December 10, 2025

Dear Sirs,

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

Issuing Stock Acquisition Rights with Exercise Price Amendment by Third Party Allotment

In our press releases "Received Proposal from Shareholders" dated July 11, 2025, "Received Corrected version of Proposal from Shareholders" dated July 15, 2025, and "Signing Multi-Series BTC Bonds Subscription Agreement and Issuance of Series 1 BTC Bonds" dated July 29, 2025, we have received a proposal ("**H.a.N Proposal**") from Mr. Lian Yih Hann ("**Mr. Lian**"), currently our major shareholder, creditor and the Chairman of Bitcoin Treasury Board of the Company, and 4 entities 100% owned by him (collectively **"H.a.N Group**"). In the H.a.N Proposal, H.a.N Group is proposing a fundraising scheme by way of the Company to issue bonds up to a total of JPY5 billion, issue 4,500,000 (Note) moving-strike stock acquisition rights ("**SAR1**") which is 24.7% of total shares outstanding, and further issue 49,500,000 (Note) stock acquisition rights ("**SAR2**") which is 271.9% of total shares outstanding subject to obtaining approval from shareholders, and to use such funds for investment in cryptocurrencies including Bitcoin and related ETF ("**BTC**"), repayment of bonds/ loans and working capital. On July 29, 2025, we signed a Multi-Series BTC Bonds subscription agreement for multi-series BTC bonds ("**Multi-Series BTC Bonds**") with Mr. Lian with total maximum outstanding amount of JPY5 billion (USD31.9 million), and issued 10 bonds of JPY100 million (USD638 thousand) each, totally JPY1 billion (USD6.4 million) ("**Series 1 BTC Bonds**") to Mr. Lian.

Today, the Board of Directors of the Company resolved to issue 45,000,000 stock acquisition rights (Note) with exercise price amendment clauses (the portion of SAR1 mentioned above, "**Stock Acquisition Rights**" or **SAR(s)**") by third party allotment ("**Third Party Allotment**") to Mr. Lian and Cantor Fitzgerald & Co. ("**Cantor**", nominated by the Company) (collectively "**Expected Allottees**") on December 23, 2025 (Planned), and to conclude purchase agreements ("**Purchase Agreement(s)**") with the Expected Allotees on December 23, 2025, as follows. After the issuance of SAR1, the Company intends to negotiate with Cantor, H.a.N Group and others for issuance of SAR2 mentioned above.

(Note) After receiving H.a.N Proposal, the Company has implemented share split (in the ratio of 1 share to 10 shares) effective on October 28, 2025.

1. Summary of Offering

(1) Issue of Stock Acquisition Rights

1. Allotment Date	December 23, 2025
2. Number of Stock Acquisition Rights to be Issued	45,000,000
3. Issue Price	JPY0.25 per SAR (Total Amount JPY11.25 million)
4. Number of Dilutive Shares Related to such Issuance	45,000,000 ordinary shares
5. Exercise Period	2 years (from December 24, 2025 to December 23, 2027)
6. Amount of fund to be raised	JPY3,836.25 million (Breakdown) Issue of Stock Acquisition Rights JPY11.25 million Exercise of Stock Acquisition Rights JPY3,825.0 million
7. Exercise Price and Condition of Adjusted Exercised Price	Initial exercise price: JPY85 (closing price on the trading day immediately before the day of the board resolution) Floor exercise price: JPY42.5 (50% of initial exercise price, fractions less than JPY0.1 to be rounded up) From December 29, 2025 onwards, the exercise price shall be reset to 94% ("**Reset Base Date Value**") of the closing price on the last trading day ("**Reset Base Date**") of the previous week of the week including the day on which the exercise request is received ("**Reset Date**") (or, in the event there is no such closing price on such day, 94% of the nearest closing price) of regular trading of ordinary shares of the Company on the Tokyo Stock Exchange ("**TSE**"). In case there is a fraction, such fraction less than JPY0.1 of the exercise price shall be rounded up, and in the event the Reset Base Date Price on the Reset Date is higher or lower JPY0.1 or more than the nearest effective exercise price, the exercise price shall be reset to the Reset Base Date Value on the date such exercise notice is requested. In case the exercise price is less than JPY42.5 ("**Floor Exercise Price**", subject to be adjusted), then the exercise price shall be adjusted to the Floor Exercise Price. "**Trading Day**" shall mean a day when the Tokyo Stock Exchange is open for business (*baibai tachiai*). The same in the following, unless otherwise specified.

8. Means to Offer or to Allot (Expected Allottees)	By means of third party allotment. Mr. Lian Yih Hann: 9,000,000; Cantor Fitzgerald & Co.: 36,000,000
9. Exclusivity	After concluding the Purchase Agreement, the earliest of, (i) the day all SARs are exercised or (ii) the day the Company bought back all SARs, or (iii) the day the exercisable period expired, the Company shall not enter into any discussion, negotiation, term sheet or similar document, or commit or agree to offer, place, sell, allot, or otherwise issue to any third parties any equity or equity linked financing facility, without obtaining a written consent by the Expected Allottees, which consent shall not be unreasonably denied, withheld or delayed, except for stock options, shares and other securities to the directors, officers, employees, consultants, or investors or creditors of the Company or its subsidiaries in a cumulative annual amount not more than 5% of the Issuer's total shares outstanding at the end of each year (with the first one year period commencing on the date of board resolution, and recurring thereafter).

10. Others	The Company is to agree with the Purchaser of followings, under the Purchase Agreement. ① the Expected Allottees shall not transfer the Stock Acquisition Rights without obtaining written approval from the Company's Board of Directors. ② in case the Expected Allottees hold unexercised Stock Acquisition Rights at the end of exercise period, the Company shall buy-back all remaining Stock Acquisition Rights. For details, please refer to "2. Purpose and Reason of Offering, (2) Reason of Selecting Fund Raising Method of Third Part Allotment, (iv) Request for Buy Back (Buy Back at the Request of the Holder of the Stock Acquisition Rights)". ③ the Expected Allottees, unless in case excluding certain applications, shall limit the number of shares to be acquired by exercising the Stock Acquisition Rights, in the same calendar month as to the portion exceeding 10% of the number of listed shares of the Company on the date of payment to issue the Stock Acquisition Rights ("Payment Date"). In addition, should the Company issue other MSCBs or similar securities in addition to this Stock Acquisition Rights in the future, and should their exercise periods overlap, the exercise quantities of this Stock Acquisition Rights and such other MSCBs or similar securities shall be aggregated. Notwithstanding the foregoing, the aggregate exercise limit (of 10% of the Number of Listed Shares as of the Payment Date) for each calendar month shall be allocated as follows: (i) up to 8% of the Number of Listed Shares as of the Payment Date for Cantor and (ii) up to 2% of the Number of Listed Shares as of the Payment Date for Mr. Lian; provided that such allocation may be adjusted for any given calendar month upon mutual agreement between Cantor and Mr. Lian, and shall automatically reset to 8% and 2%, respectively, at the beginning of each subsequent calendar month. For details, please refer to "2. Purpose and Reason of Offering", (2) Reason of Selecting Fund Raising Method by Third Party Allotment, (vi) Restriction on Exercise of the Expected Allottees. As in ① above, the Stock Acquisition Rights could not be transferred without obtaining written approval from the Company's Board of Directors. In case the Company's Board of Directors approves such transfer, we will let the status, rights and obligations under the Purchase Agreement be transferred to the transferee.

(Note) Amount of fund to be raised is the total amount (JPY11.25 million) and (JPY3,825.0 million) to be paid-in by issuing and exercising the SARs respectively. As the amount to be paid-in by exercising the SARs assumes all SARs to be exercised at the initial exercise price, such amount may be higher or lower, in case the exercise price is amended or adjusted. In addition,

the amount to be raised will be lower in case the SARs are not exercised within the exercise period and/or if the SARs are bought back and canceled by the Company.

2. Purpose and Reason of Offering

(1) Purpose of Third Party Allotment

As announced in our press release "Signing Multi-Series BTC Bonds Subscription Agreement and Issuance of Series 1 BTC Bonds" dated July 29, 2025, the Multi-Series BTC Bonds Subscription Agreement allows the Company to issue up to JPY5 billion in a series of bonds which proceeds are to be dedicated to solely buying BTC. At any time, the total amount of outstanding bonds shall not exceed JPY5 billion. However, with the redemption of part or all of the outstanding bonds, new bonds can be issued, thereby allowing the Company to raise beyond JPY5 billion from such bond issuance, and to purchase BTC beyond JPY5 billion even when market conditions may temporarily discourage the exercise of Stock Acquisition Rights after being issued.

The price of BTC fluctuates in the short term, it has risen in the long term, and many investors are seeing this as a strategic moment to increase exposure. It is good timing for the Company to further increase our corporate value over the mid to long term. In order to increase the holdings of BTC, repayment of bonds, as well as providing flexible support for working capital needs of the Company, the Company further decided to issue the Stock Acquisition Rights to Mr. Lian and Cantor as we believe it should be the fastest way to raise more funds in a short period.

(2) Reason of Selecting Fund Raising Method by Third Party Allotment

In this fund raising, the Company will allot the Stock Acquisition Rights to the Expected Allottees, and the exercise of such is to further increase the investment in BTC, repayment of bonds, as well as support the working capital of the Company.

Based on the situation of the Company described in "(1) Purpose of Third-Party Allotment" above, we had compared various financing methods, and received a proposal for this funding by issuing Stock Acquisition Rights from H.a.N Group. As a result of comprehensively taking into account the points described in "(Features of this Third-Party Allotment)" and "(Reasons for Choosing the Financing Method)" below, the Company judged that this Third-Party Allotment, which received a proposal from H.a.N Group, would be the best method at this present time, as by issuing Stock Acquisition Rights, it could be expected to suppress the temporary impact on share prices and raise funds.

Through the fund raising by this Third-Party Allotment, we will further increase the investment in BTC targeting to improve our medium to long term corporate value, and eventually increase the interests of existing shareholders.

(Features of this Third-Party Allotment)

Features of this Third-Party Allotment are as follows.

(i) Amendment of the exercise price

The Stock Acquisition Rights has the exercise price amendment clauses and the exercise price is to be amended as follows:

① The initial exercise price of the Stock Acquisition Rights is JPY85, equivalent to the closing price on the previous trading day of the date of resolution to issue the Stock Acquisition Rights.

② The exercise price will be amended to an amount equivalent to 94% of the closing price on the last trading day of the previous week of the week including the day on which the exercise request becomes effective (less than JPY0.1 to be rounded up), however, in case the amount is less than JPY42.5, JPY42.5 will be the floor exercise price. Cantor intends to sell ordinary shares of the Company to be delivered upon exercise of the Stock Acquisition Rights out-of-market to persons reasonably recognized by Cantor or its affiliates to be foreign institutional investors. In addition,

Cantor has no plans to borrow shares for the purpose of short selling when exercising these Stock Acquisition Rights, and therefore will exercise the rights within a range that takes into account the risk of share price fluctuations during the 2 business days between the payment of the exercise price and the delivery of the share certificates. If the exercise price is fixed for a certain period and the share price deviates upward from the exercise price during that period, the acceptable range of share price fluctuation risk will expand, enabling more active exercise. On the other hand, if the period during which the exercise price is fixed is excessively long, it may not be possible to fully enjoy the benefits of a rise in share prices, which would increase the amount of funds raised if the share price rises significantly above the exercise price. Further, if the stock price falls below the exercise price, it is likely that the possibility of raising funds will be extremely low from the perspective of economic rationality for the Expected Allottees. Taking these assumptions into consideration, we held discussions with the Expected Allottees and decided to adopt a weekly adjustment of the exercise price. With regard to the reference share price used for weekly exercise price adjustments, rather than using the closing price on a specific day of the week, we have set the last trading day of each week as the adjustment reference date, as this is considered to be the most straightforward procedure for exercising options. Please note that although the adjusted price on the Adjustment Base Date may fall below 90% of the closing price of the ordinary shares of the Company in regular trading on the Tokyo Stock Exchange on the trading day immediately before the adjustment date, the exercise price will not fall below the minimum exercise price.

③ The floor exercise price is set as 50% of the initial exercise price (less than JPY0.1 to be rounded up).

(ii) Fixed number of shares to be issued upon exercise

The exercise price of the Stock Acquisition Rights will be amended as stated in (i) above. However, the number of shares issued per unit of the Stock Acquisition Rights is fixed at 1 share, and the number of shares issued upon exercise of the Stock Acquisition Rights is 45,000,000 shares, which is not to be amended. Therefore, the dilution ratio is fixed at 24.72% (dilution rate based only on voting rights of shares to be issued by exercise of the Stock Acquisition Rights), and the number of shares issued remains unchanged due to factors such as the future decline in the stock price, and the dilution ratio remains constant. The number of shares to be issued will be reduced if not exercised entirely during the exercise period, or if the Stock Acquisition Rights are cancelled in case of acquisition due to acquisition provisions or acquisition requests.

(iii) Buy Back clause (Buy Back at the Request of the Company)

The following buy back provisions are stipulated in the Stock Acquisition Rights, and all or part of the remaining Stock Acquisition Rights can be bought back by our decision (Buy back at Request of the Company) as follows.

After the day following the payment date of the Stock Acquisition Rights, if the Board of Directors of the Company determines the date on which the Stock Acquisition Rights are to be bought back, the Company may buy back all or part of the remaining Stock Acquisition Rights at JPY0.25 per one Stock Acquisition Right on the buy back date, by giving the right holders notice not less than 15 calendar days prior to the buy back date.

As buy back can be made at an amount equivalent to the issue price, there is no financial burden due to an increase in the value of the Stock Acquisition Rights, and even after the issuance of the Stock Acquisition Rights, it is possible to examine more advantageous procurement methods and formulate a flexible capital plan. The buy back clause is expected to be activated if other favorable financing can be obtained.

(iv) Request for Buy Back (Buy Back at the Request of the Holder of the Stock Acquisition Rights)

In the Purchase Agreement, it is scheduled to be concluded with the Expected Allottees, the Company plans to agree that all or part of the remaining Stock Acquisition Rights can be requested to be bought back by the decision of the holder of Stock Acquisition Rights (buy back at the request of the holder of Stock Acquisition Rights) as follows.

If the Expected Allottees hold unexercised Stock Acquisition Rights at the last day of the exercise period of the Stock Acquisition Rights or when the Purchase Agreement is cancelled, the Company shall buy back all remaining Stock Acquisition Rights, at the same amount paid-in per Stock Acquisition Right.

(v) Restriction to Transfer

The Stock Acquisition Rights are transferable subject to prior approval by the Company's Board of Directors. In case the Board of Directors approves such transfer, we will disclose it on a timely basis.

(vi) Restriction on Exercise of the Expected Allottees

① In order to take measures to restrict the conversion or exercise of MSCB, etc. by buyers in accordance with Paragraph 1, Article 434, of the Securities Listing Regulations stipulated by the Tokyo Stock Exchange and Paragraphs 1 to 5, Articles 436, of the Enforcement Regulations of the Same Regulations, the Company shall, in accordance with the "Rules on the Handling of Third-Party Allotment, etc." stipulated by the Japan Securities Dealers Association, except in the case of prescribed exemptions. In the case where the number of shares to be acquired by the exercise in the calendar month including the date on which the Stock Acquisition Rights are to be exercised exceeds 10% of the number of listed shares of the Company on the date of payment to issue the Stock Acquisition Rights ("Payment Date"), the exercise of Stock Acquisition Rights pertaining to portions exceeding 10% ("**Excessive Exercise**") shall be deemed to be excessive exercise and such exercise shall not be allowed to the Expected Allottees. In addition, should the Company issue other MSCBs or similar securities in addition to this Stock Acquisition Rights in the future, and should their exercise periods overlap, the exercise quantities of this Stock Acquisition Rights and such other MSCBs or similar securities shall be aggregated.

② The Expected Allottees agree not to exercise the Stock Acquisition Rights in a manner that constitutes an Excessive Exercise except in the case of the above prescribed exemption, and to confirm with the Company in advance that whether the exercise of the Stock Acquisition Rights constitutes an Excessive Exercise. The Company will check each time when receiving a request from the Expected Allottees to exercise the Stock Acquisition Rights whether or not such exercise results as an Excessive Exercise. Notwithstanding the foregoing, the aggregate exercise limit (of 10% of the Number of Listed Shares as of the Payment Date) for each calendar month shall be allocated as follows: (i) up to 8% of the Number of Listed Shares as of the Payment Date for Cantor and (ii) up to 2% of the Number of Listed Shares as of the Payment Date for Mr. Lian; provided that such allocation may be adjusted for any given calendar month upon mutual agreement between Cantor and Mr. Lian, and shall automatically reset to 8% and 2%, respectively, at the beginning of each subsequent calendar month.

(vii) Exercise Suspension

The Purchase Agreement will include provisions for suspension of exercise. The Company may, under certain conditions, suspend the exercise of the Stock Acquisition Rights at its discretion by notifying the Expected Allottees, and subsequently, the Company may, at its discretion, lift the suspension and permit the resumption of exercise. This design incorporates consideration for concerns regarding potential deterioration in supply and demand due to share issuance. In addition, should the Company decide to suspend the exercise of Stock Acquisition Rights or subsequently lift

the suspension and permit the resumption of exercise, the Company will make timely disclosures of such decisions.

As in (v) above, the Stock Acquisition Rights could not be transferred without obtaining written approval from the Company's Board of Directors. In case the Company's Board of Directors approves such transfer, we will let the status, rights and obligations under the Purchase Agreement be transferred to the transferee.

We believe raising funds through the Stock Acquisition Rights has the following advantages:

① The number of ordinary shares of the Company, which is the purpose of the Stock Acquisition Rights, is fixed at 45,000,000 shares, and regardless of the trends of share price, the scale of dilution is fixed.

② In the case of issuing stock acquisition rights, as it is assumed to be exercised from time to time over the exercise period, it is unlikely that dilution will occur immediately compared to the issuing of new shares.

③ Under the situation where the share price of the Company exceeds the floor exercise price, the exercise of rights will be promoted and the Company may be able to raise necessary fund.

④ Since the exercise price is to be amended not only to the lower level but also to the upper level, the amount that can be raised will increase in the rising phase of the share price, compared to the stock acquisition rights where the exercise price is fixed.

⑤ Since it is allowed to buy back all or part of the Stock Acquisition Rights at JPY0.25 per Stock Acquisition Right by the decision of the Company, in case the Company finds a more advantageous financing method, the Company may buy back and cancel the Stock Acquisition Rights.

On the other hand, the disadvantages of raising funds through the Stock Acquisition Rights are as follows:

① As a result of the sale of shares of the Company to be granted through the exercise of the stock acquisition rights, a certain selling pressure will be placed on the market, and there may be further declines in the downturn in share prices. Under the situation when the liquidity of shares is low, the risk of share price dropping will increase.

② If the share price of the Company falls below the floor exercise price, the planned funds by the Company may not be raised and affect the business operations of the Company. In addition, if the Expected Allottees hold the Stock Acquisition Rights that have not been exercised at the last day of the exercise period of the Stock Acquisition Rights or when the Purchase Agreement is cancelled, the Expected Allottees, the Company shall buy back all remaining Stock Acquisition Rights, at the same amount as the amount paid-in per Stock Acquisition Right.

③ In the case the share prices decline, the amount to be raised may be lower than originally planned due to a downward amendment of the exercise price of the Stock Acquisition Rights. However, the exercise price will not fall below the lower limit exercise price.

Although the above points are disadvantages, the Expected Allottees intend to sell the shares granted through the exercise of the Stock Acquisition Rights while taking into consideration market trends, and will always pay attention to the effects on the market, and therefore, the disadvantage mentioned in ① above will be mitigated to some extent. If the share price is lower than the floor exercise price, there are disadvantages. However, in case the share price is higher than the floor exercise price, the exercise of the right will be promoted and we may be able to raise necessary funds for our business and working capital. Therefore, we have decided to issue the Stock Acquisition Rights.

(Reasons for Choosing the Financing Method)
As options for raising funds, we considered both direct and indirect financing. Regarding indirect financial services such as loan from financial institutions, since a note of "Substantial doubt about its ability to continue as a going concern" is attached to our financial statements (the year ended December 31, 2024), we judged that it is difficult to raise funds through indirect financial services under the current circumstances, and we have omitted the indirect financial methods from the options.

In addition, we considered raising funds through direct financing (capital increase through public offering, capital increase through shareholder allotment, and capital increase through third-party allotment). However, due to the "Substantial doubt about its ability to continue as a going concern" mentioned above, methods of broadly offering investors including capital increase through public offering or shareholder allotment is difficult to raise the necessary amount of funds. Therefore, we excluded capital increase through public offering or shareholder allotment from the options. Regarding third-party allotment, although we considered raising all of the planned procurements through ordinary share, there were no candidates for the allotment.

In the meantime, the Expected Allottees, proposed us to raise funds partly by issuing the Stock Acquisition Rights, and as a result of negotiation with the Expected Allottees, this time, we have decided to issue the Stock Acquisition Rights.

3. Amount of Fund to be raised, Specific of Usage and Period of Usage

(1) Amount of Fund to be raised

Total Amount to be Paid-in	JPY 3,836,250,000
Estimated Total Cost to Issue	JPY 34,544,000
Estimated Balance to Receive	JPY 3,801,706,000

(Notes)
1. Total amount to be paid-in is the sum of JPY11.25 million to be paid-in by issuing and JPY3,825.0 million to be paid-in by exercise of the Stock Acquisition Rights. In case the Stock Acquisition Rights are not exercised within the exercise period the estimated balance to receive will be reduced.
2. Estimated total cost to issue is the sum of legal and advisory fees including legal fees on the Cayman Law and valuation fee of Stock Acquisition Rights, research fee of Expected Allottees and other fees for documentation (Extraordinary report, bank commission and registration etc.).
3. Estimated costs to issue do not include consumption taxes etc.
4. The amounts above assume that the Stock Acquisition Rights are fully exercised at the Initial Exercise Price of JPY85. If the exercise price is amended or adjusted, the amount of funds to be raised will increase or decrease.

(2) Specifics of Usage of Fund

The usage of estimated Balance to Receive of JPY3,801,706,000 is planned to be as follows.

	Specifics of usage	Amount (JPY thousand)	Planned period of usage
1	Investment in BTC	226,706	from December 2025 to December 2027
2	Redemption of BTC Bonds	1,060,000	from December 2025 to December 2027
3	Repayment of Loan	1,515,000	from December 2025 to December 2027
4	Working Capital	1,000,000	from December 2025 to December 2027

	Specifics of usage	Amount (JPY thousand)	Planned period of usage
	Total	3,801,706	

(Notes) 1. The fund raised is to be saved in a bank account until actual use.
2. Of the loan borrowed, USD8,664 thousand (JPY1,357 million) was used to purchase BTC (main purpose of the loan is to purchase BTC).

① Investment in BTC
In February this year, the Company has started to invest in cryptocurrencies including Bitcoin and related ETF as our primary treasury reserve, and we will use funds to continue such investment activities.

② Redemption of BTC Bonds
We will use funds to redeem BTC Bonds announced in our press release "Signing Multi-Series BTC Bonds Subscription Agreement and Issuance of Series 1 BTC Bonds" dated July 29, 2025.

③ Repayment of Loan
We will use funds to repay loan announced in our press release "Partial Repayment of Loans from the Revolving Credit Facility" dated July 16, 2025.

④ Working Capital
Average working capital of the Company per month is expected to be approximately JPY41 million (personnel expenses of JPY8 million, office rent of JPY4 million, audit, legal and professional fee of JPY24 million, insurance of JPY3 million, and other office expenses of JPY2 million). We will use them as ordinary expenses required from December 2025 to December 2027 to stabilize cash flow of the Company.

In case we could not raise enough funds as planned, we will prioritize to use funds for working capital and repayment of loan, and then based on the price of BTC and redemption day of BTC Bonds, we would like to decide whether or not to use for investment in BTC or redemption of BTC Bonds.

4. Reasonableness of Usage of Fund
As explained in ("Reasons for Choosing the Financing Method" in "2. Purpose and Reason of Offering") above, by using the fund raised through this Third-Party Allotment for items mentioned in "(2) Specifics of Usage of Fund under 3. Amount of Fund to be raised, Specific of Usage and Period of Usage" above, we are expected to be able to secure working capital for the next 2 years. As stated in the note to our financial statements, "Substantial doubt about its ability to continue as a going concern", currently, it is difficult for the Company to earn working capital from our businesses. Therefore, we would like to stabilize our financial position first, through investing in BTC (additional purchases) and increasing the number of BTC we hold, and as the next step, we would like to target to become profitable by building a basis to record investment profits as an investment company. These are targeting to increase our corporate value, and we believe it is reasonable and would contribute to the interests of our existing shareholders. The price of BTC is highly volatile and there is a risk of price fluctuations. Please note that if the price falls compared to expectations, the value of BTC held by our company may decrease, resulting in unrealized losses. However, while the value of BTC fluctuates in the short term, it has risen in the long term during the past 10 years. Therefore, we believe that BTC is an outstanding monetary asset that represents a superior store of value, offering long-term stability and protection against inflation. As such, regardless of the short-term price fluctuations of BTC, we expect that by continuing to hold it without selling it, its value will exceed its current value in the future. The value of the balance of BTC we hold is expected to be marked to market value

each quarter. In the event that risks become apparent, we will consider measures while verifying the range of risks that we can accept on a case-by-case basis.

5. Reasonableness of Condition of Issuance

(1) Grounds for Concluding the Condition of Issuance is Reasonable

We have requested Akasaka International Accounting Company Limited "Akasaka International" to evaluate the price of the Stock Acquisition Rights in consideration of the Terms and Conditions and conditions listed in the Purchase Agreements of the Stock Acquisition Rights as an independent third-party evaluation institution. By comparing/examining with other valuation methods as Black Scholes model and Binomial model, Akasaka International applied a general price assessment model, Monte Carlo Simulation, which could appropriately and relatively reflect the conditions stipulated in the Terms and Conditions and the Purchase Agreements. In addition, Akasaka International has taken into consideration the terms/conditions stipulated in the Terms and Conditions of the Stock Acquisition Rights, and the market environment as of the evaluation base date, and has set certain assumptions as the share price, volatility, liquidity of the shares of the Company, exercise of rights by the Expected Allottees, etc. (Including, the cost to exercise the Stock Acquisition Rights and to dispose of the shares upon sale, which incurred by the Expected Allottees.) to evaluate the stock acquisition rights.

Referring to the valuation amount evaluated by such valuation company based on the preconditions mentioned above (JPY 0.25 per Stock Acquisition Right), the Company has discussed with the Expected Allottees and fixed the issue price per Stock Acquisition Right to be JPY 0.25, the same amount as the evaluated value. In addition, the initial exercise price of the Stock Acquisition Rights is set to be JPY85, the same amount with the closing price of the Tokyo Stock Exchange JPY85 on the trading day (December 9, 2025) immediately before the date of resolution of the Board of Directors regarding the issuance of the Stock Acquisition Rights. We have decided it is reasonable to use the latest share price as basis, by taking into consideration of the Company's performance trend, share price movement, usage of fund, amount of usage, period of usage, number of shares to be issued upon exercise of the Stock Acquisition Rights and the holding policy of the Expected Allottees, and after negotiation with the Expected Allottees, and by following the rules in "Regulation on Handling Stock Allocation to Third-party", regulated by Japan Securities Dealers Association. Thereafter, the exercise price would be adjusted to an amount equivalent to 94% of the closing price of the Company's ordinary shares in regular trading on the last trading day of the week previous to the week including the day on which the effective date of each exercise request of the Stock Acquisition Rights, however, such amount shall not be less than the floor exercise price of JPY42.5 of the Stock Acquisition Rights. The floor exercise price is set to be equivalent to 50% of the closing price immediately before the date to resolve issuance (JPY85), and such level is not particularly deemed to be unreasonably low, compared to the simple average closing price in the past 1 month (JPY105.1), 3 months (JPY116.3) and 6 months (JPY117.1) as well. In addition, compared to similar fundraising projects and through discussions with the Expected Allottees, we believe that such exercise prices are within reasonable levels, in order to increase the possibilities of raising funds given the scale of this fundraising.

Upon determining the issue price of the Stock Acquisition Rights, as such valuation company calculated the fair value using Monte Carlo Simulation, which is commonly used as a method for calculating the valuation of stock acquisition rights, considered events that may affect the fair valuation amount, the evaluated result of such valuation company could be considered to be a reasonable fair price. Since the issue price is the same as the evaluated amount as the evaluated result, we have determined that the payment amount of the Stock Acquisition Rights does not fall under a particularly favorable amount, and is an appropriate and reasonable value.

Regarding the legality of the issue price of the Stock Acquisition Rights including whether the issue price of the Stock Acquisition Rights is not considered to be a particularly favorable

amount, the Audit Committee composed of independent outside directors has submitted a written opinion to the Board of Directors to the effect that it is legitimate, and today all three directors have expressed their opinions that the issue price is legitimate, including that the issue price does not fall under a particularly favorable amount.

(2) **Grounds on the Size of Dilution of Issued Quantity of Shares to be Judged Reasonable**
Since the number of underlying shares of Stock Acquisition Rights to be allotted to the Expected Allottees by this Third-Party Allotment is 45,000,000 shares, and the number of voting rights pertaining to the shares is 45,000,000, in case all Stock Acquisition Rights are exercised, the ratio against 182,035,577.63 shares the total outstanding shares of the Company as of December 10, 2025 will be 24.72%, and the ratio against 182,035,577.63 shares the total number of voting rights of the Company as of the same day will be 24.72%, and a certain level of dilution will occur.

However, although such dilution occurs, the Company can strengthen and expand the business foundation of the Company, and improve the medium to long term corporate value of the Company and the value of our shareholders, by allocating the funds raised through this funding to the above-mentioned usages, we believe that this funding can provide sufficient benefits to existing shareholders even taking into account the dilution related to this funding, we have determined that the size of the issue and the scale of the dilution of the shares are reasonable.

6. Reason of Selecting the Allottees
(1) Outline of Mr. Lian

(1)	Name	Mr. Lian Yih Hann	
(2)	Address	North Point, Hong Kong	
(3)	Profession or Title	Director of company	
(4)	Relationship with the Company	Capital relationship	Major shareholder of the Company
		Human relationship:	-
		Business relationship:	Chairman of Bitcoin Treasury Board, Creditor of the Company, Director and shareholder of affiliated company of the Company

The Company has requested Security & Research Ltd. (Representative Director: Hisasji Hata, 2-8-11 Akasaka, Minato-ku, Tokyo), a third-party research company, to investigate whether Mr. Lian has any relationship with antisocial forces. As a result, there were no reports of Mr. Lian being antisocial forces nor having any relationship with antisocial forces. Based on the above, the Company has determined that the Expected Allottee is not related to antisocial forces at all, and has submitted a confirmation letter to that effect to the Tokyo Stock Exchange.

(2) Outline of Cantor

(1)	Name	Cantor Fitzgerald & Co.
(2)	Address of Head Office	110 East 59th Street, 4th Floor, New York, NY 10022
(3)	Name and Title of Representative	Pascal Bandelier, Co-Chief Executive Officer Sage Kelly, Co-Chief Executive Officer Christian Wall, Co-Chief Executive Officer
(4)	Business	Securities business
(5)	Share Capital	USD337.5 million (JPY52,863 million) (as of December 31, 2024) (Note 1)
(6)	Date and Place of Incorporation	USA, September 25, 1992
(7)	Number of Outstanding Shares	-
(8)	Fiscal Term	December 31
(9)	Number of Employees	750 (as of November 12, 2025)
(10)	Clients	Corporation
(11)	Main Bank	-
(12)	Major Shareholder	CFS CF & CO I HOLDINGS, L.P. 94.00% CFGM CF & Co Holdings LLC 5.00% CFLP CF & Co I Holdings, L.P. 1.00%
(13)	Relationship of the Parties	
	Capital	No capital relationship, including related parties, subsidiaries and affiliates.
	Personal	No personal relationship, including related parties, subsidiaries and affiliates.
	Trading	No trading relationship, including related parties, subsidiaries and affiliates.
	Situation of Related Parties	No relationship between related parties, including related parties, subsidiaries and affiliates.

(14) Most Recent 3 Years Operating and Financial Results. JPY million (USD million) (Note 2)

Year Ended	December 31, 2022	December 31, 2023	December 31, 2024
Financial Asset	657,329 (4,196.7)	783,432 (5,001.8)	709,972 (4,532.8)
Total Asset	1,925,515 (12,293.4)	2,043,834 (13,048.8)	2,262,317 (14,443.7)
Net Asset (Total Partner Capital and Subordinated Debt)	64,610 (412.5)	65,910 (420.8)	79,787 (509.4)
Total Capital	1,925,515 (12,293.4)	2,043,834 (13,048.8)	2,262,317 (14,443.7)

(Note1) Net capital is stated in accordance with U.S. Securities and Exchange Commission regulations. Exchange rate used is (middle) rate for buying and selling of telegraphic transfer of MUFG Bank, Ltd. of JPY and USD of foreign currency exchange rate on

November 28, 2025: USD1 =JPY156.63, and rounded up to the 1st decimal place.

(Note2) The above "Most Recent 3 Years Operating and Financial Results" is based on the financial information reported to the U.S. Securities and Exchange Commission by Cantor Fitzgerald & Co., the Expected Allottees. In addition, since the financial details are based on US GAAP, the information provided applied equivalent to accounting items in Japan. Further, since the Cantor is a partnership company, we have been informed that items equivalent to sales and profits will not be disclosed due to a confidentiality agreement with the partner.

(Note3) The Cantor is a securities firm that is supervised and regulated in the United States by the U.S. Securities and Exchange Commission and the Commodity Futures Trading Commission. In Japan, Cantor Fitzgerald Securities, an affiliate of the Cantor, is registered as a Type 1 Financial Instruments Business and is subject to supervision and regulation by the Financial Services Agency. We have confirmed that the group to which Cantor belongs is subject to foreign supervision and regulation by checking Cantor's registration information with the U.S. Securities and Exchange Commission, as well as by conducting an interview with Cantor Fitzgerald Securities, which is arranging this third-party allotment. Based on the above, we have determined that the Cantor, its officers, and major shareholders do not fall under the category of specific organizations such as anti-social forces, and have submitted a confirmation letter to that effect to the Tokyo Stock Exchange.

(3) Reasons for Selecting the Expected Allottees

After receiving shareholders' proposal from H.a.N Group as announced in our press release "Received Proposal from Shareholders" dated May 30, 2025, the Company has started to explore financing options with several securities companies/funds. Thereafter, the Company has received a new H.a.N Proposal from H.a.N Group, as announced in our press releases "Received Proposal from Shareholders" dated July 11, 2025, "Received Corrected version of Proposal from Shareholders" dated July 15, 2025, we have further negotiated the terms of exercise price amendment clause and others of stock acquisition rights with several securities companies/funds, and eventually we have decided to allot the Stock Acquisition Rights to Mr. Lian, the proposing shareholder of H.a.N Proposal, and Cantor who could agree to subscribe to this Third Party Allotment substantially in similar conditions in H.a.N Proposal.

Mr. Lian is one of the proposing shareholders of H.a.N Proposal, has knowledge and understands the business of our company, and currently is the Chairman of Bitcoin Treasury Board of the Company. In addition, at the end of July this year he has subscribed to Series 1 BTC Bonds of Multi-Series BTC Bonds to support the needs of fund of the Company as well, and he personally owns sufficient funds to subscribe to the Stock Acquisition Rights promptly.

In the past, Cantor Fitzgerald Securities introduced us to a subscriber of a third-party allotment. Cantor Fitzgerald & Co. is the core company of the Cantor Fitzgerald Group, a major US-based financial group. Since its founding in 1945, Cantor Fitzgerald Group has established a strong position in global capital markets as one of the world's leading financial institutions, and currently operates at approximately 200 offices in 30 countries around the world. In addition to its bond, stock, and investment banking businesses, the group has recently been increasing its presence in the digital asset field, including Bitcoin, through its pioneering efforts. In February 2025, Mr. Howard Lutnick, who had led the group for many years, has been appointed as the U.S. Secretary of Commerce, and a next-generation management structure has been established with Mr. Brandon Lutnick as the chairman, to further strengthen the business strategy of the entire group.

Cantor Fitzgerald & Co. is a primary dealer specially authorized by the U.S. government, allowing it to underwrite U.S. Treasury securities directly from the Federal Reserve Banks. The company is also involved in managing reserve assets, primarily U.S. Treasury bonds, in one of the world's largest stablecoin projects, and plays an important role in supporting the stability of fiat-backed digital assets. This puts it in a unique and strategic position to connect the traditional government bond market with the digital asset market.

As we proceed with our Bitcoin strategy, we believe that the participation of Cantor Fitzgerald Group in our fund raisings (pure investment), which has a strong network in the U.S. and international markets, a proven track record in the digital asset field, and highly reliable execution capabilities, will contribute to the expansion of our business and the enhancement of our international credibility.

Cantor has also provided financing to well-known cryptocurrency-related companies and companies adopting Bitcoin strategies from the early stages, and we believe that this will provide us with access to a variety of fundraising methods appropriate to our growth phase in the future.

In addition, Cantor intends to sell the Company's ordinary shares to be delivered upon the exercise of the Stock Acquisition Rights off-market to persons that Cantor or its affiliates reasonably recognize as overseas institutional investors, which is expected to increase investment opportunities for the Company for overseas institutional investors.

(4) Holding Policy of The Expected Allottees

There are no agreements between the Company and the Expected Allottees regarding holding and depositing policies of the Stock Acquisition Rights. We have orally confirmed with the Expected Allottees that the purpose to hold our shares and stock acquisition rights is pure investment.

Assuming all of the Stock Acquisition Rights are exercised and the Expected Allottees do not sell any shares acquired by exercise (total number of shares to be issued by exercise of all Stock Acquisition Rights, ordinary shares and preferred shares will be 227,035,577.63 shares), the holding ratio of Mr. Lian and Cantor would be 22.46% and 15.86% respectively, and Mr. Lian would become the second largest shareholder. However, as mentioned above, as the purpose of the Expected Allottees to subscribe to Stock Acquisition Rights is pure investment, we think there should be no impacts on the business of the Company.

(5) Confirmation of Existence of Assets of the Expected Allottees to Secure Payment

The Company has confirmed the existence of assets to secure payment of issuing Stock Acquisition Rights and to exercise a part of the Stock Acquisition Rights by receiving a statement provided by Mr. Lian's securities company. For the funds to exercise the Stock Acquisition Rights, the Company has verbally confirmed with Mr. Lian that he intends to exercise the Stock Acquisition Rights and sell the acquired shares, and use such proceeds to repeat exercises of the Stock Acquisition Rights. Regarding Cantor, as mentioned above they are the core company of the major Cantor Fitzgerald Group, we have judged that there should be no problem with the payment for the issuance and for the exercise of the Stock Acquisition Rights of the Expected Allottees.

7. Major Shareholders and Shareholding Ratio

(As of June 30, 2025)

	Name of Shareholder	Address	Type of Shares	Number of Shares Held	Shareholding %
1	KHOO JIE XIONG*	KEW DRIVE, SINGAPORE	Ordinary shares	6,061,980	33.30%
2	LAI MAN KON	CAUSEWAY BAY, HONG KONG	Ordinary shares	4,442,223	24.40%
3	LIAN YIH HANN*	NORTH POINT, HONG KONG	Ordinary and Preferred shares	4,200,001	23.07%
4	PHILLIP SECURITIES CUSTOMER	4-2 KABUTOCHO, NIHONBASHI, CHUOKU, TOKYO	Ordinary shares	339,664	1.87%
5	HAITONG INT SEC-CL AC-10 PCT	6-27-30 SHINJYUKU SHINJYUKUKU TOKYO	Ordinary shares	308,107	1.69%
6	NAOYA HARANO	MINATO-KU, TOKYO	Ordinary shares	179,000	0.98%
7	CBHK-CATHAY SECURITIES CO	6-27-30 SHINJYUKU SHINJYUKUKU TOKYO	Ordinary shares	133,901	0.74%
8	BANK JULIUS BAERAND CO.SGP CLIENTS (JIYOUDAIMUFG)	1-3-2 HONGOKUCHO NIHONBASHI CHUOKU TOKYO	Ordinary shares	63,500	0.35%
9	NAKAYAMA MASAKI	ARIDASHI WAKAYAMAKEN	Ordinary shares	54,996	0.30%
10	HASATANI SHIYOU	KAWASAKISHI KANAGAWAKEN	Ordinary shares	43,336	0.24%
	Total			15,826,708	86.94%

(Note) (i) The number of shares held and shareholding ratio against the total outstanding number of shares as of June 30, 2025 (before share split (in the ratio of 1 share to 10 shares) effective on October 28, 2025).

(ii) * Ultimate beneficial shareholder.

8. Future Outlook

Impacts of this Third-Party Allotment to our forecast for the year ended December 31, 2025 are expected to be low.

9. Corporate code of conduct procedures

As this Third Party Allotment ① dilution ratio is under 25%, and ② there will be no controlling shareholder as a result of this event, procedures as obtaining an opinion from an independent third party nor holding of a shareholders meeting ruled in Article 432 of the TSE's Securities Listing Rules (*yuka shouken joujou kitei*) are not required.

10. Most Recent Performance and Equity Finance in 3 Years

(1) Financial Results of the most recent 3 Years (consolidated)

		Dec 2022	Dec 2023	Dec 2024
Revenue	US$'000	2,298	2,348	1,822
	JPY'm	(360)	(368)	(285)
Operating Income／Loss(△)	US$'000	△2,274	△2,604	△2,631
	JPY'm	(△356)	(△408)	(△412)
Ordinary Income／Loss(△)	US$'000	△2,366	△3,183	△3,414
	JPY'm	(△371)	(△498)	(△535)
Net Income／Loss(△)	US$'000	△2,373	△3,180	△3,416
	JPY'm	(△372)	(△498)	(△535)
Net Income／Loss(△) per Share	US$	△0.04	△0.02	△0.57
	JPY	(△6.27)	(△3.13)	(△89.28)
Dividend per Share	US$	-	-	-
	JPY	-	-	-
Net Asset per Share	US$	△0.04	△0.01	0.84
	JPY	(△6.27)	(△1.57)	(131.57)

(Note) The amounts in JPY are calculated by USD1=JPY156.63, from the quotations by MUFG Bank, Ltd. for buying and selling spot USD by telegraphic transfer against JPY as of November 28, 2025.

(2) Situation of Outstanding Shares and Dilutive Shares (as of December 10, 2025)

	Number of Shares	Ratio to Outstanding Shares
Number of Outstanding Shares (Ordinary and Preferred)	182,035,577.63	100 %
Number of Dilutive Shares on the Current Exercise Price	-	- %

(3) Latest Situation of Stock Price

① Latest Situation in 3 Years (Year Ended: JPY)

	Dec 2022	Dec 2023	Dec 2024
Opening Price	44*	24*	9*
Highest Price	54*	30*	4,840
Lowest Price	20*	2*	3*
Closing Price	22*	9*	1,190

* Share price before share consolidation of 100 shares to 1 share, effective on March 27, 2024.

② Latest Situation in 6 Months (JPY)

	Jun 2025	Jul 2025	Aug 2025	Sep 2025	Oct 2025	Nov 2025
Opening Price	478	1,110	1,380	1,167	111.9*	121*
Highest Price	1,889	1,777	1,390	1,429	183.0*	133*
Lowest Price	409	965	1,054	1,016	110.4*	98*
Closing Price	1,140	1,390	1,227	1,090	121.0*	105*

* Share price after share split of 1 share to 10 shares, effective on October 28, 2025.

③ Share Price on the Trading Day Immediately Before the day of Resolution of Issuance (JPY)

	December 9, 2025
Opening Price	85*
Highest Price	89*
Lowest Price	78*
Closing Price	85*

* Share price after share split of 1 share to 10 shares, effective on October 28, 2025.

(4) Most Recent Equity Finance in 3 Years

(i) Issuance of Series A Convertible Deferred Shares by Third-Party Allotment

（Date of Resolution: November 2, 2022）

Date of Issuance	December 22, 2022
Amount Raised	JPY 521,175 thousand (Estimated balance to receive)
Price of Issuance	JPY36 per Series A Convertible Deferred Share (Note)
Conversion clause	After 4 months from the issue date, the allottee has the right to convert all or part of the Convertible Deferred Shares into Ordinary Shares, subject to the approval of the Board of Directors. Board of Directors could not unreasonably reject such conversion. Conversion ratio: • initial conversion ratio is 1:12, i.e. 1 Convertible Deferred Share to 12 Ordinary Shares • if within 1 month from the date of Shareholders' Meeting, closing price of ordinary shares of the Company drops more than 20% for 10 consecutive trading days from JPY28 (closing price on the trading day immediately before the board resolution), the conversion ratio would change from 1:12 to 1:6, and the holder of Convertible Deferred Shares shall not transfer or sell any of the Convertible Deferred Shares (nor ordinary shares issued upon conversion the Convertible Deferred Shares) for 7 years from the date of issuance of the Convertible Deferred Shares; and • if within 5 days from Annual General Meeting of Shareholders held on December 21, 2022, closing price of ordinary shares of the Company drops to JPY3 or lower, the conversion ratio would change from 1:12 to 1:3.

Allottee	Mr. Lai Man Kon
Total Number of Outstanding Shares upon Offering	60,560,057.79 (Note)
Number of Dilutive Shares upon Offering	180,000,000 Ordinary shares (Note)
Current Number Converted	All 15,000,000 Series A Convertible Deferred Shares converted (Note)
Current Number of Dilutive Shares	None
Original Usage of Fund upon Issuance	①Acquisition of 30% of Fame Rich or Invest in Properties: JPY387 million ②Working capital: JPY133 million
Expected Period of Usage of Fund upon Issuance	① Dec 2022～ Dec 2023 ② Dec 2022～ June 2023
Current Situation of Usage of Fund	Used as stated above.

(Note) Number/amount before share consolidation of 100 shares to 1 share which is effective on March 27, 2024 , and before share split of 1 to 10 which is effective on October 28, 2025.

(ii) Issuance of New Shares and Stock Acquisition Rights by Third-Party Allotment (Debt Equity Swap) (Date of Resolution: February 19, 2024)

Date of Issuance	April 30, 2024
Amount Raised or to be Raised	Issuance of new shares and stock acquisition rights: JPY 300 million (All by means of Debt Equity Swap) Exercise of stock acquisition rights: JPY 2,337,805 thousand (Estimated balance to receive)
Price of Issuance	New shares: JPY360.4 per share (Note) Stock acquisition rights: JPY7.1 per stock acquisition rights (Note)
Exercise Price	JPY360.4 per stock acquisition rights (Note)
Condition of Exercise	Knock-in criteria: in case the closing price of ordinary shares of the Company raises 25% or more for any one time from JPY400 (Note) (closing price on the trading day immediately before the board resolution), the stock acquisition rights shall become exercisable.
Allottee	Mr. Lian Yih Hann
Total Number of Outstanding Shares upon Offering	2,405,600.58 (Note)
Number of Dilutive Shares upon Offering	6,495,500 Ordinary shares (Note)
Current Number Exercised	All exercised into 6,495,500 Ordinary shares (Note)
Current Number of Dilutive Shares	0 Ordinary shares

Original Usage of Fund upon Issuance	① Payment for consideration of acquiring 30% of Fame Rich:	JPY1,023,370 thousand
	② Payment for debts from Mr. Lian Yih Hann:	JPY156,013 thousand
	③ Working capital:	JPY732,932 thousand
	④ Acquisition of properties for investment and investment in business/entities:	JPY425,490 thousand
Expected Period of Usage of Fund upon Issuance	① May 2024～December 2024 ② May 2024～December 2024 ③ May 2024～December 2025 ④ May 2024～December 2025	
Current Situation of Usage of Fund	Currently using as announced in the press release "Change of Usage of Fund of Stock Acquisition Rights" dated December 5, 2024.	

(Note) Number/amount after share consolidation of 100 shares to 1 share which is effective on March 27, 2024, and before share split of 1 to 10 which is effective on October 28, 2025.

(iii) Issuance of New Shares by Third-Party Allotment (Debt Equity Swap)

(Date of Resolution: June 28, 2024)

Date of Issuance	September 13, 2024
Number of New Shares to be issued	8,600,000 ordinary shares (Note)
Issuance price	JPY 46.5 per share
Amount to be Raised	JPY399,900,000 All paid in by means of DES
Allotment Method (Allottee)	Allot all New Shares to Mr. Lian by third party allotment
Content and Price of Contribution in kind	The objects of contribution in kind are as follows: JPY 399,900,000, out of the accounts payable of HK$52,685,381 (JPY1,019,988,972*) balance of consideration of acquiring 30% equity interest of Fame Rich Enterprises Limited and related interest of HK$98 thousand (JPY1,900 thousand*)" as of September 13, 2024). (Note) Amounts of JPY with * marks, uses the exchange rate of HK$1=JPY19.36 agreed between the Company and Mr. Lian at the time we acquired 30% of Fame Rich.

(Note) Number/amount after share consolidation of 100 shares to 1 share which is effective on March 27, 2024, and before share split of 1 to 10 which is effective on October 28, 2025.

11. Terms and Conditions

Terms and Conditions of the Stock Acquisitions Rights are as in Appendix 1.

[End]

Appendix 1 Terms and Conditions of the Stock Acquisitions Rights

Beat Holdings Limited
Terms and Conditions of the Stock Acquisition Rights (December 23rd, 2025)

1. Name of Stock Acquisition Rights
Beat Holdings Limited issued on December 23rd, 2025 Stock Acquisition Right (hereinafter referred to as "SAR")

2. Total Subscription Money of the SAR
JPY11,250,000

3. Application date
December 23rd, 2025

4. Allotment Date and Payment Date
December 23rd, 2025

5. Method of Offering
All of the Stock Acquisition Rights shall be issued to Mr. Lian Yih Hann (9,000,000 units) and Cantor Fitzgerald & Co (36,000,000 units) by way of third-party allotment

6. Class and Number of shares underlying the SAR
(1) The class and total number of shares underlying the SAR shall be 45,000,000 ordinary shares of the Company (***Shares***), and the number of Shares underlying each SAR (the ***Number of Allotted Shares***) shall be 1 Share; provided, however, that, if the Number of Allotted Shares is adjusted pursuant to Paragraphs (2) to (4) below, the total number of Shares underlying the SAR shall be adjusted based on the post-adjustment Number of Allotted Shares.

(2) In the event the Company adjusts the Exercise Price (defined in Section 9, Paragraph (2)) pursuant to Section 11 below, the Number of Allotted Shares shall be adjusted in accordance with the formula set forth below, and any fraction less than one whole Share arising therefrom shall be rounded down to the nearest one whole Share. The "pre-adjustment Exercise Price" and "post-adjustment Exercise Price" as used in the following formula shall be the same as the "pre-adjustment Exercise Price" and "post-adjustment Exercise Price" set forth in Section 11 below.

Formula:

$$\text{Post-adjustment Number of Allotted Shares} = \frac{\text{Pre-adjustment Number of Allotted Shares} \times \text{Pre-adjustment Exercise Price}}{\text{Post-adjustment Exercise Price}}$$

(3) The application commencement date of the post-adjustment Number of Allotted Shares shall be the same as the application date of the post-adjustment Exercise Price as set forth in

Paragraphs (2) and (6) of Section 11 in relation to the adjustment of the Exercise Price triggered by the relevant Adjustment Event.

(4) The Company shall, in conducting any adjustment of the Number of Allotted Shares, notify the holder of the SAR ("**Holder of SAR(s)**") in writing of its intention to conduct the relevant adjustment as well as the triggering event, the pre-adjustment Number of Allotted Shares, the post-adjustment Number of Allotted Shares, the application commencement date of the post-adjustment Number of Allotted Shares and other necessary matters, by no later than the day immediately preceding the application commencement date of the post-adjustment Number of Allotted Shares; provided, however, that, if the Company is unable to give such notice by the day immediately preceding the relevant application commencement date due to the event set forth in Paragraph (2)(vi) of Section 11 below or otherwise, the Company shall promptly give such notice thereafter.

7. Total Number of SAR
45,000,000

8. Amount of Subscription Money for each SAR
JPY0.25 for each SAR (Total Amount to Be Paid for SAR JPY11,250,000)

9. Amount or Calculation Method of the Property to be Provided as Contribution upon the Exercise of the SAR

(1) The property to be provided as contribution upon the exercise of each SAR shall be cash and the amount thereof shall be calculated by multiplying the Exercise Price by the number of the shares underlying the SAR.

(2) The amount of cash to be provided as contribution upon the exercise of the SAR for each Share (the "***Exercise Price***") shall initially be JPY85; provided, however, that the Exercise Price shall be reset pursuant to Section 10 and adjusted pursuant to Section 11.

10. Reset of the Exercise Price

(1) When the number which is rounded up anything below JPY0.1 of 94 % of the closing price (if there is no closing price, closing price of the latest) of the ordinary shares of Tokyo Stock Exchange ("**TSE**"), hereinafter referred to as the "***Reset Base Date Value***", on and after December 29th, 2025, on the final Trading Day (as defined below) prior to the week which the notification day ("***Reset Date***") of each exercise request for a SAR specified in Paragraph (1) of Section 16 (hereinafter referred to as the "***Reset Base Date***") takes place is over or below JPY0.1 compared to the effective Exercise Price right before the Reset Base Date, the exercise value is corrected to the Reset Base Date Value on and after the Reset Date (hereinafter referred to as the "***Exercise Price After Reset***"). The "Trading Day" shall mean the days during which trading takes place at TSE, below will be the same unless stated differently.
Provided, however, if, as a result of such calculation, the Exercise Price After Reset is less than JPY42.5, (hereinafter referred to as the "***Lower Limit Exercise Price***" and adjusted mutatis mutandis pursuant to the provisions of Section 11) Exercise Price After Reset shall be the Lower Limit Exercise Price.

(2) In the event the Exercise Price is revised pursuant to Paragraph (1) of this Section, Company shall notify the Holder of SAR of the Exercise Price After Reset upon payment as set forth in Paragraph (2) of Section 16 hereof.

11. Adjustments to Exercise Prices

(1) If the total number of issued Shares of the Company is or may be changed due to any of the events set forth in Paragraph (2) below after the issuance of the SAR, the Exercise Price shall be adjusted in accordance with the following formula (the "Exercise Price Adjustment Formula") (the Exercising price after the adjustment shall be "Post-Adjustment Exercise Price" and Exercise Price before the adjustment shall be "Pre-Adjustment Exercise Price"):

$$\text{Post-adjustment Exercise Price} = \text{Pre-adjustment Exercise Price} \times \frac{\text{Total number of issued Shares} + \dfrac{\text{Number of newly issued Shares or disposed Shares} \times \text{Amount of subscription money/other consideration per Share}}{\text{Market price}}}{\text{Total number of issued Shares} + \text{Number of newly issued Shares or disposed Shares}}$$

(2) In cases where the Exercise Price is adjusted by the Exercise Price Adjustment Formula and the time when the Post-Adjustment Exercise Price is applied will be determined as follows. Provided, however, the foregoing shall exclude allotments of stock acquisition rights, shares and other securities or rights as incentives to directors and other officers and employees of the Company or its associated company (meaning "associated company" which is defined in Article 8, Paragraph 8 of Regulation on Terminology, Forms and Preparation Methods of Financial Statements, and "associated companies" shall have the same meaning; which shall hereinafter apply):

(i) In the case where the Company newly issues Shares or disposes of its treasury shares (ordinary shares) at a price lower than the market price set forth in Paragraph (4)(ii) below (including any allotment free of charge) (excluding the case of the acquisition, conversion or exercise of any securities or rights acquired by us or claiming the delivery of the Company's ordinary shares or any other securities or rights (including those attached to Bonds with Share Option) that could be delivered to us in exchange for the delivery of the Company's ordinary shares)

Post-Adjustment Exercise Price shall be applied on or after the day following the due date for payment (or, if a due date is specified as a period, the last day thereof) or, if there is a record date for granting rights to shareholders for such issuance or disposition, on or after the day following such date.

(ii) In the event of the issuance of the Company's ordinary shares through a split or allotment of bonus shares

Post-Adjustment Exercise Price shall be applied on or after the day following the record date for the split or allotment of bonus shares (or, if there is no record date for free allotment, the effective date of such allotment).

(iii) In cases where the Company issues securities (including the case of allotment without contribution) which have been acquired by us in exchange for the delivery of the Company's ordinary shares at an amount less than the market price stipulated in (4)(ii) of this Paragraph or issues share warrants or bonds with share warrants or other

securities or rights which can be demanded for the delivery of the Company's ordinary shares (including the case of allotment without contribution).

Post-Adjustment Exercise Price shall be calculated by applying the Exercise Price Adjustment Formula to deem that all of the securities, share warrants or rights to be issued have been acquired at the original acquisition price or have been exercised at the original exercise price and that the Company's ordinary shares have been delivered. Post-Adjustment Exercise Price shall apply on or after the day following the date of payment for such securities or rights or the day following the date of allotment of share warrants (including those attached to bonds with share warrants) and, if any, after the day following the date of record for offering or allotment without charge.

(iv) In cases where the Company issues Shares or disposes of its treasury shares (ordinary shares) at a price lower than the market price set forth in Paragraph (4)(ii) below in exchange for acquiring shares with call option or stock acquisition rights with acquisition clause(including those attached to bonds with stock acquisition rights) issued by the Company, the Post-Adjustment Exercise Price shall apply on the day following the acquisition date.
Notwithstanding the foregoing, if any adjustment of the Exercise Price under (iii) or (v) in this Paragraph has been made prior to such adjustment with respect to the above-mentioned Shares subject to call or the Stock Acquisition Rights subject to call, (including those attached to bonds with the Stock Acquisition Rights) (the "Shares subject to Call, Etc."), (i) only when the Number of Fully Diluted Ordinary Shares (as defined in Paragraph (5) of this Section; the same shall apply hereinafter) after the above-mentioned delivery exceeds the already issued Shares set forth in Paragraph (4)(iii) of this Section immediately preceding the above-mentioned delivery, the adjusted Exercise Price shall be calculated mutatis mutandis by deeming the excess Shares as the "Number of Newly Issued Shares or Disposed Shares" in the Exercise Price Adjustment Formula, and (ii) if the Number of Fully Diluted Ordinary Shares after the above-mentioned delivery does not exceed the already issued Shares set forth in Paragraph (4)(iii) of this Section immediately preceding the above-mentioned delivery, the adjustment set forth in (iv) of this Paragraph shall not be made.

(v) In the event that the downward revision, etc. is made to contribution per Share (in this (v), the "Acquisition Price, Etc.") pursuant to the terms of issue of all of the shares with put option, the Stock Acquisition Rights (including those attached to bonds with the Stock Acquisition Rights) and other securities or rights (the "Shares with Put Option, Etc.") (excluding the adjustment pursuant to the anti-dilution provisions similar to those contained in this Section) and Acquisition Price, Etc. after such downward revision, etc. is below the market price set forth in Paragraph (4)(ii) of this Section as of the date on which such downward revision is made (the "Reset Date of Acquisition Price, Etc.").

(a) If the adjustment of Exercise Price pursuant to (iii) of this Paragraph has not been made prior to the Reset Date of Acquisition Price, Etc. with respect to such Shares with Put Option Etc., the Exercise Price after adjustment shall be calculated by applying (iii) of this Paragraph mutatis mutandis deeming the number of Shares delivered on the assumption that all Shares with Put Option Etc., that are remaining as of the Reset Date of Acquisition Price, Etc. have been converted,

exchanged or exercised at the conditions at the time of the Reset Date of Acquisition Price, Etc. to be "Number of Newly Issued Shares or Disposed Shares" in the Exercise Price Adjustment Formula and shall apply on and after the day following the Reset Date of Acquisition Price, Etc.

(b) If the adjustment to the Exercise Price pursuant to (iii) of this Paragraph or (a) above has been made with respect to the said Shares with Put Option, Etc. prior to the Reset Date of Acquisition Price, Etc., and all of the Shares with Put Option, Etc. remaining on the Reset Date of Acquisition Price, Etc. are deemed to have been converted, exchanged, or exercised under the conditions as of the Reset Date of Acquisition Price, Etc., and the delivery of the Shares has been made, then the Number of Fully Diluted Ordinary Shares exceeds the number of issued Shares of which such downward revision has not been made as set forth in Paragraph (4)(iii) of this Section, the Exercise Price after adjustment shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis by deeming the number of such excessive Shares to be the "Number of Newly Issued Shares or Disposed Shares" in the Exercise Price Adjustment Formula, and shall apply on and after the day following the Reset Date of Acquisition Price, Etc. If more than one reset of the Acquisition Price, Etc. is made in a month, the Exercise Price after adjustment shall be calculated by applying the Exercise Price Adjustment Formula mutatis mutandis to the lowest of the Reset Date of Acquisition Price, Etc., which shall apply on or after the day following the last day of the month.

(vi) In the case referred to in (i) to (v) above, if a record date has been set and the relevant issuance or grant is subject to an approval by the board of directors (provided however, in the case of (ii) it is subject to the approval by the general meeting of shareholders and the board of directors, below will be the same) to be obtained on or after such record date, the post-adjustment Exercise Price shall apply on the day immediately following the date of the relevant approval (when it is subject to several authorized bodies the most latest day when the approval was made will be the day), regardless of the provisions set forth in (i) to (v) above, in which case, the number of Shares to be additionally granted to any Holder of SAR(s) that has made a request for the exercise of the SAR(s) during the period from the day immediately following the relevant record date until the date of the relevant approval shall be calculated in accordance with the following formula, and any fraction less than one whole share arising therefrom shall be rounded down to the nearest one whole share:

$$\text{Number of Shares} = \frac{(\text{Pre-Adjustment Exercise Price} - \text{Post-Adjustment Exercise Price}) \times \text{Number of shares granted at a price equal to the Pre-adjustment Exercise Price during the relevant period}}{\text{Post-Adjustment Exercise Price}}$$

(3) No adjustment shall be made in respect of the Exercise Price if the difference between the Post-Adjustment Exercise Price calculated in accordance with the Exercise Price Adjustment Formula and the Pre-Adjustment Exercise Price is less than JPY 1; provided, however, that, if at a later time there occurs any event which triggers the adjustment of the Exercise Price, the Post-Adjustment Exercise Price shall be calculated by replacing the Pre-Adjustment Exercise

Price with the amount calculated by deducting from the Pre-Adjustment Exercise Price such difference of less than one whole Japanese Yen. Further, no adjustment shall be made to the Exercise Price if the result of which is to reduce such price to below the par value of a Share in which case, the adjusted Exercise Price shall be at par.

(4) (i) With respect to the Exercise Price Adjustment Formula, calculation shall be made to the hundredth (two decimal places) and rounded to the nearest one decimal place.

(ii) The "market price" as used in the Exercise Price Adjustment Formula shall be the average of closing prices for regular trading of the Shares on the TSE during a period of thirty (30) consecutive Trading Days (excluding any day for which there is no closing price) commencing 45 Trading Days prior to the date from which the Post-Adjustment Exercise Price applies (or, in the case referred to the Paragraph (2) (v) above, the record date), and calculation shall be made to the hundredth (two decimal places) and rounded to the nearest one decimal place.

(iii) The "total number of issued shares" as used in the Exercise Price Adjustment Formula shall be the total number of issued Shares as of the record date that has been set to determine the shareholders entitled to receive the allotment of shares or, if there is no such record date, as of the date which is one month prior to the date from which the post-adjustment Exercise Price applies, less the number of ordinary shares held by the Company as treasury shares on the same date. In the case referred to in Paragraph (2) (vi) above, the "number of newly issued shares or disposed shares" as used in the Exercise Price Adjustment Formula shall not include the number of ordinary shares which are allotted in respect of the ordinary shares owned by the Company as treasury shares.

(5) In Paragraph (2) in this Section, "Number of Fully Diluted Ordinary Shares" shall be the number of the Company's ordinary shares as of one month before the date on which the Exercise Price after adjustment is applied less the number of the ordinary shares held thereby as of such date. It shall add; (a) (in Paragraph (2)(iv) of this Section), prior to such adjustment of the Exercise Price, the number of Shares that are deemed to be "Number of Newly Issued Shares or Disposed Shares" under Paragraph (2) or (6) of this Section and the delivery thereof has not yet been made (excluding the number of Shares that are deemed to be "Number of Newly Issued Shares or Disposed Shares" under Paragraph (2) or (6) of this Section and the delivery thereof has not yet been made with respect to the relevant Shares subject to Call, Etc., prior to the adjustment of such Exercise Price) plus the number of Shares that will be delivered in exchange for the acquisition of the Shares subject to Call, Etc.; and (b) (in Paragraph (2)(v) of this Section), the number of Shares that are deemed to be "Number of Newly Issued Shares or Disposed Shares" under Paragraph (2) or (6) of this Section and the delivery thereof has not yet been made (excluding the number of Shares that are deemed to be "Number of Newly Issued Shares or Disposed Shares" under Paragraph (2) or (6) of this Section and the delivery thereof has not yet been made with respect to the relevant Shares with Put Option, Etc., prior to the adjustment of such Exercise Price) plus the number of Shares that will be delivered resulting from conversion, exchange or exercise of all of the Shares with Put Option, Etc. remaining on the Reset Date of Acquisition Price, Etc. under the conditions as of the Reset Date of Acquisition Price, Etc.

(6) In addition to the cases referred to in Paragraph (2) above as those which require an adjustment of the Exercise Price, the Company shall, upon consulting with the Holder of the SAR, conduct the necessary adjustments to the Exercise Price when:

(i) an adjustment of the Exercise Price becomes necessary in relation to any share consolidation, share re-classification, capital reduction, company split , share exchange or merger;

(ii) an adjustment of the Exercise Price otherwise becomes necessary for any change or likely change in the number of the Company's issued ordinary shares; or

(iii) there occurs two or more Exercise Price adjustment triggering events at around the same time and, in determining the market price to be used for calculating the post-adjustment Exercise Price for one event, the effect of the other event needs to be considered.

(7) Notwithstanding the other provisions of this Paragraph, if the date on which the Exercise Price adjusted under this Paragraph first applies corresponds to the Adjustment Date of the exercise price under Section 10, the Company will make the necessary adjustments to the Exercise Price. Provided, however, that even in this case, such adjustment shall be made with respect to the minimum exercise price.

(8) When adjusting the Exercise Price (including the case where the minimum exercise price is adjusted), Company shall notify the Holder of SAR in writing of the fact that such adjustment will be made, the reason, Post-Adjustment Exercise Price, Pre- Adjustment Exercise Price, the effective day of Post-Adjustment Exercise Price, and other necessary matters no later than the day prior to the effective start date of the Post-Adjustment Exercise Price. Provided, however, in the event that the above notice cannot be given by the day prior to the applicable starting date, such notice shall be given as soon as possible after the applicable starting date in the event of any of the cases stipulated in (2)(vi) above.

12. Period during which the SAR may be exercised

The period shall be from December 24, 2025 to December 23, 2027. If the last day of the Exercise Period is not a Business Day in Hong Kong, the previous Business Day in Hong Kong shall be the last day of the Exercise Period. Provided, however, in the event it is necessary to suspend the exercise of the SAR in order to carry out the organizational restructuring stipulated in Section 15, and Company notify the Holder of SAR(s) of the period for suspending the exercise of the SAR (such period shall not exceed one month) and other necessary matters no later than one month prior to the commencement date of such period, no request for the exercise of the following period shall be made during this period.

13. Other Conditions for the Exercise of the Stock Acquisition Rights

None of the Stock Acquisition Rights may be exercised in part.

14. Reasons for and Conditions for Acquisition of Stock Acquisition Rights

(1) If the Company's Board resolves, the Company may obtain all or a part of the remaining SAR by paying the amount equivalent to the amount so paid per Stock Acquisition Rights on the said acquisition date after making a notification or announcement 15 calendar days prior to the date of buy back specified by the Company's Board.

(2) If a tender offer pursuant to the Financial Instruments and Exchange Act is conducted for the Shares, the Company expresses an opinion in favor of the tender offer, the Company or the tender offeror announces or accepts that the Shares may be delisted from the TSE as a result of the tender offer (excluding cases where the Company or the tender offeror announces that it will make an effort to maintain the listing of the Shares even after the tender offer), and the tender offeror acquires the Shares through the tender offer, then, the Company shall, as soon as practically possible, give notice in accordance with the provisions of Article 273 of the Companies Act, as applied mutatis mutandis, and acquire all remaining Stock Acquisition Rights on the acquisition date prescribed by the Company's Board in an amount equal to the amount so paid per Stock Acquisition Right.

(3) If, after the amendment to the articles of association by which the Shares will be converted to class shares subject to class-wide call, a general shareholders' meeting of the Company passes a resolution to the effect that all Shares will be acquired in exchange for consideration, if the Company's board of directors passes a resolution to the effect that it approves a demand for share, etc. cash-out by the Company's special controlling shareholder (as defined in Article 179, Paragraph (1) of the Companies Act) to the Company's other shareholders, or if a general shareholders' meeting of the Company passes a resolution to the effect that a consolidation of the Shares accompanied by delisting has been approved, then, the Company shall, as soon as practically possible, give notice in accordance with the provisions of Article 273 of the Companies Act, as applied mutatis mutandis, and acquire all remaining Stock Acquisition Rights on the acquisition date prescribed by the Company's Board in an amount equal to the amount so paid per Stock Acquisition Right.

(4) If a Reason, Etc. for Delisting (as defined below) has arisen regarding the Shares or if the Shares have been designated as securities under supervision or subject to delisting by the TSE, then, the Company shall acquire all remaining Stock Acquisition Rights on the date two (2) weeks after the said Reason, Etc. for Delisting occurred or said designation was made (or the next Business Day in the case of a holiday) in an amount equal to the amount so paid per Stock Acquisition Right.

"Reason, Etc. for Delisting" means any of the following reasons:
Cases where:

i. any reason set forth in Rule 601, Paragraph 1 of the TSE's Securities Listing Regulations (as amended) arises with respect to the Company or any of its associated companies or subsidiaries; or

ii. if the Company is in a state of insolvency in its financial statements or consolidated financial statements as of the last day of the relevant business year, and the Company fails to resolve the state of insolvency by the date on which six (6) months have elapsed from the day following the last day of the relevant business year.

15. Delivery of SAR through Organizational Restructuring

In the event of an absorption-type merger in which the Company becomes a corporation which ceases to exist after merger, a consolidation-type merger in which the Company becomes a corporation which is consolidated, an absorption-type split in which the Company becomes an absorption-type split company, an incorporation-type split in which the Company becomes a splitting company, a share exchange in which the Company becomes a corporation which becomes a wholly-owned subsidiary after share exchange, or a share transfer in which the

Company becomes a wholly-owned subsidiary after share transfer (hereinafter collectively referred to as "***Organizational Restructuring Act***"), the corporation which continues to exist after merger, the corporation which is incorporated by consolidation-type merger, the corporation which succeeds to business after absorption-type split, the corporation which is incorporated by incorporation-type split, the corporation which becomes a wholly-owning parent corporation after share exchange or the corporation which becomes a wholly-owning parent corporation which is incorporated by share transfer (hereinafter collectively referred to as "Restructuring Company") shall deliver new stock acquisition rights to the Holder of SAR instead of the remaining SARs existing immediately prior to the effective date of the said Organizational Restructuring Act.

(1) Number of new SAR to be delivered

The number of SAR held by the Holders of SAR shall be reasonably adjusted in consideration of the conditions for Organizational Restructuring Act. Fractions less than one unit after adjustment shall be discarded.

(2) Class of shares to be newly delivered

Similar shares of the Restructuring Company

(3) Method for calculating the number of shares to be newly delivered

Adjustment shall be made reasonably in consideration of the conditions of Organizational Restructuring Act, etc. Fractions less than one share after adjustment are rounded up.

(4) The value of the property to be contributed upon the exercise of the newly delivered SAR

Adjustment shall be made reasonably in consideration of the conditions of Organizational Restructuring Act, etc. Fractions less than JPY one after adjustment shall be rounded up.

(5) Exercise period, conditions for exercising, terms for acquisition, delivery of share warrants in the case of Organizational Restructuring Act and non-issuance of share warrant certificates

Determination shall be made in the event of Organizational Restructuring Act in accordance with Section 12 to 15 and 17.

16. Method of Exercise of the SAR

(1) In order to exercise the SAR, the Holder of SAR(s) must notify the matters required to be notified in making a request for such exercise according to the below method during the period set forth in Section 12. The Holder of SAR(s) must send a copy (PDF) of the exercise notice as described in the preceding sentence by email to the Company and Conyers Trust Company (Cayman) Limited acting as registered office and share registrar for the Company, , it being understood that the exercise notice shall be duly served immediately upon delivery of the copy (PDF) to the Company regardless of whether such notice has arrived to the registered office and share registrar for the Company

(2) In order to exercise the SAR, the Holder of SAR must notify the Company of necessary items in the Exercise Request Form and fully pay in cash into the Company-designated account held with the Subscription Payment Handling Place set forth in Section 21 below the total amount of the cash to be paid as contribution upon the exercise of the relevant SAR ("Total Amount of Exercise Price ") (such Total Amount of Exercise Price shall be calculated by the applicable Exercise Price multiplied by the number of SAR to be exercised as described in the relevant exercise request (email) which email must be received by the Company by 1:00 p.m. (Hong Kong time on a Business Day)). If the payment is made in any currency other than Japanese Yen, provided that such currency is limited to HKD, USD or SGD, the Total Amount of

Exercise Price shall be calculated using the applicable exchange rate on the date of payment as follows: (i) the middle rate for buying and selling of telegraphic transfer of MUFG Bank, Ltd. of JPY and the relevant currency, or (ii) an exchange rate mutually agreed upon by the Company and the Holder of SAR. In both cases, the exchange rate shall be rounded up to the nearest one decimal place. The Holder of SAR will provide (i) in the case of an international wire transfer, a copy of the SWIFT MT103 payment confirmation (a standard international payment instruction issued via the SWIFT network) no later than 9:00 a.m. (Hong Kong time on a Business Day) , or (ii) in the case of a domestic Hong Kong transfer, a copy of a bank payment advice or other equivalent domestic transfer confirmation no later than 1:00 p.m. (Hong Kong time on a Business Day).

(3) The exercise of the SAR shall become effective, and the Holder of SAR shall be granted Shares underlying those SAR and entitled to be registered as the holder of said Shares on the register of member of the Company, on the date when all of the matters required to be notified in making a request for such exercise have been notified (by email) to the place set forth in Paragraph (1) above no later than 1:00 p.m. (Hong Kong time on a Business Day) and the Total Amount of Exercise Price has been fully paid into the account set out in Paragraph (2) above no later than 2:30 p.m. (Hong Kong time on a Business Day), provided that such payment shall be made without deduction for bank charges or fees.
If the Exercise Request Form is delivered later than 1:00 p.m. (Hong Kong time on a Business Day), and/or the confirmation of receipt of the Total Amount of Exercise Price occurs later than 2:30 p.m. (Hong Kong time) on the same Business Day or immediately following Business Day, the exercise of the SAR may become effective on the next Business Day after such confirmation. In such cases, the Issuer shall, on a best-efforts basis, ensure that the Shares are issued or transferred no later than the next Business Day following the confirmation of receipt of the Total Amount of Exercise Price. Provided, however, that the Exercise Price shall still be determined in accordance with the Exercise Request Form.

17. Non-Issuance of Certificates Representing SAR
The Company shall not issue certificates representing the Stock Acquisition Rights.

18. Method of Delivery of Shares
The Company shall deliver newly issued ordinary shares of the Company, and/or the Campany's ordinary shares held in the account of the Company under the book-entry transfer system of the Securities Custody and Book-Entry Transfer Company (hereinafter referred to as the "JASDEC") immediately after the exercise of the SAR through Horsford Nominees Limited (hereinafter referred to as the "Nominee") to the account designated by the Holder of SAR. In the event the exercise request form is received no later than 1:00 p.m. (Hong Kong time on a Business Day) and the confirmation of receipt of the Total Amount of Exercise Price occurs no later than 2:30 p.m. (Hong Kong time) on the same Business Day, the Company's register of members and/or the register kept by the Nominee shall be updated on the same day, and anything else shall be updated on the following Business Day after the confirmation of receipt of the Total Amount of Exercise Price. Provided, however, that no technical impossibility or cause beyond the control of the Company, Conyers Trust Company (Cayman) Limited, nominees or JASDEC has occurred.

19. Method of Calculation of the amount of subscription money for the SAR and the Amount of the Property to be Provided as Contribution upon the Exercise of the SAR

Taking into consideration the various conditions set forth herein and in the third party allotment agreement to be entered into with the Expected Allottees, and based on the "Monte Carlo" simulation, which is a generally-accepted price calculation method, and by referring to the results of the assessment made by the valuation institute on the basis of certain assumptions made in relation to the stock price of the Company's shares, the liquidity of the Company's shares, volatility of the Company's shares and the exercise of rights by the Expected Allottees etc., the Company has decided that the amount of subscription money to be paid for each SAR shall be equal to JPY0.25. The amount of the property to be provided as contribution upon the exercise of the SAR shall be as set forth in Section 9 above.

20. Exercise Request Handling Place and Email Address
Handling Place : Beat Holdings Limited
Address: Suite 2103 Infinitus Plaza 199 Des Voeux Road Central, Hong Kong
Email Address: comsec@beatholdings.com
Email Address (CC)： jack.yiu@conyers.com
brain.wong@conyers.com

21. Subscription Payment Handling Place
Name of Company: The Hongkong and Shanghai Banking Corporation Limited
Address: China Insurance Group Building, 141 Des Voeux Road Central, Sheung Wan, Hong Kong

22. Other Conditions
The Company shall be permitted to modify the provisions of these Terms and Conditions after the Payment Date, but only in the event that such modifications are required and necessary in accordance with amendments to the Companies Act, as applied mutatis mutandis, in order to ensure that all arrangements relating to the Stock Acquisition Rights are consistent with the Companies Act, as applied mutatis mutandis.

This document is the English translation of the official Japanese version of the Press Release ("Official Japanese Version"). This English translation was prepared for your reference. In the event of any discrepancy between the Official Japanese Version and this English translation, the Official Japanese Version will prevail.

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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 Second Section (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.