

# Invitation Letter

**to the Extraordinary General Meeting of Shareholders  
No.1/2025**

RSXYZ Public Company Limited (XYZ)



Download documentation  
of the meeting

**Friday 25<sup>th</sup> July 2025 at 11.00 am**

The shareholders meeting will be conducted through Electronic meeting only (e-EGM)

**RSXYZ PUBLIC COMPANY LIMITED**

27 RS Group Building, Tower A, Floor 9<sup>th</sup>, Prasert-Manukitch Road,  
Sena Nikhom, Chatuchak, Bangkok 10900, Thailand

www.rsxyz.com

XYZ2025/011

-Translation-

9 July 2025

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2025

To: Shareholders  
RSXYZ Public Company Limited

Enclosure: 1. Revised Sections of the Company's Articles of Association (Supplement document of Agenda item 1).  
2. Summary of the Changing of objectives, limit and timeframe for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) (Supplement document of Agenda item 2).  
3. The Articles of Association in regards to the part related to the shareholders' meeting.  
4. The Procedures for using the meeting system through electronic meeting (Inventech Connect: Live Streaming)  
5. The explanation on proxy appointment, registration to attend the meeting, list of Independent directors that the Company proposed as a proxy for shareholders  
6. Proxy form B / form C

The Board of Directors of RSXYZ Public Company Limited ("Company") has resolved to organize the Extraordinary General Meeting of Shareholders No.1/2025 on Friday 25<sup>th</sup> July 2025 at 11.00 hrs. 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 live broadcast from Conference Room, RS Group Building, Prasert-Manukitch Road., Sena Nikhom sub-district, Chatuchak district, Bangkok 10900. The location of the company's head office.

The Board of Directors has determined to consider the matters according to the following agendas:

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

**Objective and Reason:** In order to comply with the Public Limited Companies Act (No. 4), B.E. 2565 (2022), it is proposed that the Company's Articles of Association be amended to align with the applicable laws and relevant provisions. A total of 11 clauses are proposed for amendment, along with 19 corrections of typographical errors. The amendments aim to enhance clarity and ensure that the Articles can be effectively used as a proper framework for practice. The details are 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

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
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	42	Method of Electing Directors by the Shareholders' Meeting	The law requires that the election of directors be conducted in accordance with the resolutions of the shareholders' meeting; however, consideration should be given to amendments or updates in line with the new regulations	Section 70
9	52	Board of Directors' Meetings.	Addition of electronic meetings	Section 79
10	53	Convening Board of Directors' meetings	Addition of requirement to state agenda and rationale for consideration	Section 81
11	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	

**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 11 provisions of its Articles of Association. Additionally, there are 19 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 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.

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

**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).

**Objective and Reason** Currently the Company reviewed the investment plan and business opportunity, deemed appropriate to change objectives and limit for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) to be in accordance with the business plan and flexibility in future business operations. Such the matters which are materially different from those specified in the tender offer for securities. (Form 247-4). This revision is to adjust the plan to be more appropriate for carefully considering investments in various businesses. The selection of investments in various businesses will align with the Company's objectives, without affecting the overall approved budget previously authorized by shareholders. This also allows the company to increase opportunities to invest in new businesses that are expected to generate good returns, while considering the benefits of the Company and 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	-	-
<b>Working Capital</b>	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	-	-
<b>Pet Business</b>	-	-	-	-	80.00	2026
<b>Total</b>	<b>544.50</b>	<b>444.50</b>	<b>100.00</b>		<b>100.00</b>	

Objectives, budget limit and timeframe for the utilization of the capital increase (Original)	Timeframe
<p><b>Original Plan: Beauty &amp; Cosmetic Surgery Business</b></p> <p><b>Business Description / Investment Scope:</b> 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><b>Target Group or Customers:</b> 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><b>Investment Budget and Details:</b> Total estimated budget 100.00 million baht.</p> <p><b>Project Status:</b> The Company is currently finalizing project details and exploring potential collaborations with strategic partners. Further clarity is expected during 2024–2025.</p> <p><b>Expected Return on Investment :</b> 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><b><u>Pet Business 80.00 million baht</u></b></p> <ul style="list-style-type: none"> <li>• <b>Business Description / Investment Focus :</b> 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).</li> <li>• <b>Target Group or Customers:</b> 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.</li> <li>• <b>Investment Budget and Details:</b> 80.00million baht.</li> <li>• <b>Project Progress :</b>confirms the opening of 4 branches from Q 3/2025to Q2/2026. <ul style="list-style-type: none"> <li>• 50% : Standalone pet retail stores.</li> <li>• 50% : Hybrid pet retail stores with Pet Lifestyle Parks.</li> <li>• Token launch for the pet ecosystem is expected during Q–2Q.3/2026</li> </ul> </li> <li>• <b>Expected Return on Investment</b> (depending on location and branch model) : <ul style="list-style-type: none"> <li>• Gross Profit Margin (GPM) : 55–70%</li> <li>• EBITDA : 10–30%</li> <li>• Net Profit Margin(NPM) : 5–20%</li> </ul> </li> </ul> <p>Internal Rate of Return (IRR) : 20–27%</p>	Within the year 2026
<p><b><u>To be used as the Company's working capital in the amount of 20.00 million baht</u></b></p>	

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.

**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.

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

**Agenda Item 3: To consider and approve the Investment Framework for Digital Assets.**

**Objective and Reason:** With reference to the resolution passed at the 2025 Annual General Meeting of Shareholders approving the amendment of the Company's objectives to support business expansion in digital asset investments, and to ensure the operations are clear, transparent, and verifiable, 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.
- 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 &amp; Accounting

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

## d) Position Limits &amp; Rebalancing

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

**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.

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.

**Resolution:** This agenda item must be approved by a majority vote of the shareholders present and eligible to vote.

#### **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. (as enclosure 3 herewith)

For any shareholders who wish to attend or appoint another person who is not independent directors as his/her proxy to attend and vote at this meeting on his/her behalf. The system will be opened for registration from 18 July 2025 at 08.30 hrs. onwards until the Shareholders' meeting on 25 July 2025 has finished. The Shareholders should consider to register according to the procedures of the electronics meeting through Inventech Connect (Live Streaming) (as enclosure 4 herewith).

To protect the shareholder's rights and benefit in case any shareholder would like to appoint independent directors as their proxies to attend and vote at the meeting on his/her behalf is able to study the explanation of proxy registration and name of independent directors who the Company proposes as the proxy (as enclosure 5 herewith).

The Company provides Shareholders' convenience by requesting the proxy form B and C (as enclosure 6 herewith) in hard copy form on the Company's website. The Shareholders to fill and sign the proxy form B and C with duty stamp and submit proxy form and deliver it, together with the required documents to:

Ms. Thitiphan Reuangpabhasap  
Company Secretary Department  
RSXYZ Public Company Limited  
No. 27 RS Group, Building 9<sup>th</sup> floor,  
Prasert-Manukitch Road, Sena Nikhom Chatuchak, Bangkok 10900  
Within 24 July 2025 at 17.00 hrs.

Any shareholders would like to ask for more information or has any question related with the agendas may submit questions in advance of the meeting date via: [cs@rsxyz.com](mailto:cs@rsxyz.com)

Please be inform accordingly

Yours sincerely,

-Signed-

(Mr. Chet Chetchotisak)

Chief Executive Officer

RSXYZ Public Company Limited

## Articles of Association Amendments of RSXYZ Public Company Limited

No.	Article No.	Old Provision	New Provision	Summary of Changes
1.	6	Article 6. The shares of the Company shall be registered shares and indivisible. In the event that two or more persons subscribe for shares or <b>hold the same shares</b> , or subscribe for or hold multiple shares jointly, such persons shall be jointly liable for the payment of share capital and any amount in excess of the share value for such shares, and shall appoint only one person among them to exercise rights as a subscriber or shareholder for such shares, as the case may be.	Article 6. The shares of the Company shall be registered shares and indivisible. In the event that two or more persons subscribe for shares or <b>hold one share</b> or multiple shares jointly, such persons shall be jointly liable for the payment of share capital and any amount in excess of the share value, and shall appoint only one person among them to exercise rights as a subscriber or shareholder for such shares, as the case may be.	<i>Minor language clarification: "hold one share or multiple shares" instead of "hold the same shares"</i>
2.	7	Article 7. Subscribers or purchasers of shares shall pay for all shares in cash or property other than cash, and shall pay the full value in one installment. Set-off against debts owed to the Company shall not be permitted.	No change	<i>Typographical error – No amendments</i>
3.	13	Article 13. The Company shall maintain a register of shareholders of the Company, which shall contain at least the following particulars: (1) Name, nationality, and address of each shareholder. (2) Class, par value, certificate number, and number of shares held by each shareholder. (3) Date on which each shareholder was registered as, or ceased to be, a shareholder of the Company. The Company shall keep and maintain the register of shareholders and supporting evidence for registration at the head office of the Company, or the Company may delegate any person to perform the function of keeping and maintaining the register of shareholders and supporting evidence for registration on behalf of the Company at any place, in which case the Company shall notify all shareholders and the registrar of such custodian of the register.	No change	<i>Typographical error - No amendments</i>

No.	Article No.	Old Provision	New Provision	Summary of Changes
		The Company may delegate the Stock Exchange of Thailand or any other person authorized under the law on securities and exchange to act as share registrar of the Company. In such case, the procedures relating to the share register of the Company shall be in accordance with the law on securities and exchange.		
4.	14	Article 14. Every shareholder must notify the share registrar of the Company of their name, nationality, address, and place for contact, together with appropriate supporting documents, and in the event of any change to such particulars, must notify the share registrar of the Company of such change together with supporting documents within a reasonable time.  Shareholders who are juristic persons must also notify the share registrar of the Company of the name, nationality, and address of their representatives, and in the event of any change to such particulars, must notify the share registrar of the Company of such change within a reasonable time.	No change	<i>Typographical error - No amendments</i>
5.	19	Article 19. In the event that any shareholder dies, or is adjudicated bankrupt by the court, or is subject to any circumstance lawfully entitling any person to the shareholder's shares, upon presentation of complete and lawful evidence by the person entitled thereto, the Company shall register the transfer of such shares and issue new share certificates to such entitled person, subject to Articles 17, 18, and 20 of these Articles of Association.	No change	<i>Typographical error - No amendments</i>
6.	20	Article 20. Where deemed appropriate, the Company may suspend the registration of share transfers during the twenty-one (21) days preceding each shareholders' meeting by giving	No change	<i>Typographical error - No amendments</i>

No.	Article No.	Old Provision	New Provision	Summary of Changes
		advance notice to shareholders at the head office and all branch offices of the Company not less than fourteen (14) days before the commencement of the suspension of registration of share transfers.		
7.	21	<p>Article 21. The company may increase its registered capital beyond the amount registered when a resolution to that effect is passed by a shareholders' meeting by a vote of not less than three-quarters (3/4) of the total votes of shareholders present and entitled to vote.</p> <p>Capital increase shall be made by the issuance of new shares, but only after all issued shares have been fully subscribed for and paid, or in the case where shares have not been fully sold, the remaining shares must be shares issued to accommodate convertible debentures or warrants to purchase shares.</p> <p>Such newly issued shares may be offered for sale by the Company either in a single offering or in installments from time to time, and may be offered to existing shareholders in proportion to their respective shareholdings prior to being offered to the public or any person, or may be offered to the public or any person, in whole or in part, in accordance with the resolution of the shareholders' meeting.</p>	No change	<i>Typographical error - No amendments</i>
8.	24	<p>Article 24. The Company may issue preference shares when approved by resolution of the shareholders' meeting by a vote of not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote.</p> <p>In each issuance of preference shares, the Company shall prescribe the rights attached to such shares, which may include the right to convert preference shares into ordinary shares, and may also determine that preference shares carry fewer voting rights than ordinary shares at shareholders' meetings, all in accordance</p>	No change	<i>Typographical error - No amendments</i>

No.	Article No.	Old Provision	New Provision	Summary of Changes
		<p>with the resolution of the shareholders' meeting pursuant to paragraph one.</p> <p>In converting preference shares into ordinary shares, the shareholders must submit an application for share conversion to the Company and surrender the share certificates. The share conversion shall take effect from the date the shareholder submits the application.</p>		
9.	26	<p>Article 26. The Board of Directors shall convene a shareholders' meeting as the annual general meeting within four (4) months from the end of each accounting year of the Company. The business to be transacted at the annual general meeting shall include the following:</p> <p>(1) To consider the annual report of the Board of Directors;</p> <p>(2) To consider and approve the balance sheet and the profit and loss account of the Company for the preceding accounting year;</p> <p>(3) To consider the declaration of dividend payment, allocation of profits, and the establishment of various reserves;</p> <p>(4) To elect directors in place of those whose terms expire by rotation and to determine the remuneration of directors;</p> <p>(5) To appoint auditors and determine the amount of audit fees of the Company</p> <p>(6) To consult on business matters or consider other matters as deemed appropriate</p> <p>Shareholders' meetings other than those mentioned in paragraph one are called extraordinary meetings, which shall be convened by the Board of in accordance with Articles 27, 28, and 29.</p>	<p>Article 26. The Board of Directors shall convene a shareholders' meeting as the annual general meeting within four (4) months from the end of each accounting year of the Company. The business to be transacted at the annual general meeting shall include the following:</p> <p>(1) To consider the annual report of the Board of Directors;</p> <p>(2) To consider and approve the balance sheet and the profit and loss account of the Company for the preceding accounting year;</p> <p>(3) To consider the declaration of dividend payment, allocation of profits, and the establishment of various reserves;</p> <p>(4) To elect directors in place of those whose terms expire by rotation and to determine the remuneration of directors;</p> <p>(5) To appoint auditors and determine the amount of audit fees of the Company</p> <p>(6) To consult on business matters or consider other matters as deemed appropriate</p> <p>Such shareholders' meetings may be conducted through electronic means, or with participation through electronic media, provided that such conduct complies with the criteria prescribed by applicable laws.</p> <p>In the event that a meeting is conducted through electronic means as prescribed in</p>	<p><i>Addition of electronic meeting provisions; Reference to Article 29 removed</i></p>

No.	Article No.	Old Provision	New Provision	Summary of Changes
			<p>paragraph two, the location of the Company's head office shall be deemed the meeting venue.</p> <p>Shareholders' meetings other than those mentioned in paragraph one are called extraordinary meetings, which shall be convened by the Board of in accordance with Articles 27 and 28.</p>	
10.	27	Article 27. The Board of Directors may call an extraordinary shareholders' meeting at any time as it deems appropriate.	No change	<i>Typographical error - No amendments</i>
11.	28	Article 28. Whenever any one or more shareholders holding shares aggregating to not less than one-fifth (1/5) of the total issued shares of the Company jointly petition in writing for the Board of Directors to call an extraordinary shareholders' meeting and clearly state the reasons for requesting such meeting in such writing, the Board of Directors shall convene an extraordinary shareholders' meeting in accordance with such shareholders' request within one (1) month from the date of receipt of such writing from the shareholders.	<p>Article 28. Whenever any one or more shareholders holding shares aggregating to not less <b>than ten percent (10%)</b> of the total issued shares of the Company jointly petition in writing requesting the Board of Directors to call an extraordinary shareholders' meeting <b>at any time, provided that the matters</b> and reasons for requesting such meeting must be clearly stated in such writing, the Board of Directors shall convene an extraordinary shareholders' meeting in accordance with such shareholders' request within <b>forty-five (45) days</b> from the date of receipt of such writing from the shareholders.</p> <p><b>If the Board of Directors fails to convene the meeting within the time period specified in paragraph two, the shareholders who signed the request or other shareholders holding the prescribed number of shares may call the meeting themselves within forty-five (45) days from the expiration of the period under paragraph one. In such case, the meeting shall be deemed to have been convened by the Board of Directors, and the Company shall bear the necessary expenses incurred in convening such</b></p>	<p><i>Reduced threshold (1/5 → 10%);</i></p> <p><i>Extended timeline (1 → 45 days);</i></p> <p><i>Added self-help provision;</i></p> <p><i>Cost allocation rules</i></p>



No.	Article No.	Old Provision	New Provision	Summary of Changes
			meeting and shall provide appropriate facilities. In the event that any shareholders' meeting convened by shareholders under paragraph two fails to achieve a quorum as prescribed in Article 34, the shareholders under paragraph two shall jointly bear the expenses incurred in convening the meeting and shall reimburse the Company accordingly.	
12.	29	Article 29. Whenever not less than twenty-five (25) shareholders holding shares aggregating to not less than one-tenth (1/10) of the total issued shares of the Company jointly petition in writing for the Board of Directors to call an extraordinary shareholders' meeting and clearly state the reasons for requesting such meeting in such writing, the Board of Directors shall convene an extraordinary shareholders' meeting in accordance with such shareholders' request within one (1) month from the date of receipt of such writing from the shareholders.	Repealed Entirely	Article completely removed
13.	31	Article 31. For each and every shareholders' meeting, the Board of Directors shall prepare a notice of meeting specifying the venue, date, time, agenda of the meeting, and matters to be proposed to the meeting with appropriate details, clearly indicating whether each matter is proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matters, and send such notice to shareholders and the registrar by registered mail not less than seven (7) days prior to the date of the meeting. The Board of Directors shall publish the notice of meeting in a newspaper not less than three (3) days prior to the date of the meeting.	Article 31. For each and every shareholders' meeting, the Board of Directors shall prepare a notice of meeting specifying the venue, date, time, agenda of the meeting, and matters to be proposed to the meeting with appropriate details, clearly indicating whether each matter is proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matters, and send such notice to shareholders and the registrar by registered mail not less than seven (7) days prior to the date of the meeting. The Board of Directors shall publish the notice of meeting in a newspaper not less	Flexible delivery methods for meeting notices

No.	Article No.	Old Provision	New Provision	Summary of Changes
		<p>In the case of convening an annual general meeting, the Board of Directors shall deliver the following documents to the shareholders together with the notice of the annual general meeting:</p> <p>(1) Copies of the balance sheet and profit and loss account audited by the auditor, , together with the auditor's report;</p> <p>(2) Documents showing particulars of names, location of head office, type of business, number and class of all issued shares of the Company, and number and class of shares held by the Company in affiliated companies (if any);</p> <p>(3) Documents showing particulars of names, location of head office, type of business, number and class of all issued shares, and number and class of shares of other public limited companies or limited companies established under the Civil and Commercial Code held by the Company in an amount of ten percent (10%) or more of the issued shares of such other public limited companies or limited companies established under the Civil and Commercial Code (if any);</p> <p>(4) Annual report of the Company.</p>	<p>than three (3) days prior to the date of the meeting.</p> <p><b>Delivery of meeting notices shall be made either by direct delivery to the recipient or their representative, or by registered mail, or by other methods as prescribed by law.</b></p> <p>In the case of convening an annual general meeting, the Board of Directors shall deliver the following documents to the shareholders together with the notice of the annual general meeting:</p> <p>(1) Copies of the balance sheet and profit and loss account audited by the auditor, , together with the auditor's report;</p> <p>(2) Documents showing particulars of names, location of head office, type of business, number and class of all issued shares of the Company, and number and class of shares held by the Company in affiliated companies (if any);</p> <p>(3) Documents showing particulars of names, location of head office, type of business, number and class of all issued shares, and number and class of shares of other public limited companies or limited companies established under the Civil and Commercial Code held by the Company in an amount of ten percent (10%) or more of the issued shares of such other public limited companies or limited companies established under the Civil and Commercial Code (if any);</p> <p>(4) Annual report of the Company.</p>	
14.	34	<p>Article 34. At each and every shareholders' meeting, there must be shareholders or proxies of shareholders attending the meeting in a number of not less than twenty-five (25) persons, or not less than one-half (1/2) of the total number of shareholders of the Company, and holding shares aggregating to not less than</p>	<p>Article 34. At shareholders' meeting, there must be shareholders or proxies of shareholders attending the meeting in a number of not less than twenty-five (25) persons, or not less than one-half (1/2) of the total number of shareholders of the Company, and holding shares aggregating</p>	<p><i>Added fallback procedures when quorum not achieved</i></p>

No.	Article No.	Old Provision	New Provision	Summary of Changes
		one-third (1/3) of the total issued shares of the Company, to constitute a quorum.	to not less than one-third (1/3) of the total issued shares of the Company, to constitute a quorum, <b>unless otherwise provided by the law governing public limited companies.</b> In the event that, after one (1) hour from the scheduled meeting time, the number of shareholders and the number of shares held by shareholders present at the meeting still do not constitute a quorum as prescribed in paragraph one, and such meeting was convened at the request of shareholders pursuant to Article 28, the meeting shall be cancelled and deemed terminated. If the meeting was not convened pursuant to Article 28, a new meeting shall be convened, and notices thereof shall be sent to shareholders not less than seven (7) days prior to the meeting date. In such subsequent meeting, a quorum shall not be required.	
15.	35	Article 35. The Chairman of the Board of Directors shall preside as the chairman at every shareholders' meeting. In the event that the Chairman is not present at the meeting or is unable to perform his or her duties <b>within fifteen (15) minutes after the scheduled meeting time</b> , the Vice-Chairman, if any, shall preside as chairman. If there is no Vice-Chairman, or if the Vice-Chairman is not present or unable to perform his or her duties, the shareholders attending the meeting shall elect one among themselves to act as the chairman of the meeting on a temporary basis.	Article 35. The Chairman of the Board of Directors shall preside as the chairman at every shareholders' meeting. In the event that the Chairman is not present at the meeting or is unable to perform his or her duties, the Vice-Chairman, if any, shall preside as chairman. If there is no Vice-Chairman, or if the Vice-Chairman is not present or unable to perform his or her duties, the shareholders attending the meeting shall <b>immediately</b> elect one among themselves to act as the chairman of the meeting.	<i>Removed specific 15-minute timing; Simplified to "immediately"</i>
16.	37	Article 37. Resolutions of the shareholders' meeting in the following matters shall require votes of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote:	<i>No change</i>	<i>Typographical error – No amendments</i>

No.	Article No.	Old Provision	New Provision	Summary of Changes
		<p>(a) The sale or transfer of the whole or any material part of the business of the Company to any other person;</p> <p>(b) The purchase or acceptance of transfer of the business of any public limited company or private limited company by the Company;</p> <p>(c) The making, amendment, or termination of contracts relating to the lease of the whole or any material part of the business of the Company, the amalgamation of material business, the assignment of the management of the business of the Company to any other person, or the entering into a joint venture with other persons with the objective of profit and loss sharing;</p> <p>(d) An increase of the registered capital of the Company;</p> <p>(e) A reduction of the registered capital of the Company;</p> <p>(f) The issuance of preference shares;</p> <p>(g) The issuance of debentures, guaranteed debentures, convertible debentures, promissory notes, investment units, warrants to purchase shares, warrants to purchase debentures, warrants to purchase investment units, or any other securities under the law governing securities and exchange;</p> <p>(h) The amalgamation of the Company with any other public limited company or private limited company;</p> <p>(i) The dissolution of the Company;</p> <p>(j) An amendment to the Memorandum of Association of the Company;</p> <p>(k) An amendment to these Articles of Association.</p>		
17.	39	Article 39. The Board of Directors shall prepare the minutes of every shareholders' meeting and complete such preparation within fourteen (14) days from the date of the meeting. The Board of Directors shall be responsible for the custody	Article 39. The Board of Directors shall prepare the minutes of every shareholders' meeting and complete such preparation within fourteen (14) days from the date of the meeting. The Board of Directors shall be	<i>Added option for electronic storage of minutes</i>

No.	Article No.	Old Provision	New Provision	Summary of Changes
		and maintenance of the minutes, which may be kept at the head office of the Company or at any other location within the locality of the Company's head office or in adjacent provinces, as may be delegated to any person by the Board of Directors, provided that notice thereof is given to the registrar.	responsible for the custody and maintenance of the minutes, which may be kept at the head office of the Company or at any other location within the locality of the Company's head office or in adjacent provinces, as may be delegated to any person by the Board of Directors, provided that notice thereof is given to the registrar. <i>The minutes of shareholders' meetings may be kept in either physical or electronic form.</i>	
18.	42	Article 42. The election of directors shall be conducted at a shareholders' meeting in accordance with the following criteria and procedures, <i>and by a majority vote of the shareholders present at the meeting and entitled to vote</i> : (1) Each shareholder shall have one vote per share held; (2) The shareholders' meeting shall elect directors from among the persons nominated, using the method whereby all shareholders present at the meeting and entitled to vote shall cast their votes individually for each nominee. Each shareholder shall have one vote per one share held for each nominee and shall not allocate votes to any nominee in varying proportions. (3) The persons receiving the highest number of votes in descending order shall be elected as directors, in a number equal to the number of directors to be elected as determined by the shareholders' meeting. In the event that persons elected in descending order receive equal votes exceeding the number of directors to be appointed as determined by the shareholders' meeting, the chairman of the meeting shall cast the deciding vote to complete the number of directors to be appointed.	Article 42. The election of directors shall be conducted at a shareholders' meeting in accordance with the following criteria and procedures: (1) Each shareholder shall have one vote per share held; (2) The shareholders' meeting shall elect directors from among the persons nominated, using the method whereby all shareholders present at the meeting and entitled to vote shall cast their votes individually for each nominee. Each shareholder shall have one vote per one share held for each nominee and shall not allocate votes to any nominee in varying proportions. (3) The persons receiving the highest number of votes in descending order shall be elected as directors, in a number equal to the number of directors to be elected as determined by the shareholders' meeting. In the event that persons elected in descending order receive equal votes exceeding the number of directors to be appointed as determined by the shareholders' meeting, the chairman of the meeting shall cast the deciding vote to complete the number of directors to be appointed.	<i>Removed redundant "majority vote" reference</i>

No.	Article No.	Old Provision	New Provision	Summary of Changes
19.	45.	Article 45. Any director who wishes to resign from his or her position shall submit a resignation letter to the Company. The resignation shall take effect from the date the resignation letter reaches the Company.	No change	<i>Typographical error - No amendments</i>
20.	51	<p>Article 51. For the purposes of Article 50, the Board of Directors shall have the power to perform any and all acts on behalf of and in the name of the Company. Such powers include, but are not limited to, the authority to perform the following acts:</p> <p>(1) Determine direction for the Company's business operations and establish policies for various operational aspects, such as financial policy, fundraising policy, capital management policy, and various risk management policies of the Company</p> <p>(2) Determine management structure or chain of command within the Company and establish various positions within the Company, including the nature and scope of work and powers and duties of persons holding such positions, such as Managing Director, Deputy Managing Director, and various department managers</p> <p>(3) Determine or approve budgets and various investment projects of the Company</p> <p>(4) Supervise, control, and oversee management and various operations to be in accordance with established projects and/or policies</p> <p>(5) Appoint directors on the Board of Directors to serve as executive directors and determine powers and duties of the executive committee and remuneration of executive directors</p> <p>(6) Appoint directors on the Board of Directors who are not executive directors to serve as audit committee members and determine powers and duties of the audit committee and remuneration of audit committee members</p> <p>(7) Appoint directors on the Board of Directors</p>	No change	<i>Typographical error - No amendments</i>

No.	Article No.	Old Provision	New Provision	<i>Summary of Changes</i>
		<p>who are not audit committee members to serve as Chief Executive Officer and Deputy Chief Executive Officers in such numbers as deemed appropriate, and determine powers, duties, and remuneration of such Chief Executive Officer and Deputy Chief Executive Officers</p> <p>(8) Appoint any other persons to conduct the Company's operations under the supervision of the Board of Directors and determine remuneration for such persons</p> <p>(9) Delegate or authorize one or more directors or any other persons to perform any one or more acts on behalf of the Board of Directors, whether in the form of individuals, groups of persons, sub-committees, or otherwise, and determine remuneration for such persons as necessary and appropriate</p> <p>(10) Amend, change, improve, or cancel, revoke, or remove determinations of appointments, delegations, and/or authorizations mentioned above</p> <p>(11) Consider and determine names and number of directors authorized to sign and bind the Company with at least two or more directors signing jointly together with affixing the Company's seal.</p>		
21.	52	<p>Article 52. The Board of Directors shall hold a meeting at least once (1) every three (3) months at the location of the Company's head office or at such other place as may be determined by the Chairman of the Board of Directors, which may be within or outside the locality or province where the Company's head office is situated, as the Chairman deems appropriate.</p>	<p>Article 52. The Board of Directors shall hold a meeting at least once (1) every three (3) months at the location of the Company's head office or at such other place as may be determined by the Chairman of the Board of Directors, which may be within or outside the locality or province where the Company's head office is situated, as the Chairman deems appropriate.</p> <p>Meetings of the Board of Directors under paragraph one may be conducted through electronic means, or with participation through electronic media, provided that such conduct complies with the criteria</p>	<p><i>Added electronic meeting provisions for Board</i></p>



No.	Article No.	Old Provision	New Provision	Summary of Changes
			prescribed by applicable laws. In such case, the location of the Company's head office shall be deemed the meeting venue.	
22.	53	Article 53. The Chairman of the Board of Directors shall have the authority to convene a meetings of the Board of Directors. In the event that two (2) or more directors request that a meeting of the Board of Directors be convened, the Chairman shall schedule such meeting within fourteen (14) days from the date of receipt of the request.	Article 53. The Chairman of the Board of Directors shall have the authority to convene a meeting of the Board of Directors <b>when there are reasonable grounds to do so or for the purpose of preserving the rights or interests of the Company.</b> Two (2) or more directors <b>may jointly</b> request the Chairman to convene a Board of Directors meeting, <b>provided that the subject matters and reasons for such request are clearly specified.</b> In such case, the Chairman shall schedule the meeting within fourteen (14) days from the date of receipt of the request. <b>If the Chairman fails to act in accordance with the first paragraph, the directors who submitted the request may jointly convene and schedule a Board of Directors meeting to consider the matters requested, within fourteen (14) days from the expiration of the period specified in the first paragraph.</b>	<i>Added specific grounds;</i> <i>Enhanced request procedures;</i> <i>Added self-help provision</i>
23.	54	Article 54. In convening a meeting of the Board of Directors, the Chairman of the Board of Directors, or the person delegated, shall deliver notices of the meeting to all directors not less <b>than seven (7) days</b> prior to the meeting date, except in urgent cases where it is necessary to preserve the rights or interests of the Company, the notice may be given by other means and the meeting may be scheduled earlier.	Article 54. In convening a meeting of the Board of Directors, the Chairman of the Board of Directors, or the person delegated, shall deliver notices of the meeting to all directors not less <b>than three (3) days</b> prior to the meeting date, except in urgent cases where it is necessary to preserve the rights or interests of the Company, the notice may <b>be given by electronic means or other methods,</b> and the meeting may be scheduled earlier.	<i>Reduced notice period (7 → 3 days);</i> <i>Specified electronic notification methods</i>
24.	55	Article 55. At meetings of the Board of Directors, not less than one-half (1/2) of the total number of directors shall be present to constitute a quorum. The Chairman of the	No change	<i>Typographical error - No amendments</i>

No.	Article No.	Old Provision	New Provision	Summary of Changes
		<p>Board of Directors shall serve as the chairman of every meeting of the Board. In the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform his or her duties, if there is a Vice-Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors shall serve as the chairman of the meeting. If there is no Vice-Chairman of the Board of Directors, or there is one but is not present at the meeting or is unable to perform his or her duties, the directors attending the meeting shall elect one among themselves to serve as the chairman of the meeting. Resolutions of the Board of Directors shall be passed by a majority vote.</p> <p>Each director shall have one vote, except that a director having an interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>		
25.	56	<p>Article 56. Directors shall not engage in any business of the same nature as, and in competition with, the business of the Company, nor shall they become partners in an ordinary partnership or unlimited liability partners in a limited partnership, nor serve as directors of a limited company established under the Civil and Commercial Code or of a public limited company that engages in business of the same nature as, and in competition with, the business of the Company, whether for their own benefit or for the benefit of others, unless they have disclosed such engagement to the shareholders' meeting prior to the resolution appointing them as directors.</p>	No change	<i>Typographical error - No amendments</i>
26.	60	<p>Article 60. The Board of Directors shall prepare minutes of every meeting of the Board of Directors and shall complete such preparation</p>	No change	<i>Typographical error - No amendments</i>

No.	Article No.	Old Provision	New Provision	Summary of Changes
		<p>within fourteen (14) days from the date of the meeting.</p> <p>The Board of Directors shall be responsible for the custody and maintenance of the minutes of Board of Directors meetings, which may be kept at the head office of the Company or may be delegated to any person to maintain on behalf of the Company at any location within the locality of the Company's head office or in adjacent provinces, provided that notice thereof is given to the registrar.</p>		
27.	69	Article 69. The Board of Directors shall have the authority to declare interim dividend payments to the shareholders from time to time when it considers that the Company has sufficient profits to do so. Upon payment of such interim dividends, the Board of Directors shall report the dividend payments to the shareholders' meeting for acknowledgment at the next meeting.	No change	<i>Typographical error - No amendments</i>
28.	72	Article 72. In the event that the Company offers shares for sale at a price exceeding the registered par value, the Board of Directors shall allocate the excess amount as a share premium reserve, separate and distinct from other reserves.	No change	<i>Typographical error - No amendments</i>
29.	74	Article 74. In addition to the share premium reserve under Article 72 and the reserve under Article 73, the Board of Directors may establish other reserves upon approval by the shareholders' meeting by a majority vote of the shareholders present at the meeting and entitled to vote, provided that the Board of Directors shall submit its recommendations for consideration and approval by the shareholders' meeting.	No change	<i>Typographical error - No amendments</i>

No.	Article No.	Old Provision	New Provision	<i>Summary of Changes</i>
30.	75	<p>Article 75. The Board of Directors may transfer the share premium reserve under Article 72 and/or the reserve under Article 73 and/or other reserves under Article 74 to offset accumulated losses of the Company when approved by the shareholders' meeting by majority vote of shareholders attending the meeting and voting.</p> <p>The offsetting of accumulated losses under paragraph one shall be deducted first from other reserves under Article 74, then from the reserve under Article 73, and the share premium reserve under Article 72, respectively.</p>	No change	<i>Typographical error - No amendments</i>

## Summary of the Changing of objectives, limit and timeframe for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP)

In the past, the Company have changed the objectives, limit and timeframe for the utilizing of the capital increase respectively as follows;

- 1) Regarding to the Extraordinary ordinary meeting of shareholders No. 1/2023 held on 20 February 2023 has resolved to approve allocation of the ordinary share 330 million shares, par value per share 1.00 baht to offer for sale in private placement (PP) at the price 1.65 baht per share, the total value is 544.50 million baht. The details are as follows:

Original objectives	Period of use
<p>1) <b><u>Restaurant Franchise Business</u></b></p> <p><b>Nature of Business / Investment:</b> Invest in restaurant franchise business by becoming a Master Franchisee in Thailand of restaurant business brands , foreign franchises By expanding the business by investing by itself and allowing those who are interested in investing on buying a Restaurant Franchise to operate a business.</p> <p><b>Target group or customer:</b> general person company employee student or middle-income people in both districts Bangkok and major cities age range from 18 - 40 years.</p> <p><b>Budget and investment details:</b> The total budget is about 150.00 million baht, with an expected investment budget of about 5-10 million baht per branch. Expected to expand the number of branches in the first year at about 8-10 branches and increase to 20 branches in the second year.</p> <p><b>Project progress:</b> Waiting for the finalization of project details And the cooperation with partners is expected to be clear in the middle of the year and can be implemented in the fourth quarter of 2023.</p> <p><b>Expected return on investment:</b> The gross profit of the business expected to be around 60-65% (Gross Profit Margin) and net profit margin (Net Profit Margin) 10-15% with a return 10-15% (IRR).</p>	<p>Expected within Year 2023</p>
<p>2) <b><u>Food &amp; Beverage Business</u></b></p> <p><b>Nature of Business / Investment:</b> Invest in Food &amp; Beverage business including premium restaurant business specialized on lifestyle destination / community.</p> <p><b>Target group or customer:</b> Group of customer who has purchasing power, premium group of customer, tourist in the heart of city and tourist attractions Target group in the age range from 25 – 45 years old.</p> <p><b>Budget and investment details:</b> Total budget amount 150.00 million baht. It is expected that the investment in each branch will be approximately 20-30 million baht and to expand 2-3 branches in the first year.</p> <p><b>Project progress</b> Currently waiting for project details to be finalized and cooperation with the partners. Expect clarity in 2024-2025.</p> <p><b>Expected return on investment:</b> The gross profit of the business expected to be around 65-70% (Gross Profit Margin) and net profit margin (Net Profit Margin) 15-20% with a return 13-18% (IRR).</p>	<p>Expected within Year 2023</p>
<p>3) <b><u>Travel business or leisure place ( Hospitality)</u></b></p> <p><b>Nature of Business / Investment:</b> Invest in tourism business or leisure Unique / Concept Resort including other related assets for the said business operation.</p> <p><b>Target group or customers:</b> the new generation and groups of both Thai and foreign tourists By focusing on areas in the country's main tourist attractions Target customers in the age range from 20-45 years old.</p> <p><b>Budget and investment details:</b> total budget amount 200.00 million baht.</p> <p><b>Project Progress:</b> Waiting for details of projects in various areas, expected to be clear in the third quarter of 2023 and begin operation in the first quarter of 2024.</p> <p><b>Expected return on investment:</b> The gross profit of the business. Expected to be around 30-40 percent (Gross Profit Margin) and net profit margin (Net Profit Margin) 7-10 percent with a return (IRR) of 7-11 percent.</p>	<p>Expected within Year 2024</p>
<p>4) <b><u>To be utilized as working capital of the company approximately 44.50 million baht.</u></b></p>	<p>Expected within 31 Dec 2023</p>
<p style="text-align: center;"><b>Total 544.50 million baht</b></p>	

- 2) Regarding to The Extraordinary ordinary General meeting No.2/ 2023 held on 30 June 2023 has resolved additional the objectives, limit and timeframe for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) as follows;

The objectives of utilizing increased capital	Original plan				*Proposed to adjust new plan according to The information has already been reported on 4 July 2023	
	Limit (MB.)	Limit (MB.)	Balance (MB.)	Timeframe (Expect within year)	Limit (MB.)	Timeframe (Expect within year)
Restaurant Franchise Business	150.00	-	150.00	2023	244.50	2023
Food & Beverage Business	150.00	-	150.00	2023		2023
Travel business or leisure place ( Hospitality)	200.00	-	200.00	2024		2024
Working Capital	44.50	-	44.50	2023		2023
เพิ่มเติมวัตถุประสงค์การใช้เงินเพิ่มทุน						
<b>Information Technology</b> <b>Nature of Business / Investment :</b> To invest in the retail and wholesale business of communication technology products and related equipment including other assets related to the business operations. <b>Target group or customer :</b> The group people who apply communication technology in their daily life e.g. tourist groups both Thai and foreign, target customers aged 15-70 years old. <b>Budget and Investment details :</b> Total budget amount 300.00 million baht. <b>Project Progress :</b> In process of requesting consideration from the shareholders' meeting. It is expected that operations will start immediately after the resolution is approved. <b>Expected return on investment :</b> The gross profit of the business expected to be around 25-30% (Gross Profit Margin) and net profit margin 10-12% (Net Profit Margin) with a return (IRR) of 10-15%	-	-	2023	300.00	2023	
Total	544.50	-	544.50		544.50	

Remark : \*The utilizing of the said money is an allocation of money from the original business plan and objectives, and the meeting also resolved to approve the investment in A Lot Tech Company Limited which is a communication technology business using the money as planned 300.00 million baht and completed the said transaction on 1 September 2023. The remaining balance is 244.50 million baht.

- 3) Regarding to the Extraordinary ordinary meeting of shareholders No. 4/2023 held on 21 November 2023 has resolved to approve Changing of objectives, limit and timeframe for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) as per details follows:

Objectives and framework for utilizing from capital increase		Period of use
<div>1) <b>Food &amp; Beverage Business</b></div> <div><b>Nature of Business / Investment :</b> Invest in Food &amp; Beverage business including premium restaurant business specialized on lifestyle destination / community.</div> <div><b>Target group or customer :</b> Group of customer who has purchasing power, premium group of customer, tourist in the heart of city and tourist attractions Target group in the age range from 25 – 45 years old.</div> <div><b>Budget and Investment details :</b> Total budget amount 85.00 million baht. It is expected that the investment in each branch will be approximately 20-30 million baht and to expand 2-3 branches in the first year.</div> <div><b>Project progress</b> Currently waiting for project details to be finalized and cooperation with the partners. Expect clarity in 2024-2025.</div> <div><b>Expected return on investment :</b> The gross profit of the business expected to be around 65-70% (Gross Profit Margin) and net profit margin (Net Profit Margin) 15-20% with a return 13-18% (IRR).</div>		Expected within Year 2025
<div>2) <b>Beauty &amp; Cosmetic Surgery Business</b></div> <div><b>Business Nature / Investment:</b> Investment in all types of beauty-related businesses, including cosmetic enhancements, plastic surgery, gender reassignment surgery, as well as related assets necessary for operating such businesses.</div> <div><b>Target Group / Customers:</b> Customers seeking to enhance their appearance to gain greater self-confidence, with a focus on prime urban locations. The target demographic ranges from 20 to 60 years of age.</div> <div><b>Budget and Investment Details:</b> The total investment is approximately THB 100 million.</div> <div><b>Project Progress:</b> The project is currently pending finalization of details and partnership agreements. Clarity and progress are expected during 2024–2025.</div> <div><b>Expected Investment Returns:</b> The business is expected to achieve a gross profit margin of approximately 45–60%(Gross Profit Margin), a net profit margin (Net Profit Margin) 20–30%, and an internal rate of return of 15–20% (IRR).</div>		
<div>3) <b>For working capital of the Company 59.50 million baht</b></div> <div><b>Total 244.50 million baht</b></div>		

4. The Extraordinary General Meeting of the Shareholders No.1/2024, which held on 15 August 2024, resolved to approve the Changing of objectives, limit and timeframe for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) as per details follows:



The objectives of utilizing increased capital	Original Plan				ตามแผนใหม่ที่ได้รับการอนุมัติจากที่ประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2567	
	Limit (MB.)	Utilizing (MB.)	Balance (MB.)	Timeframe (Expect within year)	Limit (MB.)	Timeframe (Expect within year)
Restaurant Franchise Business	-	-	-	2023	-	-
Food & Beverage Business	85.00	-	85.00	2025	115.00	2024
Travel Business or leisure place	-	-	-	2024	-	-
Working capital	59.50	-	59.50	2025	29.50	2025
Communication technology Business	300.00	300.00	-	2023	-	-
Cosmetic Surgery Business	100.00	-	100.00	2025	100.00	2025
<b>Total</b>	<b>544.50</b>	<b>300.00</b>	<b>244.50</b>	<b>-</b>	<b>244.50</b>	

The meeting resolved to approve the investment in BeamX Co., Ltd. and Moms Touch (Thailand) Co., Ltd., which are businesses in the food and beverage sector, with a budget allocation according to the investment plan totaling 115.00 million baht. The transactions were completed in September 2024. In addition, a working capital amount of 29.50 million baht has been utilized, leaving a remaining budget of 100.00 million baht.

5. At the Extraordinary General Meeting of Shareholders No. 1/2025, the Company presented a plan to invest 80.00 million baht in the pet business and allocate 20.00 million baht within 2026. The details before and after the proposed approval 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	-	-
<b>Working Capital</b>	29.50	29.50	-	2025	<b>20.00</b>	<b>2026</b>
Communication Technology Business	300.00	300.00	-	2023	-	-
Beauty & Cosmetic Surgery Business	100.00	-	100.00	2025	-	-
<b>Pet Business</b>	-	-	-		<b>80.00</b>	<b>2026</b>
<b>Total</b>	<b>544.50</b>	<b>444.50</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	

However, \* The Changing of objectives, limit and timeframe for the utilizing of the capital increase received from offering of newly issued ordinary shares to private placement (PP) is an adjustment of the work plan to be appropriate for determination of investment in various businesses. The selection of investments in various businesses will be in accordance with the Company's objectives. This matter does not affect the whole amount that has already been requested for shareholders' approval and it is also possible for the Company increased opportunities to invest in new businesses which is expected to generate good returns while taking into account the benefits of the company and shareholders as important.

## Articles of Association relating to Shareholders' Meetings

### Chapter 3: Shareholders' Meeting

Article 26. The Board of Directors shall convene a shareholders' meeting as the annual general meeting within four (4) months from the end of each accounting year of the Company. The business to be transacted at the annual general meeting shall include the following:

- (1) To consider the annual report of the Board of Directors;
  - (2) To consider and approve the balance sheet and the profit and loss account of the Company for the preceding accounting year;
  - (3) To consider the declaration of dividend payment, allocation of profits, and the establishment of various reserves;
  - (4) To elect directors in place of those whose terms expire by rotation and to determine the remuneration of directors;
  - (5) To appoint auditors and determine the amount of audit fees of the Company
  - (6) To consult on business matters or consider other matters as deemed appropriate
- Shareholders' meetings other than those mentioned in paragraph one are called extraordinary meetings, which shall be convened by the Board of in accordance with Articles 27, 28, and 29.

Article 27. The Board of Directors may call an extraordinary shareholders' meeting at any time as it deems appropriate.

Article 28. Whenever any one or more shareholders holding shares aggregating to not less than one-fifth (1/5) of the total issued shares of the Company jointly petition in writing for the Board of Directors to call an extraordinary shareholders' meeting and clearly state the reasons for requesting such meeting in such writing, the Board of Directors shall convene an extraordinary shareholders' meeting in accordance with such shareholders' request within one (1) month from the date of receipt of such writing from the shareholders.

Article 29. Whenever not less than twenty-five (25) shareholders holding shares aggregating to not less than one-tenth (1/10) of the total issued shares of the Company jointly petition in writing for the Board of Directors to call an extraordinary shareholders' meeting and clearly state the reasons for requesting such meeting in such writing, the Board of Directors shall convene an extraordinary shareholders' meeting in accordance with such shareholders' request within one (1) month from the date of receipt of such writing from the shareholders.

Article 30. The venue for a shareholders' meeting, whether it be an annual general meeting or an extraordinary general meeting, may be held at any location, whether within or outside the locality or province in which the Company's head office is located, as the Board of Directors deems appropriate.

Article 31. For each and every shareholders' meeting, the Board of Directors shall prepare a notice of meeting specifying the venue, date, time, agenda of the meeting, and matters to be proposed to the meeting with appropriate details, clearly indicating whether each matter is proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matters, and send

such notice to shareholders and the registrar by registered mail not less than seven (7) days prior to the date of the meeting.

The Board of Directors shall publish the notice of meeting in a newspaper not less than three (3) days prior to the date of the meeting.

In the case of convening an annual general meeting, the Board of Directors shall deliver the following documents to the shareholders together with the notice of the annual general meeting:

- (1) Copies of the balance sheet and profit and loss account audited by the auditor, , together with the auditor's report;
- (2) Documents showing particulars of names, location of head office, type of business, number and class of all issued shares of the Company, and number and class of shares held by the Company in affiliated companies (if any);
- (3) Documents showing particulars of names, location of head office, type of business, number and class of all issued shares, and number and class of shares of other public limited companies or limited companies established under the Civil and Commercial Code held by the Company in an amount of ten percent (10%) or more of the issued shares of such other public limited companies or limited companies established under the Civil and Commercial Code (if any);
- (4) Annual report of the Company.

Article 32. Every shareholder has the right to attend and vote at every shareholders' meeting. In all cases of voting, each shareholder shall have votes equal to the number of shares he or she holds, with one share equaling one vote, unless the company has issued preferred shares and specified that such preferred shares carry fewer voting rights than ordinary shares. In such cases, holders of preferred shares shall have voting rights only as specified by the company.

Voting shall be conducted openly, except when not less than five (5) shareholders request and the meeting resolves that the voting be conducted by secret ballot. In such case, the voting shall be by secret ballot and the method of secret ballot voting shall be as determined by the Chairman of the meeting.

Any shareholder who has a special interest in a particular matter shall not have the right to vote on that matter, except in the case of voting for the election of directors.

Article 33. Every shareholder has the right to appoint any person who is of legal age to attend a shareholders' meeting and vote on their behalf. Such appointment must be made in writing and signed by the shareholder granting the proxy. The proxy holder must submit the proxy form to the Chairman of the Board or a person designated by the Chairman at the meeting venue before attending the meeting.

The proxy form referred to in the first paragraph must be in the format prescribed by the Registrar and must at least contain the following details:

1. The number of shares held by the shareholder granting the proxy;
2. The name of the proxy holder;
3. The specific meeting for which the proxy is granted to attend and vote.

In voting, the proxy holder shall have voting rights equal to the number of votes held by all shareholders who granted them the proxy, unless the proxy holder declares to the meeting before the vote that he or she will vote on behalf of only certain shareholders, in which case the proxy holder must specify the names of those shareholders and the number of shares each of them holds.

Article 34. At each and every shareholders' meeting, there must be shareholders or proxies of shareholders attending the meeting in a number of not less than twenty-five (25) persons, or not less than one-half (1/2) of the total number of shareholders of the Company, and holding shares aggregating to not less than one-third (1/3) of the total issued shares of the Company, to constitute a quorum.

Article 35. The Chairman of the Board of Directors shall preside as the Chairman at every shareholders' meeting. In the event that the Chairman is not present at the meeting or is unable to perform his or her duties within fifteen (15) minutes after the scheduled meeting time, the Vice-Chairman, if any, shall preside as Chairman. If there is no Vice-Chairman, or if the Vice-Chairman is not present or unable to perform his or her duties, the shareholders attending the meeting shall elect one among themselves to act as the Chairman of the meeting on a temporary basis.

Article 36. The Chairman of the shareholders' meeting has the duty to control the meeting to be in accordance with these regulations.

Article 37. Resolutions of the shareholders' meeting in the following matters shall require votes of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote:

- (a) The sale or transfer of the whole or any material part of the business of the Company to any other person;
- (b) The purchase or acceptance of transfer of the business of any public limited company or private limited company by the Company;
- (c) The making, amendment, or termination of contracts relating to the lease of the whole or any material part of the business of the Company, the amalgamation of material business, the assignment of the management of the business of the Company to any other person, or the entering into a joint venture with other persons with the objective of profit and loss sharing;
- (d) An increase of the registered capital of the Company;
- (e) A reduction of the registered capital of the Company;
- (f) The issuance of preference shares;
- (g) The issuance of debentures, guaranteed debentures, convertible debentures, promissory notes, investment units, warrants to purchase shares, warrants to purchase debentures, warrants to purchase investment units, or any other securities under the law governing securities and exchange;
- (h) The amalgamation of the Company with any other public limited company or private limited company;
- (i) The dissolution of the Company;
- (j) An amendment to the Memorandum of Association of the Company;
- (k) An amendment to these Articles of Association.

Article 38. Resolutions of the shareholders' meeting on matters other than those specifically provided for shall be passed by a majority vote of the shareholders present and voting. If the votes are equal, the Chairman of the meeting shall have an additional casting vote.

Article 39. The Board of Directors shall prepare the minutes of every shareholders' meeting and complete such preparation within fourteen (14) days from the date of the meeting. The Board of Directors shall be responsible for the custody and maintenance of the minutes, which may be kept at the head office of the Company or at any other location within the locality of the Company's head office or in adjacent provinces, as may be delegated to any person by the Board of Directors, provided that notice thereof is given to the registrar.

#### **Chapter 4 Directors**

Article 40. The Board of Directors responsible for managing the Company shall consist of not less than five (5) directors. The directors are not required to be shareholders of the Company. Not less than one-half (1/2) of the total number of directors must have residence in Thailand.

Article 41. A director must be a natural person and must:

1. Be of legal age;
2. Not be bankrupt, incompetent, or quasi-incompetent;
3. Not have been dismissed or removed from government service or any governmental organization or agency on grounds of corruption;
4. Not have been convicted by a final judgment and imprisoned for an offense involving property committed dishonestly.

Article 42. The election of directors shall be conducted at a shareholders' meeting in accordance with the following criteria and procedures, and by a majority vote of the shareholders present at the meeting and entitled to vote:

- (1) Each shareholder shall have one vote per share held;
- (2) The shareholders' meeting shall elect directors from among the persons nominated, using the method whereby all shareholders present at the meeting and entitled to vote shall cast their votes individually for each nominee. Each shareholder shall have one vote per one share held for each nominee and shall not allocate votes to any nominee in varying proportions.
- (3) The persons receiving the highest number of votes in descending order shall be elected as directors, in a number equal to the number of directors to be elected as determined by the shareholders' meeting. In the event that persons elected in descending order receive equal votes exceeding the number of directors to be appointed as determined by the shareholders' meeting, the Chairman of the meeting shall cast the deciding vote to complete the number of directors to be appointed.

Article 43. At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number closest to one-third (1/3) shall retire.

Article 44. In addition to retirement by rotation under Clause 43, a director shall vacate office upon:

Lacking the qualifications or possessing any of the prohibited characteristics under Clause 41;

(1) Being removed by a resolution of the shareholders' meeting under Clause 46;

(2) Being ordered by a court to vacate the position;

(3) Resignation;

(4) Death.

Article 45. Any director who wishes to resign from the position shall submit a resignation letter to the Company.

The resignation shall be effective from the date the resignation letter reaches the Company.

Article 46. A shareholders' meeting may resolve to remove any director from office before the expiration of his or her term by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote, provided that such shareholders collectively hold not less than one-half (1/2) of the total number of shares held by all shareholders attending the meeting and having the right to vote.

Article 47. In the event that a director's position becomes vacant for reasons other than retirement by rotation, the Board of Directors shall elect a qualified person who does not possess any of the prohibited characteristics under Clause 41 to fill the vacancy at the next meeting of the Board, unless the remaining term of the vacating director is less than two (2) months.

A resolution of the Board under the preceding paragraph must be passed by not less than three-fourths (3/4) of the remaining directors.

The person appointed to replace the vacating director shall hold office only for the remainder of the term of the director being replaced.


Article 48. In the event that a director position becomes vacant, reducing the number of remaining directors below the quorum requirement, the remaining directors may only act on behalf of the board to arrange a shareholders' meeting to elect directors to fill all vacant positions.

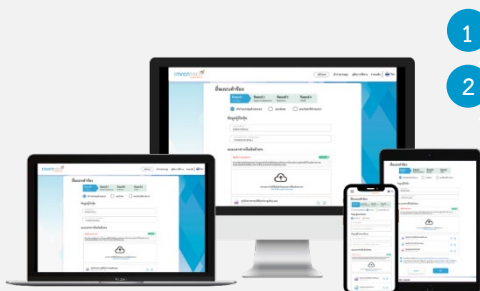
Article 49. The Board of Directors shall elect one of the directors as the Chairman of the Board. If deemed appropriate, the Board may also elect one or more directors as Vice Chairmen. A Vice Chairman shall perform duties as assigned by the Chairman.

## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/XYZ155943R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**\*\* Merge user accounts, please using the same email and phone number \*\***

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 July 2025 at 8:30 a.m. and shall be closed on 25 July 2025 Until the end of the meeting.

3. The electronic conference system will be available on 25 July 2025 at 09:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 24 July 2025 at 5.00 p.m.

Ms. Thitiphan Reuangpabhasap  
RSXYZ Public Company Limited  
Company Secretary Department  
27 RS Group Building Tower A, 8<sup>th</sup> Floor,  
Prasert-Manukitch Road, Sena-Nikhom Sub-District  
Chatuchak District, Bangkok 10900

### If you have any problems with the software, please contact Inventech Call Center



02-460-9225



@inventechconnect



Report a problem

@inventechconnect

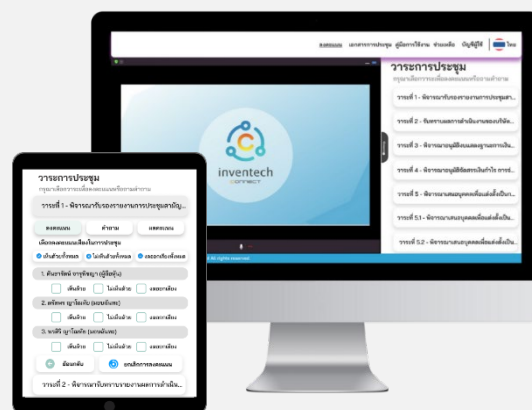
The system available during 18 – 25 July 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



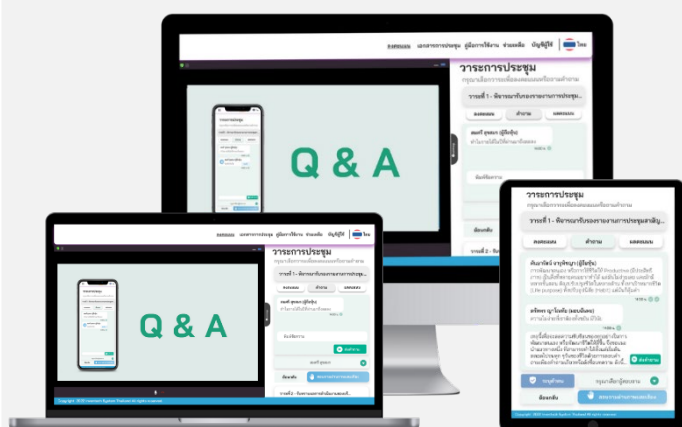
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, **Then click on “Accept” button**
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video record.
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you then your can

## How to use Inventech Connect



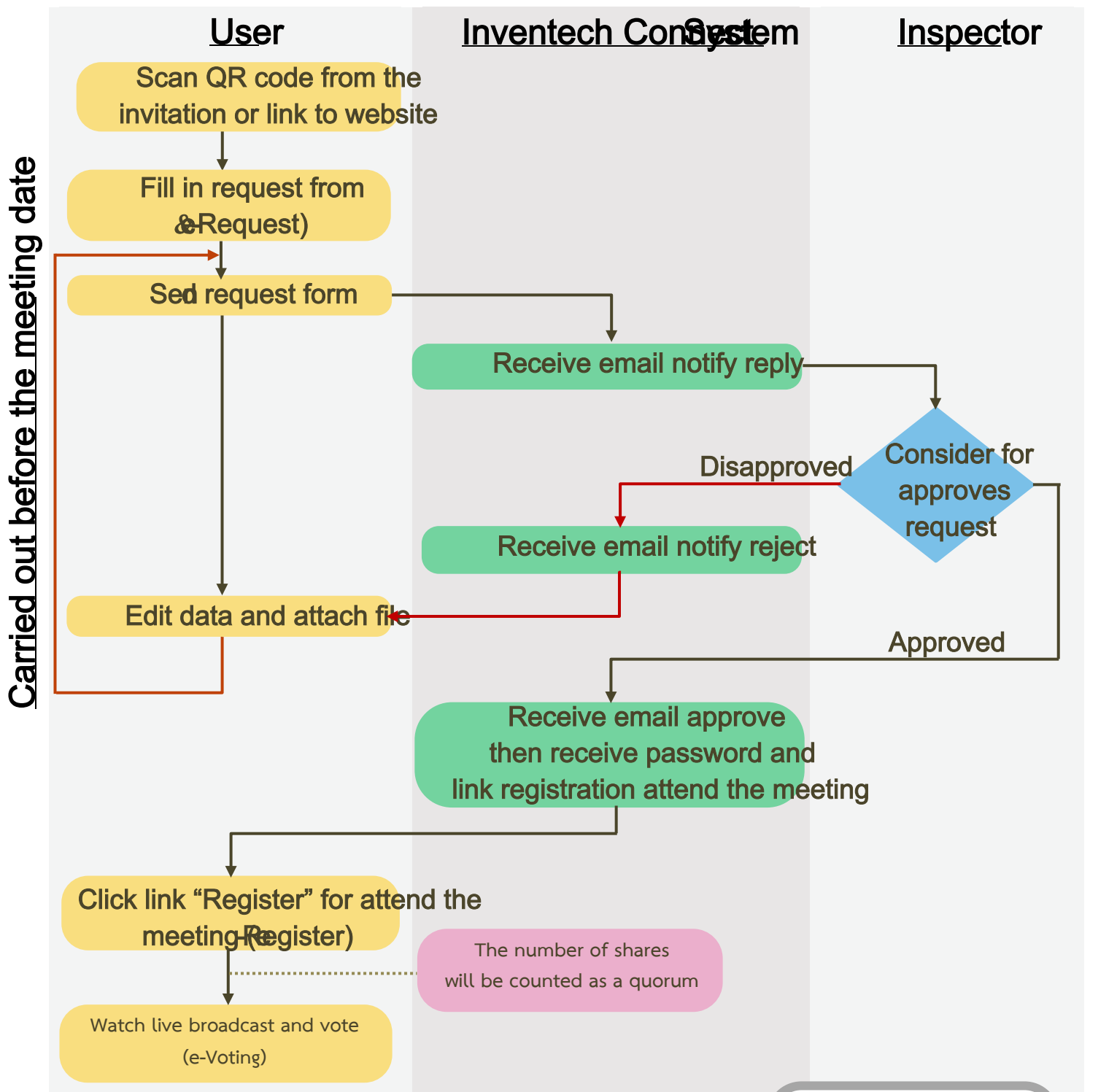
User Manual and Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not supported internet explorer.**



## The Method of Electronics Meeting Chart (e-Meeting)



## Condition of use

**In case Merge account/change account**

In case filing request multiple by using the same email and phone number, the system will not allow. In case user has more than one account, you can click on "Change account" and the previous account will be deleted. You can only use one account in the meeting.

**In case at the meeting**

Attendees can click on "Register for the meeting". The system will be number of your shares in the meeting base.

**Explanation on how to appoint a proxy, how to register to attend the meeting, List of independent directors that the Company proposed as a proxy for shareholders**

**Granting Proxy procedure**

At this general meeting of shareholders, if you are unable to attend the meeting in person, you can appoint another person as your proxy to attend the meeting and can vote on your behalf whereby the proxy form for the shareholders' meeting according to the announcement of the Department of Business Development, there are three types of;

1. Form A. It is a general proxy form, which is simple and uncomplicated.
2. Form B. It is a proxy form that specifies clear and detailed list of proxy items.  
( the Company, is recommended to use Proxy Form B, whereby the grantor must completely specify the voting for each agenda).
3. Form C. It is a form used only in case the shareholder who is a foreign investor, and appointed Custodian in Thailand as a depository and manage of stocks.

In the case of a shareholder who is a foreign investor and appoints a custodian (Custodian) in Thailand as a depository and custodian of shares Proxy forms can be used either Form A. or Form B. or Form C. for shareholders in addition only one Proxy Form (Form A or Form B) can be used. For Proxy Form B. and Form C, Custodians in Thailand who are custodians and take care of the shares for shareholders who are foreign investors can download the proxy form on the Company's website: <https://www.rsxyz.com/ir/shareholders-meetings> and click for selecting Proxy Form A or B.

**Meeting Registration**

For shareholders intend to attend the meeting in person or granting Proxy to other that is not Independent Director of the Company to attend the meeting and vote on his/her behalf at this meeting, please consider proceeding with the registration procedure for using the conference system via electric media Inventech Connect (Live Streaming) as in Enclosure 5.

The Company will facilitate by opening application form registration system attend the shareholders' meeting (e-Request) for shareholders or proxies, who is not a proxy for an independent director, Pre-registration can be done before the shareholders' meeting date from 18 July 2025 at 08:30 hrs. onwards until the shareholders' meeting on 25 July 2025 end of the meeting

And the electronic conferencing system (e-Register) will be open on 25 July 2025 at 09:00 hrs. (2 hours before starting the meeting) used by shareholders or proxies. Username and Password that received and follow the manual in the system according to the Enclosure 5

If you encounter any problem in use, you can contact Inventech Call Center 02-460-9225  
available for service between 18 – 25 July 2025 from 08.30 – 17.30 hrs.  
(Only working days excluding public holidays and public holidays)

The attendees must present the following documents in the electronic form submission registration system Inventech Connect to verify their identity as follows:

- **In the case attend the meeting in person**
  - ID number / Passport number (In the case of foreigners)
  - Shareholder registration number
  - Name – Surname
  - Number of shares
  - Email
  - Phone number
  - Attached additional documents
- **Proxy** Shareholders must specify the following information:
  - ID number / Passport number (For foreigners) / Company registration number (Juristic person)
  - Shareholder registration number\
  - Name - Surname (Proxy)
  - Number of shares
  - Email (Proxy)
  - Phone number (Proxy)
  - Attach additional documents

Attach additional documents according to the conditions of the Company are as follows:

1. A shareholder who is an ordinary person
  - 1.1 In case of shareholders attending the meeting in person Show documents issued by government agencies such as ID card, license or passport, etc.
  - 1.2 In case the Shareholder appoints a proxy to attend the meeting.
    - ( A ) A proxy form as per the Enclosure (Form B.) duly completely filled in and signed by both the grantor and proxy.
    - ( B ) A copy of the official documents of the grantor and proxy (as per Clause 1.1) signed as a true copy.
2. In case the Shareholder is a Juristic Person
  - 2.1 In case the agent of the shareholder attend the meeting.
    - (A) A copy of the Affidavit of the Juristic Person (not over 6 months), signed as a true copy by the authorized director and affixed the company's seal (if any).
    - (B) A copy of the official documents of the authorized director (as per Clause 1.1) signed as a true copy.
  - 2.2 In case the shareholder appoints a proxy to attend the meeting.
    - (A) A proxy form as per the Enclosure (Form B.) duly completely filled in and signed by both the grantor and proxy.
    - (B) A copy of the Affidavit of the Juristic Person (not over 6 months), signed as a true copy by the authorized person and affixed the company's seal (if any).

(C) A copy of the official documents of the authorized director and a proxy  
(as per Clause (1.1) signed as a true copy.

3. The shareholder who is not Thai nationality or who is the Juristic Person incorporated under the foreign law Clause 1 and 2 shall be applied to the shareholder or participant who is not Thai nationality or who is the Juristic Person incorporated under the foreign law as the case may be provided that subject to the following regulations:

(A) A copy of the Affidavit of the Juristic Person which must be issued by the competent government of the country where such Juristic Person is located and must have details about the name of Juristic Person, name of the authorized person who can sign to bind the Juristic Person and conditions or the restriction of signing authority including the address of the Head office.

(B) Documents issued in foreign country must be notarized by the Notary Public.

-----

### List of independent directors that the company proposed as a proxy for shareholders

In case you wish to appoint an independent director of the Company as your proxy the as a proxy to attend the meeting and vote for you. The company would like to propose the names of independent directors to be at your discretion, namely ;

#### Independent Director No.1



Name : Mr. Somsak Phayavdecharchai  
 Age : 77 years old  
 Position : Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee  
 Address : 17 Soi Kasam Polyclinic School, Sukhumvit 7, Klongtan-nua sub-district, Wattana district, Bangkok 10110

Agenda that has conflicts of interests in this Shareholders'meeting : -N/A-

Special conflicts of interests in this Shareholders'meeting : -N/A-

#### Independent Director No.2



Name : Mr. Suthep Tharawas  
 Age : 60 years old  
 Position : Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, Chairman of the Risk Committee, Chairman of Corporate Governance and Sustainable Development  
 Address : 203/62 Soi 3/6 Bang Kruai-Sai Noi Road, Phimonrat Subdistrict, Bang Bua Thong District, Nonthaburi Province 11110

Agenda that has conflicts of interests in this Shareholders'meeting : -N/A-

Special conflicts of interests in this Shareholders'meeting : -N/A-

### Definition of Independent Director

Independent Director means external director, not involving in Executives, Company employee, Executive Director or Authorized Signatory Director, and being independent from major shareholders, Executives and related parties. In addition, Independent Director is able to consider equitable treatment to shareholders and to preempt any possible conflict of interests between the Company and related parties. Independent Director shall possess the qualifications as follows:

- 1) Holding shares not exceeding 1 percent of the total number of shares entitled to voting rights in the Company, the parent company, the subsidiary companies, the associated companies or any corporations that may cause a conflict of interest, which shall be inclusive of the shares held his/her related parties\*.
- 2) He/she has been neither Executive directors\*\* nor been an employee/staff member/advisor getting salary paid, both in present time and two years before the appointment, of/by the Company, the subsidiary companies, the associated companies, the affiliated companies\*\*\* or any corporations that may cause a conflict of interest.
- 3) No relationship by blood or legal registration as parent, spouse, sibling, son/daughter and/or son/daughter in-law of an executive officer or a major shareholder with controlling power, or a candidate who will be nominated as an executive or a person in charge of the operations of the Company or the subsidiary companies.
- 4) Business relations can be divided as follows
  - (a) Relationship types:
    - Relationship between professional service providers and users
      - Features: Auditors, other professional service providers such as legal consultants, financial advisors, property appraisers, etc.
    - Significant levels that are categorized non-independence.
      - Auditors: be prohibited in all case.
      - Other professional service providers: Transaction value exceeds Baht 2 million a year.
    - Trade/Business Relations (apply the similar guidelines to the Stock Exchange's requirements regarding related party transactions:
      - Features: Business transactions in all types including normal transactions, real property leases/out-leases, asset/service-related transactions, and financial assistance grants or receipts.
      - Significant levels that are categorized non-independence: Transaction value is  $\geq$  Baht 20 million or  $\geq 3\%$  of the Company's NTA (net tangible assets), whichever is lower. While considering a value in each time of transaction, the total value of previous transactions over the past 6 months shall be inclusive.
  - (b) The same relationship as Type (a) with corporations that are categorized non-independence such as major shareholders, directors (except independent/audit directors) and executives or partners of those corporations.
  - (c) Prohibited period for no relationship in both types (a) and (b): In present time and two years before the appointment.
  - (d) Exemptions: In a necessary and reasonable case which does not happen frequently or constantly, an independent/audit director may bear a relationship beyond the significant levels, as set out above, during his or her term in office, provided that a prior and unanimous approval from the board of the Company is obtained. Furthermore, the board of the Company must provide the disclosure of information regarding the aforesaid relationship in a registration statement for a public offering or

securities placement (filing form) and Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) of the Company. If that independent/audit director is nominated for another term, the board of the Company shall provide a description of the said relationship in the notice of the shareholders' meeting on an agenda for the election of director.

5) Being not appointed as a representative of any board members or major shareholders of the Company, as well as being not appointed as a representative of other shareholders who bear relationship with major shareholders of the Company.

6) No restrictions that make him/her unable to freely express his/her opinions.

7) An independent director, with the complete qualifications, as stated in clauses 1 - 6 , may be designated and authorized by the board of the Company to make a decision regarding the operations of the Company, the parent company, the subsidiary companies, the associated companies, the affiliated companies and/or other corporations that may cause a conflict of interest, which such decision can be collectively made (collective decision).

If an independent director of the Company also holds office as an independent director for the parent company, the subsidiary companies and/or the affiliated companies, the Board of Directors of the Company shall provide the disclosure of such information as well as the disclosure of overall remuneration that certain independent director gets paid, in the filing form and the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) of the Company respectively.

\* Related parties mean persons under Section 258 of Securities and Exchange Act.

\*\*Executive directors mean persons who involve in the management of the Company, hold office and are in charge of the Company as an executive, and are authorized signatory director to execute a binding document on behalf of the Company, except a specified person in any transaction already been approved by the Board to sign a binding document jointly with other director(s).

\*\*\* Affiliated companies mean subsidiaries of two and up having the same parent company.

However, the definition of independent director of the Company more stringent than the minimum requirements of the Securities and Exchange Commission (SEC) due to the SEC specifies the qualifications of independent directors to hold no more than 1 % of the total number of voting shares of the Company, Subsidiaries, Joint Venture, or Related Companies, and the shares held by related persons shall also be included.



(ปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp 20 Baht)

หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B.

เขียนที่.....  
Written at  
วันที่.....เดือน.....พ.ศ.....  
Date      Month      Year

(1) ข้าพเจ้า..... สัญชาติ.....  
I/We      Nationality  
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
Reside at      Road      Sub-District  
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District      Province      Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท อาร์เอสเอ็กซ์วายแซด จำกัด (มหาชน) (บริษัทฯ) เลขทะเบียนผู้ถือหุ้น.....  
Being a shareholder of RSXYZ Public Company Limited (the Company) Shareholders' registration No.  
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Holding the total amount of      shares, and having the right to vote equal to      vote  
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Ordinary share      shares, having the right to vote equal to      votes,

(3) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียด ตามสิ่งที่ส่งมาด้วย 4)  
Hereby appoint (appoint an independent director as your proxy, with details according to the Enclosure 4)  
[ ] 1).....อายุ.....ปี      อยู่บ้านเลขที่.....  
Age      years, Resides at  
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....  
Road      Sub-District      District  
จังหวัด..... รหัสไปรษณีย์..... หรือ  
Province      Postal Code      or  
[ ] 2) นายสมศักดิ์      พยับเดชาชัย      อายุ      77 ปี      อยู่บ้านเลขที่      17 หรือ  
Mr. Somsak      Phayapdechachai      age      77 years,      Residing at      17 or  
อาคาร      -      ถนน      สุขุมวิท 71      ตำบล/แขวง      คลองตันเหนือ  
Building      -      Road      Sukhumvit 71      Tambol/Khwaeng      Klongtannua  
อำเภอ/เขต      วัฒนา      จังหวัด      กรุงเทพมหานคร      รหัสไปรษณีย์      10110 หรือ  
Amphur/Khet      Wattana      Province      Bangkok      Postal Code      10110 or  
[ ] 3) นายสุเทพ      ธาระวาส      อายุ      60 ปี      อยู่บ้านเลขที่      203/62  
Mr. Suthep      Tharawas      age      60 years,      Residing at      203/62  
ซอย      3/6      ถนน      บางกรวย-ไทรน้อย      ตำบล/แขวง      พิมลราช  
Soi      3/6      Road      Bangkruay-Sainoi      Tambol/Khwaeng      Phimonratch  
อำเภอ/เขต      บางบัวทอง      จังหวัด      นนทบุรี      รหัสไปรษณีย์      11110  
Amphur/Khet      Bangbuathong      Province      Nonthaburi      Postal Code      11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ใน วันที่ 25 กรกฎาคม 2568 เวลา 11.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-EGM) เพียงรูปแบบเดียว ถ่ายทอดสด ณ ห้องประชุม สำนักงานใหญ่ บริษัท อาร์เอสเอ็กซ์วายแซด จำกัด (มหาชน) อาคารอาร์เอสกรุป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my sole proxy to attend and vote on my behalf at the Extraordinary General Meeting of Shareholders No. 1/2025 on 25 July 2025, at 11.00 hrs., that meeting will be only held via Electronic Meeting (e-EGM). Live broadcast at Headquarter,



RSXYZ Public Company Limited, RS Group Building No. 27, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

Any business carried out by the proxy holder in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้

In this Meeting, I/We have granted to my/our proxy holder to vote on my/our behalf as follows;

**วาระที่ 1 พิจารณานุมัติการแก้ไขข้อบังคับบริษัท**

**Agenda 1 To consider and approve Amendments to the Company's Articles of Association.**

- [ ] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 [ ] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy to vote at my/our as follows;  
 [ ] เห็นด้วย/Approve [ ] ไม่เห็นด้วย/Disapprove [ ] งดออกเสียง/Abstain

**วาระที่ 2 พิจารณานุมัติการแก้ไขวัตถุประสงค์ วงเงินงบประมาณ และระยะเวลาการใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนจากบุคคลในวงจำกัด และอนุมัติดำเนินการในส่วนที่เป็นสาระสำคัญแตกต่างไปจากที่ระบุไว้ในคำเสนอซื้อหลักทรัพย์ (แบบ 247-4)**

**Agenda 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).**

- [ ] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 [ ] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy to vote at my/our as follows;  
 [ ] เห็นด้วย/Approve [ ] ไม่เห็นด้วย/Disapprove [ ] งดออกเสียง/Abstain

**วาระที่ 3 พิจารณานุมัติกรอบดำเนินการลงทุนในสินทรัพย์ดิจิทัล**

**Agenda 3 To consider and approve the Investment framework in Digital Assets.**

- [ ] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 [ ] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy to vote at my/our as follows;  
 [ ] เห็นด้วย/Approve [ ] ไม่เห็นด้วย/Disapprove [ ] งดออกเสียง/Abstain

**วาระที่ 4 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 4 To consider other matters (If any)**

- [ ] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 [ ] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy to vote at my/our as follows;  
 [ ] เห็นด้วย/Approve [ ] ไม่เห็นด้วย/Disapprove [ ] งดออกเสียง/Abstain

- (5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ.  
Other statements or evidences (if any) of the proxy holder.
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Voting of proxy holder in any agenda item that is not as specified in this proxy letter shall be considered as invalid and not my voting as a shareholder.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case I/We have not specified my/our voting intention in any agenda or not clearly specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed Proxy Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy holder  
(.....)

#### หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy holder must authorize only on proxy holder to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda item regarding the election of new directors, the ballot can be either for all the nominated candidates as a whole or an Individual candidate.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบ หนังสือมอบฉันทะแบบ (ข) ตามแนบ  
In case there is any further agenda item apart from specified above brought into consideration in the Meeting, proxy holder may use the Attachment to Proxy Form B.
- กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใดเช่นกรณี ผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใด ที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (5)  
If there is any rule or regulation requiring the proxy holder to make any statement or provide any evidence such as the case that the proxy holder has interest in any matter which he/she attends and votes at the meeting he/she may make the statement or provide evidence as specific in clause (5).
- กรุณาติดอากรแสตมป์ 20 บาท  
Please affix Duty Stamp of 20 Baht.

**ใบประจําต่อแบบหนังสือมอบอํานาจ แบบ (ข)****Attachment to Proxy Form B**

การมอบอํานาจในฐานะเป็นผู้ถือหุ้นของบริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในวันที่ 25 กรกฎาคม 2568 เวลา 11.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-EGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Authorization on behalf of the Shareholder of RSXYZ Public Company Limited for the Extraordinary General Meeting of Shareholders No. 1/2025 on 25 July 2025, at 11.00 hrs., that meeting will be only held via Electronic Meeting (e-EGM) at Headquarter, RSXYZ Public Company Limited, RS Group Building No. 27, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- ☐ (ก) ให้ผู้รับมอบอํานาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอํานาจออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy holder to vote at my/our as follows;  
☐ เห็นด้วย/Approve      ☐ ไม่เห็นด้วย/Disapprove      ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- ☐ (ก) ให้ผู้รับมอบอํานาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอํานาจออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy holder to vote at my/our as follows;  
☐ เห็นด้วย/Approve      ☐ ไม่เห็นด้วย/Disapprove      ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- ☐ (ก) ให้ผู้รับมอบอํานาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอํานาจออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy holder to vote at my/our as follows;  
☐ เห็นด้วย/Approve      ☐ ไม่เห็นด้วย/Disapprove      ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- ☐ (ก) ให้ผู้รับมอบอํานาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอํานาจออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้  
 (b) To grant my/our proxy holder to vote at my/our as follows;  
☐ เห็นด้วย/Approve      ☐ ไม่เห็นด้วย/Disapprove      ☐ งดออกเสียง/Abstain



(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp 20 Baht)

## หนังสือมอบฉันทะ แบบ ค.

## Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ Custodian ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodian in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550 (2007)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Reside at Road Sub-District

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

Acting as the custodian for

เป็นผู้ถือหุ้นของ บริษัท อาร์เอสเอ็กซ์วายแอนด์ จำกัด (มหาชน) (บริษัทฯ) เลขทะเบียนผู้ถือหุ้น.....

Being a shareholder of RSXYZ Public Company Limited (the Company) Shareholders' registration No.

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Holding the total amount of shares, and having the right to vote equal to vote

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares, having the right to vote equal to

(2) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียด ตามสิ่งที่ส่งมาด้วย 4)

Hereby appoint (appoint an independent director as your proxy, with details according to the Enclosure 4)

[ ] 1).....อายุ.....ปี อยู่บ้านเลขที่.....

Age years, Resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

[ ] 2) นายสมศักดิ์	พยับเดชาชัย	อายุ	77 ปี	อยู่บ้านเลขที่	17 หรือ
Mr. Somsak	Phayapdechachai	age	77 years,	Residing at	17 or
อาคาร	-	ถนน	สุขุมวิท 71	ตำบล/แขวง	คลองตันเหนือ
Building	-	Road	Sukhumvit 71	Tambol/Khwaeng	Klongtannua
อำเภอ/เขต	วัฒนา	จังหวัด	กรุงเทพมหานคร	รหัสไปรษณีย์	10110 หรือ
Amphur/Khet	Wattana	Province	Bangkok	Postal Code	10110 or

[ ] 3) นายสุเทพ	ธาระวาส	อายุ	60 ปี	อยู่บ้านเลขที่	203/62
Mr. Suthep	Tharawas	age	60 years,	Residing at	203/62
ซอย	3/6	ถนน	บางกรวย-ไทรน้อย	ตำบล/แขวง	พิมลราช
Soi	3/6	Road	Bangkruey-Sainoi	Tambol/Khwaeng	Phimonratch
อำเภอ/เขต	บางบัวทอง	จังหวัด	นนทบุรี	รหัสไปรษณีย์	11110
Amphur/Khet	Bangbuathong	Province	Nonthaburi	Postal Code	11110



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ใน วันที่ 25 กรกฎาคม 2568 เวลา 11.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-EGM) เพียงรูปแบบเดียว ถ่ายทอดสด ห้องประชุม สำนักงานใหญ่ บริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) อาคารอาร์เอสกรุ๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my sole proxy to attend and vote on my behalf at the Extraordinary General Meeting of Shareholders No. 1/2025 on 25 July 2025, at 11.00 hrs., that meeting will be only held via Electronic Meeting (e-EGM). Live broadcast at Headquarter, RSXYZ Public Company Limited, RS Group Building No. 27, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

Any business carried out by the proxy holder in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The Proxy holder is authorized for all shares held and entitled to vote.

☐ มอบฉันทะบางส่วน คือ

The Proxy holder is authorized for certain shares as follows:

<input type="checkbox"/> หุ้นสามัญ.....หุ้น	และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Ordinary share	shares, entitling to vote
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง	
Total entitled	votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้

In this Meeting, I/We have granted to my/our proxy holder to vote on my/our behalf as follows;

#### วาระที่ 1 พิจารณานุมัติการแก้ไขข้อบังคับบริษัท

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) To grant my/our proxy to vote at my/our as follows;
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

#### วาระที่ 2 พิจารณานุมัติการแก้ไขวัตถุประสงค์ วงเงินงบประมาณ และระยะเวลาการใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนจากบุคคลในวงจำกัด และอนุมัติดำเนินการในส่วนที่เป็นสาระสำคัญแตกต่างไปจากที่ระบุไว้ในคำเสนอซื้อหลักทรัพย์ (แบบ 247-4)

##### Agenda 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).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) To grant my/our proxy to vote at my/our as follows;
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/Disapprove ☐ งดออกเสียง/Abstain

**วาระที่ 3 พิจารณานุมัติกรอบดำเนินการลงทุนในสินทรัพย์ดิจิทัล****Agenda 3 To consider and approve the Investment framework in Digital Assets.**

- [ ] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [ ] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our as follows;  
[ ] เห็นด้วย/Approve [ ] ไม่เห็นด้วย/Disapprove [ ] งดออกเสียง/Abstain

**วาระที่ 4 พิจารณาเรื่องอื่นๆ (ถ้ามี)****Agenda 4 To consider other matters (if any)**

- [ ] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [ ] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy to vote at my/our as follows;
- (5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ.  
Other statements or evidences (if any) of the proxy holder.
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Voting of proxy holder in any agenda item that is not as specified in this proxy letter shall be considered as invalid and not my voting as a shareholder.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case I/We have not specified my/our voting intention in any agenda or not clearly specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed Proxy Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy holder  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy holder  
(.....)



หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
Only foreign shareholders as registered in the registration book who have appointed a custodian in Thailand can use the Proxy Form C.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidences to be enclosed with the proxy form are:  
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.  
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)  
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the election of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual candidate.
5. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจําต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case there is any further agenda apart from specified above brought into consideration in the Meeting, proxy holder may use the Attachment to Proxy Form C.
6. กรุณาติดอากรแสตมป์ 20 บาท  
Please affix Duty Stamp of 20 Baht.

**ใบประกอบแบบหนังสือมอบฉันทะ แบบ (ค)****Attachment to Proxy Form C**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในวันที่ 25 กรกฎาคม 2568 เวลา 11.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-EGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Authorization on behalf of the Shareholder of RSXYZ Public Company Limited for the Extraordinary General Meeting of Shareholders No. 1/2025 on 25 July 2025, at 11.00 hrs., that meeting will be only held via Electronic Meeting (e-EGM) at Headquarter, RSXYZ Public Company Limited, RS Group Building No. 27, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy holder to vote at my/our as follows;  
☐ เห็นด้วย/Approve      ☐ ไม่เห็นด้วย/Disapprove      ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy holder to vote at my/our as follows;  
☐ เห็นด้วย/Approve      ☐ ไม่เห็นด้วย/Disapprove      ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy holder to vote at my/our as follows;  
☐ เห็นด้วย/Approve      ☐ ไม่เห็นด้วย/Disapprove      ☐ งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้  
(b) To grant my/our proxy holder to vote at my/our as follows;  
☐ เห็นด้วย/Approve      ☐ ไม่เห็นด้วย/Disapprove      ☐ งดออกเสียง/Abstain





# XYZ

**More Information**

Contact : Company Secretary Department Tel. 0-2037-8122