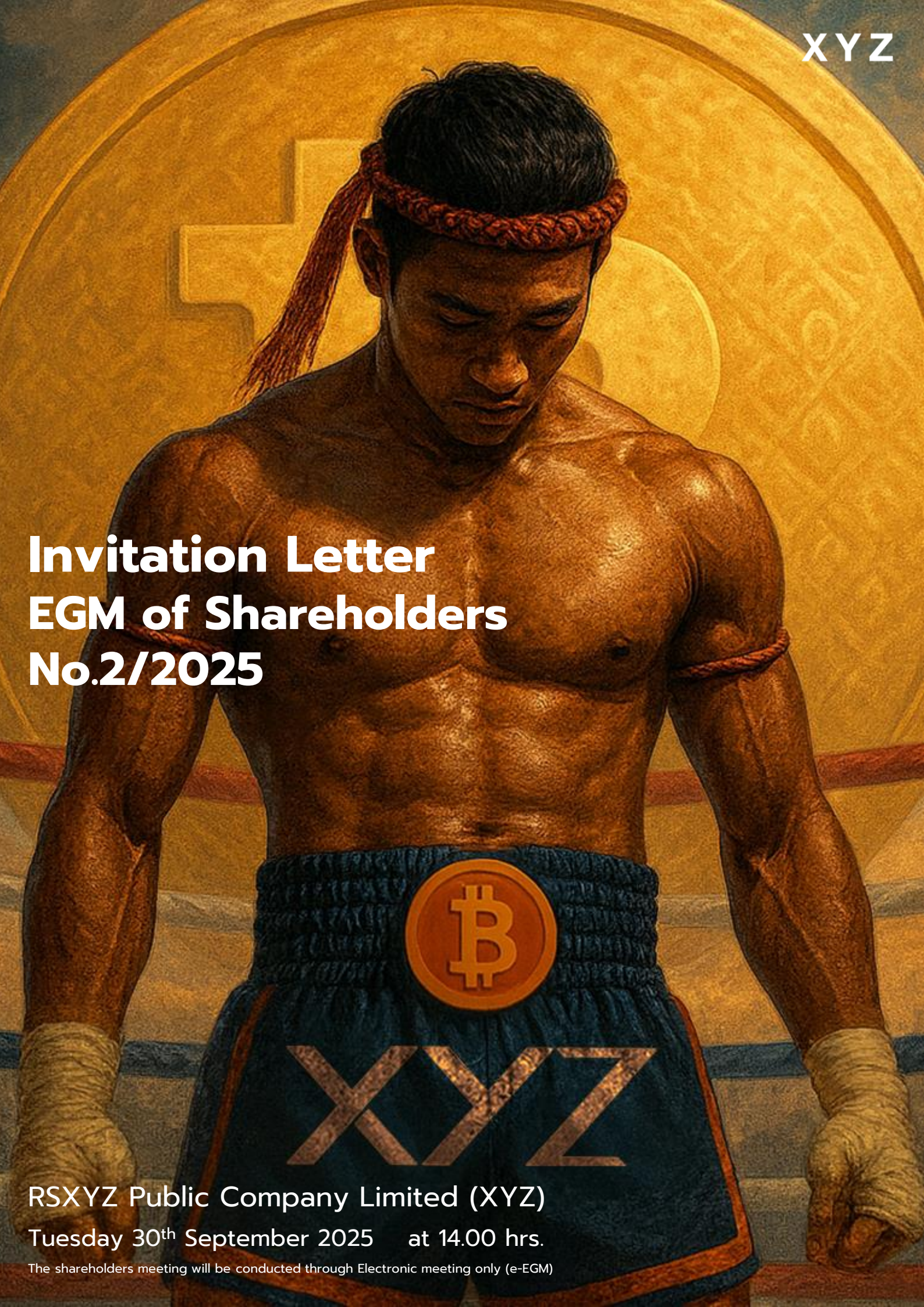




Invitation Letter EGM of Shareholders No.2/2025

RSXYZ Public Company Limited (XYZ)

Tuesday 30th September 2025 at 14.00 hrs.

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



-Translation-

No. XYZ2025/021

15 September 2025

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.2/2025

To: Shareholders
RSXYZ Public Company Limited

Enclosure: 1. Capital Increase Report (F53-4)
2. Information Memorandum Concerning the Issuance and Offering of the Newly Issued Ordinary Shares of the Company
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 / Proxy form C

The Board of Directors of RSXYZ Public Company Limited ("Company") has resolved to organize the Extraordinary General Meeting of Shareholders No.2/2025 on Tuesday, 30th September 2025 at 14.00 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, Chetchot Building, Prasert-Manukitch Road., Sena Nikhom, Chatuchak, 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 1: To consider and approve for registered capital reduction

Objective and Reason: Pursuant to the Public Limited Companies Act B.E. 2535 (as amended), the Company may increase its registered capital by issuing new shares only when all previously issued shares have been sold and fully paid up, or in the case that unsold shares remain, such remaining shares must be reserved for convertible debentures or warrants to purchase the Company's ordinary shares.

At present, the Company has 95,425,013 unissued ordinary shares, which remain from the allocation to accommodate the exercise of rights and the adjustment of rights under the warrants to purchase the Company's ordinary shares No. 2 (XYZ-W2), totaling 440,541,150 shares, as approved by the Extraordinary General Meeting of Shareholders No. 4/2023.

Therefore, the Company intend to reduce of the Company's registered capital by 47,712,506.50 baht from the existing registered capital of 881,082,298.00 baht to the new registered capital 833,369,791.50 baht by eliminating the 95,425,013 unissued ordinary shares at a par value of 0.50 baht per share so that the Company's registered capital and paid-up capital will be equal.

Opinion of the Board of Directors: deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 consider and approve the reduction of the Company's registered capital by 47,712,506.50 baht from the existing registered capital of 881,082,298.00 baht to the registered capital of 833,369,791.50 baht by eliminating the unissued ordinary shares in the amount of 95,425,013 shares at a par value of 0.50 baht per share, as set forth above.

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

Agenda 2: To consider and approve the amendment of Article of the Company's Memorandum of Association to reflect the capital reduction

Objective and Reason: In order to align with the registered capital reduction, the Company is required to amend Article 4 of the Company's Memorandum of Association, with the details as follows:

*Article 4.	Registered capital of	833,369,791.50	baht	(Eight Hundred Thirty-Three Million Three Hundred Sixty-Nine Thousand Seven Hundred Ninety-One and Fifty Satang)
	Divided into	1,666,739,583	shares	(One Billion Six Hundred Sixty-Six Million Seven Hundred Thirty-Nine Thousand Five Hundred Eighty-Three shares)
	Value of each shares	0.50	baht	(Fifty Satang)
Divided into				
	Ordinary shares	1,666,739,583	shares	(One Billion Six Hundred Sixty-Six Million Seven Hundred Thirty-Nine Thousand Five Hundred Eighty-Three shares)
	Preferred shares	-	shares	(- shares)

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

Opinion of the Board of Directors: Deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 consider and approve amend Clause 4 of the Company's Memorandum of Association to reflect the reduction of the registered capital. Furthermore, it is proposed to authorize the Company's authorized directors and/or any person(s) delegated by them to have the power to undertake any actions necessary in relation to the reduction of the registered capital and the amendment to Clause 4 of the Company's Memorandum of Association, as set forth above.

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

Agenda 3: To consider the approval for paid up capital increase with specific objectives for allocation to PP

Objective and Reason: As the Company has clearly announced its long-term goals, strategic direction, and vision, it aims to become one of the Thai listed companies holding the largest amount of Bitcoin, targeting a holding of 3,333 Bitcoins within 3 years.*

Note: This target is based on the national and global Bitcoin Rich List rankings. Nevertheless, the Company annually reviews its vision, mission, business objectives, and adjusts its strategies to align with current circumstances, in order to achieve its planned performance efficiently.

To support this initiative, the Company needs to secure funding for the purpose of increasing its registered capital with specific objectives, either in a single or multiple tranches, by issuing 170,000,000 shares with a par value of 0.50 baht per share. The shares will be offered through a private placement to five specific investors (collectively referred to as the "PP Investors") at an offering price of 1.10 baht per share, with a total transaction value of 187,000,000.00 baht, with the following (the "PP Transaction"):

No.	Name of PP Investors		Number of Allocated Shares (Shares)	Value of the Shares to be Allocated (THB)
1	Mr. Sorat	Vanichvarakij	100,000,000	110,000,000
2	Mr. Weerapat	Punsak-udomsin	30,000,000	33,000,000
3	Mr. Chalermchoke	Lamsam	20,000,000	22,000,000
4	Mr. Thirasak	Puenngarm	10,000,000	11,000,000
5	Mrs. Pairin	Indasukha	10,000,000	11,000,000
Total			170,000,000	187,000,000

PP Investors are not connected persons of the Company pursuant to the criteria under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (as amended) (the "Notification on Connected Transactions").

PP Investors have no relationship with each other that would constitute a concert party or any related parties under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), which would impose an obligation to submit a tender offer for all securities of the Company after the allocation of the newly issued ordinary shares of the Company.

In this regard, the PP transaction is the offering of newly issued shares through a Private Placement, in which the Board of Directors has clearly determined the offering price to be proposed for the consideration and determination of the offering price by the shareholders' meeting, and it does not constitute an offering of new shares at a price less than 90 percent of the Market Price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through a Private Placement (as amended) (the "Notification No. TorJor. 28/2565"). The "Market Price" refers to the weighted average market price of the Company's ordinary shares on the Stock Exchange of Thailand (the "SET") over the preceding 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter for the consideration and approval of the PP Transaction by the shareholders' meeting, specifically from 31 July 2025 to 22 August 2025, which is equivalent to 1.08 baht per share (Information sourced from SETSMART at www.setsmart.com)

In addition, according to the Notification No. TorJor. 28/2565, the Company must complete the share offering within the period approved by the shareholders' meeting, but no later than 3 months from the date the shareholders' meeting resolves to approve the offering of the newly issued shares. Alternatively, the Company must complete the share offering within 12 months from the date of the shareholders' meeting resolution if the shareholders explicitly resolve that, after the 3-month period, the Board of Directors or a person authorized by the Board of Directors can determine the offering price according to the market price at the time of the offering. Therefore, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the assignment to the Board of Directors or a person authorized by the Board of Directors to have authority to determine the offering price according to the market price at the time of the offering upon the expiration of 3 months from the date on which the shareholders' meeting approved the offering of newly issued shares, which the offering price may be lower than the registered share value, but the offering price must not be less than 0.01 baht per share.

Consequently, since the offering price of the newly issued ordinary shares under PP Transaction is not considered as an offering of newly issued shares at a price lower than 90 percent of the market price pursuant to the requirements of the Notification No. TorJor. 28/2565, the Company does not fall under the selling restriction (Silent Period). Therefore, the Company has no obligation to prevent PP Investors who receive shares from the Private Placement from selling all the shares they have received within the period specified by the requirements set out in the Notification of the Capital Market Supervisory Board Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated 11 May 2015 (as amended).

However, the allocation of shares as detailed above must not cause any of the any of PP Investors to hold shares in the Company in a number that reaches or exceeds any trigger point requiring to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, dated 13 May 2011 (as amended). After this capital increase, none of the PP Investors shall take up a position or send a representative to take up a position as a director and/or executive of the Company.

In this regard, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to take any action related to the issuance, offering, allocation and subscription of such newly issued ordinary shares, including, but not limited to, the following actions:

- (1) To determine or amend the details of the allocation of newly issued ordinary shares offered through a PP
- (2) To determine or amend the method of allocating newly issued ordinary shares, such as, allocating at once or in several tranches, determination of date and time for subscription and payment, offering period, payment methods, other details of allocations and offerings.
- (3) To negotiate, enter into agreements, and sign relevant documents and contracts, and to undertake all necessary actions related to the allocation of the newly issued ordinary shares.
- (4) To sign applications for permission, waiver, notice or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as registering the newly issued shares as listed securities on the SET; and
- (5) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects under applicable laws and regulations.

Upon completion of the PP capital increase, the shareholding structure will be adjusted as follows:

Type	List of shareholders	Prior PP			PP (shares)	Post PP		
		Number of Shares (shares)	Shareholding Ratio (%)	Shareholder Ranking		Number of Shares (shares)	Shareholding Ratio (%)	Shareholder Ranking
Chetchotisak Group	Chetchot Holdings CO., LTD.	316,500,000	18.99	1		316,500,000	17.23	1
	Mr. Surachai Chetchotisak	257,431,932	15.45	3		257,431,932	14.02	3
	Mr. Chet Chetchotisak	5,000,000	0.30	30		5,000,000	0.27	31
	Mr. Chot Chetchotisak	36,300,000	2.18	9		36,300,000	1.98	10
Total		615,231,932	36.91			615,231,932	33.50	
Top 10 Shareholders	Mr. Weerapat Punsak-udomsin *	267,917,767	16.07	2	30,000,000	297,917,767	16.22	2
	Bangkok bank PCL.	132,000,000	7.92	4		132,000,000	7.19	4
	Miss Dared Sirilupth	58,660,600	3.52	5		58,660,600	3.19	6
	Ms. Kanokporn Remkanon by Daol Securities (Thailand) Public Company Limited	57,333,989	3.44	6		57,333,989	3.12	7
	Mr. Suppakit Ngamchitcharoen	54,000,000	3.24	7		54,000,000	2.94	8
	Mr. Suksan Yasasin	54,000,000	3.24	8		54,000,000	2.94	9
	Mr. Pratpok Luesakulkitpaisal	31,267,400	1.88	10		31,267,400	1.70	12
	Pol. Gen. somyot poompanmoung	31,066,666	1.86	11		31,066,666	1.69	13
	Ms. Chomkamol Poompanmoung	26,161,966	1.57	12		26,161,966	1.42	14
	Mr. Sorat Vanichvarakij	25,878,400	1.55	13	100,000,000	125,878,400	6.85	5
	Total	738,286,788	44.30			868,286,788	47.27	
PP investors	Mr. Thirasak Puenngarm	22,607,400	1.36	15	10,000,000	32,607,400	1.78	11
	Mr. Chalermchoke Lamsam	2,830,000	0.17	38	20,000,000	22,830,000	1.24	16
	Mrs. Pairin Indasukha	6,562,000	0.39	25	10,000,000	16,562,000	0.90	18
Total		31,999,400	1.92			71,999,400	3.92	
Other shareholders		281,221,463	16.87		170,000,000	281,221,463	15.31	
Grand Total		1,666,739,583	100.00		170,000,000	1,836,739,583	100.00	

* Mr.Weerapat Punsak-udomsin and Mr. Sorat Vanichvarakij are PP investors who ranked among the top 10 shareholders prior to the PP transaction (top 10 shareholders excluding the Chetchotisak group)

Opinion of the Board of Directors: deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 consider and approve the increase of registered capital by issuing 170,000,000 new ordinary shares with a par value of 0.50 baht per share, totaling 85,000,000.00 baht with a specific objective for allocation to a Private Placement (PP). In addition, consider approving the allocation of the newly issued ordinary shares, whether in one or multiple tranches, to the following five private placement (PP) investors: (1) Mr. Sorat Vanichvarakij (2) Mr. Weerapat Punsak-udomsin (3) Chalermchoke Lamsam (4) Mr.Thirasak Puenngarm (5) Mrs. Pairin Indasukha. Such PP investors are not related parties of the Company. The offering of the newly issued shares shall not be at a price lower than 90 percent of the market price. The offering price of the newly issued shares shall not be less than 1.08 baht per share, and the Company will offer the shares at 1.10 baht per share, for a total value of 187,000,000.00 baht. This transaction is therefore not subject to the Silent Period restrictions.

Furthermore, authorize the Company's authorized directors and/or their delegated representatives to take all necessary actions in connection with the allocation and offering of the newly issued ordinary shares to the designated private placement investors, as set forth above.

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

Agenda 4: To consider the approval issuance of additional shares under a general mandate for Allocation to PP

Objective and Reason: In order for the Company to operate its business efficiently and maintain operational flexibility in a timely manner, the Company proposes an increase in registered capital through a general mandate, whether once or several times, to allocate shares to specific investors (Private Placement) in the amount of 163,260,417 newly issued ordinary shares with a par value of 0.50 baht per share, totaling 81,630,208.50 baht.

The Investors must not be the connected persons of the Company pursuant to the Notification on Connected Transactions, and the total number of newly issued ordinary shares offered must not exceed 10 percent of the Company's paid-up capital as of the date of approval by the Board of Directors. The allocation of newly issued ordinary shares through a Private Placement shall not be an offering of newly issued shares at a price lower than 90 percent of the Market Price according to the Notification No. TorJor. 28/2565. The "Market Price" refers to the weighted average market price of the Company's ordinary shares on the SET over the preceding 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the Board of Directors resolves to determine each of offering price. The Company provided that this requires the approval of a shareholders' meeting with the specific discount rate clearly defined, in compliance with Section 52 of the Public Limited Companies Act, under which the offering price of newly issued shares as detailed above shall not be lower than 0.01 baht per share.

In this regard, the board of directors, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to take any action related to the issuance, offering, allocation and subscription of such newly issued ordinary shares, including but not limited to the following actions:

- (1) To determine or amend the details of the allocation of newly issued ordinary shares under General Mandate and the objectives of the issuance of newly issued ordinary shares.
- (2) To determine or amend the method of allocating the newly issued ordinary shares, such as single allocation or divided into multiple allocation, the subscription and payment date and times, the offering period, the offering price, the payment method, and other details related to allocation and offering.
- (3) To seek Private Placement investors, to negotiate, enter into agreements, and sign relevant documents and contracts, as well as undertake all necessary actions related to the allocation of the newly issued ordinary shares.
- (4) To execute applications for permissions, waivers, notices or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as listing of the newly issued ordinary shares of the Company on SET.
- (5) To undertake any action necessary for and relevant to the allocation of the newly issued ordinary shares through a Private Placement under General Mandate in all respects, all subject to the conditions of relevant laws. In this regard, the allocation of the newly issued ordinary shares under General Mandate must be completed within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest.

Additional details are provided in Capital Increase Report Form (F53-4) (Enclosure No.1) and Information Memorandum Concerning the Issuance and Offering of the Newly Issued Ordinary Shares of the Company (Enclosure No.2)

Opinion of the Board of Directors: deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 consider and approve the allocation of the Company's newly issued ordinary shares under a general mandate (General Mandate), the amount of 163,260,417 newly issued ordinary shares with a par value of 0.50 baht per share, totaling 81,630,208.50 baht whether in one or multiple tranches, for offer to specific investors through a private placement (PP). Such PP investors are not related parties of the Company, and the number of shares to be offered shall not exceed 10 percent of the Company's paid-up registered capital. Furthermore, authorize the Company's authorized directors and/or their delegated representatives to take all necessary actions in connection with the allocation of the newly issued ordinary shares under the General Mandate, as set forth above.

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

Agenda 5: To consider and approve the amendment of Article of the Company's Memorandum of Association to reflect the capital increase.

Objective and Reason: Following Agenda Items 3 and 4, in which the Meeting resolved to consider and approve the increase of the Company's registered capital, the details are as follows:

Agenda 3 capital increase with specific objectives 170,000,000 shares 0.50 baht per share
Total 85,000,000.00 baht

Agenda 4 capital increase with general mandate 163,260,417 shares 0.50 baht per share
Total 81,630,208.50 baht

As a result, the Company must amend Clause 4 of its Memorandum of Association to be consistent with the said increase in registered capital, totaling 166,630,208.50 Baht, by increasing the registered capital from the previous amount of 833,369,791.50 baht to the new registered capital of 1,000,000,000.00 baht, through the issuance of up to 333,260,417 new ordinary shares at a par value of 0.50 baht per share, with the details as follows:

"Article 4	Registered capital of	1,000,000,000	baht	(One billion baht)
	Divided into	2,000,000,000	shares	(Two billion shares)
	Value of each shares	0.50	baht	(Fifty Satang)
Divided into				
	Ordinary shares	2,000,000,000	shares	(Two billion shares)
	Preferred shares	-	shares	(-shares)

Opinion of the Board of Directors: deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 consider and approve amend Clause 4 of the Company's Memorandum of Association to reflect the increase of the registered capital in the amount of 166,630,208.50 baht, from the existing registered capital of 833,369,791.50 baht to the new registered capital of 1,000,000,000.00 baht , by issuing not exceeding 333,260,417 newly issued ordinary shares with a par value of 0.50 per share, as set forth above.

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

Agenda 6: To consider the approval for the acquisition of assets in the case of investment in digital assets

Objective and Reason: The Company, by virtue of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025, deemed it appropriate to approve the framework for digital asset operations for the purpose of investing in digital assets. The Company has approved the acquisition of assets in the case of investment in digital assets in the amount of 168,000,000.00 Baht. The phased investment is expected to be completed by 2027. The acquisition of these assets is intended to support the Company's operations, in line with its clearly articulated long-term goals, strategic direction, and vision. The Company aims to become one of the top publicly listed companies in Thailand in terms of Bitcoin holdings, targeting the ownership of 3,333 Bitcoins within three years, as ranked on the national and global Bitcoin Rich List. Nevertheless, the Company conducts annual reviews of its vision, mission, business objectives, and strategic plans to ensure alignment with the prevailing market conditions and to achieve operational results effectively in accordance with the established plans. The details are as follows:

1. Date of the Transaction

After receiving approval from the shareholders' meeting and upon completion of fund disbursement from the financing source, the transaction is expected to be completed within the year 2027.

2. Contracting Parties and Their Relationship with the Company

Investor:	RSXYZ Public Company Limited
Investment Recipient / Investment Service Provider:	BitGo Trust Company, Inc.
Relationship:	The investor and the investment recipient/ service provider are not related parties

3. Type and Nature of the Transaction

The Company will gradually invest in digital assets in the form of Bitcoin (BTC) with a total amount of 168,000,000.00 baht. This transaction constitutes an acquisition of assets by the Company under the Capital Market Supervisory Board Notification No. TorChor 20/2551 regarding the Criteria for Transactions of Material Significance Constituting Acquisition or Disposal of Assets (as amended), and the Notification of the Securities and Exchange Commission of Thailand regarding Disclosure and Conduct of Listed Companies in the Acquisition or Disposal of Assets B.E. 2547(2004) (as amended) (collectively, the "Acquisition or Disposal Notification"). Upon considering the size of the related transactions and the types of asset- and service-related transactions under the Related Transaction Notification, this transaction is not deemed a related-party transaction (details are appear in Item 7, "Criteria for Determining Consideration Value").

The Company's Board of Directors has authorized the Chief Executive Officer to place purchase orders at appropriate timing and prices. All actions will be conducted in accordance with the digital asset investment policy and framework previously approved by the shareholders' meeting. The Investment Committee is responsible for monitoring market movements and closely observing the Investment Company criteria, and will report updates to the Company's Board of Directors accordingly.

However, the Company has established measures to address conflicts of interest, which include implementing an internal information barrier (Chinese Wall) to prevent the leakage of confidential information or situations that may give rise to conflicts of interest between internal departments. These measures aim to maintain transparency, prevent the misuse of insider information, or the exploitation of informational advantages among departments, and to promote business operations in accordance with good corporate governance principles, fairness, and legal compliance.

Currently, the Company has established an Investment Committee to oversee various investments, comprising:

1) Mr. Chet	Chetchotisak	Chairman of the Investment Committee
2) Mr. Surachai	Chetchotisak	Investment Committee Member
3) Ms. Waleewan	Rodjanapakdee	Investment Committee Member

4. Details of the Asset

The asset in which the Company will invest is Bitcoin (BTC), the world's first cryptocurrency built on "Blockchain" technology, which is designed to verify any transactions related to Bitcoin. The core principle of Bitcoin is "decentralization," meaning it is free from control by intermediaries, governments, or financial institutions. All Bitcoin transactions are recorded on a decentralized ledger, making them extremely difficult to reverse, alter, or destroy. Bitcoin currently holds the highest market value and share in the cryptocurrency market, with massive daily trading volumes. The total supply of Bitcoin is limited to approximately 21 million coins.

Over 90percent of which have already been mined. It is estimated that all Bitcoin will be mined by the year 2140 (B.E. 2683). The primary factor contributing to Bitcoin's value is its "scarcity," consistent with the fundamental economic theory of supply and demand: when supply is limited and continually decreasing while demand for Bitcoin continues to rise, the price is expected to increase over time.

5. Payment Method and Other Key Conditions

Payment will be made in cash through the investment service provider. The phased investment is expected to be completed within 2027.

6. Value of the Asset Acquired or Disposed

The total investment value is 168,000,000.00 baht. The exact amount of Bitcoin acquired will depend on the prevailing market price at the time of purchase. (as of the date the Company's Board of Directors approved the resolution, the exchange rate was 3,682,444 baht per 1 Bitcoin).

7. Basis for Determining the Value of Consideration

The maximum transaction size is equivalent to 8.08 percent based on the total value of consideration (total consideration amounting to 168,000,000.00 baht), calculated from the Company's consolidated financial statements reviewed by the certified public accountant for the six-month period ended 30 June 2025. During the past six months, the Company has engaged in other asset acquisition transactions totaling 6.39 percent. Accordingly, the Company's aggregate asset acquisition transaction size is 14.47 percent, which is below 15.00 percent of the total value of consideration. This transaction does not constitute a connected transaction, as its terms and conditions are consistent with normal business practice with service providers or contractual parties, and there is no transfer of benefits between the Company and any person who may have a conflict of interest. Therefore, the Company is not required to undertake any further actions.

Consequently, the Company has scheduled the Extraordinary General Meeting of Shareholders No. 2/2025 on 30 September 2025, the Company proposes to include this agenda for consideration at that meeting.

8. Benefits to the Listed Company

The Company will gain the opportunity to invest in a new business in accordance with its investment plan, which aligns with the objectives and business direction previously approved by the Extraordinary General Meeting of Shareholders. This will also serve to expand the Company's investments while diversifying business risks and reducing dependency on the telecommunications technology business, which is currently its core business.

Furthermore, The Company has Mr. Chet Chetchotisak serving as both Chief Executive Officer and Chairman of the Investment Committee. He possesses extensive knowledge, expertise, and experience in digital asset investments, which enables the Company to conduct its business efficiently. In addition, the Company engages specialized advisory teams to provide further expert support as needed.

9. Source of Funds for the Asset Acquisition

For this investment in digital assets, the planned sources of funds include cash received from the issuance and offering of newly issued ordinary shares to specific persons of the Company, totaling 168,000,000.00 baht, as approved by the Company's Board of Directors at its meeting No. 8/2025 on 25 August 2025. The Company will submit this matter to the shareholders' meeting for further approval.

Opinion of the Audit Committee: The Audit Committee has carefully considered the matter and is of the opinion that the entering into this transaction is reasonable, as it serves to diversify business risks and to enhance the Company's long-term stability and growth for the benefit of the Company and its shareholders. None of the Audit Committee members expressed a differing opinion. The Audit Committee therefore deemed it appropriate to propose this agenda item to the Board of Directors and the Shareholders' Meeting for further consideration and approval.

Opinion of the Board of Directors: Deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 consider and approve for the acquisition of assets in the case of investment in digital assets in the amount 168,000,000.00 baht. The phased investment is expected to be completed by 2027. The acquisition of these assets is intended to support the Company's operations, in line with its clearly articulated long-term goals, strategic direction, and vision. The Company aims to become one of the top publicly listed companies in Thailand in terms of Bitcoin holdings, targeting the ownership of 3,333 Bitcoins within three years, as ranked on the national and global Bitcoin Rich List. Nevertheless, the Company conducts annual reviews of its vision, mission, business objectives, and strategic plans to ensure alignment with the current market conditions and to achieve operational results effectively in accordance with the established plans.

This maximum transaction size is equivalent to 8.08 percent based on the total value of consideration, calculated from the Company's consolidated financial statements reviewed by the certified public accountant for the six-month period ended 30 June 2025. During the past six months, the Company has engaged in other asset acquisition transactions totaling 6.39 percent. Accordingly, the Company's aggregate asset acquisition transaction size is 14.47 percent, which is below 15.00 percent of the total value of consideration. This transaction does not constitute a connected transaction, as its terms and conditions are consistent with normal business practice with service providers or contractual parties, and there is no transfer of benefits between the Company and any person who may have a conflict of interest. Therefore, the Company is not required to undertake any further actions.

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

The Company determines the name of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No.2/2025 (Record Date) on 8 September 2025, XM date on 5 September 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.2/2025. 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 23 September 2025 at 08.30 hrs. onwards until the Shareholders' meeting on 30 September 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 Chetchot, Building, Tower A, 9th floor,
Prasert-Manukitch Road, Sena Nikhom Chatuchak, Bangkok 10900
Within 29 September 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

Please be inform accordingly

Yours sincerely,

-Signed-

(Mr. Chet Chetchotisak)
Director and Chief Executive Officer
RSXYZ Public Company Limited

(F53-4)

(Translation)

Capital Increase Report
RSXYZ Public Company Limited
25 August 2025

We, RSXYZ Public Company Limited (“the Company”) hereby report the resolution of the Meeting of the Board of Directors No. 8/2025 dated 25 August 2025 relating to the increase of capital and allotment of the newly issued ordinary shares as follows:

1. Decrease and Increase of Capital

- 1.1 The Board of Directors’ meeting resolved to propose to the shareholders’ meeting to approve the decrease of its registered capital in the amount of 47,712,506.50 baht, from the existing registered capital of 881,082,298.00 baht to the new registered capital of 833,369,791.50 baht, by canceling 95,425,013 shares that have been registered but unsold with a par value of 0.50 baht per share, which are shares reserved to accommodate the exercise and adjustment of the rights of the Company’s Warrants to Purchase Ordinary Shares of RSXYZ Public Company Limited, No. 2 (XYZ-W2), totaling 440,541,150 shares, in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 4/2023.
- 1.2 The Board of Directors’ meeting resolved to approve the increase of registered capital of the Company by 166,630,208.50 baht from the existing registered capital 833,369,791.50 baht to new registered capital 1,000,000,000.00 baht by issuing 333,260,417 new ordinary shares with a par value of 0.50 baht per share in the following manner:

	Increase of Capital	Type of Shares	Amount (Shares)	Par Value (Baht per Share)	Total (Baht)
☒	Specific Purposes for the Utilization of Proceeds	Ordinary Shares	170,000,000	0.50	85,000,000.00
		Preferred Shares	-	-	-
☒	General Mandate	Ordinary Shares	163,260,417	0.50	81,630,208.50
		Preferred Shares	-	-	-

2. Allocation of Newly Issued Shared

2.1 Specific Purposes for the Utilization Proceeds

Allocated To	Amount (Shares)	Ratio (Old : New)	Offering Price (Baht per Share)	Date and Time of Subscription and Payment of Share Price	Remarks
Private Placement	170,000,000	-	1.10	8 – 15 October 2025	Please consider below Remarks

Remarks: The Board of Directors' meeting resolved to approve the allocation of the Company's newly issued ordinary shares with a specific purpose of utilizing the proceeds, by allocating a total of 170,000,000 newly issued ordinary shares with a par value of 0.50 baht per share, whether in a single or multiple offerings, by way of a Private Placement to 5 specific investors, namely, (1) Mr. Sorat Vanichvarakij, (2) Mr. Weerapat punsak-udomsin, (3) Mr. Chalermchoke Lamsam, (4) Mr. Thirasak Puenngarm, (5) Mrs. Pairin Indasukha (collectively referred to as "PP Investors"), at an offering price of 1.10 baht per share, the total value is 187,000,000.00 baht (the "PP Transaction").

Additional details are provided in Information Memorandum Concerning the Issuance and Offering of the Newly Issued Ordinary Shares of the Company (Enclosure No.2)

2.1.1 Company Procedures in the Case of Fractional Shares

In the event that the calculation results in fractions, such fractions shall be disregarded.

2.2 General Mandate

Allocated to	Type of securities	Amount (Shares)	Percentage of paid-up capital ^{2/3}	Remark
Private Placement ^{1/}	Common Stock	163,260,417	9.24	Please consider remark below

Remarks:

- 1/ The Board of Directors' Meeting resolved to the increase of registered capital of the Company and the allocation of 163,260,417 newly issued ordinary shares with a par value of 0.50 Baht per shares under General Mandate, whether once or several times, through a Private Placement. The Investors must not be the connected persons of the Company pursuant to the Notification on Connected Transactions, and the total number of newly issued ordinary shares offered must not exceed 10 percent of the Company paid-up capital as of the date approval by the Board of Directors.
- 2/ Percentage per paid-up capital as of the date the Board of Directors of the listed company approved the capital increase under General Mandate.
- 3/ The newly issued ordinary shares under the Private Placement (PP) and the newly issued ordinary shares under the General Mandate in aggregate represent 16.66 percent of the Company's paid-up capital after the capital increase under the Private Placement and the General Mandate (if any).

3. Schedule for the Shareholders' Meeting to Approve the Capital Increase and Allocation of Newly Issued Shares.

The Extraordinary General Meeting of Shareholders No. 2/ 2025 is scheduled to be convened on 30 September 2025 at 14.00 hrs. via the electronic meeting. The date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2025 (Record Date) set on 8 September 2025.

4. Approval for Capital Increase / Share Allocation from Relevant Governmental Authorities and Conditions of such Approval (if any)

4.1 The Company shall register the capital decrease, capital increase, and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, within 14 days from the date of approval by the shareholders' meeting. In addition, the Company shall register the change in paid-up capital with the Department of Business Development, Ministry of Commerce, within 14 days from the date of receipt of the share subscription payment.

4.2 The Company shall submit an application to the SET for the listing of the newly issued ordinary shares as listed securities on the SET.

5. Objectives of Capital Increase and Plans for Utilizing Proceeds obtained from the Capital Increase

Please consider additional details of the objectives of capital increase and plans for utilizing proceeds obtained from the capital increase in item 2 of the Information on the Issuance and Offering of Newly Issued Ordinary Shares of RSXYZ Public Company Limited (Enclosure No. 2).

6. Benefits that the Company will receive from the Capital Increase / Share Allocation

The Board of Directors is of the view that the issuance and offering of newly issued ordinary shares under the Private Placement (PP) will benefit the Company and its shareholders, as it will enable the Company to expand its investments into other investment with growth potential, thereby strengthening the Company's financial position. In addition, it will reduce the risk of reliance on a single business, increase future opportunities for the Company, As well as enhancing the Company's operational capability and confidence among its stakeholders, including reinforcing trust with financial institutions.

Furthermore, the capital increase will provide the Company with greater flexibility in liquidity management for use as working capital for the Company and its subsidiaries, which will support the Company's growth and enhance its long-term competitiveness without affecting its financial liquidity.

7. Benefits that the Shareholders will receive from Capital Increase / Share Allocation**7.1 Dividend Policy**

The Company has established a policy to distribute dividends to its shareholders at a rate of no less than 40 percent of net profit, after deduction of corporate income tax and statutory reserves for each fiscal year. In determining the dividend distribution, the Company shall take into account its operational performance, financial position, liquidity, investment plans, the necessity of working capital for business operations, business expansion, and other factors relevant to the management of the Company, as deemed appropriate by the Board of Directors and/or the shareholders. Such distribution shall be subject to the condition that there are no accumulated losses in the shareholders' equity.

7.2 Others

-None-

8. Other Details Necessary for Shareholders' Decision Making in the Approval of the Capital Increase / Share Allocation

For the other details necessary for shareholders' decision making in the approval of the capital increase / share allocation, please refer to the Information on the Issuance and Offering of Newly Issued Ordinary Shares of RSXYZ Public Company Limited (Enclosure No. 2)

9. Timeline for the Process in Case the Board of Directors Passes a Resolution with the Approval of the Capital Increase / Share Allocation

No.	Actions	Date/Month/Year
1	The date of the Board of Directors' Meeting No. 8/2025	25 August 2025
2	The date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2025 (Record Date)	8 September 2025
3	The date of the EGM of Shareholders No. 2/2025	30 September 2025
4	The date of registration of capital decrease and capital increase, including the amendment to the Memorandum of Association of the Company to be in line with the capital decrease and capital increase with Department of Business Development, Ministry of Commerce.	By 14 days from the date in which the resolution was approved by the shareholders' meeting.
5	The Company offered the newly issued ordinary shares, through Private Placement, to PP investors.	By the period approved by the shareholders' meeting, but no later than 3 months the date of the shareholders' meeting resolution. Alternatively, by 12 months from the date of the shareholders' meeting resolution if the shareholders explicitly resolve that, after the 3month period, the Board of Directors or a person authorized by the Board of Directors can determine the offering price according to the market price at the time of the offering. However, it is expected to be completed by the year 2025.
6	Registration of the amendment to the paid-up capital with the Department of Business Development, Ministry of Commerce.	By 14 days from the date of receipt of the share subscription payment;

No.	Actions	Date/Month/Year
7	Submitting application for permission from the Stock Exchange of Thailand to list the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.	Within 30 days from the end date of subscription period.
8	Offering newly issued ordinary shares under General Mandate through a Private Placement.	The Company will allocate the newly issued shares under General Mandate within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next AGM of shareholders, whichever is the earliest.

The Company hereby certifies that the information contained in this report form is correct and complete in all respects.

Please be informed accordingly.

-signed-

(Mr. Chet Chetchotisak)

Director and Chief Executive Officer

**Information Memorandum Concerning the Issuance and Offering
of the Newly Issued Ordinary Shares of RSXYZ Company Limited**

The Board of Directors' Meeting of RSXYZ Public Company Limited (the "Company") No. 8/2025 convened on 25 August 2025, resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the increase of its registered capital in the amount of 166,630,208.50 baht from the existing registered capital of 833,369,791.50 baht to the new registered capital of 1,000,000,000.00 baht, by issuing not exceeding 333,260,417 newly issued ordinary shares with a par value of 0.50 baht per share. The Company will allocate 333,260,417 newly issued ordinary shares of the Company, which are divided into (1) the allocation of 170,000,000 newly issued ordinary shares through a Private Placement, (2) the allocation of 163,260,417 newly issued ordinary shares with a par value of 0.50 baht per share under General Mandate, through a Private Placement.

In this regard, the Company has provided information memorandum on the issuance and offering of the newly issued ordinary shares, which are material to the shareholders' decision, as follows

1. The Offering Details

1.1. The Allocation of Newly Issued Ordinary Shares Through a Private Placement

The Company will allocate 170,000,000 newly issued ordinary shares with a par value of 0.50 baht per share, whether once or several times, through a Private Placement, to 5 investors (collectively referred to as the "PP Investors"), at an offering price of 1.10 baht per share, with a total transaction value of 187,000,000 baht, with the following (the "PP Transaction"):

No.	Name of PP Investors	Number of Allocated Shares (Shares)	Value of the Shares to be Allocated (THB)
1	Mr. Sorat Vanichvarakij	100,000,000	110,000,000
2	Mr. Weerapat Punsak-udomsin	30,000,000	33,000,000
3	Mr. Chalermchoke Lamsam	20,000,000	22,000,000
4	Mr. Thirasak Puenggarm	10,000,000	11,000,000
5	Mrs. Pairin Indasukha	10,000,000	11,000,000
Total		170,000,000	187,000,000

Type	List of shareholders	Prior PP			PP (shares)	Post PP		
		Number of Shares (shares)	Shareholding Ratio (percent)	Shareholder Ranking		Number of Shares (shares)	Shareholding Ratio (percent)	Shareholder Ranking
Chetchotisak Group	Chetchot Holdings CO., LTD.	316,500,000	18.99	1		316,500,000	17.23	1
	Mr. Surachai Chetchotisak	257,431,932	15.45	3		257,431,932	14.02	3
	Mr. Chet Chetchotisak	5,000,000	0.30	30		5,000,000	0.27	31
	Mr. Chot Chetchotisak	36,300,000	2.18	9		36,300,000	1.98	10
Total		615,231,932	36.91			615,231,932	33.50	
Top 10 Shareholders	Mr. Weerapat Punsak-udomsin *	267,917,767	16.07	2	30,000,000	297,917,767	16.22	2
	Bangkok bank PCL.	132,000,000	7.92	4		132,000,000	7.19	4
	Miss Dared Sirilupth	58,660,600	3.52	5		58,660,600	3.19	6
	Ms. Kanokporn Remkanon by Daol Securities (Thailand) Public Company Limited	57,333,989	3.44	6		57,333,989	3.12	7
	Mr. Suppakit Ngamchitcharoen	54,000,000	3.24	7		54,000,000	2.94	8
	Mr. Suksan Yasasin	54,000,000	3.24	8		54,000,000	2.94	9
	Mr. Pratpok Luesakulkitpaisal	31,267,400	1.88	10		31,267,400	1.70	12
	Pol. Gen. somyot poompanmoung	31,066,666	1.86	11		31,066,666	1.69	13
	Ms. Chomkamol Poompanmoung	26,161,966	1.57	12		26,161,966	1.42	14
	Mr. Sorat Vanichvarakij	25,878,400	1.55	13	100,000,000	125,878,400	6.85	5
	Total	738,286,788	44.30			868,286,788	47.27	
PP investors	Mr. Thirasak Puenngarm	22,607,400	1.36	15	10,000,000	32,607,400	1.78	11
	Mr. Chalermchoke Lamsam	2,830,000	0.17	38	20,000,000	22,830,000	1.24	16
	Mrs. Pairin Indasukha	6,562,000	0.39	25	10,000,000	16,562,000	0.90	18
Total		31,999,400	1.92			71,999,400	3.92	
Other shareholders		281,221,463	16.87		170,000,000	281,221,463	15.31	
Grand Total		1,666,739,583	100.00		170,000,000	1,836,739,583	100.00	

* Mr. Weerapat Punsak-udomsin and Mr. Sorat Vanichvarakij are PP investors who ranked among the top 10 shareholders prior to the PP transaction (top 10 shareholders excluding the Chetchotisak group).

In this regard, the PP transaction is the offering of newly issued shares through a Private Placement, in which the Board of Directors has clearly determined the offering price to be proposed for the consideration and determination of the offering price by the shareholders' meeting, and it does not constitute an offering of new shares at a price less than 90percent of the Market Price pursuant to the Notification of the Notification No. TorJor. 28/2565. The "Market Price" refers to the weighted average market price of the Company's ordinary shares on the SET over the preceding 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter for the consideration and approval of the PP Transaction by the shareholders' meeting, specifically from 31 July 2025 to 22 August 2025, which is equivalent to 1.08 per share (Information sourced from SETSMART at www.setsmart.com).

The calculation details are as follows;

No.	Date	Total Quantity (Shares)	Total Value (‘000 THB)
1	31 July 2025	20,175,713	16,728.82
2	1 Aug 2025	5,959,552	4,622.77
3	4 Aug 2025	8,118,401	5,703.46
4	5 Aug 2025	24,559,930	21,273.32
5	6 Aug 2025	37,206,471	41,013.04
6	7 Aug 2025	35,023,394	45,101.95
7	8 Aug 2025	11,220,412	14,948.99
8	13 Aug 2025	13,428,265	17,832.91
9	14 Aug 2025	6,524,631	7,544.04
10	15 Aug 2025	6,279,551	6,568.95
11	18 Aug 2025	6,642,405	7,213.44
12	19 Aug 2025	1,975,921	2,200.33
13	20 Aug 2025	9,427,063	11,251.04
14	21 Aug 2025	2,945,728	3,426.72
15	22 Aug 2025	1,852,411	2,169.49
Total		191,339,848	207,599.27
Market price or weighted average price (THB per share)			1.08
90percent of market price (baht)			0.98
Offering Price (THB)			1.10

The offering of newly issued ordinary shares under the PP Transaction is not considered an offering of newly issued shares through a Private Placement in type of material case under the Notification No.TorJor. 28/2022, because, based on information available as of the date of this Board of Directors' meeting approving the PP Transaction, it does not appear that (1) the offering price is less than 90 percent of the Market Price, nor will the (2) PP Transaction result in any PP Investors being the shareholder with the highest voting rights in the Company, (3) nor will it cause an impact on the earnings per share or control dilution of shareholders accounting for not less than 25 percent of the number of paid-up shares before the date of the Board of Directors' resolution to propose the agenda to the shareholders' meeting.

PP Investors are characterized as financial investors who have a stable financial position and investment potential, and PP Investors have an understanding of the current business status of the Company. The details of each PP investor as of 25 August 2025 as follows:

(1) Mr. Sorat Vanichvarakij

Occupation/Experience	Private business, investor, director and executive. Possesses working experience in business administration and investment.
Relationship with the Company	Not a connected person of the Company
Position as Director/Executive	CEO, Pan Asia Industrial Public Company Limited CEO, Cosmo Acylics Public Company Limited
Shares held in the company before PP transaction	25,878,400 shares (as of 19 August 2025 ¹)
Shares held in the company after PP transaction	125,878,400 shares

(2) Mr. Weerapat punsak-udomsin

Occupation/Experience	Private business, investor, director and executive. Possesses working experience in business administration and investment.
Relationship with the Company	Not a connected person of the Company
Position as Director/Executive	Director, IT CITY Public Company Limited President, Universe Beauty Company Limited
Shares held in the company before PP transaction	267,917,767 shares (as of 19 August 2025)
Shares held in the company after PP transaction	297,917,767 shares

(3) Mr. Chalermchoke Lamsam

Occupation/Experience	Private business, investor, director and executive. Possesses working experience in business administration and investment.
Relationship with the Company	Not a connected person of the Company
Position as Director/Executive	Managing Director, Loxley Public Company Limited Director, Loxbit Public Company Limited
Shares held in the company before PP transaction	2,830,000 shares (as of 19 August 2025)
Shares held in the company after PP transaction	22,830,000 shares

(4) Mr. Thirasak Puenngarm

Occupation/Experience	Private business and investor. Possesses working experience in business administration and investment.
Relationship with the Company	Not a connected person of the Company
Shares held in the company before PP transaction	22,607,400 shares (as of 19 August 2025)
Shares held in the company after PP transaction	32,607,400 shares

(5) Mrs. Pairin Indasukha

Occupation/Experience	Private business and investor. Possesses working experience in business administration and investment.
Relationship with the Company	Not a connected person of the Company
Shares held in the company before PP transaction	6,562,000 shares (as of 19 August 2025)
Shares held in the company after PP transaction	16,562,000 shares

1.2. The Allocation of Newly Issued Ordinary Shares under General Mandate through a Private Placement.

The Company will allocate 163,260,417 shares² newly issued ordinary shares with a par value of 0.50 baht per shares under General Mandate, whether once or several times, through a Private Placement. The Investors must not be the connected persons of the Company pursuant to the Notification on Connected Transactions, and the total number of newly issued ordinary shares offered must not exceed 10 percent of the Company's paid-up capital as of the date of approval by the Board of Directors.

¹Information about the shareholder as of record date, 19 August 2025, which is the latest book-closing date (XO)

²The newly issued ordinary shares under the Private Placement (PP) and the General Mandate collectively represent approximately 16.66 percent of the Company's paid-up registered capital following the capital increases pursuant to the PP and the General Mandate.

2. Details of Investment in Digital Asset

2.1. Overview

Reference is made to the Extraordinary General Meeting of Shareholders No. 1/2025 held on 25 July 2025, at which the meeting resolved to approve the investment framework in digital assets. The underlying concept is to utilize such assets as reserve capital on the balance sheet and as a mechanism to create long-term value for shareholders, which will serve as a key strategic direction for the Company's core business operations.

The Company therefore intends to raise capital through a purpose-specific issuance, with the details as follows.

Objectives Utilization of Proceeds from Capital Increase	Budget (THB)	Expected Utilization Period (Year)
Proceeds from the Offering of Newly Issued Ordinary Shares under the Private Placement		
1. Digital Assets	168,000,000	Year 2027
2. Working Capital	19,000,000	
Total	187,000,000	

Investment in digital assets aligns with the global mega trend of digital transformation, which is occurring worldwide. Digital assets are increasingly playing a significant role in both the global and Thai economies and are gaining wider acceptance as an alternative asset for managing corporate reserves. Such investment is expected to generate long-term returns and enhance the Company's financial stability.

The above capital utilization plan is consistent with the Company's current business plan, which anticipates the allocation of proceeds from the proposed issuance of additional ordinary shares under the Private Placement (PP) scheme. However, the number of additional ordinary shares subscribed by PP investors may be lower than expected, which could result in the Company receiving less capital than planned. In such a case, the Company's capital utilization plan may differ from the plan set out above.

Furthermore, to ensure timely access to funding for business operations, the Company plans to use proceeds from the issuance of additional ordinary shares under a General Mandate as working capital and/or to expand the investments of the Company and its subsidiaries.

2.2. Details of Investment in Digital Asset

Reference is made to the investment policy approved at the Extraordinary General Meeting of Shareholders No. 1/2025 held on 25 July 2025. The policy establishes the guiding principles, scope of allocation, risk control measures, and oversight procedures for investing the Company's reserve funds in assets that provide returns exceeding deposit interest rates and inflation. The objective is to ensure responsible capital allocation by protecting and enhancing shareholder value, safeguarding against currency depreciation, and aligning with the Company's long-term strategic positioning, with the aim of:

- 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 percent based on at least 2 years of historical price chart analysis. The investment allocation is divided as follows.

- Digital Assets: Not to exceed 5 percent of total assets.
- Equities: Not to exceed 25 percent of total assets.
- Other Investment Instruments: Not to exceed 10 percent 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 20percent of cost basis.
- c) Disclosure & Accounting
 - Assets marked to fair market value.
 - Reported quarterly to Board and auditors.
- d) Position Limits & Rebalancing
 - Annual review of performance and risk concentration.
 - Maximum 2 time 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 reserves
 - 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 20percent 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 Directors unless required by legal or financial exigency.

In this regard, should the Company determine that each investment in digital assets is appropriate and in accordance with the policy, the Company shall comply with all applicable laws and regulations, including, but not limited to, the rules governing the acquisition of assets, regulations on related-party transactions, and other relevant requirements.

3. Dilution Effect and the Value Shareholder Received Compared to the Impact of the Offering of Newly Issued Ordinary Shares through a Private Placement

3.1. Control Dilution

After the issuance and offering of newly issued ordinary shares under PP Transaction, there will be an impact on the voting rights of existing shareholders (control dilution), as their voting rights will be reduced. This impact can be calculated as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of voting rights of new shareholders}}{(\text{Number of paid-up shares} + \text{Number of voting rights of new shareholders})} \\
 &= \frac{170,000,000}{1,666,739,583 + 170,000,000} \\
 &= 9.26\text{percent}
 \end{aligned}$$

3.2. Price Dilution

After the issuance and offering of newly issued ordinary shares under PP Transaction, there will be an impact on the voting rights of existing shareholders (control dilution), as their voting rights will be reduced. This impact can be calculated as follows:

$$\begin{aligned}
 \text{Price Dilution} &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 &= \frac{1.08 - 1.10}{1.08} \\
 &= (1.85 \text{ percent})
 \end{aligned}$$

Remarks:

Market price before offering = The weighted average price of the Company's ordinary shares on the SET over the preceding 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter for the consideration and approval of the PP Transaction by the shareholders' meeting, specifically from 31 July 2025 to 22 August 2025, which is equivalent to 1.08 per share

$$\begin{aligned}
 \text{Market price after offering} &= \frac{(\text{Market price before offering} \times \text{Number of paid-up shares}) + (\text{PP Offering Price} \times \text{Number of PP Shares})}{(\text{Number of paid-up shares} + \text{Number of PP Shares})} \\
 &= \frac{(1.08 \times 1,666,739,583) + (1.10 \times 170,000,000)}{(1,666,739,583 + 170,000,000)} \\
 &= 1.08 \text{ baht/share}
 \end{aligned}$$

3.3. Earnings Per Share Dilution (EPS Dilution)

This cannot be calculated as the Company has net loss according to its consolidated financial statements.

4. Dilution Effect and the Value Shareholders Receive Compared to the Impact of the Issuance and Offering of Newly Issued Ordinary Shares under the General Mandate

4.1. Control Dilution

Upon completion of the offering of newly issued ordinary shares under the PP Transaction, if the Company proceeds with the offering of newly issued ordinary shares under the General Mandate, there will be an impact on the voting rights of existing shareholders (Control Dilution), resulting in a reduction of their proportionate voting rights. The impact is calculated as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of PP shares under General Mandate}}{(\text{Number of paid-up shares} + \text{Number of PP Shares} + \text{Number of shares under General Mandate})} \\
 &= \frac{163,260,417}{1,666,739,583 + 170,000,000 + 163,260,417} \\
 &= 8.16 \text{ percent}
 \end{aligned}$$

4.2. Price Dilution

The issuance and offering of newly issued ordinary shares under the General Mandate will not cause any price dilution, as the offering price has not yet been determined but will be no less than 90percent of the Market Price, in accordance with the Notification No. TorJor. 28/2022.

4.3. Earnings Per Share Dilution (EPS Dilution)

This cannot be calculated as the Company has net loss according to its consolidated financial statements.

5. Benefits for the Company and the Shareholders of the Company

The Company's Board of Directors is of the view that the issuance and offering of additional ordinary shares under the Private Placement (PP) scheme will be beneficial to both the Company and its shareholders. This is because it will enable the Company to expand investments into other high-potential businesses, thereby strengthening the Company's financial position, reducing reliance on any single business, and creating future opportunities for the Company. Additionally, it will enhance the Company's operational capabilities and credibility with stakeholders, as well as strengthen confidence among financial institutions.

The Company's criteria for investing in digital assets follow the investment policy outlined in Section 2.2 and focus on businesses with potential upside aligned with global mega trends. For these reasons, investment in digital assets is considered worthwhile when compared with the potential dilution of existing shareholders' equity. The Company will carefully evaluate each digital asset investment to ensure that it is made prudently, thoroughly, and in strict compliance with applicable investment criteria and relevant laws.

6. Opinion of the Board of Directors on the Capital Increase

6.1. Rationale and Necessity for Capital Increase, Including the Rationale and Necessity for the Issuance and Offering of Additional Ordinary Shares to Specific Investors (Private Placement)

The Company's Board of Directors is of the view that this capital increase will provide the Company with additional funds, which can be used to support investment in digital assets in accordance with the Company's plan and serve as working capital for business operations. This will enhance the Company's liquidity and enable the funds to be further invested in future business opportunities. Moreover, it will allow the Company to build a stable and sustainable revenue base in both the short and long term, thereby generating returns for the Company and its shareholders.

The Company's Board of Directors has also considered other fundraising methods, such as the issuance and offering of additional ordinary shares to the public or existing shareholders. The Board is of the view that offering shares to the public involves a longer process and higher execution costs, and is subject to approval from the relevant authorities. Meanwhile, offering additional shares to existing shareholders requires more time, incurs higher costs, and carries greater uncertainty, as the Company may not be able to raise the desired amount of funds within the specified timeframe.

For the reasons stated above, the issuance and offering of additional ordinary shares to specific investors (Private Placement) can sufficiently and promptly meet the Company's funding needs. Moreover, the Board of Directors considers that a Private Placement demonstrates the presence of business partners interested in investing in the Company, which enhances the Company's reputation and may attract interest from other potential investors in the future.

Accordingly, the Board of Directors is of the view that the Company should proceed with the Private Placement and propose that the shareholders' meeting approve this Private Placement, so that the proceeds can be utilized in accordance with the objectives of the capital increase and the capital utilization plan outlined in Section 2.

In addition, to support investments in digital assets, which are subject to rapid changes, the Company needs to maintain continuous readiness in terms of investment funds. Accordingly, the Company recognizes the necessity of a capital increase through the issuance and allocation of additional ordinary shares under a General Mandate. This approach will enable the Company to access funding quickly and respond promptly to emerging investment opportunities. However, such a capital increase under a General Mandate will depend on the Company's future funding needs.

6.2. Reasonableness and Background for the Determination of the Offering Price of the Newly Issued Shares Offered through a Private Placement

The Company determined the offering price through negotiations between the Company and the investors. The price was compared with the Company's market price, calculated based on the 15 day volume-weighted average price of the shares on the Stock Exchange of Thailand immediately preceding the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting for approval of the Private Placement, i.e., from 31 July 2025 to 22 August 2025, resulting in a price of 1.08 baht per share (source: SETSMART, www.setsmart.com). Therefore, the offering price of the additional ordinary shares is not less than 90percent of the market price in accordance with Notification TorJor. 28/2022. In this regard, the Board of Directors considers the proposed offering price to be appropriate, as it will enable the Company to raise the required funds within the specified timeframe.

6.3. Feasibility of the Capital Utilization Plan for Proceeds from the Capital Increase

The Company's Board of Directors is of the view that the capital utilization plan for the proceeds from this Private Placement is feasible. The Company anticipates receiving funds from the offering of additional ordinary shares within 2027 and expects to use the proceeds in accordance with the objectives of the capital increase and the capital utilization plan outlined in Section 2. Currently, the Company has already made some investments in digital assets, holding a total of 53.00 Bitcoins.

Furthermore, the Company continuously studies and analyzes the optimal timing for investing in digital assets to ensure that investments are made at appropriate moments, particularly when prices decline, thereby enhancing opportunities to create long-term value for the Company and its shareholders.

6.4. Reasons of the Capital Increase and Plan for Utilization of Proceeds Obtained from the Offering of Newly Issued Shares, including the Sufficiency of Source of Fund

The Company's Board of Directors is of the view that this capital increase is reasonable and will generate maximum benefits for the Company and its shareholders in the future, as detailed in Section 2. The funds to be raised through the Private Placement are sufficient to be used for the purposes intended by the Company. Moreover, the PP investors possess strong financial standing and investment potential and have a clear understanding of the Company's current business operations.

The Company is confident that the issuance and allocation of additional ordinary shares in this capital increase will not only strengthen its capital base but also enable the Company to achieve its strategic objectives and support its long-term operations and investments in digital assets.

In this regard, the Board of Directors has estimated the capital utilization plan in accordance with the objectives of the capital increase and the plan outlined in Section 2, based on projections and feasibility studies of the Company's business. Therefore, the funds to be received from this offering of additional ordinary shares are sufficient and adequate to cover the capital utilization plan as set forth in Section 2, and are considered reasonable.

6.5. Expected Impact on the Company's Business Operations, Financial Position, and Performance

The Company's Board of Directors is of the view that if the funds raised from the capital increase are less than expected, the capital utilization plan may need to be adjusted from what has been described above. This could result in the Company missing opportunities to invest in high-potential assets and may lead to insufficient working capital to support the operations of the Company and its subsidiaries. Consequently, the Company may incur additional costs from pursuing alternative fundraising methods. However, if this capital increase is successfully completed, the Company will be able to use the proceeds in accordance with the objectives of the capital increase and the capital utilization plan set forth in Section 2 above.

In addition, the Private Placement will enhance the Company's potential for future business expansion. Investments in digital assets are expected to generate returns for the Company and represent assets with potential growth (Potential Upside). The Company anticipates that the funds raised from this Private Placement will be sufficient to support investments in digital assets in accordance with the capital utilization plan outlined in Section 2 above, and no additional budget will be required for such digital asset investments.

However, in the event that the Company is unable to successfully complete the issuance of additional ordinary shares under the Private Placement, the Company may consider seeking alternative sources of funding to execute its plans and investment strategies in digital assets. If, for any reason, the Company is unable to invest in digital assets, it will inform the shareholders and/or may seek approval from the shareholders' meeting to amend the objectives of the capital utilization. Furthermore, if the Company considers investing in a project that has undergone satisfactory due diligence and meets the investment criteria, the Company must comply with the relevant requirements, such as the rules governing the acquisition of assets, related-party transaction regulations, and/or any other applicable regulations.

7. The Board of Directors' Certification Regarding the Capital Increase

The Board of Directors hereby certifies that it has performed its duties with honesty and due care in the best interest of the Company in relation to this capital increase. In the event that any director of the Company fails to perform their duties in accordance with the law, and the Company's objectives and articles of association, as well as the resolutions of the Board of Directors and/or the shareholders' meeting, with honesty, integrity, and caution to protect the Company's interests, as stipulated in Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended) related to this capital increase, and if such actions or omissions result in damage to the Company, the shareholders may file a legal action for compensation from such director on behalf of the Company, as stipulated in Section 85 of the Public Limited Companies Act B.E. 2535 (as amended). In addition, if such action or omission of a director constitutes a failure to perform his/her duties in accordance with the law, and the Company's objectives and articles of association, as well as the resolutions of the shareholders' meeting, with honesty, integrity, and caution to protect the Company's interests in matters related to this capital increase, and if such actions or omissions result in such director or his/ her related persons obtaining undue benefits, a single shareholder or multiple shareholders in the Company having not less than 5 percent of the total voting rights in the Company may file a legal action to claim for restitution of such benefits from such director on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

In addition, the Board of Directors affirms that it has exercised due care in considering and verifying the information of the Investors. The Board is of the opinion that the PP Investors have the capability to invest and is confident that they are able to make an actual investment in the Company.

The Company certifies that the information in this document is accurate and complete in all respects.

Please be informed accordingly.

Yours sincerely,

-Signed-

(Mr. Chet Chetchotisak)

Director and Chief Executive Officer

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

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.

In the event that a meeting is conducted through electronic means as prescribed in paragraph two, the location of the Company's head office shall be deemed the meeting venue.

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.

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 ten percent (10%) of the total issued shares of the Company jointly petition in writing requesting the Board of Directors to call an extraordinary shareholders' meeting at any time, provided that the matters 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 forty-five (45) days from the date of receipt of such writing from the shareholders.

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 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.

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.

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.

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 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, unless otherwise provided by the law governing public limited companies.

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.

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 immediately elect one among themselves to act as the chairman of the meeting.

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.

The minutes of shareholders' meetings may be kept in either physical or electronic form.

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:

- (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.

The directors who must retire in the first and second years following the registration of the conversion into a public limited company shall be determined by drawing lots. In subsequent years, the directors who have held office the longest shall retire first.

A director who retires as aforesaid shall be eligible for re-election.

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.

Such meeting must be held within one (1) month from the date on which the number of directors falls below the quorum requirement. The persons elected to replace the vacating directors shall hold office only for the remainder of the term of the directors being replaced.

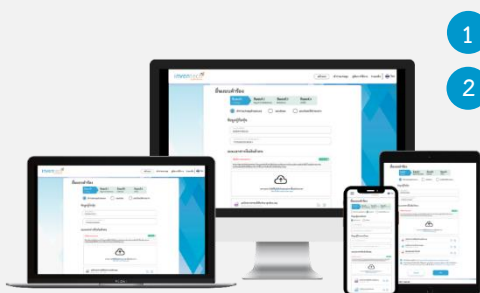
Article 49. The Board of Directors shall elect one of the directors as the Chairman of the Board. If deemed appropriate, the Board may also elect one or more directors as Vice Chairmen. A Vice Chairman shall perform duties as assigned by the Chairman.

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/XYZ153204R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



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

- 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

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 23 September 2025 at 8:30 hrs. and shall be closed on 30 September 2025 until the end of the meeting.

3. The electronic conference system will be available on 30 September at 12:00 hrs. (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 29 September 2025 at 17.00 hrs.

Ms. Thitiphan Ruangpabhasap
RSXYZ Public Company Limited
Company Secretary Department
27 Chetchot Building Tower A, 9th Floor,
Prasert-Manukitch Road, Sena-Nikhom
Chatuchak , Bangkok 10900

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



02-460-9226



@inventechconnect



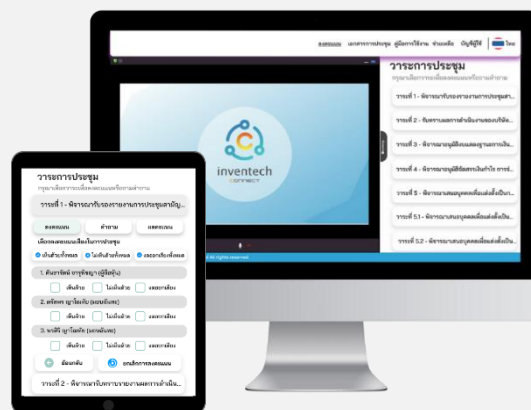
The system available during 23 – 30 September 2025 at 08.30 hrs. – 17.30 hrs.
(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

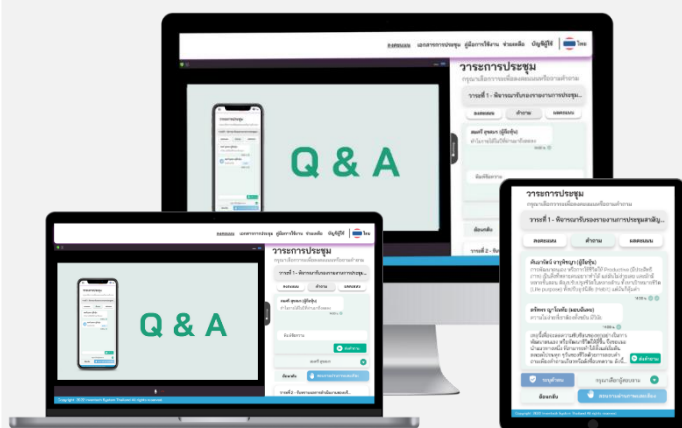
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

How to use Inventech Connect

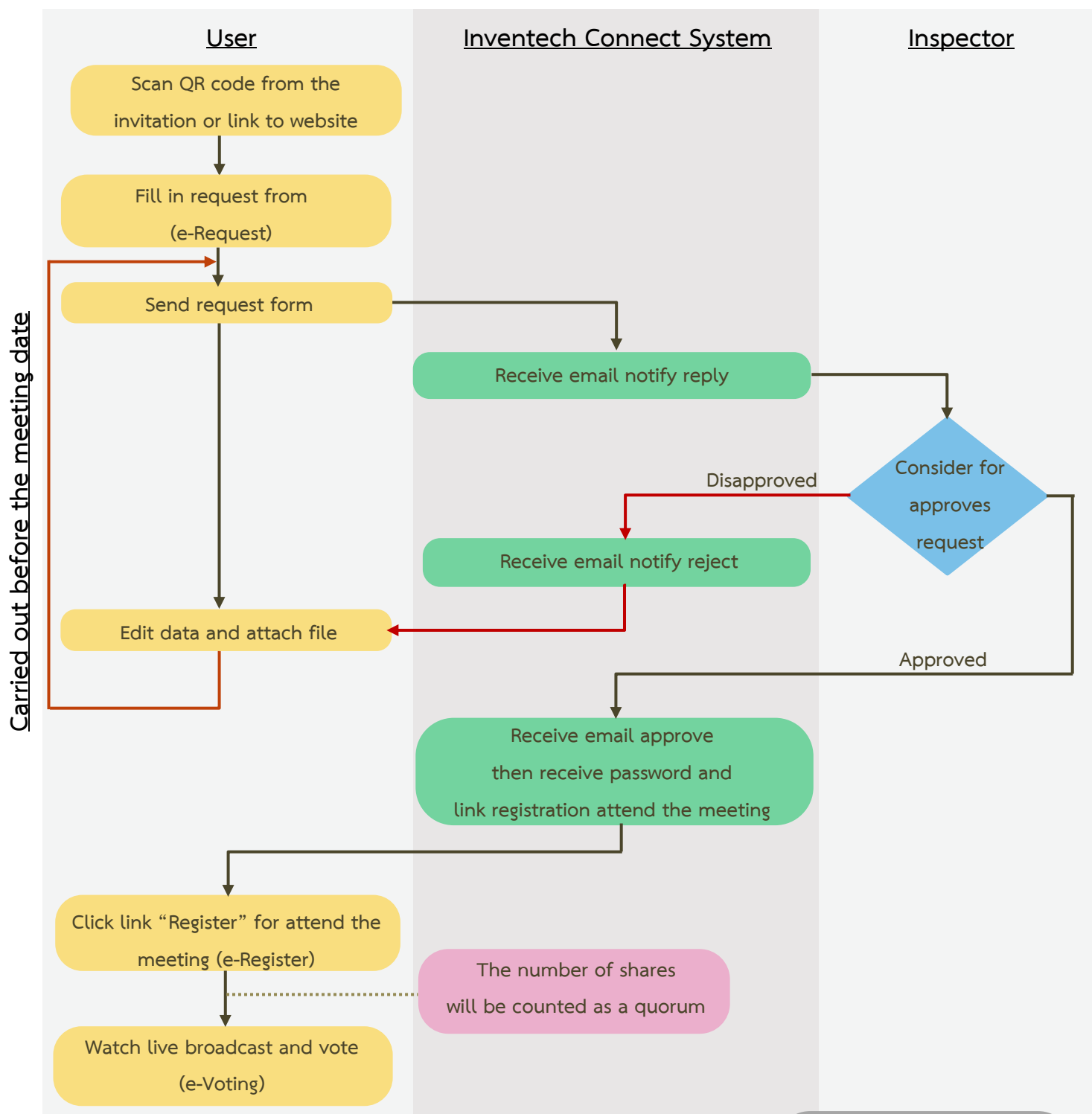


User Manual and Video of using Inventech Connect

* 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 systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from 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 B or C.

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 4.

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 23 September 2025 at 08:30 hrs. onwards until the shareholders' meeting on 30 September 2025 end of the meeting

And the electronic conferencing system (e-Register) will be open on 30 September 2025 at 12:00 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 02-460-9226
available for service between 23 – 30 September 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 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 71, Klongtan-nua, Wattana, 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. Chaiyot Saibuathong

Age : 63 years old

Position : Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, Member of the Risk Committee

Address : 697/87 Soi Sukhumvit 50, Phra Khanong, Khlong Toei, Bangkok 10110



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.

Remark : * 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 5)
Hereby appoint (appoint an independent director as your proxy, with details according to the Enclosure 5)

[] 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) นายชัยยศ สายบัวทอง อายุ 63 ปี อยู่บ้านเลขที่ 697/87
Mr. Chaiyot Saibuathong age 63 years, Residing at 697/87
ซอย สุขุมวิท 50 ถนน - ตำบล/แขวง พระโขนง
Soi Sukhumvit 50 Road - Tambol/Khwaeng Phra Khanong
อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110
Amphur/Khet Khlong Toei Province Bangkok Postal Code 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2568 ในวันที่ 30 กันยายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-EGM) เพียงรูปแบบเดียว ถ่ายทอดสด ณ ห้องประชุม สำนักงานใหญ่ บริษัท อาร์เอสเอ็กซ์วายแซด จำกัด (มหาชน) เลขที่ 27 อาคารเซเชอร์ไฮด์ 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. 2/2025 on 30 September 2025, at 14.00 hrs., that meeting will be only held via Electronic Meeting (e-EGM). Live broadcast at Headquarter, RSXYZ Public Company Limited, No. 27, Chetchot Building, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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 พิจารณานุมัติการลดทุนจดทะเบียน

Agenda 1 To consider and approve for registered capital reduction

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

วาระที่ 2 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 2 To consider and approve the amendment of Article of the Company's Memorandum of Association to reflect the capital reduction

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

วาระที่ 3 พิจารณานุมัติการเพิ่มทุนจดทะเบียนแบบกำหนดวัตถุประสงค์การใช้ทุนเพื่อจัดสรรให้กับบุคคลในวงจำกัด (PP)

Agenda 3 To consider the approval for paid up capital increase with specific objectives for allocation to Private Placement (PP)

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

วาระที่ 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนแบบมอบอำนาจทั่วไป (General Mandate) เพื่อจัดสรรให้กับบุคคลในวงจำกัด (PP)

Agenda 4 To consider the approval for issuance of additional shares under a general mandate for Allocation to Private Placement (PP)

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

วาระที่ 5 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
Agenda 5 To consider and approve the amendment of Article of the Company's Memorandum of Association to reflect the capital increase.

- [] (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 6 พิจารณานุมัติการได้มาซึ่งสินทรัพย์ กรณีการเข้าลงทุนในสินทรัพย์ดิจิทัล
Agenda 6 To consider the approval for the acquisition of assets in the case of investment in digital assets
Opinion of the Board of Directors

- [] (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) 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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. 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.
2. 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.
3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบระจำต่อแบบ 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.
4. 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).
5. กรุณาติดอากรแสตมป์ 20 บาท
 Please affix Duty Stamp of 20 Baht.

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2568 ในวันที่ 30 กันยายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-EGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) เลขที่ 27 อาคารเชษฐโชติ 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. 2/2025 on 30 September 2025, at 14.00 hrs., that meeting will be only held via Electronic Meeting (e-EGM) at Headquarter, RSXYZ Public Company Limited, No. 27, Chetchot Building, 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



(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 อาร์เอสเอ็กสวายแสด 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 5)

Hereby appoint (appoint an independent director as your proxy, with details according to the Enclosure 5)

[] 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) นายชัยยศ สายบัวทอง อายุ 63 ปี อยู่บ้านเลขที่ 697/87

Mr. Chaiyot Saibuathong age 63 years, Residing at 697/87

ซอย สุขุมวิท 50 ถนน - ตำบล/แขวง พระโขนง

Soi Sukhumvit 50 Road - Tambol/Khwaeng Phra Khanong

อำเภอ/เขต คลองเตย จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110

Amphur/Khet Khlong Toei Province Bangkok Postal Code 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2568 ในวันที่ 30 กันยายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-EGM) เพียงรูปแบบเดียว ถ่ายทอดสด ณ ห้องประชุม สำนักงานใหญ่ บริษัท อาร์เอสเอ็กชวายเป็น จำกัด (มหาชน) เลขที่ 27 อาคารเชษฐโชติ 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. 2/2025 on 30 September 2025, at 14.00 hrs., that meeting will be only held via Electronic Meeting (e-EGM). Live broadcast at Headquarter, RSXYZ Public Company Limited, No. 27, Chetchot Building, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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:

☐ หุ้นสามัญ.....หุ้น	และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Ordinary share	shares, entitling to vote votes
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 พิจารณานุมัติการลดทุนจดทะเบียน

Agenda 1 To consider and approve for registered capital reduction

☐ (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 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 2 To consider and approve the amendment of Article of the Company's Memorandum of Association to reflect the capital reduction

☐ (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 พิจารณานุมัติการเพิ่มทุนจดทะเบียนแบบกำหนดวัตถุประสงค์การใช้ทุนเพื่อจัดสรรให้กับบุคคลในวงจำกัด (PP)
Agenda 3 To consider the approval for paid up capital increase with specific objectives for allocation to Private Placement (PP)

- [] (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 พิจารณานุมัติการเพิ่มทุนจดทะเบียนแบบมอบอำนาจทั่วไป (General Mandate) เพื่อจัดสรรให้กับบุคคลในวงจำกัด (PP)
Agenda 4 To consider the approval for issuance of additional shares under a general mandate for Allocation to Private Placement (PP)

- [] (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 5 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
Agenda 5 To consider and approve the amendment of Article of the Company's Memorandum of Association to reflect the capital increase.

- [] (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 6 พิจารณานุมัติการได้มาซึ่งสินทรัพย์ กรณีการเข้าลงทุนในสินทรัพย์ดิจิทัล
Agenda 6 To consider the approval for the acquisition of assets in the case of investment in digital assets
Opinion of the Board of Directors

- [] (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 ไม่ถูกต้องและไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 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.

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

- ผู้ถือหุ้นที่มอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Only foreign shareholders as registered in the registration book who have appointed a custodian in Thailand can use the Proxy Form C.
- 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.
- 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.
- 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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ 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.
- กรุณาติดอากรแสตมป์ 20 บาท
Please affix Duty Stamp of 20 Baht.

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2568 ในวันที่ 30 กันยายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-EGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอสเอ็กซ์วายแสด จำกัด (มหาชน) เลขที่ 27 อาคารเชษฐโชติ 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. 2/2025 on 30 September 2025, at 14.00 hrs., that meeting will be only held via Electronic Meeting (e-EGM) at Headquarter, RSXYZ Public Company Limited, No. 27, Chetchot Building, 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.....

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วาระที่.....เรื่อง.....

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

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วาระที่.....เรื่อง.....

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

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More Information

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