July 11, 2025

Dear Sirs,

Name of the Company:	Beat Holdings Limited (URL: https://www.beatholdings.com)
Representative:	Chief Executive Officer, Chin Siang Hui (TSE Standard Market Code Number：9399)
Inquiries to:	IR Manager, Yuta Takayama (TEL: Tokyo 03-4570-0741)

Received Proposal from Shareholders

We hereby announce that on July 10, 2025, the Company has received a written request from our shareholders to hold a Shareholders' Meeting ("**Proposal**") dated the same day. Information of the proposing shareholders are as follows. For the content of the Proposal, please see the Proposal attached to this press release (original English version).

1. Proposing shareholders

Mr. Lian Yih Hann ("Mr. Ren"), and entities 100% owned by Mr. Ren, Prime Beauty Limited, Here And Now Holdings Limited, Han Group Limited and Smart Beat Profits Limited, (total number of voting rights held: 4,199,960, holding ratio against total voting rights of all shareholders: 23.07%) (collectively "H.a.N Group"). The ratio is against the number of total outstanding shares of the Company of 18,203,557.76 shares (Ordinary and Series A Preferred shares) as of today. Mr. Ren used to be the director/CEO of the Company, and currently, he is a major shareholder and the Chairman of the Bitcoin Treasury Board of the Company.

2. Our position regarding the Proposal

As in our past press releases, in February this year, the Company has started to invest in an ETF of Bitcoin as our primary treasury reserve. However, to continuously invest in Bitcoin and/or related ETF, the Company has to raise funds. H.a.N Group has withdrawn their previous proposal dated May 23, 2025, and proposing a fundraising structure of moving-strike stock acquisition rights ("SAR1" and SAR2"), and revolving bond issues up to a total of JPY5 billion at any time.

The management welcomes the revolving bond issue and the issue of SAR1 stated in the Proposal, and the management will proceed to start negotiation with H.a.N Group on this, since it's not a matter for Shareholders' Meeting. Regarding the issue of SAR2 in the Proposal, the management is neutral. In case any event decided or occurred required to be disclosed, we will announce such on a timely basis.

Please see the Proposal attached in the next page (original English version).

H.a.N

here x now

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SHAREHOLDERS' PROPOSAL

July 10, 2025

Board of Directors,
Beat Holdings Limited ("Beat")
Cricket Square, Hutchins Drive,
PO Box 2681, Grand Cayman,
KY1-1111 Cayman Islands

Proposal submitted by: Lian Yih Hann ("Ren"), Prime Beauty Limited, Here And Now Holdings Limited, Han Group Limited and Smart Beat Profits Limited (collectively "H.a.N Group")

Dear Board of Directors,

1. PROPOSE TO INVEST APPROXIMATELY JPY70 BILLION[1] INTO BEAT AND SUBSCRIBE UP TO JPY5 BILLION OF BOND ISSUANCE

We are excited that Beat has embarked on using Bitcoin as its Primary treasury asset and has been steadily increasing its holdings of BTC or its related ETF ("BTC"). In order to support Beat in accelerating its acquisition of Bitcoin or its related ETF, as shareholders of Beat, we hereby respectfully present to the Board this proposal of us investing into Beat in the amount of approximately JPY70 billion.

We propose that Beat accelerate the purchase of BTC to JPY5 billion in the short term and embark on further increasing its holdings in BTC by about JPY68 billion, to a total of about JPY73 billion.

With regards to the previous shareholders' proposal on May 23, 2025 ("Previous Proposal"), we understand that the Company did not support it due to the proposed issuing price being too low. We respect this decision and hereby withdraw the Previous Proposal.

In the race in accumulating BTC, the key is speed and execution of business plan to acquire more BTC. We therefore propose a more effective structure of moving-strike stock acquisition rights ("SAR(s)") and revolving bond ("Revolving Bond") issues of up to a total of JPY5 billion at any time. The proceeds from the exercise of SARs and Revolving Bond issues will be used to purchase BTC. In particular, the proceeds from

[1] Using most recent share price of JPY1,382 on July 10, 2025

the issue(s) of Revolving Bond will be dedicated solely to buy BTC.

Based on conditions in this proposal, the nature of the Revolving Bond issue allows Beat to purchase BTC beyond JPY5 billion even when market conditions may temporarily discourage the exercise of SARs after being issued. If Beat were to start the issuance of SAR1 immediately through a Board resolution rather than wait for the approval at the up coming shareholders' meeting, we propose to subscribe to the Revolving Bond with effective from today.

H.a.N Group and global investors including financial institutions shall jointly subscribe for 54 million SARs of Beat. H.a.N Group is searching for suitable investor(s) and will update soonest.

We propose to issue 4,500,000 SARs convertible to 24.7% of total shares outstanding by board resolution first and 49,500,000 SARs convertible to 271.9% of total shares outstanding to be issued and approved later by shareholders at shareholders' meeting.

Sensitivity Analysis: Number of Bitcoin that Beat could add to its Treasury

The table below analyses the number of Bitcoin that could be purchased from the proceeds of the exercise of the SARs at various stock prices of Beat.

Beat Share Price	Total Funds Raised (1)	Use of Proceeds				Proceeds from Bond Issue (3)	Total funds available for purchase of BTC (4)	Number of Bitcoin held by Beat (5)
		Working Capital (2)	Repayment of bonds (3)	Repayment of loans	Purchase of BTC			
JPY	JPY'm	JPY'm	JPY'm	JPY'm	JPY'm	JPY'm	JPY'm	
500	25,380	800	5,000	1,674	17,906	5,000	**22,906**	1,450
1,000	50,760	800	5,000	1,674	43,286	5,000	**48,286**	3,056
1,382	**70,150**	**800**	**5,000**	**1,674**	**62,676**	**5,000**	**67,676**	**4,283**
1,500	76,140	800	5,000	1,674	68,666	5,000	**73,666**	4,662
2,000	101,520	800	5,000	1,674	94,046	5,000	**99,046**	6,269
4,000	203,040	800	5,000	1,674	195,566	5,000	**200,566**	12,694
8,000	406,080	800	5,000	1,674	398,606	5,000	**403,606**	25,545
16,000	812,160	800	5,000	1,674	804,686	5,000	**809,686**	51,246
32,000	1,624,320	800	5,000	1,674	1,616,846	5,000	**1,621,846**	102,648

Assumptions:

1. 54 million x Share Price x 94%, transaction cost equals premium received from the issue of SARs
2. JPY800,000,000 for 2 years working capital
3. full bonds issurace and proceed used to purchase BTC
4. total funds available include "Purchase of BTC" under Use of Proceeds and "Proceeds from Bond Issue"
5. 1 $BTC = JPY15,800,000
6. The table above is solely for illustration purpose only and should not be taken as an investment recommendation

2. CURRENT SITUATION OF BEAT

Beat has announced plans to increase its investment in cryptocurrencies such as Bitcoin and/or its Exchange Traded Fund ("BTC") from JPY1 billion to JPY5 billion. To date, Beat has already invested about JPY1.7 billion in BTC. In order to increase its holdings in BTC, it still needs JPY3.3 billion in additional funds. Ren has provided a credit facility of USD25.6 million (JPY3.7 billion) to Beat, and Beat has drawn down USD11.5 million (JPY1.7 billion) so far, leaving a balance of USD14.1 million (JPY2.0 billion) available for draw down by Beat, which is less than the JPY3.3 billion in funds required for further investment activities. Given that all the outstanding stock exercise rights have been fully exercised, Beat will need to raise more funds to reduce its debt and also further expand its holdings in Bitcoin as its Primary Treasury Asset.

	Loan			**Investment**	
	JPY billion	USD million		JPY billion	USD million
Credit Facility	3.7	25.6	Invest amount	5.0	34.5
Loan drawn down	(1.7)	(11.5)	IBIT purchased	(1.7)	(11.5)
Facility Balance	2.0	14.1	Balance	3.3	23.0
Shortfall	**1.3**	**8.9**			

3. DETAILS OF PROPOSAL

ISSUANCE OF STOCK ACQUISITION RIGHTS AMOUNTING TO APPROXIMATELY JPY70 BILLION IN TOTAL

We propose Beat to issue following moving-strike stock acquisition rights ("SAR(s)") to Ren and/or entities nominated by Ren with total consideration of approximately JPY70 billion ("Third Party Allotment") by cash.

a) 1ST STOCK ACQUISITION RIGHTS ('SAR1")

1. Number of Stock Acquisition Rights to be Issued	4,500,000 (24.7% of total issue shares)
2. Issue Price	the fair value of the SAR1 based on valuation report
3. Conversion ratio of SAR:	1 SAR1 to 1 ordinary share
4. Exercise Period	2 years

5. Initial Exercise Price	prior day closing price of Beat on the date of board resolution to issue the SAR1	
6. Exercise Price	The exercise price of SAR1 to be reset to 94% of the prior day closing price of Beat shares	
7. Floor Price	50% of initial exercise price	
8. Expected Amount of funds to be raised	Issue Amount: Issue Price x 4,500,000 shares, by cash Estimated Exercise Amount: JPY5,845,860,000 (around USD40,369,000 using latest closing price of JPY1,382), by cash	
9. Allotment Date	the following date when Beat's Board meeting is held to approve the issuance	
10. Exercise guarantee	We guarantee to exercise at least JPY1 billion over 20 consecutive trading days with below conditions: - daily traded volume is at least JPY250 million; - share price does not drop more than 10% of the previous day's closing price; - share price is at least 7% higher than the minimum exercise price	
11. Allotment method and allottee	Third party allotment, allot to:	
	Party/parties of H.a.N Group	Entities nominated by Beat or H.a.N Group
	900,000 SAR1s	3,600,000 SAR1s
12. Others	• Issuance subject to approval by Beat's Board; • Buy back clause: Beat has option to buy back all or part of the SAR1s, from the allotment date of the SAR1s to 1 month before the expiration of the Exercise Period, at same price of the original Issue Price; • Transferable upon approval by the Board, without unreasonable delay, withholding or denial • H.a.N Group undertakes to subscribe up to JPY 5 billion of Revolving Bond issue from Beat (refer to Section 4)	

b) 2ND STOCK ACQUISITION RIGHTS ("SAR2")

1. Number of Stock Acquisition Rights to be Issued	49,500,000 (271.9% of total issue shares)
2. Issue Price	the fair value of the SAR2 based on valuation report
3. Conversion ratio of SAR:	1 SAR2 to 1 ordinary share
4. Exercise Period	2 years
5. Initial Exercise Price	prior day closing price of Beat on the date of board resolution to issue the SAR2
6. Exercise Price	The exercise price of SAR2 to be reset to 94% of the prior day closing price of Beat shares
7. Floor Price	50% of initial exercise price
8. Expected Amount of funds to be raised	Issue Amount: Issue Price x 49,500,000 shares, by cash Estimated Exercise Amount: JPY64,304,460,000 (around USD444,061,000, using latest closing price of JPY1,382), by cash
9. Exercise guarantee	We guarantee to exercise at least JPY1 billion with below conditions: - daily traded volume is at least JPY250 million; - share price does not drop more than 10% of the previous day's closing price; - share price is at least 7% higher than the minimum exercise price
10. Allotment Date	the date when Beat's Board meeting is held to approve the issuance within one month from the date of Beat's shareholders' meeting to be held and which approves this Proposal
11. Allotment method and allottee	Third party allotment, allot to a party/parties of H.a.N Group and/or entities nominated by H.a.N Group or Beat
12. Others	● Issuance subject to obtaining shareholders' approval at Beat's shareholders' meeting; ● Buy back clause: Beat has option to buy back all or part of the SARs, from the allotment date of the SARs to 1 month before the expiration of the Exercise Period, at same price of the original Issue Price;

	● Transferable upon approval by the Board, without unreasonable delay, withholding or denial, ● H.a.N Group undertakes to subscribe up to JPY 5 billion of Revolving Bond issue from Beat (refer to Section 4)

4. SUBSCRIPTION OF BONDS

H.a.N Group proposes to subscribe up to a total of JPY 5 billion of Revolving Bond from Beat, immediately from the day of this Proposal upon Beat's Board approval (For the avoidance of doubt, the issue of Revolving Bond shall be before issuance of SAR1 and SAR2). Each bond's notional value is up to JPY1 billion. Subsequent issue of bonds is conditional upon mutual agreement with Beat's board on following terms from the period of date of issue of Initial Bond to the Date of issue of Subsequent Bond:

(1) provided that the amount of funds raised from the exercise of SARs is not less than 75% of the notional value of the outstanding bonds,
(2) the total trading volume of the shares on days, where the closing price is not lower than JPY1,500, is not lower than JPY2.5 billion, and
(3) there no restriction on the sale of shares by H.a.N Group

The nature of this bond issue is a revolving one and allows the company to issue up to JPY5 billion in bonds which proceeds are to be dedicated to solely buying BTC. At any time, the amount of outstanding bonds shall not exceed JPY5 billion based on the conditions offered in this proposal. However, with the redemption of part or all of the outstanding bonds, new bonds can be issued, thereby allowing Beat to raise beyond JPY5 billion from such revolving bond issuance.

Term and amount to be decided by the Board based on interest rate range provided by us.

1. Total Face value	Up to JPY5 billion	
2. Maximum face value of each bond	Up to JPY1 billion	
3. Interest rate	Period	Coupon Rate
	To be mutually agreed	6.0%-7.5%
4. Available Period of the Revolving Bond	2 years	
5. Use of Proceeds	Purchase of BTC	

6. Redemption Method	• full redemption at face value on the scheduled redemption date; • early redemption may be requested by Beat by written notice no later than 2 business days prior to the desired redemption date
7. Guarantee / Collateral	None

5. DETAILS OF REN

1.	Name:	Lian Yih Hann
2.	Address:	North Point, Hong Kong
3.	Occupation:	Businessman
4.	Relationship with Beat	shareholder and advisor of Beat, beneficially holding 23.1%, director of Fame Rich group

6. REASON FOR PROPOSAL

a) Beat has announced to invest JPY5 billion in cryptocurrencies, and has already invested JPY1.7 billion in BTC, and plans to further invest JPY3.3 billion more. The balance of credit facility provided by Ren is only USD14.1 million (JPY2.0 billion), which is less than the JPY3.3 billion fund required for further investment. Given that all the outstanding stock exercise rights have been fully exercised, Beat will need to raise more funds to invest in cryptocurrencies.

b) H.a.N Group is currently in negotiation of terms with some global investors. Depending on the results of negotiation, H.a.N Group may elect to proceed with subscribing to the full amount of the 4,500,000 SAR1s subject to the approval by Beat's board of directors.

c) H.a.N Group subscribes up to JPY5 billion in bond issue (refer to Section 4), which will provide funding for Beat to purchase BTC even when the market conditions discourage the exercise of the SARs.

d) WHY BEAT?

Beat is the only Cayman Island company listed on the Tokyo Stock Exchange that holds BTC as its primary treasury asset. Its favorable tax status allows it to not pay

any capital gains tax on the gains generated by its investment in BTC. This is compared to a maximum tax rate of 55% on capital gains for Japanese individual crypto investors[2].

e) WHY NOW?

We are in the middle of a global trade war which impact on Japan is unpredictable. With trade wars in progress, we see signs of major currencies wars erupting with the possibility of hyper-inflation coming soon. These signs point to the urgency of taking the right course of action sooner than later. There is no better time to start than now and we therefore respectfully request Beat to hold a shareholders' meeting as soon as possible to approve this transaction.

7. USE OF PROCEEDS

We propose that the proceeds from the issuance and exercise of SARs should be used as follows:

a) 1ST STOCK ACQUISITION RIGHTS

1.	Investment Business:	Investment in cryptocurrencies including Bitcoin and its exchange traded funds

b) 2ND STOCK ACQUISITION RIGHTS

1.	Investment Business:	Around 70% of the cash raised after deduction of working capital, investment in cryptocurrencies including Bitcoin and its exchange traded funds
2.	Repayment of bond (proceeds from bond issue solely for purchase of BTC)	Around 25% of the cash raised after deduction of working capital, with repayment of all outstanding bonds first, then repayment of outstanding loans
3	Repayment of loans:	Around 5% of the cash raised after deduction of working capital, with repayment of all outstanding bonds first, then repayment of outstanding loans
4.	Working Capital:	JPY800,000,000

[2] Cryptocurrency is viewed as property and is taxed in Japan as miscellaneous income, under the Payment Services Act (PSA) and the Financial Instruments and Exchange Act (FIEA), meaning crypto can be taxed at up to 55%. Therefore it is more tax-efficient for Japan investors to invest in Beat than buy BTC directly.

We would like to start discussion with management as soon as possible regarding the details of the usage of funds.

8. OTHERS

While it is our intention to vote for the proposed resolution for approval of proposed third party allotment at Beat's shareholder's meeting to be held, our such stated intention should not be interpreted as a commitment on our part to maintain our present level of shareholdings in Beat and not to sell any of our respective Beat shares in the ordinary course of our investment trading activities. The terms of this Proposal may change depending on our discussion with the management of Beat.

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Godspeed,



Lian Yih Hann



Prime Beauty Limited



Here And Now Holdings Limited



Han Group Limited



Smart Beat Profits Limited

About Beat Holdings Limited

Beat Holdings is a global investment company, incorporated in and registered at Cayman Islands under the laws of Cayman, headquartered in Hong Kong, with subsidiaries in Japan, Singapore, Malaysia, Indonesia, China and Canada. Through our subsidiary, Xinhua Mobile Limited (HK), we acquire and license intellectual property rights. Through our subsidiary, GINSMS Inc. (listed on Toronto Venture Exchange, TSXV: GOK), provides mobile messaging service, software products and services as well. Beat is listed on Tokyo Stock Exchange's Standard Market (TSE: 9399).

For more information, please visit https://www.beatholdings.com/

This is a disclosure document to the public and shall not constitute an offer to invest in the securities of our company. Upon making an investment decision to our company, investors should read documents of disclosures including but not limited to past timely disclosure and statutory disclosure of our company as well, and consider the risk factors together with other information contained therein when making such decision.