



-Translation-

XYZ2026/003

February 27, 2026

**Subject:** Notification of the Resolutions of the Board of Directors' Meeting; the reduction of registered capital, the omission of dividend payment, the appointment of directors to replace those retiring by rotation, the directors' remuneration, the appointment of auditor and fix the auditor's remuneration, schedule the 2026 Annual General Meeting of Shareholders.

**To:** Director and Manager  
The Stock Exchange of Thailand

The Board of Directors' meeting of RSXYZ Public Company Limited ("The Company") No. 2/2026 which held on February 27, 2026, resolved approval the significant agendas as follows:

1. Approved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve for the statements of financial position and the statements of comprehensive income of the year ended December 31, 2025, which has been audited by a certified public accountant.
2. Approved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve for the allocation of profit as legal reserve and omission of dividend payment for the year 2025 since the Company intends to invest the funds to expand its business and use it as working capital to increase the Company's liquidity in the future. At the end of year 2025, the Company has allocated the legal reserve in full as required by law.
3. Approved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve for the appointment of directors in replacement of those who must retire by rotation 3 persons as follows:

Name	Type of Director	Position
1. Mr. Surachai Chetchotisak	Executive Director	Chairman of the Board of Directors / Chairman of the Executive Committee / Member of the Investment Committee
2. Ms. Waleewan Rojjanapakdee	Non-Executive Director	Director
3. Mr. Somsak Phayapdechachai	Independent Director	Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee

The abovementioned directors have undergone a screening process, carefully considered and reviewed by the Board of Directors and the Nomination and Remuneration Committee, and have been determined to be a qualified person with the necessary knowledge, skills, and suitability.

4. Approved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve for the directors' remuneration for the year ended December 31, 2026. The Nomination and Remuneration Committee has considered based on the duties and responsibilities, the expansion of business and the result of business performance and the comparison of similar industry deemed appropriate to propose the directors' remuneration for year 2026 as follow:

## 1. Monetary Remuneration

### 1) Monthly fixed fee and Meeting allowance

Type of the remuneration	Monthly fixed fee (THB/Month)	Meeting allowance (THB/Time)
Director's remuneration		
- Chairman of the Board of Directors	35,000	25,000
- Board of Directors	25,000	20,000
Audit Committee's remuneration		
- Chairman of the Audit Committee	45,000	35,000
- Audit Committee	35,000	30,000

#### Note

- Directors who are executives or employees of the Company will be not entitled to receive a monthly fixed fee or the other sub-committees meeting fixed fee excluded meeting allowance.
- Non-Executive Directors who held the position in the sub-committees will be not entitled the remuneration of sub-committees excluded Director's remuneration and Audit Committee's remuneration.

### 2) Annual Pension / Bonus total amount 1,000,000 THB/Year

By authorizing the Board of Directors to allocate to each director as appropriate.

## 2. Non- Monetary Remuneration

– Not entitle other benefit and remuneration –

However, both monetary and non-monetary remuneration for 2026 remains unchanged from 2025.

- Approved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve for the appointment of auditor and fix his/her remuneration for the year ended December 31, 2026. The audit committee considered the qualifications, knowledge, experience, credibility, and appropriateness of the audit fee. Proposed to appoint Grand Thornton Company Limited as the auditor of the Company and its subsidiaries to grant authority to one of the auditors to audit, review, and express an opinion on the financial statements of the Company and its subsidiaries for the year ended December 31, 2026, as follows:

Auditor's name *	Certified Public Accountant No.	The period in which the auditor signs the financial statements.
1. Mr. Paisan Boonsirisukapong	5216	This year will be the second consecutive year.
2. Ms. Kesanee Srathongphool	9262	This year will be the second consecutive year.
3. Ms. Saranya Akharamahaphanit	9919	This year will be the second consecutive year.
4. Ms. Sawinee Sawanont	7092	This will be first year.
5. Ms. Atchara Sorananupap	11458	This will be first year.

In this regard the Audit Committee has verified that the proposed auditor is qualified and has no relationship or stake with the Company, its executives, major shareholders, or the person related to them and proposed the auditor's remuneration for the year ended on December 31, 2026, as follows:

Audit fee and other fee: (Unit : THB)	Proposed for year 2026 (Grant Thornton Co., Ltd.)	Previous year 2025 (Grant Thornton Co., Ltd.)	Change
• RSXYZ Public Company Limited	1,300,000	1,300,000	-
• Subsidiaries	4,270,000	5,000,000	-730,000
○ Pet All Company Limited			
○ Gift Hospitality Company Limited			
○ A Lot Tech Company Limited			
○ Melon Thai Company Limited			
<b>Total Audit fee of the Company and its subsidiaries</b>	<b>5,570,000</b>	<b>6,300,000</b>	<b>-730,000</b>
Other fees	500,000	531,193	-31,193
<b>Grand Total</b>	<b>6,070,000</b>	<b>6,831,193</b>	<b>-761,193</b>

The Board of Directors will oversee the Company and its subsidiaries to be able to prepare the financial statements on time.

6. Approved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve for the reduction of its registered capital in the amount of 126,630,208.50 THB. from the existing registered capital of 1000,000,000.00 THB. to the new registered capital of 873,369,791.50 THB, by cancelling 253,260,417 shares from unissued registered ordinary shares with a par value of 0.50 THB. per share, which are the remaining shares previously reserved for the allocation of newly issued ordinary shares for a Private Placement to a limited number of persons, pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2025, and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital, with details as follows:

Article 4.	Registered capital of	873,369,791.50	baht	(Eight hundred seventy-three million three hundred sixty-nine thousand seven hundred ninety-one baht and fifty satang)
	Divided into	1,746,739,583	shares	(One billion seven hundred forty-six million seven hundred thirty-nine thousand five hundred eighty-three shares)
	Value of each shares	0.50	baht	(Fifty Satang)
	Divided into			
	Ordinary shares	1,746,739,583	shares	(One billion seven hundred forty-six million seven hundred thirty-nine thousand five hundred eighty-three shares)
	Preferred shares	-	shares	(-shares)

In this regard, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to sign any applications or documents relating to the registration of amendments to the Company's Memorandum of Association; to amend or revise such applications or the text of such documents related to the registration of amendments to the Company's Memorandum of Association; and to submit the application for registration of amendments to the Department of Business Development, Ministry of Commerce. This authority shall also include undertaking any action in connection with these matters, as deemed appropriate, and ensuring compliance with applicable laws, regulations, rules, and interpretations of relevant government authorities, including any recommendations or directives issued by the Registrar or other competent government officers.

7. Approved for to schedule the 2026 Annual General Meeting of Shareholders on Wednesday 29<sup>th</sup> April 2026 at 14.00 hrs. at Meeting Room on the 5<sup>th</sup> floor, Chetchot Building, Tower C, No. 27 Prasert-Manukitch Road, Sena Nikhom sub-district, Chatuchak district, Bangkok through Electronic meeting only (e-AGM) 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 agendas of the 2026 Annual General Meeting of Shareholders as follows:

**Agenda item 1: To acknowledge the reports of Board of Directors and operating results for the year ended December 31, 2025.**

**Board's opinion:** Deemed appropriate to report on the Shareholders' Meeting to acknowledge the operating results for year 2025.

**Agenda item 2: To consider and approve the financial statements for the year ended December 31, 2025.**

**Audit Committee's opinion:** Deemed appropriate to propose the Board's Meeting and the Shareholders' Meeting to consider and approve the financial statements for the year ended December 31, 2025, which has been audited and signed by a certified public accountant.

**Board's opinion:** Deemed appropriate to propose the Shareholders' Meeting to consider and approve the financial statements for the year ended December 31, 2025, which has been audited and signed by a certified public accountant and which has been determined by the Audit Committee.

**Agenda item 3: To consider and approve the reduction of registered capital and the amendment to the company's Memorandum of Association to reflect capital reduction.**

**Board's opinion:** Deemed appropriate to propose the Shareholders' Meeting to consider and approve the reduction of registered capital 126,630,208.50 THB. from the existing registered capital of 1,000,000,000.00 THB. to the registered capital of 873,369,791.50 THB. by cancelling the unissued ordinary shares in the amount of 253,260,417 shares at a par value of 0.50 THB. per share and consider and approve amend Clause 4 of the Company's Memorandum of Association to reflect the reduction of the registered capital. Furthermore, it is proposed to authorize the Company's authorized directors and/or any person(s) delegated by them have the power to undertake any actions necessary in relation to the reduction of the registered capital and the amendment to Clause 4 of the Company's Memorandum of Association, with details as follows:

Article 4.	Registered capital of	873,369,791.50	baht	(Eight hundred seventy-three million three hundred sixty-nine thousand seven hundred ninety-one baht and fifty satang)
	Divided into	1,746,739,583	shares	(One billion seven hundred forty-six million seven hundred thirty-nine thousand five hundred eighty-three shares)
	Value of each shares	0.50	baht	(Fifty Satang)
Divided into				
	Ordinary shares	1,746,739,583	shares	(One billion seven hundred forty-six million seven hundred thirty-nine thousand five hundred eighty-three shares)
	Preferred shares	-	shares	(-shares)

**Agenda item 4: To consider the approval of the allocation of profit as legal reserve and omission of dividend payment for the year 2025.**

**Board's opinion:** Deemed appropriate to propose the Shareholders' Meeting to consider the approval for the allocation of profit as legal reserve and omission of dividend payment for the year 2025, since the Company intends to invest the funds to expand its business and use it as working capital to increase the Company's liquidity in the future.

**Agenda item 5: To consider and approve the appointment of directors in replacement of those who must retire by rotation.**

**Nomination and Remuneration Committee's opinion:** Deemed appropriate to propose the Board's Meeting and the Shareholders' Meeting to consider and approve 1) Mr. Surachai Chetchotisak and 2) Ms. Waleewan Rojjanapakdee and 3) Mr. Somsak Phayapdechachai who must retire by rotation to be reappointed as director for another term.

**Board's opinion:** Deemed appropriate to propose the Shareholders' Meeting to consider and approve 1) Mr. Surachai Chetchotisak and 2) Ms. Waleewan Rojjanapakdee and 3) Mr. Somsak Phayapdechachai who must retire by rotation to be reappointed as director for another term which has been determined by the Nomination and Remuneration Committee.

**Agenda item 6: To consider and approve the directors' remuneration for the year ended December 31, 2026,**

**Nomination and Remuneration Committee's opinion:** Deemed appropriate to propose the Board's Meeting and the Shareholders' Meeting to consider and approve the directors' remuneration for the year ended December 31, 2026. The remuneration is monetary remuneration which is monthly fee, meeting allowance, annual pension and non-monetary remuneration. However, both monetary and non-monetary remuneration for 2026 remains unchanged from 2025.

**Board's opinion:** Deemed appropriate to propose the Shareholders' Meeting to consider and approve the directors' remuneration for the year ended December 31, 2026, which has been determined by the Nomination and Remuneration Committee.

**Agenda item 7: To consider and approve the appointment of auditor and fix the auditor's remuneration for the year ended December 31, 2026**

**Audit Committee's opinion:** Deemed appropriate to propose the Board's Meeting and the Shareholders' Meeting to consider and approve the appointment of Grant Thornton Company Limited as the auditor of the Company and its subsidiaries and fix the auditor's remuneration for the year ended December 31, 2026. The auditor fee for the Company is 1,300,000 THB. and for its subsidiaries it is 4,270,000 THB. and other fees are 500,000 THB, and the total amount of fee is 6,070,000 THB. However, the audit fee for 2026 has decreased by 761,193 THB. compared to 2025.

**Board's opinion:** Deemed appropriate to propose the Shareholders' Meeting to consider and approve the appointment of Grant Thornton Company Limited as the auditor of the Company and its subsidiaries and fix the auditor's remuneration for the year ended December 31, 2026, total amount of fee is 6,070,000 THB. which has been determined by the Audit Committee.

The Company determines the name of shareholders who have the right to attend the 2026 Annual General Meeting of Shareholders (Record Date) on March 13, 2026, XM date on March 12, 2026, 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 2026 Annual General Meeting of Shareholders. 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)

Director and Chief Executive Officer

RSXYZ Public Company Limited