approximately 5.24% to approximately 5.22%.
- (7) Mr. Cho Tai-Wei is deemed to have an interest in the 3,760,594 Shares which are held through his nominee account maintained with KGI Securities (Singapore) Pte. Ltd. The percentage level of Mr. Cho Tai-Wei’s shareholding interest in the Company had decreased from approximately 9.54% to approximately 6.88% immediately following the completion of the July Placement and subsequently decreased further from approximately 6.88% to approximately 6.06% immediately following the completion of the AIM Listing, as disclosed in the Admission Document and in the substantial shareholding notification of Mr. Cho Tai-Wei released after the AIM Listing. Upon the listing and quotation of the 2025 Incentive Shares, the Company has an enlarged issued and paid-up share capital of 441,938,118 shares in aggregate and subsequently decreased further from approximately 6.06% to approximately 6.07%.

- (8) The percentage level of Mr. Cho Tai-Ching's shareholding interest in the Company had decreased from approximately 8.3% to approximately 5.95% immediately following the completion of the July Placement and subsequently decreased further from approximately 5.95% to approximately 5.24% immediately following the completion of the AIM Listing, as disclosed in the Admission Document and/or in the substantial shareholding notification of Mr. Cho Tai-Ching released after the AIM Listing. Upon the listing and quotation of the 2025 Incentive Shares, the Company has an enlarged issued and paid-up share capital of 441,938,118 shares in aggregate and subsequently decreased further from approximately 5.24% to approximately 5.22%.
- (9) Mr. Johnny Jan's deemed interest in the Shares arises as follows: (a) Ms. Lee, Chiu-Hui is the spouse of Mr. Johnny Jan and accordingly, he is deemed to have an interest in the 2,304,731 Shares directly held by her, by virtue of Section 133(4) of the SFA; (b) Mr. Johnny Jan also has a deemed interest in 666,667 Shares that are held through his nominee account maintained with SP Angel Corporate Finance LLP. The percentage level of Mr. Johnny Jan's shareholding interest in the Company had decreased from approximately 8.43% to approximately 6.08% immediately following the completion of the July Placement and subsequently decreased further from approximately 6.08% to approximately 5.5% immediately following the completion of the AIM Listing, as disclosed in the Admission Document and in the substantial shareholding notification of Mr. Johnny Jan released after the AIM Listing. Upon the listing and quotation of the 2025 Incentive Shares, the Company has an enlarged issued and paid-up share capital of 441,938,118 shares in aggregate and subsequently decreased further from approximately 5.5% to approximately 5.49%.
- (10) Ms. Lee, Chiu-Hui is the spouse of Mr. Johnny Jan. Accordingly, she is deemed to have an interest in the Shares held by him, by virtue of Section 133(4) of the SFA. The percentage level of Lee, Chiu-Hui's shareholding interest in the Company had decreased from approximately 8.43% to approximately 6.08% immediately following the completion of the July Placement and subsequently decreased further from approximately 6.08% to approximately 5.5% immediately following the completion of the AIM Listing, as disclosed in the substantial shareholding notification of Ms. Lee, Chiu-Hui released after the AIM Listing. Upon the listing and quotation of the 2025 Incentive Shares, the Company has an enlarged issued and paid-up share capital of 441,938,118 shares in aggregate and subsequently decreased further from approximately 5.5% to approximately 5.49%.

COMPLIANCE WITH RULE 723 OF THE SGX-ST LISTING MANUAL SECTION B: RULES OF CATALIST

Based on information available and to the best knowledge of the Directors, as at 19 March 2026, approximately 22.94% of the ordinary shares of the Company are held by the public. The Company is therefore in compliance with Rule 723 of the SGX-ST Listing Manual Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING of Winking Studios Limited (the “**Company**”) will be held at YMCA @ One Orchard, 1 Orchard Road, Singapore 238824, TCT Function Room (Level 4) on Thursday, 30 April 2026 at 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) to transact the following business:

AS ORDINARY BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without modifications:

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2025 together with the Directors’ Statement and the Independent Auditor’s Report thereon. **(Resolution 1)**

2. To declare a final dividend of S\$0.00024 per ordinary share one-tier tax exempt for the financial year ended 31 December 2025. **(Resolution 2)**

3. To re-elect Mr Kao Shu-Kuo, who is retiring pursuant to Article 85(6) of the Company’s Amended and Restated Articles of Association, as a director. **(Resolution 3)**

Mr Kao Shu-Kuo will, upon re-election as a Director of the Company remain as Non-Executive Director.

(See Explanatory Note 1)

4. To re-elect Mr Lim Heng Choon, who is retiring pursuant to Article 85(6) of the Company’s Amended and Restated Articles of Association, as a director. **(Resolution 4)**

Mr Lim Heng Choon will, upon re-election as a Director of the Company remain as Independent Director and Non-Executive Chairman, Chairman of the Audit, Risk and Disclosure Committee and member of Nominating Committee, Remuneration Committee and AIM Compliance Committee and will be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”).

(See Explanatory Note 1)

5. To re-elect Mr Yang Wu Te, who is retiring pursuant to Article 85(6) of the Company’s Amended and Restated Articles of Association, as a director. **(Resolution 5)**

Mr Yang Wu Te will, upon re-election as a Director of the Company remain as Independent and Non-Executive Director, Chairman of Nominating Committee and member of Audit, Risk and Disclosure Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

(See Explanatory Note 1)

6. To approve the payment of Directors’ fees of US\$184,500 for the financial year ending 31 December 2026, to be paid half yearly in arrears. **(Resolution 6)**

7. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without modifications:

9. AUTHORITY TO ALLOT AND ISSUE SHARES

(Resolution 8)

That, pursuant to Article 12 of the Amended and Restated Memorandum and Articles of Association of the Company ("**M&AA**") and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to, subject to (b) below:

- (a) (i) allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (1) the aggregate number of Shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of Instruments or any convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards, provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the M&AA for the time being; and
- (4) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note 2)

10. **PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS** **(Resolution 9)**

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9 of the Catalist Rules), or any of them, to enter into any of the mandated transactions described in the Appendix (as defined below) with the relevant mandated interested persons, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders and in accordance with the review procedures for such mandated interested person transactions as set out in the appendix (the **"Appendix"**) to this Notice of AGM dated 7 April 2026 (the **"IPT General Mandate"**);
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company (unless revoked or varied by the Company in general meeting) or the date by which the next annual general meeting is required by law to be held, whichever is the earlier; and
- (c) the directors of the Company and the Audit, Risk and Disclosure Committee (as defined in the Appendix) of the Company be and are hereby authorised to take such action (including executing all such documents as may be required) as they deem proper in respect of such methods and procedures, and/or to modify or implement such methods and procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time.

(See Explanatory Note 3)

By Order of the Board

Yoo Loo Ping
Company Secretary

Date: 7 April 2026

Explanatory Notes on resolutions to be passed:

- (1) Detailed information on Mr Kao Shu-Kuo, Mr Lim Heng Choon and Mr Yang Wu Te who are proposed to be re-elected as Directors of the Company can be found under sections "Board of Directors" and "Additional Information on Directors seeking re-election" in the Company's Annual Report for the financial year ended 31 December 2025.
- (2) Ordinary Resolution 8 proposed above, if passed, will authorise and empower the Directors from the date of this annual general meeting until the conclusion of the next annual general meeting, or the date by which the next annual general meeting of the Company is required by law to be held, or when revoked or varied by the Company in general meeting, whichever is earlier, to allot and issue shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum as set out in Resolution 8. The authority to allot and issue shares, if passed, is intended to be used for various purposes, including strategic acquisitions and/or reward purposes of the Company, subject to compliance with applicable laws, regulations and Catalist Rules.
- (3) Ordinary Resolution 9 proposed above, if passed, will authorise the entities at risk to enter into the Mandated Transactions (as defined in the Appendix) with the Mandated Interested Persons (as defined in the Appendix) and will empower the directors of the Company to do all acts necessary to give effect to the IPT General Mandate as set out in the Appendix. This authority will continue to be in force until the conclusion of the next annual general meeting of the Company (unless revoked or varied by the Company in general meeting) or the date by which the next annual general meeting is required by law to be held, whichever is earlier. Please refer to the Appendix for details relating to the said IPT General Mandate.

IMPORTANT NOTES FOR SHAREHOLDERS:

For holders of United Kingdom Depository Interests ("UK DI")

- (1) Participation in the forthcoming Annual General Meeting ("AGM") via live webcast

UK DI holders will not be able to attend the AGM in person. UK DI holders may instead participate in the AGM by:-

- a. observing to the proceedings of the AGM through a live audio-visual webcast;
- b. submitting questions in advance of the AGM or live during the AGM via text box;

- (2) Pre-registration for AGM

UK DI holders who wish to follow the proceedings of the AGM must pre-register by email to ir@winkingworks.com by 26 April 2026 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) ("**Pre-Registration Deadline**") providing name and email address. An email with instructions on how to join the live webcast of the AGM proceedings will be sent to the registered UK DI holders via email by 27 April 2026, 4.00 p.m. (Singapore time)/9.00 a.m. (UK time). UK DI holders must not forward the email instruction to other persons who are not entitled to attend the AGM proceedings. This is also to avoid any technical disruptions or overload to the AGM proceedings.

UK DI holders who have registered by the Pre-Registration Deadline but did not receive the aforementioned email by 27 April 2026, 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) should contact the Company by email at ir@winkingworks.com.

- (3) Submission of Questions

UK DI holders may submit questions relating to the Resolutions to be tabled at the AGM in advance of the AGM, and must do so by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 15 April 2026 in the following manner:

- a. If submitted by post, be lodged at the registered office of the Company's Singapore Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Tower I, Singapore 048619; or
- b. If submitted electronically, be submitted via email to sg.is.proxy@vistra.com.

UK DI holders submitting questions are required to state: (a) their full name; and (b) their identification/registration number, and (c) the manner in which his/her/its shares in the Company are held, failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's corporate website and on SGXNet by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 25 April 2026 or during the AGM.

During the AGM itself, UK DI holders may submit text-based questions via the text box provided during the AGM live webcast. The Company will address substantial and relevant questions which have not already been addressed prior to the AGM, as well as those received live at the AGM itself, as it can. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

(4) Voting at the AGM

Holders of UK DI will not be permitted to vote at the Meeting. For their votes to be counted, they must either:

- * submit a CREST Voting Instruction to the Company's agent in accordance with the instructions below; or complete, sign and return their Form of Instruction appointing Computershare Company Nominees Limited (the "**Custodian**") to vote the underlying Ordinary Shares on their behalf at the AGM to Computershare Investor Services PLC by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 27 April 2026, being three (3) working days prior to the date of the AGM in the following manner:
 - a. If submitted by post, be lodged at Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom; or
 - b. If submitted electronically, be submitted via email to [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk).

Holders of UK DI in CREST may issue a voting instruction through the CREST electronic voting service in accordance with the procedures described in the CREST Manual (available from <https://my.euroclear.com/euilegal.html>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

For instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (**EUI**) and must contain the information required for such instructions, as described in the CREST Manual.

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 27 April 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of each CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

For Catalist of the SGX-ST investors

1. Members of the Company are invited to attend physically at the forthcoming AGM. There will be no option for members to participate virtually. Printed copies of this Notice of AGM and the proxy form ("**Proxy Form**") will be sent by post to members. The Notice of AGM and Proxy Form will also be accessible on the Company's website at the URL <https://investor.winkingworks.com/> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. For members who prefer to receive a printed copy of the Appendix and/or the Annual Report, please email the request to sg.is.proxy@vistra.com no later than 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 15 April 2026.
2. Members (including Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the AGM by:
 - (a) attending the AGM in person;
 - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
 - (c) voting at the AGM:
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).

SRS Investors who wish to appoint the Chairman of the AGM or such other person as proxy should approach their respective SRS Operators to submit their votes by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 21 April 2026, being seven (7) working days prior to the date of the AGM.

3. A Depositor (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the AGM. Depositors who are individuals and who wish to attend the AGM in person need not take any further action and can attend and vote at the AGM without the lodgement of any Proxy Form.

4. Members, including SRS investors, attending the AGM in person will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.
5. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

6. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
7. A proxy need not be a member of the Company. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.
 8. The Proxy Form, duly executed, must be submitted to the Company in the following manner:
 - (a) If submitted by post, be lodged at the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Tower I, Singapore 048619; or
 - (b) If submitted electronically, be submitted via email to Tricor Barbinder Share Registration Services at sg.is.proxy@vistra.com,

in either case, by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 27 April 2026, being no later than 72 hours before the time set for the AGM. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with applicable laws or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Form.

9. The Proxy Form is not valid for use by investors holding Shares through Relevant Intermediaries (including SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
10. Members and SRS investors may submit questions relating to the resolutions to be tabled at the AGM in advance of the AGM, and must do so in the following manner by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 15 April 2026:
 - (a) by email to sg.is.proxy@vistra.com; or
 - (b) by post to the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Tower I, Singapore 048619.

Members and SRS investors submitting questions are required to state: (a) their full name; (b) their identification/registration number; and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's corporate website and on SGXNet by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 25 April 2026 or during the AGM.

11. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's corporate website at the URL <https://investor.winkingworks.com/> and also on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> within one month after the date of the AGM.

PERSONAL DATA PRIVACY

Where a member of the Company submits any question prior to or at the AGM or an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

WINKING STUDIOS LIMITED
(Company Registration No. 159882)
(Incorporated in the Cayman Islands)

IMPORTANT:

1. A Relevant Intermediary may appoint more than two proxies to attend the Annual General Meeting ("AGM") and vote (please see note 2(b) for the definition of "Relevant Intermediary").
2. This Proxy Form is not valid for use by investors holding shares in the Company through Relevant Intermediaries ("Investors") (including SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. Supplementary Retirement Scheme ("SRS") investors who hold shares through SRS Operators:
 - (a) may vote at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM or such other person as proxy to vote on their behalf at the AGM, in which case they should contact their SRS Operators to submit their votes not less than seven (7) working days before the AGM (i.e. by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 21 April 2026).
4. Investors holding shares of the Company ("Shares") through Relevant Intermediaries (other than SRS investors) and who wish to participate in the AGM by (a) attending the AGM in person; (b) submitting questions to the Company in advance of, or at, the AGM; and/or (c) voting at the AGM, should contact the Relevant Intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
5. By submitting this Proxy Form, a member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 April 2026.
6. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxies to vote on his/her/its behalf at the AGM.

**ANNUAL GENERAL MEETING
PROXY FORM**

*I/We (Name) _____ (*NRIC/Passport No./Company Registration No.) _____ of
(Address) _____
being a member of Winking Studios Limited (the "Company"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of shareholdings (%)

*and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of shareholdings (%)

or failing the person(s), referred to above, the Chairman of the Annual General Meeting ("AGM"), as *my/our *proxy/proxies to attend, speak and vote on *my/our behalf at the AGM of the Company to be held at YMCA @ One Orchard, 1 Orchard Road Singapore 238824, TCT Function Room (Level 4) on Thursday, 30 April 2026 at 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Resolutions set out in the Notice of AGM as indicated hereunder. In the absence of specific instructions, the *proxy/proxies will vote or abstain as *he/they may think fit, as *he/they will on any other matter arising at the AGM.

No.	Ordinary Resolutions*	For**	Against**	Abstain**
ORDINARY BUSINESS				
1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2025 together with the Directors' Statement and the Independent Auditor's Report thereon.			
2.	To declare a final dividend of S\$0.00024 per ordinary share one-tier tax exempt for the financial year ended 31 December 2025.			
3.	To re-elect Mr Kao Shu-Kuo as a Director.			
4.	To re-elect Mr Lim Heng Choon as a Director.			
5.	To re-elect Mr Yang Wu Te as a Director.			
6.	To approve the payment of Directors' fees of US\$184,500 for the financial year ending 31 December 2026, to be paid half yearly in arrears.			
7.	To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.			
SPECIAL BUSINESS				
8.	To authorise the Directors to allot and issue shares.			
9.	To approve the proposed renewal of the general mandate for interested person transactions.			

* Please delete accordingly.

** If you wish to exercise all your votes "For" or "Against" or "Abstain", please indicate with an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Full text of the resolutions is set out in the Notice of AGM dated 7 April 2026.

Dated this _____ day of _____ 2026

Total Number of Shares Held

Signature/Common Seal of Member

IMPORTANT NOTES

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the Proxy Form shall be deemed to relate to all the shares held by you.
2. (a) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the Proxy Form.

(b) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. A proxy need not to be a member of the Company.

“**Relevant Intermediary**” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.

3. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Form.
4. The Proxy Form, duly executed, must be submitted to the Company in the following manner:
 - (a) If submitted by post, be lodged at the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Tower I, Singapore 048619; or
 - (b) If submitted electronically, be submitted via email to Tricor Barbinder Share Registration Services at sg.is.proxy@vistra.com,

in either case, by 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) on 27 April 2026, being no later than 72 hours before the time set for the AGM. A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

Members are strongly encouraged to submit completed proxy forms electronically via email.

5. Completion and return of the Proxy Form shall not preclude a member from participating at the AGM if he/she so wishes. Any appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the Proxy Form, to the AGM.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with applicable laws.

IMPORTANT INFORMATION FOR UK DEPOSITARY INTERESTS HOLDERS:

Form of Instruction must be returned to the Company’s UK registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom not later than 27 April 2026 at 4.00 p.m. (Singapore time)/9.00 a.m. (UK time) (being not later than three (3) working days before the time appointed for holding the AGM).

GENERAL

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 April 2026.



WINKING®

WINKING STUDIOS LIMITED

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Singapore 048580

www.winkingworks.com