Stock Code：3416

WINMATE INC.

Handbook for the 2025

Annual General Shareholders Meeting

May 28, 2025

2025 Annual General Shareholders Meeting

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II. Agenda of Annual Meeting

Winmate Inc.
Agenda of 2025 General Shareholders' Meeting

Meeting Time：9：00 a.m. on May 28 (Wednesday), 2025

Meeting Place：2F, No. 18, Zhongxing S. St., Sanchong Dist., New Taipei City, Taiwan (R.O.C.)

Convening Method：Physical shareholders' meeting

1. Call the Meeting to Order

2. Chairperson Remarks

3. Report Items

(1) The 2024 Business Reports

(2) The 2024 Audit Committee's Review Report

(3) 2024 Employees' and Directors' Remuneration Proposal

(4) The 2024 Distribution of Cash dividend from earnings and additional paid-in capital

4. Acknowledgement Items

(1) Adoption of the 2024 Business Report and Financial Statements

(2) Adoption of the 2024 Earnings Distribution Proposal

5. Discussion Items

(1) Amendment to the Company's "Articles of Incorporation"

(2) Amendment to the Company's "Regulations Governing the Acquisition and Disposal of Assets".

6. Election Items

(1) Re-election of all directors

7. Other Items

(1) Exemption of the limitation of non-competition on the directors of the Company.

8. Extemporary Motions

9. Adjournment

1. Report Items

Report 1

Cause of action ：The 2024 Business Reports.

Explanation ：The 2024 Business Report is attached as Attachment I. (P10~P11)

Report 2

Cause of action ：The 2024 Audit Committee’s Review Report.

Explanation ：The 2024 Audit Committee’s Review Report is attached as Attachment II. (P12)

Report 3

Cause of action ：2024 Employees’ and Directors’ Remuneration Proposal.

Explanation ：(1) The Company’s 2024 profits (i.e., pre-tax profit before employee’s and directors’ remuneration) was NT$770,492,129. Pursuant to the Company’s Articles of Incorporation, it is recommended to appropriate an amount of NT$77,049,213 as employees' bonus and NT$13,408,858 as directors' compensation, which are paid in cash.

(2) The distribution above is resolved by the Company’s Remuneration Committee and the Board of Directors.

Report 4

Cause of action ： The 2024 Distribution of Cash dividends from earnings and additional paid-in capital.

Explanation ：(1) The Board of Directors is authorized to decide the distribution of partial or full dividends or capital surplus in cash, and report the decision to the shareholders meeting in accordance with article 23-1 of the Articles of Incorporation.

(2) The Board of Directors had resolved the earning for cash distribution amounting to NT$358,859,259 were distributed at NT$4.5 per share and additional paid-in capital NT$79,746,502 were distributed at NT$1 per share, a total of NT$5.5 per share were distributed.

(3) The distributions of cash dividend is calculated to the dollar. The total amount of the odd shares with a distribution of less than NT$1 will be booked as the other income of the Company. In this proposal, the Chairman is authorized to set baseline date and payment date for cash dividends.

(4) If there is any change in the yield rate as a result of any change in the Company’s outstanding shares, a request is to be made having the Chairman authorized to handle matters related to the changes.

2. Acknowledgement Items

Acknowledgement 1： (Proposed by the Board of Directors)

Cause of action ：Adoption of the 2024 Business Report and Financial Statements

Explanation ：(1) The 2024 Business Report and Financial Statements were composed by the Board of Directors. The Company's financial statements were audited by independent auditors, Mr. Cheng, Ching-Piao, and Mr. Fuh, Wen-Fun of Ernst & Young Accounting Firm and were reviewed by the Audit Committee along with the business report with a written audit report issued.

(2) The Company's Business Report, Independent Auditor's Report, and Financial Statements please refer to Attachment I and Attachment III. (P10~P11、P13~P33)

Resolution ：

Acknowledgement 2： (Proposed by the Board of Directors)

Cause of action ：Adoption of the 2024 Earnings Distribution Proposal.

Explanation ：The distribution of earnings for the year 2024 has been approved by the Board of Directors. Please refer to 2024 earnings distribution table as follow：

Winmate Inc
2024 Earnings Distribution Table

Unit: NT$

Items	**Amount**
Unappropriated retained earnings - beginning	449,694,558
Add：Remeasurements of defined benefit plans	1,281,408
Add：Disposal of investments in equity instruments at fair value through other comprehensive income	9,719,832
Adjusted unappropriated retained earnings	460,695,798
Add：Net Income of 2024	559,452,588
Less：Legal reserve appropriated (10%)	(57,045,383)
Current retained earnings available for distribution	963,103,003
Distributable items:	
Cash Dividends (NT$4.5 per share)	(358,859,259)
Unappropriated retained earnings - ending	604,243,744
Number of shares	79,746,502
Unappropriated retained earnings for 2024	154,549,186
Tax on unappropriated earnings(5%)	7,727,459

Resolution ：

3. Discussion Items

Discussion 1： (Proposed by the Board of Directors)

Cause of action ：Amendment to the Company's “Articles of Incorporation ”. Please proceed to discuss.

Explanation ：(1) Based on the recent amendments to the Securities and Exchange Act and the needs of business operations, the Company hereby proposes to amend the "Articles of Incorporation".

(2)Please refer to Attachment IV for comparison table for articles in the “Articles of Incorporation ”. (P34~P35)

Resolution ：

Discussion 2： (Proposed by the Board of Directors)

Cause of action ：Amendment to the Company's “Regulations Governing the Acquisition and Disposal of Assets”. Please proceed to discuss.

Explanation ：(1) Based on the needs of business operations, the Company hereby proposes to amend the “Regulations Governing the Acquisition and Disposal of Assets”.

(2)Please refer to Attachment V for comparison table for articles in the “Regulations Governing the Acquisition and Disposal of Assets”. (P36~P37)

Resolution ：

4. Election Items

Proposal 1： (Proposed by the Board of Directors)

Cause of action ：Re-election of all directors. Please Vote.

Explanation ：(1) As the term of the Company's directors is about to expire, the reelection of directors shall be held in the shareholders' meeting this year. The Company shall elect nine directors (including three independent directors), the new director's term is three years (from May 28, 2025 to May 27, 2028.). According to Articles of Incorporation, the Company's directors shall be elected from the nomination list.

(2) Please refer to Attachment VI for personal information of the nominees. (P38~P40)

Resolution ：

5. Other Items

Proposal 1： (Proposed by the Board of Directors)

Cause of action ：Exemption of the limitation of non-competition on the directors of the Company..

Explanation ：(1) According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval. To take good advantage of the specialties and experience of the Company's directors, the release of the prohibition on new directors and their representatives, elected in the 2025 annual shareholders' meeting, from participation in competitive business is proposed in the shareholders' meeting for approval according to laws.

(2) Please refer to Attachment VII for other positions held by the newly elected Directors. (P41~P42)

Resolution ：

6. Extemporary Motions

7. Adjournment

III. Attachments

Letter to Shareholders

Dear Shareholders,

In 2024, due to the growth in customer order demand in various fields such as national defense, vehicle inspection, logistics and warehousing, and medical care, the recession in 2023 has been reversed. The annual performance exceeded NT$3 billion for the first time, showing double-digit growth. Looking forward to 2025, U.S. President Trump has implemented a reciprocal tariff policy, which is not conducive to products entering the U.S. market and creates tariff barriers. The company will integrate EDGE AI chip computing power to develop various products to resist this trade obstacle, and its performance will continue to grow.

The company's consolidated operating income in 2024 was NT$ 3,057,605 thousand, a increase of 17.67% compared to the previous year's NT$2,598,533 thousand; gross profit margin remained the same as the previous year at 39.98%; Consolidated net profit after tax was NT$ 559,453 thousand, an increase of 10.57% from NT$ 505,952 thousand in the previous year; after-tax earnings per share was NT$7.04, creates a new record in history.

In terms of R&D achievements, the Company has continued to innovate in recent years and has successfully completed R&D work in a number of key areas. Including the development of medical-grade tablet computers, display application equipment, and smart factory automation production equipment. We also focus on the fields of shipbuilding, aerospace and petrochemical explosion protection, and actively promote the application of CID2/C1D1, ATEX Zone 1&2 and IECEx certified products. In addition, new military-standard applications are also continuing to develop, including commercial military-standard UAV ground controllers. These controllers are equipped with a variety of data ports and can be seamlessly connected with various UAV wireless signal modules to meet the guidance and control needs of various UAVs.

In terms of vehicle-mounted applications, we have launched multi-functional vehicle-mounted tablet and vehicle-mounted computer installation designs for various types of vehicles, especially forklifts and trucks, aiming to reduce delivery time and human errors, thereby improving logistics operation efficiency. At the same time, the new generation of fully rugged Internet of Vehicles car factory inspection tablets has passed IP65 dustproof and waterproof tests and MIL-STD-810 anti-drop and anti-vibration test certifications. It can operate stably in extreme environments from -20°C to 60°C, and provides rich interconnection interface functions to achieve precise connections between vehicle data and data center servers, ensuring the accuracy of safety inspection data.

In the field of military ships, our newly developed 4K-UHD ship display fully adopts capacitive touch panels and complies with electronic chart specifications, providing a more efficient visual experience for ship operations. In addition, the new generation of rugged laptop series has added new models that can be installed with independent graphics cards based on the original flip-type design, and samples have been sent to many customers. We plan to offer a full product line portfolio in the future and achieve vertical integration to meet the needs of various niche markets in our target markets.

In addition, the company will continue to develop a complete AI product line and focus on the application development of EDGE AI and rugged tablets. In addition to the original GPU-equipped chassis computers and LCD computers, a series of products based on EDGE AI technology of Nvidia Jetson processors are launched, aiming to accelerate data processing and improve the standardization level of terminal equipment, and are suitable for various industrial, transportation, medical and military applications. At the same time, rugged tablets equipped with Nvidia Jetson can meet the applications of high-end demands and extreme environment requirements, further expanding the application of smart hardware in more vertical fields, especially in automation, driverless driving, smart cities and other fields.

In terms of management process systems, the company has changed its business operation strategy at the end of 2024, adopting an operating model of separation of factories and offices, adjusting and synchronously optimizing the operating procedures of each functional department, and ensuring the effective operation of various management process systems, including ISO 9001 quality management system, ISO 14001 environmental management system, IECQ QC080000 hazardous substance process management system, 27001 information safety management system, ISO 45001 occupational safety and health management system, ISO 14064-1 Greenhouse Gas Verification, etc., and operating a sustainable and excellent management system to ensure that the products and services provided meet customer satisfaction.

The company's products and services are positioned as industrial computer system application integration. It belongs to the downstream of the technology industry and has relatively low operational risks. Despite this, the company still responds to changes in technology or the industrial environment at any time, making appropriate adjustments to business strategies and avoiding risks. In addition, because the products developed and produced by the company are mainly sold in developed countries such as Europe and North America, the formulation of laws and major policies are more stable than in other regions., so it is expected that the company's business operations will not be significantly adversely affected by important domestic and foreign policy and legal changes this year.

Looking forward to 2025, in the face of changes in the global economic situation and challenges from competitors, the company will still adhere to the business philosophy of "sustainable management, create value, balance interests and co-creating with Altruism", market and serve customers, and hopes to become "the leader of industrial smart terminal technology" By". Facing the impact and challenges of the rapidly changing global economic and technological environment, we sincerely hope that all shareholders, ladies and gentlemen, will continue to provide support and guidance. The management will continue to work hard and actively operate, so that the company's technology research and development, production and sales business will grow steadily and create better revenue and profits, and share operating results with shareholders, customers and employees.

Sincerely yours,

Chairman：Ken Lu

President：Allan Lin

Chief Accountant：Eddie Liu

Audit Committee’s Review Report

The Board of Directors has prepared the Company’s 2024 business report, financial statements and proposal for earnings distribution. The financial statements have been audited by Certified Public Accountants, Mr. Cheng, Ching-Piao and Mr. Fuh, Wen-Fun of Ernst & Young Accounting Firm and the Auditors’ Report was issued accordingly. The above business report, financial statements and earnings distribution proposal have been examined and determined to be correct and accurate by the Audit Committee of Winmate Inc. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

Winmate Inc.

Chairman of the Audit Committee: Mr. Hung, Ming-Chou

February 25, 2025

INDEPENDENT AUDITORS' REPORT

To The Board of Directors of Winmate Inc.:

Opinion

We have audited the accompanying parent-company-only balance sheets of Winmate Inc. (the "Company") as of December 31, 2024 and 2023, and the related parent-company-only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2024 and 2023, and notes to the parent-company-only financial statements, including the summary of material accounting policies (together referred as "the parent-company-only financial statements").

In our opinion, based on our audits and the reports of the other auditors (please refer to the Other Matter-Making Reference to the Audit of Other Auditors section of our report), the parent-company-only financial statements referred to above present fairly, in all material respects, the parent-company-only financial position of the Company as of December 31, 2024 and 2023, and their parent-company-only financial performance and cash flows for the years ended December 31, 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent-Company-Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of the other auditors, We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of the most significance in our audit of 2024 parent-company-only financial statements. These matters were addressed in the context of our audit of the parent-company-only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

We determine that revenue recognition is one of the key audit matters. The Company's revenue amounting to NT$2,814,770 thousand for the year ended December 31, 2024 is a significant account to the Company's financial statements. The Company has conducted these sale activities in multi-marketplace, including Taiwan, China, Americas, Europe, etc. Furthermore, the timing of fulfilling performance obligation needs to be determined based on varieties of sale terms and conditions enacted in the main sale contracts or sale orders. We therefore conclude that there are significant risks with respect to the topic of revenue recognition.

Our audit procedures therefore include, but not limit to, evaluating the properness of accounting policy for revenue recognition, assessing and testing the effectiveness of relevant internal controls related to revenue recognition, sampling-test of details, including obtaining major sale orders or agreements to inspect the terms and conditions, checking the consistency of the fulfillment timing, performing analytical review procedures on monthly sale revenues, and executing sale cut-off tests for a period time before and after the balance sheet date. We have also evaluated the appropriateness of the related disclosure in Note 4 and 6 to the financial statements.

Other Matter – Making Reference to the Audits of Other Auditors

We did not audit the financial statements of Maxkit Technology Co., Ltd., an invested associate accounted for under the equity method. The financial statements of Maxkit Technology Co., Ltd. as of December 31, 2024 and 2023 and for the years then ended were audited by other auditors, whose reports thereon have been furnished to us. Our audit, insofar as it related to the investment in the associate accounted for under the equity method amounted to NT$12,436 thousand and NT$14,302 thousand as of December 31, 2024 and 2023, representing 0.27% and 0.37% of the Company's total assets, the related shares of income before tax from the associate under the equity method for the years then ended amounted to NT$(1,866) thousand and NT$(1,261) thousand, representing (0.27)% and (0.20)% of the Company's income before tax, and both the related shares of other comprehensive income from the associate under the equity method for the years then ended amounted to NT$0, representing 0% of the other comprehensive income, are based solely on the audit reports of other auditors.

Responsibilities of Management and Those Charged with Governance for the Parent-Company-Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent-company-only financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of parent-company-only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, is responsible for overseeing the financial reporting process of the Company.

Auditors' Responsibilities for the Audit of the Parent-Company-Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent-company-only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 the Standards on Auditing of the Republic of China 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 parent-company-only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent-company-only 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.

2. 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 internal control of the Company.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. 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 ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent-company-only 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent-company-only financial statements, including the accompanying notes, and whether the parent-company-only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent-company-only financial statements. We are responsible for the direction, supervision and performance of the company 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, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2024 parent-company-only financial statements and are therefore the key audit matters. We describe these matters in our auditors' 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.

Cheng, Ching-Piao

Fuh, Wen-Fun

Ernst & Young
Taiwan, R.O.C.
February 25, 2025

Winmate Inc.

Parent-Company-Only Balance Sheets

As of December 31, 2024 and 2023

(Amounts Expressed In Thousands of New Taiwan Dollars)

Assets			As of December 31, 2024		As of December 31, 2023	
Code	Accounts	Notes	Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4,6(1)	$460,270	10	$588,338	15
1110	Financial assets at fair value through profit or loss	4,6(2)	25,583	-	29	-
1120	Financial assets at fair value through other comprehensive income	4,6(3)	284,061	6	242,914	6
1136	Financial assets measured at amortized cost	4,6(4)	611,885	13	325,722	9
1150	Notes receivable, net	4,6(5)	307	-	12,356	-
1170	Accounts receivable, net	4,6(6)	363,141	8	275,391	7
1180	Accounts receivable - related parties, net	4,6(6),7	328,498	7	200,541	5
1200	Other receivables		23,741	-	78,601	2
1210	Other receivables - related parties, net	7	-	-	35	-
130x	Inventories, net	4,6(7)	542,464	12	425,242	11
1470	Other current assets		32,900	1	54,357	2
11xx	Total current assets		2,672,850	57	2,203,526	57
	Non-current assets					
1517	Financial assets at fair value through other comprehensive income	4,6(3)	40,000	1	10,000	-
1535	Financial assets measured at amortized cost	4,6(4)	104,213	2	102,196	3
1550	Investment accounted for under equity method	4,6(8)	172,891	4	124,323	3
1600	Property, plant and equipment, net	4,6(9)	1,636,560	35	916,044	24
1755	Right-of-use assets, net	4,6(19)	3,301	-	7,945	-
1780	Intangible assets, net	4,6(10)	4,176	-	4,148	-
1840	Deferred tax assets	4,6(23)	25,496	1	27,646	1
1915	Prepayment for acquiring machinery		2,155	-	451,744	12
1920	Refundable deposits		3,348	-	3,825	-
15xx	Total non-current assets		1,992,140	43	1,647,871	43
1xxx	Total Assets		$4,664,990	100	$3,851,397	100

(The accompanying notes are an integral part of the parent-company-only financial statements.)

Winmate Inc.
Parent-Company-Only Balance Sheets (Continued)
As of December 31, 2024 and 2023
(Amounts Expressed In Thousands of New Taiwan Dollars)

Liabilities and Equity			As of December 31, 2024		As of December 31, 2023	
Code	Accounts	Notes	Amount	%	Amount	%
	Current liabilities					
2130	Contract liabilities	4,6(17)	$58,020	1	$41,295	1
2150	Notes payable		-	-	180	-
2170	Accounts payable		356,073	8	252,516	7
2180	Accounts payable - related parties	7	1,078	-	2,546	-
2200	Other payables	6(11)	310,777	7	238,290	6
2220	Other payables - related parties	7	5,513	-	1,936	-
2230	Current tax liabilities	4,6(23)	90,462	2	136,010	4
2250	Provisions	4,6(14)	1,895	-	-	-
2280	Lease liabilities	4,6(19)	2,060	-	4,405	-
2321	Current portion of bonds payable	4,6(12)	-	-	97,021	2
2399	Other current liabilities		4,455	-	5,040	-
21xx	Total current liabilities		830,333	18	779,239	20
	Non-current liabilities					
2530	Bonds payable	4,6(12)	478,259	10	-	-
2570	Deferred tax liabilities	4,6(23)	1,656	-	-	-
2580	Lease liabilities	4,6(19)	1,391	-	3,691	-
2640	Net defined benefit liabilities	4,6(13)	634	-	2,443	-
25xx	Total non-current liabilities		481,940	10	6,134	-
2xxx	Total liabilities		1,312,273	28	785,373	20
31xx	Equity attributable to shareholders of the parent					
3100	Capital	6(15)				
3110	Common stock		797,465	17	782,048	20
3130	Certificate of entitlement to new shares form convertible bond		-	-	1,171	-
3200	Capital surplus	6(15)	1,038,043	22	1,001,700	26
3300	Retained earnings	6(15)				
3310	Legal reserve		445,778	10	394,356	10
3350	Unappropriated retained earnings		1,020,149	22	830,069	22
3400	Other equity interest		51,282	1	56,680	2
3xxx	Total equity		3,352,717	72	3,066,024	80
	Total liabilities and equity		$4,664,990	100	$3,851,397	100

(The accompanying notes are an integral part of the parent-company-only financial statements.)

English Translation of Parent-Company-Only Financial Statements Originally Issued in Chinese
Winmate Inc.
Parent-Company-Only Statements of Comprehensive Income
For the Years Ended December 31, 2024 and 2023
(Amounts Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Code	Items	Notes	2024 Amount	2024 %	2023 Amount	2023 %
4000	Operating revenue	4,6(17),7	$2,814,770	100	$2,480,324	100
5000	Operating costs	7	(1,743,168)	(62)	(1,529,822)	(62)
5900	Gross profit		1,071,602	38	950,502	38
5920	Realized (Unrealized) sales profit		7,821	-	3,508	-
5950	Gross profit from operations		1,079,423	38	954,010	38
6000	Operating expenses	7				
6100	Sales and marketing		(156,004)	(5)	(137,989)	(5)
6200	General and administrative		(72,877)	(3)	(57,763)	(2)
6300	Research and development		(219,704)	(8)	(192,207)	(8)
6450	Expected credit gains (losses)	4,6(18)	3,899	-	(1,983)	-
	Total operating expenses		(444,686)	(16)	(389,942)	(15)
6900	Operating income		634,737	22	564,068	23
7000	Non-operating income and expenses					
7100	Interest income	6(21)	19,403	1	21,191	1
7010	Other income	6(21)	23,347	1	27,243	1
7020	Other gains or losses	6(21)	26,372	1	4,882	-
7050	Finance costs	6(21)	(10,138)	-	(3,421)	-
7070	Share of profit or loss of associates and joint ventures	4,6(8)	(14,147)	(1)	3,581	-
	Total non-operating incomes and expenses		44,837	2	53,476	2
7900	Income before income tax		679,574	24	617,544	25
7950	Income tax	4,6(23)	(120,121)	(4)	(111,592)	(5)
8200	Net income		559,453	20	505,952	20
8300	Other comprehensive income (loss)	6(22)				
8310	Item that will not be reclassified subsequently to profit or loss					
8311	Actuarial gain (loss) defined benefit plans		1,602	-	(698)	-
8316	Unrealized gain (loss) on equity instrument investment measured at fair value through other comprehensive income (loss)		(3,302)	-	27,061	2
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		(321)	-	140	-
8360	Items that may be reclassified subsequently to profit or loss					
8371	Share of other comprehensive income of associates and joint ventures accounted for under the equity method		9,530	-	1,047	-
8399	Income tax related to items that may be reclassified subsequently to profit or loss		(1,906)	-	(210)	-
	Total other comprehensive income, net of tax		5,603	-	27,340	2
8500	Total comprehensive income		$565,056	20	$533,292	22
	Earnings per share (in NTD)	6(24)				
9750	Earnings per share basic (in NTD)		$7.04		$6.62	
9850	Earnings per share diluted (in NTD)		$7.03		$6.33	

(The accompanying notes are an integral part of the consolidated financial statements.)

Winmate Inc.

Parent-Company-Only Statements of Changes in Equity

For the Years Ended December 31, 2024 and 2023

(Amounts Expressed In Thousands of New Taiwan Dollars)

		Equity Attributable to Shareholders of the Parent								
		Capital			Retained Earnings			Other Equity Item		
		Capital	Certificate of entitlement to new shares form convertible bond	Capital Surplus	Legal Reserve	Special reserve	Unappropriated Earnings	Exchange differences arising on translation of foreign operations	Unrealized gains or losses on financial assets at fair value through other comprehensive income	Total Equity
Code	Items	3100	3130	3200	3310	3320	3350	3410	3420	3xxx
A1	Balance as of January 1, 2023	$726,175	$5,868	$766,622	$348,238	$34,791	$619,991	$(9,672)	$47,282	$2,539,295
	Appropriation and distribution of 2022 earnings									
B1	Legal reserve appropriated				46,118		(46,118)			-
B5	Cash dividends common shares						(292,817)			(292,817)
B17	Reversal of special reserve					(34,791)	34,791			-
C5	Equity component of convertible bonds issued by the Company			(10,001)						(10,001)
C15	Capital surplus transfer to dividends			(73,204)						(73,204)
D1	Net income for the year ended December 31, 2023						505,952			505,952
D3	Other comprehensive income (loss), net of tax, for 2023						(558)	837	27,061	27,340
D5	Total comprehensive income	-	-	-	-	-	505,394	837	27,061	533,292
I1	Conversion of convertible bonds	55,873	(4,697)	315,469						366,645
Q1	Disposal of investments in equity instruments measured at fair value through other comprehensive income						8,828		(8,828)	-
T1	Other - Issuance of Employee Stock Options			2,814						2,814
Z1	Balance as of December 31, 2023	782,048	1,171	1,001,700	394,356	-	830,069	(8,835)	65,515	3,066,024
	Appropriation and distribution of 2023 earnings									
B1	Legal reserve appropriated				51,422		(51,422)			-
B5	Cash dividends common shares						(328,952)			(328,952)
C5	Equity component of convertible bonds issued by the Company			21,756						21,756
C15	Capital surplus transfer to dividends			(78,322)						(78,322)
D1	Net income for the year ended December 31, 2024						559,453			559,453
D3	Other comprehensive income (loss), net of tax, for 2024						1,281	7,624	(3,302)	5,603
D5	Total comprehensive income (loss)	-	-	-	-	-	560,734	7,624	(3,302)	565,056
I1	Conversion of convertible bonds	15,417	(1,171)	85,702						99,948
Q1	Disposal of investments in equity instruments measured at fair value through other comprehensive income						9,720		(9,720)	-
T1	Other - Issuance of Employee Stock Options			7,207						7,207
Z1	Balance as of December 31, 2024	$797,465	$-	$1,038,043	$445,778	$-	$1,020,149	$(1,211)	$52,493	$3,352,717

(The accompanying notes are an integral part of the consolidated financial statements.)

English Translation of Parent-Company-Only Financial Statements Originally Issued in Chinese

Winmate Inc.

Parent-Company-Only Statements of Cash Flows

For the Years Ended December 31, 2024 and 2023

(Amounts Expressed In Thousands of New Taiwan Dollars)

Code	Items	2024	2023
AAAA	Cash flows from operating activities:		
A10000	Income before income tax	$679,574	$617,544
A20000	Adjustments:		
A20010	Profit or loss not effecting cash flows:		
A20100	Depreciation (including right-of-use assets)	35,164	30,385
A20200	Amortization	3,962	3,625
A20300	Expected credit losses (gain)	(3,899)	1,983
A20400	Net loss (gain) of financial assets (liabilities) at fair value through profit or loss	(2,230)	(24)
A20900	Interest expense	10,138	3,421
A21200	Interest income	(19,403)	(21,191)
A21300	Dividend income	(13,129)	(15,797)
A21900	Cost of share based payment	7,207	2,814
A22400	Share of profit or loss of subsidiaries, associates and joint ventures	14,147	(3,581)
A22500	Loss (gain) on disposal of property, plant and equipment	-	(124)
A23100	Loss (gain) on disposal of investments	8,096	(134)
A23700	Allowance (reversal) for inventory valuation and obsolescence loss	6,874	4,993
A23700	Impairment loss (gain) on non-financial assets	3,600	-
A23900	Unrealized (realized) sales profit	(7,821)	(3,508)
A29900	Profit from lease modification	(10)	-
A30000	Changes in operating assets and liabilities:		
A31115	Financial assets at fair value through profit or loss	(24,143)	20,134
A31130	Notes receivable	12,049	(12,356)
A31150	Accounts receivable	(84,388)	13,081
A31160	Accounts receivable - related parties	(127,420)	32,070
A31180	Other receivables	54,993	(61,857)
A31190	Other Receivables - Related Parties	35	(35)
A31200	Inventories	(124,096)	127,523
A31240	Other current assets	21,457	(8,385)
A32125	Contract liabilities	16,725	(2,337)
A32130	Notes Payable	(180)	180
A32150	Accounts payable	103,557	(94,433)
A32160	Accounts payable - related parties	(1,468)	(499)
A32180	Other payables	72,487	29,355
A32190	Other payables - related parties	3,577	(357)
A32220	Provisions	1,895	(1,517)
A32230	Other current liabilities	(585)	2,404
A32240	Net defined benefit liability	(207)	(179)
A33000	Cash generated from operations	646,558	663,198
A33100	Interest received	19,270	20,896
A33200	Dividend received	13,129	15,797
A33300	Interest paid	(3)	(9)
A33500	Income tax paid	(164,090)	(101,924)
AAAA	Cash flows from operating activities	514,864	597,958

Code	Items	2024	2023
BBBB	Cash flows from investing activities:		
B00010	Acquisition of financial assets at fair value through other comprehensive income	(97,706)	(29,905)
B00020	Proceeds from disposal of financial assets at fair value through other comprehensive income	23,257	18,144
B00040	Acquisition of financial assets measured at amortized cost	(1,173,702)	(503,737)
B00050	Proceeds from disposal of financial assets measured at amortized cost	885,522	709,739
B01800	Acquisition of equity-method investments	(58,191)	-
B02700	Acquisition of property, plant and equipment	(105,730)	(20,714)
B02800	Proceeds from disposal of property, plant and equipment	-	1,238
B03700	(Increase) decrease in refundable deposits	477	(3,146)
B04500	Acquisition of intangible assets	(3,990)	(2,137)
B07100	Increase in prepayments for acquiring machinery	(196,065)	(232,243)
BBBB	Cash flows from investing activities	(726,128)	(62,761)
CCCC	Cash flows from financing activities:		
C01200	Issuance of corporate bonds	495,019	-
C04020	Cash payments for the principal portion of the lease liabilities	(4,549)	(3,952)
C04500	Cash dividends	(407,274)	(366,021)
CCCC	Cash flows from financing activities	83,196	(369,973)
EEEE	Increase (decrease) in cash and cash equivalents	(128,068)	165,224
E00100	Cash and cash equivalents at beginning of period	588,338	423,114
E00200	Cash and cash equivalents at end of period	$460,270	$588,338

(The accompanying notes are an integral part of the consolidated financial statements.)

MANAGEMENT REPRESENTATION LETTER

The entities that are required to be included in the combined financial statements of Winmate Inc. as of December 31, 2024 and for the year then ended under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with the International Financial Reporting Standard No. 10, “Consolidated Financial Statements.” In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, Winmate Inc. and Subsidiaries do not prepare a separate set of combined financial statements.

Very truly yours,

Winmate Inc.

By

Ken Lu

Chairman

February 25, 2025

REPORT OF INDEPENDENT AUDITORS

To The Board of Directors of Winmate Inc.:

Opinion

We have audited the accompanying consolidated balance sheets of Winmate Inc. (the " Company") and its subsidiaries as of December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2024 and 2023, and notes to the consolidated financial statements, including the summary of material accounting policies (together referred as "the consolidated financial statements").

In our opinion, based on our audits and the reports of the other auditors (please refer to the Other Matter-Making Reference to the Audit of Other Auditors section of our report), the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2024 and 2023, and their consolidated financial performance and cash flows for the years ended December 31, 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of the other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of the most significance in our audit of 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

We determine that revenue recognition is one of the key audit matters. The Company's consolidated revenue amounting to NT$3,057,605 thousand for the year ended December 31, 2024 is a significant account to the Company's consolidated financial statements. The Company and its subsidiaries has conducted these sale activities in multi-marketplace, including Taiwan, China, America and Europe, etc. Furthermore, the timing of fulfilling performance obligation needs to be determined based on varieties of sale terms and conditions enacted in the main sale contracts or sale orders. We therefore conclude that there are significant risks with respect to the topic of revenue recognition.

Our audit procedures therefore include, but not limit to, evaluating the appropriateness of accounting policy for revenue recognition, assessing and testing the effectiveness of relevant internal controls related to revenue recognition, sampling-test of details, including obtaining major sale orders or agreements to inspect the terms and conditions, checking the consistency of the fulfillment timing, performing analytical review procedures on monthly sale revenues, and executing sale cut-off tests for a period time before and after the balance sheet date. We have also evaluated the appropriateness of the related disclosure in Note 4 and 6 to the financial statements.

Other Matter – Making Reference to the Audits of Other Auditors

We did not audit the financial statements of Maxkit Technology Co., Ltd., an invested associate accounted for under the equity method. The financial statements of Maxkit Technology Co., Ltd. as of December 31, 2024 and 2023 and for the years then ended were audited by other auditors, whose reports thereon have been furnished to us. Our audit, insofar as it related to the investment in the associate accounted for under the equity method amounting to NT$12,436 thousand and NT$14,302 thousand as of December 31, 2024 and 2023, representing 0.26% and 0.37% of the Company's consolidated total assets, the related shares of income before tax from the associate under the equity method for the years then ended amounting to NT$(1,866) thousand and NT$(1,261) thousand, representing (0.28)% and (0.20)% of the Company's consolidated income before tax, and the related shares of other comprehensive income from the associate under the equity method for the years then ended amounting to NT$0 thousand

and NT$0 thousand, representing 0% and 0% of the consolidated other comprehensive income, are based solely on the audit reports of other auditors.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, is responsible for overseeing the financial reporting process of the Company and its subsidiaries.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 Standards on Auditing of the Republic of China 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 consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also：

1. Identify and assess the risks of material misstatement of the consolidated 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.

2. 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 internal control of the Company and its subsidiaries.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. 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 ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated 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 auditors' report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2024 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditors' 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.

We have audited and expressed an unqualified opinion including an other matter paragraph on the parent-company-only financial statements of the Company as of and for the years then ended December 31, 2024 and 2023.

Cheng, Ching-Piao

Fuh, Wen-Fun

Ernst & Young,
Taiwan, R.O.C
February 25, 2025

English Translation of Consolidated Financial Statements Originally Issued in Chinese

Winmate Inc. and Subsidiaries

Consolidated Balance Sheets

As of December 31, 2024 and 2023

(Amounts Expressed In Thousands of New Taiwan Dollars)

Assets			As of December 31, 2024		As of December 31, 2023	
Code	Accounts	Notes	Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4,6(1)	$719,244	15	$707,020	18
1110	Financial assets at fair value through profit or loss	4,6(2)	25,583	1	29	-
1120	Financial assets at fair value through other comprehensive income	4,6(3)	284,061	6	242,914	6
1136	Financial assets measured at amortized cost	4,6(4)	611,885	13	327,074	9
1150	Notes receivable, net	4,6(5)	307	-	12,356	-
1170	Accounts receivable, net	4,6(6)	469,365	10	348,184	9
1180	Accounts receivable - related parties, net	4,6(6),7	292	-	38,220	1
1200	Other receivables		30,608	1	78,730	2
130x	Inventories, net	4,6(7)	594,709	12	482,657	13
1470	Other current assets		36,161	1	57,320	1
11XX	Total current assets		2,772,215	59	2,294,504	59
	Non-current assets					
1517	Financial assets at fair value through other comprehensive income	4,6(3)	40,000	1	10,000	-
1535	Financial assets measured at amortized cost	4,6(4)	148,603	3	113,589	3
1550	Investment accounted for under equity method	4,6(8)	12,436	-	15,986	1
1600	Property, plant and equipment, net	4,6(9)	1,675,876	35	945,874	24
1755	Right-of-use assets, net	4,6(20)	5,394	-	11,576	-
1780	Intangible assets, net	4,6(10)	34,110	1	5,554	-
1840	Deferred tax assets	4,6(24)	25,496	1	27,646	1
1915	Prepayment for acquiring machinery		2,155	-	451,744	12
1920	Refundable deposits		4,004	-	4,097	-
15XX	Total non-current assets		1,948,074	41	1,586,066	41
1XXX	Total Assets		$4,720,289	100	$3,880,570	100

(The accompanying notes are an integral part of the consolidated financial statements.)

English Translation of Consolidated Financial Statements Originally Issued in Chinese

Winmate Inc. and Subsidiaries

Consolidated Balance Sheets (Continued)

As of December 31, 2024 and 2023

(Amounts Expressed In Thousands of New Taiwan Dollars)

Liabilities and Equity			As of December 31, 2024		As of December 31, 2023	
Code	Accounts	Notes	Amount	%	Amount	%
	Current liabilities					
2130	Contract liabilities	4,6(18)	$60,822	1	$42,689	1
2150	Notes payable		-	-	180	-
2170	Accounts payable		357,993	8	253,745	7
2180	Accounts payable - related parties	7	1,078	-	2,546	-
2200	Other payables	6(11)	331,310	7	244,362	6
2230	Current tax liabilities	4,6(24)	89,127	2	137,711	4
2250	Provisions	4,6(15)	1,895	-	-	-
2280	Lease liabilities	4,6(20)	3,612	-	5,766	-
2321	Current portion of bonds payable	4,6(12)	-	-	97,021	3
2322	Current portion of long-term loans	4,6(13)	1,987	-	108	-
2399	Other current liabilities		19,462	1	11,266	-
21XX	Total current liabilities		867,286	19	795,394	21
	Non-current liabilities					
2530	Bonds payable	4,6(12)	478,259	10	-	-
2540	Non-current portion of long-term loans	4,6(13)	15,070	-	10,641	-
2570	Deferred tax liabilities	4,6(24)	1,656	-	-	-
2580	Lease liabilities	4,6(20)	2,177	-	6,068	-
2640	Net defined benefit liabilities	4,6(14)	634	-	2,443	-
25XX	Total non-current liabilities		497,796	10	19,152	-
2XXX	Total liabilities		1,365,082	29	814,546	21
31XX	Equity attributable to shareholders of the parent					
3100	Capital	6(16)				
3110	Common stock		797,465	17	782,048	20
3130	Certificate of entitlement to new shares form convertible bond		-	-	1,171	-
3200	Capital surplus	6(16)	1,038,043	22	1,001,700	26
3300	Retained earnings	6(16)				
3310	Legal reserve		445,778	9	394,356	10
3350	Unappropriated retained earnings		1,020,149	22	830,069	22
3400	Other equity interest		51,282	1	56,680	1
36XX	Non-controlling interests		2,490	-	-	-
3XXX	Total equity		3,355,207	71	3,066,024	79
3X2X	Total liabilities and equity		$4,720,289	100	$3,880,570	100

(The accompanying notes are an integral part of the consolidated financial statements.)

English Translation of Consolidated Financial Statements Originally Issued in Chinese
Winmate Inc. and Subsidiaries
Consolidated Statements of Comprehensive Incomes
For the year ended December 31, 2024 and 2023
(Amounts Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

			For the year ended December 31,			
			2024		2023	
Code	Items	Notes	Amount	%	Amount	%
4000	Operating revenue	4,6(18),7	$3,057,605	100	$2,598,533	100
5000	Operating costs	7	(1,835,050)	(60)	(1,559,529)	(60)
5900	Gross profit		1,222,555	40	1,039,004	40
5910	Realized (Unrealized) sales profit		-	-	(125)	-
5950	Gross profit from operations		1,222,555	40	1,038,879	40
	Operating expenses	7				
6100	Sales and marketing		(136,401)	(5)	(128,240)	(5)
6200	General and administrative		(257,414)	(8)	(138,447)	(5)
6300	Research and development		(219,704)	(7)	(192,207)	(8)
6450	Expected credit losses	4,6(19)	(3,004)	-	(2,009)	-
6000	Total operating expenses		(616,523)	(20)	(460,903)	(18)
6900	Operating income		606,032	20	577,976	22
	Non-operating income and expenses					
7100	Interest income	6(22)	19,981	1	22,182	1
7010	Other income	6(22)	33,106	1	27,355	1
7020	Other gains or losses	6(22)	27,565	1	6,061	-
7050	Finance costs	6(22)	(12,301)	(1)	(3,644)	-
7060	Share of profit or loss of associates and joint ventures		(1,866)	-	(10,678)	-
7000	Total non-operating incomes and expenses		66,485	2	41,276	2
7900	Income from before income tax		672,517	22	619,252	24
7950	Income tax	4,6(24)	(120,518)	(4)	(113,300)	(4)
8200	Net income		551,999	18	505,952	20
	Other comprehensive income (loss)	6(23)				
8310	Item that not be reclasified subsequently to profit or loss					
8311	Actuarial gain (loss) from defined benefit plans		1,602	-	(698)	-
8316	Unrealized loss on equity instrument investment measured at fair value through other comprehensive income (loss)		(3,302)	-	27,061	1
8349	Income tax related to components of other comprehensive income that will not be reclasified to profit or loss		(321)	-	140	-
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translation of foreign operations		5,676	-	912	-
8371	Exchange differences arising from exchanging the foreign currency financial statements of associates and joint ventures		-	-	135	-
8399	Income tax related to items that may be reclassified subsequently to profit or loss		(1,906)	-	(210)	-
8300	Total other comprehensive income, net of tax		1,749	-	27,340	1
8500	Total comprehensive income		$553,748	18	$533,292	21
8600	Net income attributable to:					
8610	Shareholders of the parent		$559,453	18	$505,952	19
8620	Non-controlling interests		(7,454)	-	-	-
			$551,999	18	$505,952	19
8700	Comprehensive income (loss) attributable to:					
8710	Shareholders of the parent		$565,056	18	$533,292	21
8720	Non-controlling interests		(11,308)	-	-	-
			$553,748	18	$533,292	21
	Earnings per share (in NTD)	6(25)				
9750	Earnings per share basic (in NTD)		$7.04		$6.62	
9850	Earnings per share diluted (in NTD)		$7.03		$6.33	

(The accompanying notes are an integral part of the consolidated financial statements.)

English Translation of Consolidated Financial Statements Originally Issued in Chinese

Winmate Inc. and Subsidiaries

Consolidated Statements of Changes in Equity

For the year ended December 31, 2024 and 2023

(Amounts Expressed In Thousands of New Taiwan Dollars)

		Equity Attributable to Shareholders of the Parent									
		Capital			Retained Earnings			Other Equity Item			
		Capital	Certificate of entitlement to new shares form convertible bond	Capital Surplus	Legal Reserve	Special reserve	Unappropriated Earnings	Exchange differences arising on translation of foreign operations	Unrealized gains or losses on financial assets at fair value through other comprehensive income	Non-controlling interests	Total Equity
Code	Items	3100	3130	3200	3310	3320	3350	3410	3420	36XX	3xxx
A1	Balance as of January 1, 2023	$726,175	$5,868	$766,622	$348,238	$34,791	$619,991	$(9,672)	$47,282	$-	$2,539,295
	Appropriation and distribution of 2022 earnings										
B1	Legal reserve appropriated				46,118		(46,118)				-
B5	Cash dividends common shares						(292,817)				(292,817)
B17	Reversal of special reserve					(34,791)	34,791				-
C5	Equity component of convertible bonds			(10,001)							(10,001)
C15	Capital surplus transfer to dividends			(73,204)							(73,204)
D1	Net income for the year ended December 31, 2023						505,952				505,952
D3	Other comprehensive income (loss), net of tax, for 2023						(558)	837	27,061		27,340
D5	Total comprehensive income (loss)	-	-	-	-	-	505,394	837	27,061	-	533,292
I1	Conversion of convertible bonds	55,873	(4,697)	315,469							366,645
Q1	Disposal of investments in equity instruments measured at fair value through other comprehensive income						8,828		(8,828)		-
T1	Others - issuance of employee stock options			2,814							2,814
Z1	Balance as of December 31, 2023	782,048	1,171	1,001,700	394,356	-	830,069	(8,835)	65,515	-	3,066,024
	Appropriation and distribution of 2023 earnings										
B1	Legal reserve appropriated				51,422		(51,422)				-
B5	Cash dividends common shares						(328,952)				(328,952)
C5	Equity component of convertible bonds			21,756							21,756
C15	Capital surplus transfer to dividends			(78,322)							(78,322)
D1	Net income for the year ended December 31, 2024						559,453			(7,454)	551,999
D3	Other comprehensive income (loss), net of tax, for 2024						1,281	7,624	(3,302)	(3,854)	1,749
D5	Total comprehensive income (loss)	-	-	-	-	-	560,734	7,624	(3,302)	(11,308)	553,748
I1	Conversion of convertible bonds	15,417	(1,171)	85,702							99,948
Q1	Disposal of investments in equity instruments measured at fair value through other comprehensive income						9,720		(9,720)		-
T1	Others - issuance of employee stock options			7,207							7,207
O1	Non-controlling interests increase(decrease)									13,798	13,798
Z1	Balance as of December 31, 2024	$797,465	$-	$1,038,043	$445,778	$-	$1,020,149	$(1,211)	$52,493	$2,490	$3,355,207

(The accompanying notes are an integral part of the consolidated financial statements.)

English Translation of Consolidated Financial Statements Originally Issued in Chinese

Winmate Inc. and Subsidiaries

Consolidated Statements of Cash Flows

For the year ended December 31, 2024 and 2023

(Amounts Expressed In Thousands of New Taiwan Dollars)

Code	Items	For the year ended December 31, 2024	For the year ended December 31, 2023
AAAA	Cash flows from operating activities:		
A10000	Income before income tax	$672,517	$619,252
A20000	Adjustments:		
A20010	Profit or loss not effecting cash flows:		
A20100	Depreciation (including right-of-use assets)	39,822	31,186
A20200	Amortization	9,171	3,642
A20300	Expected credit losses (gain)	3,004	2,009
A20400	Net loss (gain) of financial assets (liabilities) at fair value through profit or loss	(2,230)	(24)
A20900	Interest expense	12,301	3,644
A21200	Interest income	(19,981)	(22,182)
A21300	Dividend income	(13,129)	(15,797)
A21900	Cost of share based payment	7,207	2,814
A22300	Share of profit or loss of associates and joint ventures	1,866	10,678
A22500	Loss (gain) on disposal of property, plant and equipment	-	(124)
A23100	Loss (gain) on disposal of investments	8,096	(134)
A23700	Loss on inventory valuation	6,874	4,993
A23700	Impairment loss on non-financial assets	3,600	-
A23900	Unrealized gain (loss) from sale	-	125
A30000	Changes in operating assets and liabilities:		
A31115	Financial assets at fair value through profit or loss	(24,143)	20,134
A31130	Notes receivable	12,049	(12,356)
A31150	Accounts receivable	(88,268)	66,633
A31160	Accounts receivable - related parties	38,465	(5,000)
A31180	Other receivables	60,017	(61,871)
A31200	Inventories	(90,341)	147,951
A31240	Other current assets	22,348	(7,326)
A32125	Contract liabilities	18,133	(3,072)
A32130	Notes payable	(180)	180
A32150	Accounts payable	48,237	(99,492)
A32160	Accounts payable - related parties	(1,468)	(488)
A32180	Other payables	69,500	31,701
A32190	Other payables - related parties	-	(277)
A32220	Provision	1,895	(1,517)
A32230	Other current liabilities	8,196	1,773
A32240	Net defined benefit liability	(207)	(179)
A33000	Cash generated from operations	803,351	716,876
A33100	Interest received	19,848	21,887
A33200	Dividend received	13,129	15,797
A33300	Interest paid	(2,064)	(176)
A33500	Income tax paid	(169,423)	(109,703)
AAAA	Cash flows from operating activities:	664,841	644,681

Code	Items	For the year ended December 31, 2024	For the year ended December 31, 2023
BBBB	Cash flows from investing activities:		
B00010	Acquisition of financial assets at fair value through other comprehensive income	(97,706)	(29,905)
B00020	Proceeds from disposal of financial assets at fair value through other comprehensive income	23,257	18,144
B00040	Acquisition of financial assets measured at amortized cost	(1,206,720)	(514,894)
B00050	Proceeds from disposal of financial assets measured at amortized cost	886,942	709,739
B01900	Disposal of investments accounted for using the equity method	(2,692)	-
B02200	Net cash flow from acquisition of subsidiaries (excluding cash acquired)	(6,888)	-
B02700	Acquisition of property, plant and equipment	(110,338)	(22,608)
B02800	Proceeds from disposal of property, plant and equipment	-	1,238
B03800	(Increase) decrease in refundable deposits	93	(3,132)
B04500	Acquisition of intangible assets	(6,054)	(2,137)
B07100	Increase in prepayments for acquiring machinery	(196,065)	(232,243)
BBBB	Cash flows from investing activities:	(716,171)	(75,798)
CCCC	Cash flows from financing activities:		
C00200	Decrease in short-term loans	(21,844)	-
C01200	Issuance of corporate bonds	495,019	-
C01700	Repayments of long-term loans	(116)	(104)
C04020	Cash payments for the principal portion of the lease liabilities	(6,053)	(4,533)
C04500	Cash dividends	(407,274)	(366,021)
CCCC	Cash flows from financing activities:	59,732	(370,658)
DDDD	Effect of exchange rate changes	3,822	706
EEEE	Increase (decrease) in cash and cash equivalents	12,224	198,931
E00100	Cash and cash equivalents at beginning of period	707,020	508,089
E00200	Cash and cash equivalents at end of period	$719,244	$707,020

(The accompanying notes are an integral part of the consolidated financial statements.)

〈Attachment IV〉

Winmate Inc.

Comparison Table for Articles in the "Articles of Incorporation"

After amendment	Before amendment	Remark
Article 2： The Company's business operation is as follows: 1. CC01080 Electronic Components Manufacturing 2. CC01060 Wire communications machinery and equipment manufacturing 3. CC01070 Wireless communications machinery and equipment manufacturing 4. E605010 Computer equipment installation industry 5. F113070 Telecommunications equipment wholesale 6. I301030 Electronic information supply services 7. F401010 International trade 8. CC01101 RF controlled telecommunications equipment manufacturing 9. F401021 RF controlled telecommunications equipment importing 10. CD01010 Ship and its parts manufacturing 11. F114060 Ship and parts wholesale <u>12. CF01011 Medical Devices Manufacturing</u> <u>13. F108031 Wholesale of Medical Devices</u> <u>14. F208031 Retail Sale of Medical Apparatus</u> 15. ZZ99999 In addition to the licensed businesses, may conduct other businesses that are not prohibited or restricted.	Article2： The Company's business operation is as follows: 1. CC01080 Electronic Components Manufacturing 2. CC01060 Wire communications machinery and equipment manufacturing 3. CC01070 Wireless communications machinery and equipment manufacturing 4. E605010 Computer equipment installation industry 5. F113070 Telecommunications equipment wholesale 6. I301030 Electronic information supply services 7. F401010 International trade 8. CC01101 RF controlled telecommunications equipment manufacturing 9. F401021 RF controlled telecommunications equipment importing 10. CD01010 Ship and its parts manufacturing 11. F114060 Ship and parts wholesale 12. ZZ99999 In addition to the licensed businesses, may conduct other businesses that are not prohibited or restricted..	According to the actual practice.
Article 7： The Company's total capital is NT$ <u>1.5</u> billion, divided into <u>150</u> million common shares with a par value of NT$10 per share. The Board of Directors is authorized to issue the shares in different times. It reserves the 3.6 million shares with a par value of NT$10 under the employee stock option scheme. At the time when the company's shares may be legally purchased by the company, the authorized the board of Directors shall handle in accordance with the provisions of the law.	Article 7： The Company' s total capital is NT$ <u>1</u> billion, divided into <u>100</u> million common shares with a par value of NT$10 per share. The Board of Directors is authorized to issue the shares in different times. It reserves the 3.6 million shares with a par value of NT$10 under the employee stock option scheme. At the time when the company's shares may be legally purchased by the company, the authorized the board of Directors shall handle in accordance with the provisions of the law.	According to the actual practice.
Article 23： If the company makes a profit for the year, it should set aside 5% to 15% as employee remuneration and no more than 2% as director	Article 23： If the Company makes a profit in a year, it shall set aside 5% to 15% as employee remuneration, which shall be distributed in the	According to the governing law and regulations

remuneration. However, if the company still has accumulated losses, it should reserve the amount in advance to make up for it. Of the above employee remuneration, no less than 20% should be allocated to grassroots employees. Employee remuneration is distributed in the form of stock or cash by resolution of the board of directors, and the recipients include employees of controlled or affiliated companies who meet certain conditions. Proposals for employee remuneration and directors' remuneration distribution should be submitted to the shareholders' meeting.	form of stock or cash by resolution of the Board of Directors. The recipients of the distribution shall include employees of the controlling or subordinate companies who meet certain conditions. The Company may set aside no more than 2% of the above profit amount as director remuneration by resolution of the Board of Directors. Proposals for employee remuneration and directors' remuneration distribution should be submitted to the shareholders' meeting.	
Article 25： The 26th amendment of the Corporate Charter (Article of Incorporation) was made on May 27, 2022. The 27th amendment of the Corporate Charter (Article of Incorporation) was made on May 28, 2025.	Article 25： The 26th amendment of the Corporate Charter (Article of Incorporation) was made on May 27, 2022.	Update the date of the amendment

〈Attachment V〉

Comparison Table for Articles in the “Governing the Acquisition and Disposal of Assets”

After amendment	Before amendment	Remark
Article 5： Investment quota for non-business real estate and securities 1. The total amount of real estate and its right-of-use assets held by the Company or its subsidiaries for non-business purposes shall not exceed 20% of the net worth of the Company’s most recent financial statements. 2. The total amount of securities investment by the Company or its subsidiaries may not exceed 150% of the net worth of the Company’s most recent financial statements, and the investment amount of any individual security may not exceed 80% of the aforementioned net worth.	Article5： T Investment quota for non-business real estate and securities The amount of the above assets acquired by the Company or its subsidiaries is set as follows: 1. For real estate not used for business purposes, the total investment amount shall not exceed 10% of the net worth. 2. The total amount of investment in long-term and short-term securities shall not exceed 50% of the net worth. 3. The amount of investment in individual securities shall not exceed 10% of the net worth.	According to the actual practice.
Article 9： Procedures for Acquisition or Disposal of Securities 1. Evaluation and Operational Procedures The purchase and sale of the Company's long-term and short-term securities are handled in accordance with the investment cycle of the internal control system. II. Transaction conditions and authorization amount (1) Securities transactions on the TWSE or TPEx shall be determined based on market conditions. Transactions of NT$50 million or less shall be approved by the Chairman and reported to the most recent Board of Directors meeting thereafter, along with an analysis report on unrealized profits or losses. Transactions of amounts exceeding NT$50 million shall be approved in advance by the Board of Directors. (2) For securities transactions not on TWSE or TPEx, the most recent financial statements of the target company audited by a CPA should be obtained as a reference for the transaction price, and the book value per share, profitability and future development potential should be considered. Transactions of NT$50 million or less shall be approved	Article 9： Procedures for Acquisition or Disposal of Securities 1. Evaluation and Operational Procedures The purchase and sale of the Company's long-term and short-term securities are handled in accordance with the investment cycle of the internal control system. II. Transaction conditions and authorization amount (1) Securities transactions on the TWSE or TPEx shall be determined based on market conditions. Transactions of NT$10 million or less shall be approved by the Chairman and reported to the most recent Board of Directors meeting thereafter, along with an analysis report on unrealized profits or losses. Transactions of amounts exceeding NT$10 million shall be approved in advance by the Board of Directors. (2) For securities transactions not on TWSE or TPEx, the most recent financial statements of the target company audited by a CPA should be obtained as a reference for the transaction price, and the book value per share, profitability and future development potential should be considered. Transactions of NT$10 million or less shall be approved	According to the actual practice.

by the Chairman and reported to the most recent Board of Directors meeting thereafter, along with an analysis report on unrealized profits or losses. Transactions of amounts exceeding NT$50 million shall be approved in advance by the Board of Directors. (3) Investments in fixed-income money market funds must be approved by the Chief Financial Officer. (The following is omitted)	by the Chairman and reported to the most recent Board of Directors meeting thereafter, along with an analysis report on unrealized profits or losses. Transactions of amounts exceeding NT$10 million shall be approved in advance by the Board of Directors. (3) Investments in fixed-income money market funds must be approved by the Chief Financial Officer. (The following is omitted)	

List of Director Candidates

Title	Name	Gender	Education and Experience	Current Job	Number of Shares
Director	Premier Touch Corporation Representative: Lu, Ku-Ching	Male	MBA, The University of Melbourne, Australia Department of Business Administration, National Taiwan University Product department manager of Inventec Corporation	Chairman and R&D Head of Winmate Inc. Director of WinMate Automation Technology (SuZhou) Co., Ltd.. Chairman of TTX Canada Inc. Chairman of WinMate Communication US, Inc. Director of TL Electronic GmbH	3,159,000
Director	Yeh, Ching-Fa	Male	Master of Computer Science, State University of New York, USA. Department of Information Science, Tunghai University Deputy business manager of ASTRA COMMUNICATION CORP	Vice President of Winmate Inc.	1,950,085
Director	Onyx Healthcare Inc. Representative: Chuang, Yung-Shun	Male	Honorary Doctor of Engineering, National Taiwan University of Science and Technology Chairman of AAEON Technology Inc. Chairman of ONYX Healthcare Inc. EMBA, National Taiwan University Master of Business Administration,Tulane University, USA.	Chairman of AAEON Technology Inc. Chairman of ONYX Healthcare Inc. Chairman of EverFocus Electronics Corp. Chairman of ATECH OEM Inc. Chairman of JetWay Information Co. Ltd. Director of IBASE Technology Inc. Director of AAEON Electronics Inc. Director of AAEON Technology (Europe) B.V. Director of AAEON Technology GMBH Director of AAEON Technology Singapore Pte. Ltd. Chairman of AAEON Technology (Suzhou) Inc. Chairman of AAEON Investment Co., Ltd. Chairman of YAN SIN Investment Co., Ltd. Director of AAEON Foundation FU LI Investment Co., Ltd. Director of Mcfees Group Inc. Director of Allied Biotech Corp. Director of King Core Electronics Inc. Chairman of QQE Technology Co., Ltd. Director of Qiye Dian zi (Dongguan) You Xian Gong Director of Outstanding Electronics Manufacturer (Danyang) Co., Ltd. Director of MACHVISION Inc. Director of Top Union Electronics (Suzhou) Corp. Director of Top Union Electronics Corp. Director of Allied Oriental International Ltd. Director of Litemax Electronics Inc. Director of Litemax Technology, Inc.	10,244,000

				Chairman of ONYX Healthcare (Shanghai) Ltd. Director of ONYX Healthcare Europe B.V Director of ONYX Healthcare USA, Inc. Chairman of iHELPER Inc Director of XAC Automation Corporation Director of CHC Healthcare Group Director of New Future Capital Independent Director of TAIFLEX Scientific Co., Ltd. Director of China University of Technology Director of ProtectLife International Biomedical Inc. Chairman of Jet Way Computer Corp. Chairman of Jet Way Computer B.V. Chairman of Jet Way (Far East) Information Company Limited Chairman of Top Novel Enterprise Corp. Chairman of Scoretime Investment Limited Chairman of Candid International Corp.	
Director	Jui Hai Investment Co., Ltd. Representative: Chuang, Fu-Chun	Male	Department of Electrical Engineering , Cornell University Master of Engineering Management, University of Southern California Master's Program in Electrical Engineering, Northwestern University General Manager of ONYX Healthcare (America) Inc. General Manager of EverFocus Electronics (America) Corp. General Manager of ONYX Healthcare (Europe) Inc.	General Manager of ONYX Healthcare Inc. General Manager of ONYX Healthcare (America) Inc. General Manager of ONYX Healthcare (Europe) Inc. Director of AAEON Technology Inc. Director of FU LI Investment Co., Ltd. Director of Jui Hai Investment Co., Ltd Chairman of YAN SIN Investment Co., Ltd. Director of ProtectLife International Biomedical Inc.	4,300,000
Director	Advantech Co., Ltd. Representative: Liu, Wei-Chih	Male	Johns Hopkins University GMBA Department of Physics, National Dong Hwa University	Chairman of Tran-Chih Investment Co., Ltd. Director of Advantech Co., Ltd. Director of K and M Investment Co., Ltd. Director of Tran-Ting Investment Co., Ltd. Director of Tran-Fei Development Co., Ltd Director of AIC Taiwan Holding Corp. Director of Shanghai Advantech Intelligent Service Co., Ltd 、 Director of Shanghai Yanle Co., Ltd. Director of Advantech Australia Pty Ltd. Director of Advantech Co. Malaysia Sdn.Bhd Director of PT Advantech International Director of Advantech Industrial Computing India Pvt. Ltd. Director of Advantech Electronics, S.De R.L.De C. Director of Advantech IOT Israel Ltd. Director of Advantech Raiser India Private Limited	12,000,000

				Director of Advantech Turkey Technology A.S Director of Advantech Technology DMCC Director of Human Resource division in Advantech Co., Ltd. Supervisor of Hsiung-Yang Investment Co., Ltd.	
Director	Wang, Wei-Sheng	Male	Department of Business Administration, Tamsui Institute of Business Administration	President of Bonnar Industrial Co., Ltd.	1,069,051
Independent Director	Hung, Ming-Chou	Male	Doctor of Business Administration, University of Illinois, USA Professor of Business Administration Department, National Taiwan University	Independent Director of Dadi Early-Childhood Education Group Ltd. Professor of Chinese Culture University	0
Independent Director	Hu, Tung-Lai	Male	Doctor of Commerce, National Taiwan University Institute of Business Studies Master of Industrial Management Institute, National Taiwan University of Science and Technology Department of Mechanical Engineering, National Taipei University of Technology Independent Director of ESON Precision Engineering Co. Ltd. Director of Taiwan Cogeneration Corp. Member of Audit Committee of HwaCom Systems Inc Independent Director of Entery Industrial Co., Ltd. Professor of the Department of Business Administration, National Taipei University of Technology Professor of City University of Macau Professor of Peking University's Guanghua School of Management Professor of Sun Yat-sen University,	Independent Director of TIGA Gaming Inc. Specialist & Visiting Professor of Singyes solar Singyes College Academic of Chaoyang University of Technology	0
Independent Director	Chu, Wen-Yi	Female	Vice Provost, National Taiwan University Director of the Institute of Business Studies, National Taiwan University Head of the Department of Business Administration, National Taiwan University Independent Director of United Microelectronics Corp. Doctor of London Business School	Independent Director of Giga-Byte Technology Co., Ltd. Independent Director of LeRain Technology Co., Ltd Professor of Business Administration Department, National Taiwan University	0

〈Attachment VII〉

List of Exemption of the limitation of non-competition on the directors.

Title	Name	Currently Positions in Other Companies
Director	Onyx Healthcare Inc.	Director of ONYX Healthcare USA, Inc. Director of ONYX Healthcare Europe B.V Chairman of ONYX Healthcare (Shanghai) Inc. Director of iHELPER Inc.
Onyx Healthcare Inc. Representative	Chuang, Yung-Shun	Chairman of AAEON Technology Inc. Chairman of ONYX Healthcare Inc. Chairman of EverFocus Electronics Corp. Chairman of ATECH OEM Inc. Chairman of JetWay Information Co. Ltd. Director of IBASE Technology Inc. Director of AAEON Electronics Inc. Director of AAEON Technology (Europe) B.V. Director of AAEON Technology GMBH Director of AAEON Technology Singapore Pte. Ltd. Chairman of AAEON Technology (Suzhou) Inc. Director of Mcfees Group Inc. Director of Allied Biotech Corp. Director of King Core Electronics Inc. Chairman of QQE Technology Co., Ltd. Director of Qi ye Dian zi (Dongguan) You Xian Gong Director of Outstanding Electronics Manufacturer (Danyang) Co., Ltd. Director of Machvision Inc. Director of Top Union Electronics (Suzhou) Corp. Director of Top Union Electronics Corp. Director of Allied Oriental International Ltd. Director of Litemax Electronics Inc. Director of Litemax Technology, Inc. Chairman of ONYX Healthcare (Shanghai) Ltd. Director of ONYX Healthcare Europe B.V Director of ONYX Healthcare USA, Inc. Chairman of iHELPER Inc Director of XAC Automation Corporation Director of CHC Healthcare Group Independent Director of Taiflex Scientific Co., Ltd. Director of ProtectLife International Biomedical Inc. Chairman of Jet Way Computer Corp. Chairman of Jet Way Computer B.V. Chairman of Jet Way (Far East) Information Company Limited Chairman of Top Novel Enterprise Corp. Chairman of Scoretime Investment Limited Chairman of Candid International Corp.
Director	Jui Hai Investment Co., Ltd.	Chairman of AAEON Technology Inc. Chairman of ONYX Healthcare Inc. Director of AtechOEM Director of EverFocus Electronics Corp.
Jui Hai Investment Co., Ltd.	Chuang, Fu-Chun	General Manager of ONYX Healthcare Inc. General Manager of ONYX Healthcare (America) Inc. General Manager of ONYX Healthcare (Europe) Inc. Director of AAEON Technology Inc.

Representative		Director of Fu Li Investment Co., Ltd. Director of Jui Hai Investment Co., Ltd Director of Yan sin Investment Co., Ltd. Director of ProtectLife International Biomedical Inc.
Director	Advantech Co., Ltd.	Chairman of Advantech Corporate Investment Co., Ltd. Chairman of Advantech Intelligent City Services Co.,Ltd. 、 Chairman of Advanixs Corporation. 、 Chairman of Huan Yan Water Solution Co., Ltd. Director of Axiomtek Co., Ltd. Director of LNC Technology Co., Ltd.
Advantech Co., Ltd. Representative	Liu, Wei-Chih	Director of Advantech Co., Ltd. Director of Shanghai Advantech Intelligent Service Co., Ltd 、 Director of Shanghai Yanle Co., Ltd. Director of Advantech Australia Pty Ltd. Director of Advantech Co. Malaysia Sdn.Bhd Director of PT Advantech International Director of Advantech Industrial Computing India Pvt. Ltd. Director of Advantech Electronics, S.De R.L.De C. Director of Advantech IOT Israel Ltd. Director of Advantech Raiser India Private Limited Director of Advantech Turkey Technology A.S Director of Advantech Technology DMCC
Director	Wang, Wei-Sheng	President of Bonnar Industrial Co., Ltd.
Independent Director	Hung, Ming-Chou	Independent Director of Dadi Early-Childhood Education Group Ltd.
Independent Director	Hu, Tung-Lai	Independent Director of TIGA Gaming Inc.
Independent Director	Chu, Wen-Yi	Independent Director of Giga-Byte Technology Co., Ltd. Independent Director of LeRain Technology Co., Ltd

IV. Appendices

Winmate Inc.

Articles of Incorporation (Before Amendment)

Chapter 1 General Rules

Article 1 ：The Company was organized in accordance with the provisions of the Company Law and was known as WINMATE INC..

Article 2 ：The Company's business operation is as follows:

1.CC01080 Electronic Components Manufacturing
2.CC01060 Wire communications machinery and equipment manufacturing
3. CC01070 Wireless communications machinery and equipment manufacturing
4. E605010 Computer equipment installation industry
5. F113070 Telecommunications equipment wholesale
6. I301030 Electronic information supply services
7. F401010 International trade
8. CC01101 RF controlled telecommunications equipment manufacturing
9. F401021 RF controlled telecommunications equipment importing
10. CD01010 Ship and its parts manufacturing
11. F114060 Ship and parts wholesale
12. ZZ99999 In addition to the licensed businesses, may conduct other businesses that are not prohibited or restricted.

Article 3 ：The Company's headquarters is in New Taipei City and may setup offshore branches with the resolution of the board of directors.

Article 4 ：The Company's reinvestment is not subject to the limit of 40% of its paid-in capital of the Company Act and with the board of directors authorized to execute it.

Article 5 ：The Company may provide guarantee as necessary for the business.

Article 6 ：The Company may have announcements made in accordance with Article 28 of the Company Law.

Article 6-1：If the company intends to dismiss its public listing status, it must submit the resolutions of the shareholders' meeting.

Chapter 2 Shares

Article 7 ：The Company's total capital is NT$ 1 billion, divided into 100 million common shares with a par value of NT$10 per share. The Board of Directors is authorized to issue the shares in different times. It reserves the 3.6 million shares with a par value of NT$10 under the employee stock option scheme.

At the time when the company's shares may be legally purchased by the company, the authorized the board of Directors shall handle in accordance with the provisions of the law.

Article 7-1：The Company has stock shares transferred to employees at a price below the average repurchase price; also, the transaction prior to the transfer of shares should be presented in the most recent shareholders' meeting。(The law began to be implemented on January 1, 2008)

Article 7-2：When the Company issuing employee stock warrants at a price below the Company's common stock marketing price (net value per share), the transaction of share issuance should be presented in the shareholders' meeting。(The law began to be implemented on January 1, 2008)

Article 8 ：The Company is exempted from having the stock shares printed out; however, the Company should contact the securities depository and clearing institution for registration.

The Company's share affairs shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the competent authority.

Article 9 ：The shareholders' register shall be closed during 60 days prior to the date of an ordinary shareholders' meeting, 30 days prior to the date of an extraordinary shareholders' meeting, or five days period prior to the record dates for distribution of dividends, bonuses or other benefits of the Company.

Chapter 3 Shareholders' meeting

Article 10：Shareholders' meeting includes general shareholders' meeting and extraordinary shareholders' meeting. General shareholders' meeting is held annually and it is convened by the board of directors lawfully six months after the fiscal year. Extraordinary shareholders' meeting is convened when it is necessary.

The company may convene a shareholders' meeting by video conference or other announcements made by the competent authority.

Article 11：Shareholders who are unable to attend the shareholders' meeting in person may have a representative appointed to attend the meeting by issuing the proxy that is printed by the Company with the scope of authorization specified and then signed or sealed. The proxy referred to above is regulated in accordance with Article 177 of the Company Law and the "Regulations for the Use of Proxies for Shareholders' Meeting of Public Companies."

Article 12：It is one voting right per share for the shareholders of the Company, except for those subject to restrictions or those who have no voting right according to Article 179 Paragraph 2 of the Company Law.

Article 13：The resolution reached in the shareholders' meeting, unless otherwise provided by the Company Law, can be enforced after being presented in the shareholders' meeting that is attended by a majority of shareholders and approved by the attending shareholders with a majority shareholding.

Chapter 4　Directors and Audit Committee

Article 14：The Company has 7~9 directors who are candidates by nomination elected for a 3-year term in the shareholders' meeting and can be elected for a second term. The nomination standards and operation procedure will be disclosed in detail at the MOPS during the election of directors and supervisors.

The number of directors referred to above shall include at least three independent directors that is not less than one-fifths of the board of directors. The nomination means of directors is to be processed in accordance with Article 192-1 of the Company Law. The professional qualifications of the independent directors, shareholding, part-time restriction, nomination and election means, and other matters to be complied with are to be processed in accordance with the relevant provisions of the competent authorities.

Total registered shares owned by the directors of the Company shall not be less than a specified percentage of the Rules published by the competent authorities.

The Company may purchase insurance for the directors and senior managers to cover their statutory liabilities in connection with their performance of duties.

Article 15：The Board of Directors is formed by the directors. The Chairman is elected by a majority of the attending directors at the board meeting that is attended by two-thirds of the directors.

Article 16：When the Chairman is unable to exercise powers due to a leave or for other reasons, the matter regarding the deputy of the Chairman should be handled in accordance with Article 208 of the Company Law.

Article 17：The director who is unable to attend board meetings in person may authorize another director to attend the board meetings by issuing the proxy with the scope of authorization detailed to have one and only deputy delegated.

Article 18：The Board of Directors shall be convened by the Chairman of the board of directors every three months. The resolutions of the board of directors, unless otherwise provided by the Company Law, shall be exercised with the consent of a majority of the attending directors at the board meeting that is attended by a majority of the directors.

The reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. If the board meeting needs to be convened due to emergency, it may be convened at any time. In order to convene the board meeting, notice may be made by written notice, fax or e-mail.

Article 19：The Board of Directors may set up a Remuneration Committee, an Audit Committee or other functional committees due to the needs of business operations.

The Company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, which is composed of all independent directors. The functions and powers of the Audit Committee and its members shall be exercised in accordance with the regulations of the competent authority.

Article 20：The remuneration and transportation expenses of the directors based on the Company profit situation and referring to the remuneration normal standard in the domestic industry.

Chapter 5 Managers

Article 21：The Company may have several managers appointed; also, the appointment, dismissal, and remuneration should be processed in accordance with Article 29 of the Company Law.

Chapter 6 Accountant

Article 22：The Company's fiscal year is from January 1st to December 31st. The Company's board of directors shall at the end of each fiscal year have the following composed (1) Business Report (2) Financial Reports (3) Profit Distribution Proposals for acknowledgement in the shareholders' meeting.

Article 23：The Company may, by a resolution adopted by the Board of Directors, have the profit value 5%~15% of total Company's surplus(is any) distributable as employees' compensation distributed in the form of shares or in cash. The entitles transferees who receive the compensation include the employees of parents or subsidiaries of the company meeting certain specific requirements. The remunerations for directors with maximum value as 2% of the above-mentioned Company's surplus may be distributable by a resolution adopted by the Board of Directors. The proposed bonus to employees and remuneration to directors should be presented in the shareholders' meeting for a resolution.

Article 23-1：The Company shall, after all taxes dues have been paid and its losses have been covered and at the time of allocating surplus profits, first set aside 10% of such profits as a legal reserve. However when the legal reserve amount has reached the one of the paid-in capital of the Company, this is not apply. In addition, the Company may appropriate or reverse the special reserve as required for the operation and subject to the laws. The Board of Directors shall draft the proposal for surplus distribution. Such surplus is distributable by a resolution adopted by the shareholders' meeting if adopt distribution approach in the form of shares , and a resolution adopted by the Board of Directors if adopting the approach in cash.

In accordance with the provisions of Paragraph 5 of Article 240 of the Company Law, when the company distributes dividends and bonuses or statutory surplus reserves and capital reserves in cash, the board of directors shall be authorized to make a resolution (two-thirds or more of the directors are present, and a majority of the consent) and report to the shareholders meeting.

The Company's dividend policy is formed under the consideration of its future sales and operation status and funding demands planning and profits as well as the cash flow demands of shareholders to distribute at least 20%(include) of available profits for revenue allocation as dividends to shareholders annually; and among them, the distribution of cash dividends shall not be less than 10%(include) of the total dividend distribution amount of that particular year. However, the actual distribution ratio depends on the actual profitability and operating conditions of the year..

Chapter 7　Annexes

Article 24：The matters that are not addressed in the Articles of Incorporation should be processed in accordance with the Company Law and the related regulations.

Article 25：The Article of Incorporation was established on January 15, 1996 (the first time ~ Twentieth are omitted).

The 21st amendment of the Corporate Charter (Article of Incorporation) was made on May 18, 2011.

The 22nd amendment of the Corporate Charter (Article of Incorporation) was made on May 25, 2012.

The 23rd amendment of the Corporate Charter (Article of Incorporation) was made on May 27, 2016.

The 24th amendment of the Corporate Charter (Article of Incorporation) was made on May 26, 2017.

The 25th amendment of the Corporate Charter (Article of Incorporation) was made on May 26, 2020.

The 26th amendment of the Corporate Charter (Article of Incorporation) was made on May 27, 2022.

Winmate Inc.
Rules of Procedure for Shareholders Meetings

Article 1：To make the shareholders' meeting convene smoothly; to achieve the effect of all shareholders exercising their rights.

Article 2：Scope of application

The Company's regular shareholders meeting and special shareholders meeting

Article 3：Noun definition

The Shareholders means Shareholders and their proxies.

Article 4：Operating procedures

1. Shareholders and their proxies shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification, alternatively, shareholders may present their attendance cards to signify their presence.
2. Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.
3. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
   The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.
   The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
4. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the

chairperson, or, where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

If the shareholders' meeting is convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairman. If there are two or more conveners, they shall appoint one among themselves to chair the meeting.

When a director or conveners serves as chair, as referred to in the preceding paragraph, shall be one who has held that position for six months or more and who understands the financial and business conditions of the company.

5. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
6. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
7. The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

   When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.
8. If the shareholders' meeting is convened by the Board of Directors, its agenda is set by the Board of Directors. The meeting is conducted in accordance with the agenda and it may not be changed without the resolutions reached in the shareholders' meeting. The provision referred to above is applicable even when

the shareholders' meeting is convened other than by the board of directors. The Chairman may not announce the meeting is adjourned until a resolution is reached for the two procedures (including motions) referred to above. After close of the said meeting, shareholders shall not elect another chairman to hold another meeting at the same place or at any other place. If the Chairman has announced the meeting adjourned in violation of the procedures, the other board directors shall promptly assist the shareholders presented with a majority of balloting rights to elect a chairman to continue the meeting in accordance with the legal procedures.

9. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

   A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

   When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

10. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

11. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

12. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

13. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

14. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

    Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

15. When a meeting is in progress, the chair may announce a break based on time considerations.
16. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
17. Unless otherwise specifically provided for in the Company Law or the Articles of Incorporation of the Company, resolutions shall be adopted by a majority vote at a meeting attended by the shareholders. If there is no objection raised when the Chairman consulted the attending shareholders, it is deemed as approved and the effect is same as voting.
18. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
19. The shares held by shareholders having no voting right shall not be counted in the total number of issued shares while adopting a resolution at a meeting of shareholders. In passing a resolution at a shareholders' meeting, shares for which voting right cannot be exercised as provided shall not be counted in the number of votes of shareholders present at the meeting.
20. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.
21. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.
22. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

23.When a meeting is in progress, if a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

24. The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the names of unsuccessful directors and the number of votes they have received.

Article 5：The resolutions reached in the shareholders’ meeting must be documented in the minutes of meeting for the signature or seal of the Chairman. The minutes of meeting must be distributed to the shareholders in 20 days. The Company's minutes of shareholders’ meeting referred to above can be distributed by posting it on the MOPS. The minutes must detail the date and venue of the meeting, the meeting chairman's name, the method of resolution, and the summary and results of meeting agendas. These minutes must be retained indefinitely.

Article 6：The shareholders meeting could not be convened at the time of the notice for some reason, or may announce to have the meeting suspended due to force majeure. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act. The postponement or continuation of the assembly in the preceding paragraph does not apply to the provisions of Article 172 of the Company Law on the procedure for convening the assembly.

Article 7：Any matter not provided in these Rules shall be handled in accordance with the Company Act and Securities and Exchange Act other relevant laws and regulations.

Article 8：These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Winmate Inc.
Procedures for Election of Directors

Article 1：The Rules Governing are hereby formulated in accordance with the provisions of the Company Act and the Articles of Incorporation of the Company, and the election of directors of the Company shall be governed in accordance with the Rules Governing.

Article 2： The directors of the company shall be elected by the shareholders' meeting from the list of candidates for directors for a term of three years and may be re-elected.

Article 3：In the election of directors of the Company, each share has the same voting rights as the number of directors to be elected, and the votes may be voted for one person or several people separately.

Article 4：According to the number of directors stipulated in the Articles of Incorporation of the Company, those with the most voting rights shall be elected as directors in order. If two or more people have the same amount of rights and exceed the quota stipulated in the Company's Articles of Incorporation, the decision shall be made by drawing lots. Those who do not attend will be drawn by the chairperson.

In the election of directors, independent directors and non-independent directors shall be elected together, and the elected quota shall be calculated separate

Article 5：There shall be more than half of the directors, who shall not have a relationship within the spouse or second degree of kinship.

Article 6：Election ballots are produced and issued by the company, and the number of the attendance certificate and the number of voting rights shall be clearly listed, and the company seal shall be affixed.

Article 7：At the beginning of the election, the scrutineers and tellers shall be designated by the chairman to perform relevant duties, and the scrutineers shall have the identity of shareholders.

Article 8：Ballot boxes shall be prepared by the Company and shall be opened by scrutineers before voting.

Article 9：The elector shall fill in the name or account of the electee in the "Electee" column of the ballot. However, when the government or legal person shareholder is the electee, the electee on the ballot shall fill in the name of the government or legal person, and may also fill in the name of its representative; if there are several representatives, the name of the representative shall be filled in separately.

Article 10：Ballots with the following circumstances are invalid:

1. The ballots used are not prepared by the convener.

2. The ballot paper used is blank.

3. The handwriting is illegible or has been altered.

4. The candidates filled in are inconsistent with the list of candidates for directors.

5. In addition to filling in the name of the electee, other words are included.

6. Two or more electees are listed on the same ballot.

Article 11：After the voting is completed, the votes shall be counted on the spot, and the results shall be announced by the chairman on the spot

Article 12：Matters not stipulated in the Procedures shall be handled in accordance with the Company Act and other laws and regulations.

Article 13：The Procedures shall be implemented after the approval of the shareholders' meeting, and the same shall apply to amendments.

Winmate Inc.
Shareholding of Directors

1. The Company has paid-up capital of NT$797,465,020, issued in 79,746,502 shares.
2. According to "Article 26 of Securities and Exchange Act" and "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies," directors of the Company are required to maintain an aggregate holding of at least 6,379,720 shares. The Company has elected at least two independent directors, therefore required shareholding of non-independent directors is reduced to 80%.
3. Directors of the Company held a total of 32,722,136 shares as of March 30, 2025, the book closure date of the current annual general meeting. Shareholding of individual directors is shown below:

Position	Name	Shares	Shareholding ratio
Chairman	Premier Touch Corporation Representative: Ken Lu	3,159,000	3.96
Director	Kevin Yeh	1,950,085	2.45
Director	Onyx Healthcare Inc Representative: Yung-Shun, Chuang	10,244,000	12.85
Director	Jui Hai Investment Co., Ltd. Representative: Fu-Chieh, Chuang	4,300,000	5.39
Director	Advantech Co., Ltd. Representative: Wesley Liu	12,000,000	15.05
Director	Wei-Sheng, Wang,	1,069,051	1.34
Independent Director	Hung-Lai, Hu	0	0.00
Independent Director	Min-Chow, Hong	0	0.00
Independent Director	Wen-Yi, Chu	0	0.00
Total Directors		32,722,136	41.04