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XYZ2025/010

9 June 2025

Subject: Notification of the Resolutions of the Board of Directors' Meeting regarding Consideration of the Investment Framework for Digital Assets, the amendment to the objectives, budget limit and timeframe for the utilization of the capital increase proceeds received from the offering of newly issued ordinary shares through private placement, the amendment to the Company's Articles of Association and call for EGM no.1/2025 (**Rearrangement of the Shareholder Meeting Agenda**)

To: Director and Manager
The Stock Exchange of Thailand

The Board of Directors' meeting of RSXYZ Public Company Limited ("The Company") No. 5/2025, which held on 9 June 2025 resolved approval the significant agendas as follows:

1. Acknowledged the change of Chief Financial Officer (CFO) and Chief Accountant (CA)

Former: Ms. Atistaphach Kaewyai Chief Financial Officer

Change to: Ms. Waleewan Rojjanapakdee Acting Chief Financial Officer

This position is effective from 6 June 2025 onwards.

2. Approved to propose the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the Investment Framework for Digital Assets. With reference to the resolution previously approved by the shareholders' meeting of the Company and its subsidiaries to amend the Company's objectives to support business expansion into digital asset investments, and in order to ensure that such operations are carried out with clarity, transparency, and auditability, the following Investment Framework is hereby proposed:

Investment Policy :

This Investment Policy outlines the guiding principles, allocation scope, risk management measures, and governance procedures for deploying the Company's treasury reserves into assets that generate returns exceeding traditional deposit interest rates and inflation levels. The goal is to ensure responsible capital allocation that protects and grows shareholder value, hedges against monetary debasement, and aligns with the company's long-term strategic positioning.

- Preserve and grow corporate capital over the long term.
- Hedge against inflation and volatility in fiat currencies issued and regulated by sovereign governments as legal tender.
- Grow long term shareholder value.
- Capture upside potential during favorable market cycles.
- Support strategic expansion through investments in thematically aligned equities.
- Remain compliant with all relevant financial reporting and regulatory requirements.

Investment Allocation*:

Investment is allowed only in assets with a price volatility of less than 30% based on at least 2 years of historical price chart analysis. The investment allocation is divided as follows.

- Digital Assets: Not to exceed 5% of total assets
- Equities: Not to exceed 25% of total assets
- Other Investment Instruments: Not to exceed 10% of total assets

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All investments shall be executed solely through RSXYZ Public Company Limited. No additional investments shall be made through subsidiaries unless otherwise approved by the Board of Directors. Investment amounts incurred prior to the effective date of this policy shall also be aggregated for compliance consideration.

All investments must comply with the Company's Investment Policy Framework. Each investment transaction shall be subject to asset acquisition calculations, including the six-month backward aggregation of transaction sizes, as stipulated by the regulations of the Stock Exchange of Thailand. Furthermore, such transactions must not cause the Company to be classified as an Investment Company, which would otherwise require quarterly disclosure and additional financial statement reporting in accordance with the Capital Market Supervisory Board's notifications. Full compliance with all applicable rules and regulations is mandatory.

Note: *Allocations may be adjusted with Board approval in response to macroeconomic conditions or corporate liquidity needs

Digital Assets Investment Framework :**a) Eligible Assets**

- Bitcoin (BTC)
- Ethereum (ETH)
- Other assets that meet the criteria as outlined in the Company's investment policy

b) Investment Characteristics

- Long-term long only positions, no leverage or financial instruments to amplify exposure
- Custody via cold storage using institutional-grade custodians
- Risk review if aggregate unrealized losses exceed 20% of cost basis

c) Disclosure & Accounting

- Assets marked to fair market value
- Reported quarterly to Board and auditors

d) Position Limits & Rebalancing

- Annual review of performance and risk concentration
- Maximum 2x per quarterly rebalancing
- Exit criteria: better opportunity identified, optional profit-taking via Board of Directors approval at minimum 1.2x cost basis

Liquidity and Risk Management :**a) Minimum Liquidity Reserve**

- Maintain at least 12 months of operating cost and expenses in cash and equivalents
- Maintain at least 12 months of debt obligations, interest payments, and financial commitments to financial institutions in cash and equivalents



b) Drawdown Policy

- Risk review if aggregate unrealized losses exceed 20% of cost basis, assets must be sold to limit losses (Cut Loss).

c) Emergency Liquidation

- No forced liquidation without Investment Company Committee consent and inform to the Board of director unless required by legal or financial exigency

Governance and Monitoring for Policy Compliance :

To ensure world-class standards of risk governance and transparency, RSXYZ Public Company Limited has adopted the following enhanced oversight measures as part of its treasury and investment governance framework.

1) Responsible Senior Executive

The following senior executives and governing bodies are accountable for investment oversight and compliance:

- Chief Executive Officer (CEO): Currently Mr. Chet Chetchotisak
- Chief Financial Officer (CFO): Currently Ms. Waleewan Rojanapakdee
- Investment Committee (IC)

There shall be a quarterly review of ongoing investments, supported by a system to monitor performance, current valuation, unrealized gains or losses, and the latest strategic assessments. After an investment, the efforts must be made to seek out and compare returns in order to identify further investment opportunities through quarterly or ad hoc portfolio reviews. All decisions must adhere to the principles of capital preservation, long-term growth, and alignment with the Company's investment strategy.

2) Reporting Schedule

Quarterly investment summary to Board including asset allocation, unrealized gains /losses, liquidity buffer, and compliance status

3) Conflict of Interest Disclosure Framework

All decision makers (Chief Executive Officer, Investment Committee and Board of Directors) must disclose any direct or indirect financial interest in any investment under consideration. Members with conflicts must abstain from voting on related matters. The individual must disclose their relationship or any vested interest in the transaction to the Company and must not participate in the consideration process or have any authority to approve the transaction. Approval must be granted solely by unanimous resolution of the Investment Committee.

The Investment Committee (IC) is required to report investment performance on a quarterly basis to ensure that the Board of Directors has confidence that all investment transactions are appropriately monitored and managed, with effective safeguards against conflicts of interest, and are conducted in the best interests of the Company and its shareholders. The Chief Financial Officer (CFO) shall be responsible for overseeing investment activities in accordance with the established policy, including tracking progress and performance, and reporting such matters to the Board of Directors accordingly.



4) Custody & Counterparty Risk Policy

- Digital assets must be held in SOC 2-certified institutional grade custodians
- Fiat reserves must be in insured bank accounts and reasonably spread to avoid overconcentration

5) Audit Trail & Document Archive System

- All investment decisions and records (memos, approvals, trades) to be digitally archived
- Accessible for internal audits and regulatory review

6) Ethical & Legal Compliance

All investments must comply with:

- Local and international securities regulations
- Anti-money laundering and know-your-customer (KYC) standards
- Auditable custody and reporting mechanisms

7) Amendments

- Allocations framework subject to review, if any, annually by the Board of Directors
- Any changes to this policy require a majority vote by the Board of Directors

3. Approved to propose the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the amendment of the objectives, budget limit and timeframe for the utilization of the capital increase proceeds received from the offering of newly issued ordinary shares through private placement, and approve the execution of matters that are materially different from those specified in the tender offer for securities (Form 247-4).

This amendment is made to adjust the plan to be more suitable for prudent consideration of investments in various businesses. The selection of such investments will be in line with the Company's objectives and will not affect the overall investment limit previously approved by the shareholders. The purpose of this adjustment is also to enhance the Company's opportunities to invest in new businesses that are expected to generate favorable returns, with due consideration given to the best interests of the Company and its shareholders. The details are as follows:

Objectives of utilizing increased capital	Original Plan Approved by EGM No.1/2024 on 15 August 2025				Proposed newly revised plan (as proposed in this submission)	
	Budget Limit (MB.)	Utilized (MB.)	Balance (MB.)	Timeframe (Expect within year)	Budget Limit (MB.)	Timeframe (Expect within year)
Restaurant Franchise Business	-	-	-	2023	-	-
Food & Beverage Business	115.00	115.00	-	2024	-	-
Travel Business or leisure place	-	-	-	2024	-	-
Working Capital	29.50	29.50	-	2025	20.00	2026
Communication Technology Business	300.00	300.00	-	2023	-	-
Beauty & Cosmetic Surgery Business	100.00	-	100.00	2025	-	-
Pet Business	-	-	-	-	80.00	2026
Total	544.50	444.50	100.00	-	100.00	

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Objectives, budget limit and timeframe for the utilization of the capital increase (Original)	Timeframe
<p>Original Plan: Beauty & Cosmetic Surgery Business</p> <p>Business Description / Investment Scope: Investment in a wide range of beauty and cosmetic services, including aesthetic treatments, cosmetic and plastic surgeries, gender reassignment surgery, as well as related assets essential for operating such business.</p> <p>Target Group or Customers: Customers seeking to enhance their appearance in order to boost confidence in their daily lives, with a focus on those residing in major urban areas. The target age group ranges from 20 - 60 years old.</p> <p>Investment Budget and Details: Total estimated budget 100.00 million baht.</p> <p>Project Status: The Company is currently finalizing project details and exploring potential collaborations with strategic partners. Further clarity is expected during 2024–2025.</p> <p>Expected Return on Investment : Gross Profit Margin (GPM) approximately 45-60% and Net Profit Margin 20-30%, Internal Rate of Return (IRR) 15-20%</p>	Within the year 2025
Objectives, budget limit and timeframe for the utilization of the capital increase (Proposed for amendment)	Timeframe
<p><u>Pet Business 80.00 million baht</u></p> <ul style="list-style-type: none">• Business Description / Investment Focus : A pet-related business e.g. retail stores for pet products, grooming services, pet hotels and boarding centers, pet training, as well as the development of a Governance Token designed specifically for the pet business ecosystem (e.g., customer relationship management, loyalty programs, and community engagement).• Target Group or Customers: Pet owners with purchasing power in Bangkok and surrounding areas, particularly new-generation couples and families aged between 25-45 who view pets as family members and value high-quality products and services for their pets.• Investment Budget and Details: 80.00million baht.• Project Progress :confirms the opening of 4branches from Q 2025/3to Q2026/2.<ul style="list-style-type: none">• 50% : Standalone pet retail stores.• 50% : Hybrid pet retail stores with Pet Lifestyle Parks.• Token launch for the pet ecosystem is expected during Q–2Q.2026/3• Expected Return on Investment (depending on location and branch model) :<ul style="list-style-type: none">• Gross Profit Margin (GPM) : 55–70%• EBITDA : 10–30%• Net Profit Margin(NPM) : 5–20%• Internal Rate of Return (IRR) : 20–27%	Within the year 2026
<u>To be used as the Company's working capital in the amount of 20.00 million baht</u>	

The Company shall proceed in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, Section 5 – Post-Tender Offer Requirements, Clause (2), which stipulates that any material changes from those stated in the tender offer shall not be made for a period of one year from the end of the tender offer period, unless otherwise resolved by a shareholders' meeting of the business with a vote of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote. The Company will notify the Office accordingly.

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4. Approved to propose the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the amendments to the Company's Articles of Association to comply with applicable laws and relevant regulations, the Company proposes to amend a total of 10 provisions of its Articles of Association. Additionally, there are 19 corrections related to spelling and wording, with details as follows:

Summary of Proposed Amendments to the Company's Articles of Association				
No.	Article No.	Current Provision	Proposed Amendment	Revised per the Public Limited Companies Act
1	26	Method of holding shareholders' meetings	Conducted via electronic media	Section 98
2	28	Extraordinary general meeting may be convened by shareholders holding one-fifth of the total shares, within 1 month	Changed to not less than 10% of total shares, within 45 days	Section 100
3	29	Extraordinary general meeting may be convened by shareholders holding one-tenth of the total shares, within 1 month	Not required by law	Removed due to redundancy with Article 28
4	31	Calling of shareholders' meetings	Addition of electronic meetings	Section 101
5	34	Quorum determination	Addition of 1-hour time specification	Section 103
6	35	Chairman of Shareholders' Meeting.	In case of absence of the chairman, the meeting shall elect a shareholder as chairman without specifying a waiting period	Section 104
7	39	Preparation of minutes of shareholders' meetings	Addition of meeting control responsibilities	Section 105
8	52	Board of Directors' Meetings.	Addition of electronic meetings	Section 79
9	53	Convening Board of Directors' meetings	Addition of requirement to state agenda and rationale for consideration	Section 81
10	54	Notice of Board meetings to be sent not less than 7 days in advance	Changed to not less than 3 days in advance and added option for electronic meetings	Section 82
Correction of Spelling and Wording for Articles no. 6, 7, 13, 14, 19, 20, 21, 24, 27, 37, 45, 51, 55, 56, 60, 69, 72, 74, 75			Make corrections	

By authorizing the Board of Directors, the Executive Committee, the Chief Executive Officer, or person designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer, to have the authority to sign requests or documents necessary and related to the registration of amendments to the Memorandum of Association and the Articles of Association of the Company. This includes, but is not limited to, amendments to any content as per the recommendations, opinions, or instructions of the Registrar of the Ministry of Commerce and/or any other relevant government agencies, specifying the details of the amendments requested.

5. Approved to schedule the Extraordinary General Meeting of Shareholders No.1/2025 on Friday 25 July 2025 at 11.00 hrs. at the Company's headquarters No. 27 Prasert- Manukitch Road, Sena Nikhom sub- district, Chatuchak district, Bangkok through Electronic meeting only (e- EGM) regarding to Emergency Decree on Electronic Meetings, B. E. 2563 (2020) included the other relevant laws and regulations that related to the electronic meeting.



By setting the Extraordinary General Meeting of Shareholders No.1/2025 as follows:

Agenda Item 1 : To consider an approve Amendments to the Company's Articles of Association.

Opinion of the Board of Directors: Deemed appropriate propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval Amendments to the Company's Articles of Association to comply with applicable laws and relevant regulations, the Company proposes to amend a total of 10 provisions of its Articles of Association. Additionally, there are 18 corrections related to spelling and wording as well as the submission of an application to amend the company's Articles of Association to the relevant authorities."

By authorizing the Board of Directors, the Executive Committee, the Chief Executive Officer, or person designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer, to have the authority to sign requests or documents necessary and related to the registration of amendments to the Memorandum of Association and the Articles of Association of the Company. This includes, but is not limited to, amendments to any content as per the recommendations, opinions, or instructions of the Registrar of the Ministry of Commerce and/or any other relevant government agencies, specifying the details of the amendments requested.

Agenda Item 2 : To consider and approve Amendment of the objectives, budget limit and timeframe for the utilization of the capital increase proceeds received from the offering of newly issued ordinary shares through private placement , and approve the execution of matters that are materially different from those specified in the tender offer for securities (Form 247-4).

Opinion of the Board of Directors: Deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval the amendment of the objectives, budget limit and timeframe for the utilization of the capital increase proceeds received from the offering of newly issued ordinary shares through private placement, and to approve the execution of matters that are materially different from those specified in the tender offer for securities (Form 247-4). For the purpose of maximizing financial management efficiency and enhancing business flexibility in the future, the former objective of investing in the aesthetic surgery business with a total budget of 100.00 million baht within the year 2025, change to investment in the pet business for 80.00 million baht and the working capital for 20.00 million baht to be utilized within the year 2026.

Agenda Item 3: To Consider and Approve the Investment Framework for Digital Assets.

Opinion of the Investment Committee: The Investment Committee deems it appropriate to propose to the Board of Directors and subsequently to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval of the investment framework for digital assets. The proposed investment has been reviewed and endorsed by the Investment Committee.

Opinion of the Board of Directors: The Board of Directors acknowledged the opinion and recommendation of the Investment Committee regarding the investment in digital assets. With a majority vote of 5 out of 8 directors present at the meeting. 3 directors expressed their disagreement with the proposed investment, namely: 1) Pol. Gen. Somyot Poompanmoung 2) Mrs. Wansuda Thanasaranart 3) Mr. Santiporn Wongpanchalert. These directors are of the opinion that the current overall economic conditions, the Company should refrain from investing in other types of assets, particularly those with high risk. Instead, they believe that the Company should reserve its capital as working capital to support its core business operations.

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Therefore, 5 directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approve the investment framework for digital assets. The purpose of this proposal is to preserve and grow the Company's capital and enhance long-term value creation, while also diversifying investment risks across multiple dimensions. Although the primary responsibility for determining the Company's strategic direction, oversight, and operational execution lies with the Board of Directors, digital asset investment remains a relatively new and alternative form of investment for the general public. Therefore, in the best interest of the shareholders and the Company, it is proposed that this matter be presented at the shareholders' meeting to allow shareholders the opportunity to jointly consider and deliberate on the matter.

Agenda Item 4 : To consider other matters (if any)

The Company determines the name of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No.1/2025 (Record Date) on 1 July 2025, XM date on 30 June 2025, also delegates the Executive Committee and/or the Chief Executive Officer to have the authority under the law to perform any action related to summon the Extraordinary General Meeting of Shareholders No.1/2025. This includes changing the format of the meeting, issuing meeting invitations, amending or changing the date, time, location, and other details related to the calling of the meeting, as deemed necessary and appropriate, in case there is an event where the Company cannot hold the meeting as originally scheduled.

Please be informed accordingly.

Yours sincerely,

-Signed-

(Mr. Chet Chetchotisak)

Chief Executive Officer

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