



**Minutes of the 2025 Annual General Meeting of Shareholders**

**RSXYZ Public Company Limited**

**Tuesday 29 April 2025 at 14.00 hrs.**

**through Electronic meeting only (e-Meeting)**

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**Date, Time and Venue**

RSXYZ Public Company Limited ( “ The Company ” ) held the 2025 Annual General Meeting of Shareholders on 29 April 2025 at 14.00 hrs. through electronic means (e-Meeting) only. The Company conducted a live broadcast of the meeting and recorded both video and audio in a video media form at Rose Hall meeting room, of at No.27 RS Group Building, 5<sup>th</sup> floor, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900 in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related laws and regulations by applying e-Meeting system from Inventech Systems (Thailand) Co.,Ltd. which is a service provider with standard systems and conducts self-assessments with the Electronic Transactions Development Agency (ETDA).

**Directors presented;**

1. Pol.Gen. Somyot Poompanmoung	Chairman of the Board of Directors
2. Mr. Surachai Chetchotisak	Vice Chairman of the Board of Directors and Director
3. Mr. Phisit Dachanabhirom	Independent Director, Director, Chairman of the Audit Committee and Chairman of the Remuneration Committee
4. Mr. Somsak Phayapdechachai	Independent Director, Director, Member of the Audit Committee and Member of the Remuneration Committee
5. Mr. Suthep Tharawas	Independent Director, Director, Member of the Audit Committee and Member of the Remuneration Committee
6. Mrs. Wansuda Thanasaranart	Independent Director / Director
7. Ms. Waleewan Rodjanapakdee	Director

**Directors and executives absent;**

-None-

There were 7 directors attending the Meeting of the total number of 7 directors, representing 100 percent of the total number of directors.

**Attendees**

- Executives, Management team, Finance and Accounting Division, Internal Audit and Legal team.
- Representatives of Auditor, Dharmniti Auditing Co., Ltd. And Grant Thornton Co.,Ltd.
- Representative of Shareholder's Right Protection Volunteer Ms. Umachasaya Charoenchai.

**Representative of Inspector**

As the meeting via electronic and voting are done through the system, the company did not arrange for the shareholders' representative to act as an independent intermediary (Inspector) to check the vote counting at this meeting.

**Secretary of the Meeting and Minute Taker of the Meeting**

Ms. Rattapawee Lapnan

**Submitting the meeting agenda in advance**

The Company invited its shareholders to propose agenda items for consideration at the 2025 Annual General Meeting of Shareholders, nominate individuals for election as directors, and submit advance questions. This invitation was extended via the websites of the Stock Exchange of Thailand and the Company from 1 October – 30 December 2024. It was found that “no one submitted any advance questions, proposed agenda items, or nominated suitable candidates for consideration at the 2025 Annual General Meeting of Shareholders.

The meeting comprises 9 agenda items. The Company has published the invitation letter of the meeting and supplement documents on the Company's website in both Thai and English languages since 28 March 2025, to allow shareholders ample time to review the information in advance of the meeting. Details are as outlined in the notice of meeting that has already been sent to shareholders for their consideration.

The Company determined the Record date for the right of shareholders to attend the 2025 Annual General Meeting of Shareholders (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (1992), (Section 89/26) on 14 March 2025. Detailed information is available on the website of the Stock Exchange of Thailand, which includes key company information, the list of major shareholders, and other relevant news which in this Meeting, the Company had 2,176 shareholders, totaling 1,666,739,583 shares.

**Quorum Requirements According to the Law and the Company's Articles of Association**

This meeting is conducted in accordance with the Public Limited Company Act B.E. 2535 (1992), Section 103. For a shareholders' meeting, there must be at least twenty-five shareholders and proxies from shareholders (if any) present, or no less than half of the total number of shareholders. Additionally, the shares represented must total no less than one-third of the total issued shares for the meeting to constitute a quorum.

Furthermore, in accordance with the Company's Articles of Association, Clause 22, for a shareholders' meeting, there must be at least twenty-five shareholders and proxies from shareholders (if any) present, or no less than half of the total number of shareholders. The shares represented must total no less than one-third of the total issued shares for the meeting to be properly constituted.

Shareholders and proxies attended the meeting opening.

Shareholders attending in person	14 persons	holding an aggregate of	288,965,827 shares
Shareholders attending by proxy	18 persons	holding an aggregate of	968,884,718 shares
Total	32 persons	holding an aggregate of	1,257,850,545 shares

Representing 75.4677 percent of the total issued shares of the Company amounting 1,666,739,583 shares thereby constituting a quorum according to the Company's Articles of Association.

And with the attendance of shareholders and proxies exceeding twenty-five, and the number of shares collectively held exceeding one-third of the total number of shares sold, thus constituting a quorum in accordance with the company's regulations,

Police General Somyot Poompanmoung, Chairman of the Board of Directors, acted as Chairman of the Meeting ("Chairman"). Opened the meeting, with Ms. Rattapawee Lapnan serving as Secretary of the Meeting and performing the duties of moderator in the meeting, as assigned by the Chairman, with the following details:

### **Meeting Recording**

In this meeting, the company has collected, used, and disclosed personal data, including recording still images, audio, and video footage of all participants. This is done for the purpose of documenting the meeting, preparing meeting reports, and managing the meeting in accordance with the principles of good corporate governance.

### **Methods and criteria for the Shareholders' Meeting via electronic method (e-Meeting).**

- In casting a vote in the Meeting, shareholders have votes equal to the number of shares held and proxies,
- one share equals one vote and having right to vote in the Meeting "approval", "disapproval" or "abstention" in any way, except for shareholders who are custodians who can split their votes.
- For the agenda item concerning the appointment of directors to replace those retiring by rotation, individual voting will be employed to align with good corporate governance principles.

### **Rules, Vote Casting, Vote Counting and Q&A or comment procedures.**

1. The meeting will consider matters in the order of the agenda as outlined in the invitation letter to the meeting. Information on each agenda item will be presented, and shareholders will be given the opportunity to ask questions before voting. The results of the votes will be announced to the meeting once the vote counting for each agenda item is completed in sequence.
2. To cast a vote, a shareholder may select and desired agenda then the system will show 3 buttons for votes; approval, disapproval and abstention.
  - For shareholders or many proxies, the system will display all names of proxies by voting separately for each user account.
  - If a shareholder would like to cancel one's vote, please select "Cancel the latest vote". A selected vote can be cancelled until the vote has been closing. In the case that a shareholder has selected "Cancel the latest vote" or take no action, the Company would count it as an approval vote for that agenda. However, a shareholder may change one's decision until an agenda voting process ends. The Company allows time for vote casting one minute for each agenda when the voting is closed, the secretary of the meeting will announce the voting result for that agenda.
3. In case of Proxies holder, accepting proxies from many shareholders by using the same email and phone number to confirm identify in the proxy. The system will combine the names of all proxies in the same user account except using different email addresses and phone numbers to verify your identity. The system will not include the names of the proxies but it will be used as a separate user account. To access other accounts press to select the menu "User Account" and press the "Change Account" button to access the accounts of other proxies by changing the accounts. The system will not remove votes from the meeting base.
4. In the event that shareholders left the meeting room before closing the meeting vote on any agenda Shareholders' votes will not be counted as a quorum for such agenda and the votes will not be counted in that

agenda. However, left the meeting of any agenda will not deprive the shareholders' rights or proxies to return to the meeting and vote on the next agenda in the system.

5. Asking questions (Q&A) or expressing opinions in the meeting room. Before voting on each agenda The Company will give the meeting attendees the opportunity to ask questions or express their opinions on issues related to that agenda as appropriate. The shareholders must choose the agenda that they want to ask questions or, then press the "Question" button. There are 2 channels for inquire as follows;

- Ask question via message, type your question or comment press “send question”. The company will answer questions in the meeting room on the agenda related to that question. However, the company reserves the right to consider selecting questions as appropriate or
- Ask question via Video, press “Conference” and then press “Ok” for confirm queue. After receiving permission from the staff, turn on the camera and microphone. The shareholders' attendees must inform their name-surname and status as a shareholder or proxy before asking questions every time for the Company to be able to record in the minutes of the meeting accurately and completely.

The Company reserves the right to cut off images and audio of shareholders who ask questions or express impolite comments or defame others or violate any law, including violating the rights of other people or disrupting the meeting or cause distress to other meeting participants.

6. In the event that a large number of shareholders wish to ask questions with video conference in the system, in order to maintain the duration of the meeting, the shareholders kindly to ask questions via message for the staff to answer questions or bring your questions to answer at the end of the meeting or to answer on the Company's website.
7. In case of any difficulties on the meeting system or voting system, please see meeting instruction which was attached with the meeting notice or choose menu “Help” in the system by contact “Inventech Call Center” 02-460-9228 and Line Official.
8. If the meeting system has been interrupted during the meeting, shareholders will receive an e-mail to access to back up system.

### **The steps for voting and counting votes at a shareholders' meeting**

**Vote casting**

Openly voted.

### **Vote counting of shareholders attending in person**

Voting in each agenda shall be openly voted by a shareholder who attend the meeting via electronic media. The shareholders may vote in each agenda by press buttons for votes; approval, disapproval or abstention in the system before the voting for that agenda is closed. Once the voting has been submitted, if any shareholders did not press any voting button, the system will assume that shareholders vote in agreement and cannot change the vote.

### **Vote counting of shareholders attending by proxies**

A shareholder who grants a proxy to another person to attend a meeting via electronic media and vote on his/her behalf that has specified the voting in each agenda in the proxy form, the company will count the votes according to the wishes of the proxy grantor.

### **Number of shareholders or proxies**

Each agenda may not be the same since there may be some shareholders or proxies attending the meeting additionally

### **Procedure of inspection of vote counting**

As the meeting via electronic and voting are done through the system, the company did not arrange for the shareholders' representative to act as an independent intermediary (Inspector) to check the vote counting at this meeting.

The shareholder acknowledged and has no other opinion on the voting method, vote counting, announcement of results and practices related to the meeting as proposed above.

The Chairman assigned Ms. Rattapawee Lapnan, the secretary of the Meeting, to conduct the meeting according to the following agenda items.

### **Agenda item 1 To acknowledge the reports of Board of Directors and operating results for the year ended 31 December 2024**

**Objective and Reason:** The operating results and the annual information of the Company for year 2024 are specified in Annual Information Disclosure Form / Annual Report for year 2024 (56-1 e-One Report) details are disclosed in “Section 1 Chapter 4. Management Discussion and Analysis (MD&A)”

The business structure of the company in 2024 is divided into three main groups:

- 1) Technology and Innovation Business Group: This group operates as a digital platform, selling a comprehensive range of IT products, with a focus on online retail. It has achieved the highest growth since its establishment, with revenue exceeding 2,398 million baht. Last year marked the first full-year recognition of revenue, accompanied by business growth through product diversification. This includes annual SIM cards, which remain a core product, and expansion into lifestyle products such as headphones, smartwatches, and small appliances. The company also strengthened its revenue base through its online channels and its own platform.
- 2) Food and Beverage Business Group : In September of the previous year, the company expanded its business scope into the service and restaurant industry, aiming to build a long-term revenue base. It operates under key brands such as BEAMX, Beer Belly, Okonomi, and Mom’s Touch. The business strategy follows Economies of Scale, focusing on rapid business expansion to achieve operational efficiency. The goal is to deliver diverse and comprehensive customer experiences, along with continuous development of new brands.
- 3) New Business Group Under Development: This group aims to create additional business growth opportunities. Details will be revealed as the development progresses and becomes more clear in the future.

Major changes for the first half of year 2024 as follows;

- The investment in acquisition of assets for its food and beverage business, specifically for OKONOMI restaurants. The acquisition covers three branches located at Sukhumvit 38, Central Embassy, and Asoke Tower, from Okonomi (Thailand) Co., Ltd., a related party, with a total transaction value not exceeding 35.66 million Baht.

Major changes for the second half of year 2024 as follows;

- The 1<sup>st</sup> exercise of Warrant Certificate to Purchase Ordinary Shares of RSXYZ Public Company Limited, Series 2 ("RSXYZ-W2") which the number of shareholders exercised warrants 38 persons, number of shares derived from exercised warrants 253,318,965 shares.
- The investment in acquisition of assets from BEAMX Co., Ltd. and Mom's Touch (Thailand) Co., Ltd., both related parties, with a total transaction value not exceeding 255.71 million baht. The acquisition includes BEAMX Group's hospitality brands: BEAM CUBE, BEAM CLUB, and BEER BELLY, as well as six branches of Mom's Touch, a Korean-style quick-service restaurant chain.
- The amendments to the allocation and usage period of proceeds from the private placement (PP) share offering, aligning with the company's investment and expansion plans, as follows:
  - 1) Restaurant franchise business 115.00 million baht, set to utilize the funds within the year 2025.
  - 2) Food and beverage business 85.00 million baht, set to utilize the funds within the year 2024.
  - 3) Communication IT products and related devices business budget 300.00 million baht, fully utilized within the year 2024.
  - 4) Working capital of the Company budget 44.50 million baht, set to utilize the funds within the year 2025.
  - 5) Cosmetic surgery business budget 100.00 million baht, set to utilize the funds within the year 2025.
- The change of the Company's name from Gift Infinite Public Company Limited (GIFT) to RSXYZ Public Company Limited (RSXYZ) and its securities symbol from GIFT to RSXYZ.
- The last exercise of Warrant Certificate to Purchase Ordinary Shares of RSXYZ Public Company Limited, Series 2 ("RSXYZ-W2") which the number of shareholders exercised warrants 85 persons, number of shares derived from exercised warrants 91,797,172 shares.

For sustainability driving in 2024, the Company's ultimate goal is to enhance business value while contributing and building long-term operational potential through sustainable development in every dimension and adhere to the core principles of business operations with a commitment to be an efficient organization in conducting business with ethics, fairness, transparency and accountability along with the responsibility to all stakeholders both society and the environment to be able to grow together in a balanced and sustainable way.

Overview of sustainability management in 2024

- Environment aspect
  1. No complaints have been received from the surrounding community regarding environmental impacts caused by the Company.
  2. No significant reports of leaks have been reported from the manufacturing plant.
  3. Employees are encouraged to separate waste in an organized manner by recycling paper and plastic, which helps reduce greenhouse gas emissions. Additionally, the revenue generated from the sale of upcycled products is donated to fund the establishment of a marine wildlife rescue unit at Kasetsart University.
- Social aspect
  1. No accident at work causing fatality or disability and No complaints of Corruption or violation of human rights.
  2. And after relocation of the headquarters, the employees participated the several activities with the RS Group building for example, participating in blood donation activities for the Thai Red Cross Society to help patients nationwide, and joining the "Sharing Good Condition Items" campaign by donating unused but good-quality

items to Pun Gun Shop, which sells these items and donates all proceeds as scholarships to underprivileged children through the Yuvabadhana Foundation. This also includes donating school supplies and money to help restore school buildings and assist communities affected by flooding in the northern region, among other activities.

- Corporate Governance aspect

The Company has adhered to the principles of good corporate governance in line with the guidelines of the Stock Exchange of Thailand and has disclosed this information in the annual registration statement.

1. The Company reviewed the qualifications of the directors according to the Board Skill Matrix, considering the diversity of the board, such as gender, age, knowledge, and experience of the directors to ensure suitability for the business.
2. The Company participated in the 2024 assessment project on corporate governance of Thai listed companies (CGR), receiving a rating of 4 stars or "very good" from the Thai Institute of Directors.
3. The Company received 100 scores of AGM checklist from Thai Investor Associations.
4. The Company participated in CG Day as a business partner alongside other listed companies to adequately prepare effective communication for employees and management within the organization, including the commencement of adherence to the No Gift Policy and considered to declare the intention as a member of Thailand's Private Sector Collective Action Coalition against Corruption (CAC) within 2026.

**Board's opinion:** The Board of Directors deemed appropriate to report the Shareholders' Meeting to acknowledge the operating results for year 2024.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

**Resolutions:** This agenda is for acknowledgement; therefore, there is no vote casting.

## **Agenda Item 2 To consider and approve the financial statements for the year ended 31 December 2024.**

**Objective and Reason:** Pursuant to the Public Limited Company Act B.E. 2535 (1992) section 112, the Board of Directors has task for the preparation of the statements of financial position and profit and loss statement for the fiscal year end of the Company to propose the Annual General Meeting of Shareholders to consider and the statements of financial position and Profit and Loss statement of which were audited by the auditor to be accurate for the Annual General Meeting of Shareholders' approval.

Revenue, Gross Profit, Net profit

- In 2024 total revenue of the Company was 2,519.7 million baht, showing 179.3 percent growth from the previous year. The ration of revenue in 2024 consists of Technology & Innovations business accounting for 95.2 percent, service and restaurant business accounting for 3.5 percent, and other income, such as interest income, accounting for 1.3 percent.

Overview of revenue ratio

- Revenue ratio of Technology & Innovations was 2,398.0 million baht increase 220.7 percent from the previous year from the full-year revenue recognition, the income comes from two main product categories: annual SIM cards, accounting for 68.6 percent, and IT gadgets, accounting for 31.4 percent.
- Revenue ratio of Service and Restaurant was 88.5 million baht, If compared to the previous year, there was a decrease of 8.1 percent, according to accounting principles for recognizing revenue retroactively.

The company began recognizing revenue from three main brands, BEAMX, OKONOMI, and MOM's Touch, starting in September of last year. Financial statements were retroactively adjusted to reflect the consolidation of the businesses under the same control, as if BEAMX, OKONOMI, and MOM's Touch had been under the control of the parent company from the beginning, even though the legal consolidation occurred later. Additionally, in the past year, no revenue from the chemical business appeared in other income.

#### Income Statement

- The cost of sales and services is 1,483.4 million baht, an increase of 195.6 percent compared to the previous year, which is in line with the increase in total revenue. This is due to the cost of goods from A Lot Tech and the cost of services and food businesses.
- Selling and Administrative Expenses amounted to 682.8 million Baht, an increase of 150.9 percent compared to the previous year. This increase was due to higher selling expenses, including commissions for the online platform, which grew in line with sales, and the consolidation of A Lot Tech business as well as the newly added food and beverage business.
- The Company reported a net profit attributable to shareholders of 29.9 million Baht, a decrease of 25.1 percent compared to the previous year, primarily due to the loss incurred from the service business.

#### Statement of Financial Position

Total Assets increased from 2,210.4 million Baht to 2,792.4 million Baht, representing a 26.3 percent increase.

- Current Assets increased from 1,292.8 million baht to 1,341.4 million baht. Part of this increase was due to cash received from the conversion of RSXYZ-W2 rights, despite a decrease in inventory for A Lot Tech.
- Non- Current Assets increased from 917.5 million Baht to 1,475.2 million Baht, primarily due to investments in asset usage rights and assets related to the service and restaurant business.

#### Liabilities and Shareholders' Equity

- Total Liabilities increased from 690.5 million Baht to 878.1 million baht. This increase was mainly due to an increase in current liabilities, which rose from 175.3 million baht to 293.7 million baht. The primary reason was the higher trade payables, which increased due to extended credit terms received from A Lot Tech's business partners.
- Non-Current Liabilities increased from 515.2 million baht to 584.3 million Baht, which resulted from the recognition of lease liabilities following investments in the service and restaurant business.
- Shareholders' Equity increased from 1,520 million Baht to 1,638.5 million Baht, driven by higher retained earnings and the conversion of rights under the previously issued warrants.

#### Financial Ratios

- Return on Assets (ROA) increased to 14.1 percent, reflecting improved efficiency in utilizing assets to generate higher returns.
- Return on Equity (ROE) decreased to 2.3 percent, reflecting the impact of capital increase, which caused the equity base to grow faster than profit growth.
- The liquidity ratio, although decreased, remains high at 4.6 times, indicating strong liquidity.
- The debt-to-equity ratio remained unchanged from last year at 0.5 times, showing a stable financial structure despite ongoing business expansion.



- The net interest-bearing debt to EBITDA ratio slightly increased to 0.2 times but remains low, indicating a strong ability to service debt interest.

Summary of cash flow in 2024:

- Cash flow from operating activities increased by a net 620.9 million baht, resulting from profits from core business operations.
- Cash flow from investing activities was negative at 268.3 million baht, primarily due to investments in the service and restaurant businesses, as well as some equity investments. This was offset by cash received from short-term loan repayments and proceeds from the sale of investment properties.
- Cash flow from financing activities increased by 196.0 million baht, due to funds raised from a capital increase through the exercise of warrants.

**Audit Committee's opinion:** The Audit Committee deemed appropriate to propose the Board's Meeting and the Shareholders' Meeting to consider and approve the financial statements for the year ended 31 December 2024 which has been audited and signed by a certified public accountant.

**Board's opinion:** The Board of Directors deemed appropriate to propose the Shareholders' Meeting to consider and approve the financial statements for the year ended 31 December 2024 which has been audited and signed by a certified public accountant and which has been determined by the Audit Committee.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider and approve the financial statements for the year ended 31 December 2024.

**Resolutions:** The shareholders' meeting resolved to approve the financial statements for the year ended 31 December 2024 as proposed.

The Shareholders has approved this agenda requires majority votes of the shareholders attending the meeting and casting their votes with the following votes:

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

**Agenda Item 3 To consider the approval for omitted dividend payment.**

#### Objective and Reason

- Legal reserve

Pursuant to the Public Limited Company Act B.E. 2535 (1992) section 116 and Article 73 of the Company's Articles of Association prescribed the Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital.

According the Company has done legal reserved funds pursuant to the minimum amounts (ten percent of the registered capital) resulting at the end of year 2024 the Company did not have to allocate legal reserves.

Currently, the Company has legal reserved total amount 39,120,000 baht (The Company has registered capital amount 881,082,298 baht and paid capital 787,471,206 baht) pursuant to the Public Limited Company Act B.E. 2535 (1992) and the Company's Articles of Association.

- Dividend payment policy

The Company's dividend policy is to pay an annual dividend to shareholders at a rate of no more than 40percent of net profit after tax and after legal reserves. However, the above mentioned dividend payment rate may be changed depending on the necessity and appropriateness considerations under the best interests of all shareholders and stakeholders. The Board of Directors' meeting must pass the resolution of dividend payment to the shareholders' meeting's approval the interim dividend payment that the Board of Directors has authorization to approve the interim dividend payment but must report any interim dividends paid to the shareholders at the next annual general meeting.

Due to the Company wishes to utilize the capital for investments to expand the business and for working capital to increase liquidity of the Company causing the Company considered to omit the dividend payment for the operating results of year 2024.

**Board's opinion:** The Board of Directors deemed appropriate to propose the Shareholders' Meeting to consider the approval for omitted dividend payment for year 2024 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.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider the approval for omitted dividend payment.

**Resolutions:** The shareholders' meeting resolved the approval for omitted dividend payment.

The Shareholders has approved this agenda requires majority votes of the shareholders attending the meeting and casting their votes with the following votes:

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

**Agenda item 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation.**

**Objective and Reason:** Pursuant to the Public Limited Company Act B.E. 2535 (1992) and Article 13 of the Company's Articles of Association prescribed that every year one-third (1/3) of the number of the directors shall retire from the office and according to the Company's Articles of Association the directors to retire during the first and second years following the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire.

Director who must retire by rotation 3 persons which are;

Name	Type of Director	Position
1) Mrs. Wansuda Thanasarnart	Independent Director	Director
2) Mr. Suthep tharawas	Independent Director	Director / Audit Committee / Nomination and Remuneration Committee
3) Mr. Phisit Dachanabhirom	Independent Director	Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee resolved to propose the Board of Directors to reappoint the directors who must retire by rotation 2 persons for another term which are:

Name	Type of Director	Position
1) Mrs. Wansuda Thanasarnart	Independent Director	Director
2) Mr. Suthep tharawas	Independent Director	Director / Audit Committee / Nomination and Remuneration Committee

In this regards, Mr. Phisit Dachanabhirom retires from office at the end of term due to the restructuring of the Board of Directors to reduce overlap with related company.

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

**Nomination and Remuneration Committee's opinion:** deemed appropriate to propose the Board's Meeting and the Shareholders' Meeting to consider and approve 1) Mrs. Wansuda Thanasarnart and 2) Mr. Suthep Tharawas who must retire by rotation to be reappointed as director for another term. In this regard, Mr. Phisit Dachanabhirom retired from office at the end of term due to the restructuring of the Board of Directors to reduce overlap with related company.

**Board's opinion:** deemed appropriate to propose the Shareholders' Meeting to consider and approve 1) Mrs. Wansuda Thanasarnart and 2) Mr. Suthep Tharawas who must retire by rotation to be reappointed as director for another term which has been determined by the Nomination and Remuneration Committee.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider and approve the appointment of directors in replacement of those who must retire by rotation.

**Resolutions:** The shareholders' meeting resolved to approve the appointment of a director to replace the director whose term has expired, as proposed. The meeting also authorized the Board of Directors, the Chief Executive Officer (CEO), or any person designated by the CEO, to take any necessary actions related to amending the Articles of Association. This includes, but is not limited to, making changes to any content as recommended, suggested, or ordered by the Registrar of the Ministry of Commerce and/or any relevant government agency, as specified in the details to be amended.

The resolution for this agenda requires majority votes of the shareholders attending the meeting and casting their votes by electing each person individually by voting as follows;

1) Mrs. Wansuda Thanasaranart

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

2) Mr. Suthep Tharawas

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

**Agenda Item 5 To consider and approve the amendment of amount of directors and the appointment of new directors.**

**Objective and reason:** In order to increase the potential in corporate government and business operation to be in line with the business's growth. The Nomination and Remuneration Committee deemed appropriate to propose the Board of Directors to consider and approve increase amount of directors and appoint new directors.

**Criteria and Procedures for the Nomination and Appointment of Directors:** The Nomination and Remuneration Committee is responsible for selecting and screening qualified individuals from a diverse Board structure (Board's Diversity). The committee then submits its recommendations to the Board of Directors for approval before presenting the nominees to the Annual General Meeting of Shareholders for final approval. Additionally, all shareholders are given the opportunity to nominate individuals who meet the qualifications prescribed by securities and exchange laws and other relevant regulations. Detail as following:

1) Increase amount of directors 1 person total amount from 7 persons to 8 persons.

2) Propose to appoint the new directors 2 persons which are:

Name	Type of Director	Nature of Appointment
1) Mr. Santiporn Wongpanchalert	Independent Director	Newly appoint to replace Mr. Phisit Dachanabhirom who retires from office at the end of term.
2) Mr. Chet Chetchotisak	Executive Director	Newly appoint additionally from the current amount of directors.

The Board of Directors has considered and determined that the nominated individuals for the position of independent director meet the qualifications required by law and the relevant regulations concerning independent directors. The nominees have undergone the company's selection process and meet the applicable criteria, making them suitable for the Company's business operations. Additionally, their nomination has been carefully and thoroughly reviewed by the Nomination and Remuneration Committee. This is excluded the director and executives who has stakeholder engagement; agreed "Mr. Santiporn Wongpanchalert and Mr. Chet Chetchotisak are qualified and do not have any disqualifying characteristics according to the relevant regulations or laws, also having knowledge, capabilities, professional experience which will enhance the efficiency and diversity in the structure of the Board of Directors as well as the Company's business operation".

Therefore, after the appointment of new directors resulting the Director of the Company has total amount of 8 persons which comprises of:

Name	Type of Director	Position
1) Pol. Gen. Somyot Poompanmoung	Non-executive directors	Chairman of the Board of Directors
2) Mrs. Wansuda Thanasarnart	Independent Director	Director
3) Mr. Suthep Tharawas	Independent Director	Director / Audit Committee / Nomination and Remuneration Committee
4) Mr. Somsak Phayapdacharchai	Independent Director	Director / Audit Committee / Nomination and Remuneration Committee
5) Mr. Santiporn Wongpanchalert	Independent Director	Director
6) Mr. Surachai Chetchotisak	Executive Director	Vice Chairman of the Board of Directors / Chairman of the Investment Committee / Chairman of the Executive Committee / Authorized Director
7) Mr. Chet Chetchotisak	Executive Director	Director / Investment Committee / Authorized Director
8) Ms. Waleewan Rojjanapakdee	Executive Director	Director / Authorized Director

Once the shareholders' meeting has passed a resolution to appoint the directors, the Board of Directors will proceed to appoint the sub-committees accordingly.

**Nomination and Remuneration Committee's opinion:** deemed appropriate to propose the Board's Meeting and the Shareholders' Meeting to consider and approve the increase of amount of director 1 person, total amount from 7 persons to 8 persons and propose to appoint 1) Mr. Santiporn Wongpanchalert as a new director in replacement of Mr. Phisit Dachanabhirom who retires from office at the end of term and 2) Mr. Chet Chetchotisak as a new director additionally from the current amount of directors due to they have knowledge, skills, and specific expertise that are suitable to support the Company's future business expansion.

**Board's opinion:** deemed appropriate to propose the Shareholders' Meeting to consider and approve the increase of amount of director 1 person, total amount from 7 persons to 8 persons and propose to appoint 1) Mr. Santiporn Wongpanchalert as a new director to replace Mr. Phisit Dachanabhirom who retires from office at the end of term and 2) Mr. Chet Chetchotisak as a new director additionally from the current amount of directors which has been determined by Nomination and Remuneration Committee.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider and approve the amendment of amount of directors and the appointment of new directors.

**Resolutions:** The shareholders' meeting resolved to approve the amendment of amount of directors and the appointment of new directors, as proposed. The meeting also authorized the Board of Directors, the Chief Executive Officer (CEO), or any person designated by the CEO, to take any necessary actions related to amending the Articles of Association. This includes, but is not limited to, making changes to any content as recommended, suggested, or ordered by the Registrar of the Ministry of Commerce and/or any relevant government agency, as specified in the details to be amended.

The resolution for this agenda requires majority votes of the shareholders attending the meeting and casting their votes.

- 1) Increase amount of directors 1 person total amount from 7 persons to 8 persons.

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

- 2) Propose to appoint Mr. Santiporn Wongpanchalert as the new director.

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

- 3) Propose to appoint Mr. Chet Chetchotisak as the new director.

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

**Agenda item 6 To consider and approve the amendment of authorized directors whose signatories are binding upon the Company.**

**Objective and reason:** As a result of the restructuring of the Company's Board of Directors, there has been the amendment of authorized directors whose signatories are binding upon the Company. Therefore, the Company deems it appropriate to propose that the meeting approve the amendment of authorized directors whose signatories are binding upon the Company, as detailed below.

Type	From	Change to
<b>Names of Authorized Directors</b>	Mr. Surachai Chetchotisak Ms. Waleewan Rojjanapakdee	Mr. Surachai Chetchotisak Ms. Waleewan Rojjanapakdee Mr. Chet Chetchotisak
<b>Number of Authorized Directors</b>	Two directors jointly sign with the Company's seal affixed	Two of these three directors jointly sign with the Company's seal affixed

In addition, it is proposed that the meeting grant authority to the Board of Directors, the Executive Committee, the Chief Executive Officer, or any person delegated by the Board of Directors, the Executive Committee, or the Chief Executive Officer, to sign requests or documents necessary for the registration of amendments to the directors and/or the powers of the directors. This includes, but is not limited to, making any amendments as per the recommendations, opinions, or orders of the Registrar of the Ministry of Commerce and/ or any relevant government authorities.

**Board's opinion:** deemed appropriate to propose the Shareholders' Meeting to consider and approve the amendment authorized directors whose signatories are binding upon the Company from Mr. Surachai Chetchotisak and Ms. Waleewan Rojjanapakdee; Two directors jointly sign with the Company's seal affixed to be changed to Mr. Surachai Chetchotisak Ms. Waleewan Rojjanapakdee Mr. Chet Chetchotisak; Two of these three directors jointly sign with the Company's seal affixed.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider and approve the amendment of authorized directors whose signatories are binding upon the Company.

**Resolutions :** The shareholders' meeting resolved to approve the amendment of authorized directors whose signatories are binding upon the Company, as proposed. The meeting also authorized the Board of Directors, the Chief Executive Officer (CEO), or any person designated by the CEO, to take any necessary actions related to amending the Articles of Association. This includes, but is not limited to, making changes to any content as recommended, suggested, or ordered by the Registrar of the Ministry of Commerce and/ or any relevant government agency, as specified in the details to be amended.

The resolution for this agenda requires majority votes of the shareholders attending the meeting and casting their votes.

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

#### **Agenda item 7 To consider and approve the directors' remuneration for the year ended 31 December 2025.**

**Objective and Reason:** Article 58 of the Company's Articles of Association prescribed "Directors are eligible to receive the remuneration from the Company in form of monthly remuneration, meeting fee, pension, monetary reward and other compensations in accordance to the Company's Articles of Association or the shareholder's meeting's approval which may be specified as a definite number or laid down as criteria and may be fixed the amount or approved the principles and policies and will be specified from time to time , or effective until there is a change.

**Criteria and procedure for proposal of the directors' remuneration:** The Nomination and Remuneration Committee shall consider the directors' remuneration by considering the rate in comparison with other companies within the same industry, appropriateness of duties and responsibilities of directors and the Company's operating results and propose the matter to the Board's Meeting for consideration and approval. With details as follows:

#### **1. Monetary Remuneration**

##### **1) Monthly fixed fee and Meeting allowance**

	2025 (propose year)		2024 (past year)		Variance	
	Meeting allowance (baht/time)	Monthly Remuneration (baht/month)	Meeting allowance (baht/time)	Meeting allowance (baht/time)	Monthly Remuneration (baht/month)	Meeting allowance (baht/time)
<b>Director's remuneration</b>						
- Chairman of the Board of Directors	35,000	25,000	40,000	30,000	-5,000	-5,000
- Board of Directors	25,000	20,000	15,000	20,000	+10,000	0
<b>Audit Committee's remuneration</b>						
- Chairman of the Audit Committee	45,000	35,000	30,000	25,000	+15,000	+10,000
- Audit Committee	35,000	30,000	15,000	15,000	+20,000	+15,000

## Note

1. Directors who are executives or employees of the Company will be not entitled to receive a monthly fixed fee or the other sub-committee meeting fixed fee excluded meeting allowance.
2. 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

	2025 (propose year) (baht/year)	2024 (past year) (baht/year)	Variance
Other compensation or other benefits	Not entitle other benefit and remuneration	Not entitle other benefit and remuneration	-

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

**Board's opinion:** The Board of Directors deemed appropriate to propose the Shareholders' Meeting to consider and approve the directors' remuneration for the year ended 31 December 2025 which has been determined by the Nomination and Remuneration Committee.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider and approve the directors' remuneration for the year ended 31 December 2025.

**Resolutions:** The shareholders' meeting resolved to approve the directors' remuneration for the year ended 31 December 2025, as proposed.

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders.

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

**Agenda item 8 To consider and approve the appointment of auditor and fix the auditor's remuneration for the year ended 31 December 2025.**

**Objective and Reason:** Pursuant to the Public Limited Company Act B.E. 2535 (1992) prescribed, "The annual ordinary meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The former auditor may be re-appointed."



Auditor's name *	Certified Public Accountant No.	The period in which the auditor signs the financial statements.
Mr.Paisan Boonsirisukapong	5216	
Ms.Lakshmi Deetrakulwattanaphol	9056	Year 2025 will be the first year as the auditor of the Company
Ms.Saranya Akharamahaphanit	9919	
Ms.Kesane Srathongphool	9262	

Due to the company's strategic plan to diversify its business operations, including expanding into the food and beverage sector and investing in digital assets, the Audit Committee has proposed the appointment of a new auditor to better align with the future direction of the business. In this regard, the Audit committee has considered the qualifications, knowledge, experience, credibility, and appropriateness of the audit fee and has recommended the appointment of Grant Thornton Limited as the Company's auditor, including its subsidiaries. The appointed auditor will have the authority to audit, review, and express opinions on the financial statements of the Company and its subsidiaries, which is the same auditing firm for year 2025 ended 31 December 2025.

Audit fee and Other fee: (Unit : THB)	Proposed for year 2025 (Grant Thornton Co.,Ltd)	Previous year 2024 (Dharmniti Auditing Co.,Ltd)	Variance
RSXYZ Public Company Limited	1,300,000	1,050,000	+250,000
Subsidiaries	5,500,000	2,670,000	+2,830,000
<b>Total Audit fee of the Company and its subsidiaries</b>	<b>6,800,000</b>	<b>3,720,000</b>	<b>+3,080,000</b>
Other fee	100,000	None	+100,000
<b>Grand Total</b>	<b>6,900,000</b>	<b>3,720,000</b>	<b>+3,180,000</b>

However, Grant Thornton Company Limited and the auditors are not a person or entity affiliated to the Company/ subsidiaries / management / major shareholders or other related person such in the manner that will affect the independent performance of duties.

**Audit Committee's opinion:** The Audit Committee 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 31 December 2025 the auditor fee for the Company is 1,300,000 Baht and for its subsidiary is 6,800,000 Baht and other fee is 100,000 Baht, total amount of fee is 6,900,000 Baht.

**Board's opinion:** The Board of Directors 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 31 December 2025 total amount of fee is 6,900,000 Baht which has been determined by the Audit Committee. The Board of Directors will ensure that financial statements can be prepared in a timely manner.

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider and approve the appointment of auditor and fix the auditor's remuneration for the year ended 31 December 2025.

**Resolutions:** The shareholders' meeting resolved to approve the appointment of auditor and fix the auditor's remuneration for the year ended 31 December 2025, as proposed.

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders.

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,131,641,856	71,973,489	55,000,000	0	1,258,615,345
Percent	89.9116	5.7184	4.3698	0.0000	100.0000

**Agenda Item 9 To consider and approve the amendment of company's objectives.**

**Objective and Reason:** To support the business expansion in digital asset investment and to cover the company's objectives of its subsidiary. The current amount of company's objectives is 100 items; propose to add 1 items, total amount 101 items and to amend the Memorandum of Association to be in line with the amendment of company's objectives as "Clause 3. The Company's objectives has amount of 101 items" which the details of company's objectives to be added as follows:

101. The business involves operating as a cryptocurrency exchange center, digital token exchange center, cryptocurrency broker, digital token broker, cryptocurrency trader, and digital token trader. It also provides consulting and advice services to businesses or individuals regarding cryptocurrencies and digital tokens. The business offers digital currency exchange or digital currency sales services, invests in digital assets, including but not limited to mining, trading, and exchanging digital assets, and provides a digital token trading system. The business may also engage in other services related to cryptocurrency and digital token transactions (once approved by the relevant authorities, in cases where authorization is required). Additionally, it provides services for storing, processing, verifying, and confirming data on the decentralized transaction network, applies blockchain technology, and conducts research, development, design, and data collection related to information technology (IT) to enhance knowledge, expertise, and academic skills in technology

In order to comply with the Company's Article of Association and the Public Limited Companies Act B.E. 2535 (1992), 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, the Certificate of business registration, 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.

**Board's opinion:** The Board of Directors deemed appropriate to propose the Shareholders' Meeting to consider and approve the amendment of company's objective to support the business expansion in digital asset investment and to cover the company's objectives of its subsidiary. Currently amount of company's objectives is 100 items, propose to add 1 item, total amount 101 items and amend the Memorandum of Association to be in line with the amendment of company's objectives as "Claus 3. The Company's objectives has amount of 101 items".

The shareholders were granted an opportunity to raise questions, make suggestions or express opinions. There was no shareholder raising any questions in this agenda.

Proposed the shareholders' meeting to consider and approve the amendment of company's objectives.

**Resolutions:** The shareholders' meeting resolved to approve the amendment of company's objectives, as proposed. The meeting also authorized the Board of Directors, the Chief Executive Officer (CEO), or any person designated by the CEO, to take any necessary actions related to amending the Articles of Association. This includes, but is not

limited to, making changes to any content as recommended, suggested, or ordered by the Registrar of the Ministry of Commerce and/or any relevant government agency, as specified in the details to be amended.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders.

Resolution	Approved	Disapproved	Abstained	Voided Ballots	Total
Number of votes	1,203,615,345	0	55,000,000	0	1,258,615,345
Percent	95.6301	0.0000	4.3698	0.0000	100.0000

No shareholders proposed any additional agenda items.

Once the meeting had completed the voting on each agenda item as specified in the notice of the meeting, the Chairman opened the floor for shareholders to ask questions and make comments. The questions were as follows:

Question from shareholder, Ms. Umachasaya Charoenchai, proxy of the Thai Investors Association:

1. "Why has the remuneration for directors and executives in 2024 increased significantly compared to 2023?"

Answer from Ms. Atispach Kaewyai, Chief Financial Officer:

"The increase in expenses and costs is in line with the increase in revenue. The remuneration for directors and executives in 2024 amounted to 73.7 million baht, which is an increase of 155.9 percent from 28.8 million baht in 2023. The main reason for the increase is that in 2023, the company started to recognize expenses related to this for A Lot Teach Co., Ltd. only in the last quarter, starting in September 2023, therefore the expenses were only recognized for part of the year. In contrast, in 2024, expenses for the full year are being recognized, and the company also started to recognize expenses related to the new food and beverage business, leading to a significant increase in overall expenses, including remuneration for directors and executives."

2. "Is the remuneration for directors and executives in line with the company's policy?"

Answer from Ms. Rattapawee Lapnan, Meeting Secretary and Corporate Governance :

"The Company has a policy, guidelines, and procedures for paying remuneration to directors and executives. The remuneration has gone through a review and approval process by the Board of Directors, as well as careful consideration by the Nomination and Remuneration Committee, before being presented to shareholders for approval. Therefore, the Company has followed its policy on the determination of directors and executives' remuneration."

Once no further questions were raised, the Chairman thanked the shareholders for attending the meeting and then closed the meeting."

**The Meeting was closed at 15.30 hrs.**

-Signed -

(Pol.Gen. Somyot Poompanmoung)

Chairman / Director

- Signed -

(Ms. Rattapawee Lapnan)

Secretary of the Meeting / Minutes Taker