September 14, 2026

Dear Sirs,

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

Extraordinary General Meeting of Shareholders (Date/Time, Venue and Agenda)

The Company announced the press release "Reset Record Date for Extraordinary General Meeting of Shareholders and Set Record Date for Annual General Meeting of Shareholders" dated April 28, 2026 that we have reset the record date of the Extraordinary General Meeting of Shareholders of the Company (**"EGM"**) to be May 13, 2026, and that we will announce the date, time, venue, agendas and others of the EGM once they are fixed. In our press release "Withdrawal of Shareholders Proposal and New Shareholders Proposal" dated August 21, 2026, we announced that we have received a shareholders' proposal from H.a.N Group (defined in the next page).

Today we hereby announce that the board of directors of the Company decided the date/time, venue and matters to be resolved at the EGM as follows.

In accordance with the amended and restated articles of association of the Company (as amended), registered shareholders whose names appear on the Company's register of members on May 13, 2026 are permitted to attend and vote at the EGM. Beneficial shareholders who held shares through a clearing system such as Japan Securities Depository Center, Inc. of the record date on May 13, 2026 are permitted to vote (select yeas and nays for each agenda) through sending back the exercise voting card to be sent to beneficial shareholders on a later day, attend at the EGM and ask questions provided that they first verify themselves as a beneficial shareholder as of May 13, 2026 (record date) by presenting his/her official identity card and the original of the Notice of EGM together with the envelope in which the Notice was enclosed at the entrance to the meeting.

1. Date and time — November 24, 2026 (Tuesday) at 10 a.m. (Tokyo time)

2. Venue — 2F, "Meeting Room A", Hotel Asia Center of Japan, 8-10-32, Akasaka, Minato-ku, Tokyo, Japan

3. Agenda for the meeting

Matters to be resolved

< Proposed by Shareholders (Item No. 1 and Item No. 2) >

Item No. 1 - To Authorize and Direct the Board of Directors to Issue New Shares through Debt Equity Swap (DES) by Third Party Allotment

Item No. 2 - To Authorize and Direct the Board of Directors to Issue Moving-strike Warrants (MSW) by Third Party Allotment (subject to passing of Item No. 1)

AGENDA AND THE REFERENCE MATERIAL:

Background of Placing Item No. 1 and Item No. 2

On August 20, 2026, the Company has received a proposal ("**Proposal**" or "**Third-Party Allotment**") from our shareholders, Mr. Lian Yih Hann ("**Ren**" or "**Mr. Lian**"), and entities 100% owned by Mr. Lian, including Prime Beauty Limited, Here And Now Holdings Limited, Han Group Limited and Smart Beat Profits Limited (total number of voting rights beneficially held: 41,999,610, holding ratio against total voting rights of all shareholders: 22.91%, collectively "**H.a.N Group**"), to buy-back all unexercised moving-strike warrants issued on December 23, 2025 (Note 1), and to issue 400,000,000 ordinary shares by debt equity swap ("**DES**", Item No. 1) with 84.6% discount (against the closing price of JPY13 on August 19, 2026) per share to market price, and 100,000,000 moving-strike warrants ("**MSW**", Item No. 2) with 0% discount exercise price to market price, subject to shareholders' approval at the Extraordinary General Meeting of Shareholders ("**EGM**").

The Company has reviewed the Proposal. However, due to the reasons in the following "Opinion of the Board of Directors to Item No. 1 and Item No. 2", we have placed this matter to the EGM, since we believe it is appropriate to confirm the wishes of our shareholders.

(Note 1) We will announce our policy of such buy-back as soon as decided, since it is a matter for the Board of Directors to resolve.

Opinion of the Board of Directors to Item No. 1 and Item No. 2

The Company's consolidated net assets as of June 30, 2026, was barely USD909 thousand (JPY148 million) (Note 2) and in case the Company's consolidated net asset becomes negative as of the end of December 2026, and remain negative as of the end of December 2027, the Company's ordinary shares will be delisted. In addition, currently it is hard for the Company to raise funds to proceed with business, repay loans, and for working capital, other than by additionally withdrawing loans from the revolving credit facility ("**Credit Facility**"). After receiving the Proposal to address these problems, the Company had negotiated with H.a.N Group.

However, it is difficult to judge that the high discount rate of the DES issue price per share (HKD0.1) against the market price would not unduly harm the interests of existing shareholders, and it is difficult to explain adequately of the impacts of the high dilution ratio of this Third-Party Allotment (272.7% at most) to the market liquidity and share prices. In addition, it is expected to take some time to prepare a plan of usage of fund raised from exercise of MSW for investment business.

In November 2022 the Company acquired 30% equity interest in Fame Rich Enterprises Limited from Mr. Lian, and in January 2025 we acquired 353,600 shares of Beaglee Inc. (TSE Standard Market, Code: 3981) 5.64% (rounded up to the 2nd decimal place) of total shares outstanding (at that time) by making Mr. Lian's wholly-owned company as our subsidiary, mainly to increase the asset of the Company. In addition, since January 2023, Mr. Lian has been providing a Credit Facility of HKD200 million (JPY4,142 million) (Note 2) to the Company. Further, in 2024 by implementing two third-party allotments (DES/ stock acquisition rights) with Mr. Lian, the Company could resolve its negative net asset and avoid delisting. As in the above, Mr. Lian has supported us to rebuild the Company in various ways, even under the poor financial situation of the Company and high risks.

Given that the 2024 third-party allotments mentioned above enabled us to avoid delisting, we believe that we could protect all shareholders, including minority shareholders. However, regarding this Third-Party Allotment, while the Company has to reduce its debts and raise funds, as it is difficult to judge/explain the high discount rate and dilution ratio as mentioned above, it is hard for the Company to support the Proposal at this moment, and we are neutral against the Proposal.

Notwithstanding the foregoing, the Articles of Association of the Company (as amended) provides that upon a requisition by 5 or more members holding in aggregate not less than 3% of the paid-up capital an extraordinary general meeting shall be held for the transaction of any business specified in the requisition. Accordingly, given that we deem it appropriate to ascertain the views of our shareholders on this matter, we have placed the Proposal received from H.a.N Group on the agenda for the EGM.

In case Item No.1 and Item No.2 had been approved at the EGM by special resolution, the Board of Directors are expected to resolve the issuance of new shares and MSW, within one month from the date of EGM as proposed in each Item. In that case, regarding matters that are currently difficult for the Company to judge or explain ("the high discount rate would not unduly harm the interests of existing shareholders", and "the impacts of the high dilution ratio to the market liquidity and share prices", mentioned above), we plan to provide the results of our consideration to the extent possible at that time. In addition, we are expecting to provide information of the plan of usage of fund for investment business.

(Note 2) The amounts in JPY are calculated by USD1=JPY162.39 and HKD1=JPY20.71, from the quotations by MUFG Bank, Ltd. for buying and selling spot USD as of June 30, 2026.

Conditions to Resolve Item No. 1 and Item No. 2

As stated in the Proposal, in case issuing new ordinary shares through DES (Item No.1) has been approved by special resolution, then the meeting will proceed to vote on issuing the stock acquisition rights (Item No.2) by special resolution. Therefore, in case Item No.1 has not been approved, no vote will be taken on Item No.2.

< Proposed by Shareholders (Item No. 1 and Item No. 2) >

Item No. 1 – To Authorize and Direct the Board of Directors to Issue New Shares through Debt Equity Swap (DES) by Third Party Allotment

This Item is for the shareholders to resolve the following proposal which had been proposed by H.a.N Group.

It is proposed that the shareholders consider and, if thought fit, approve to authorize the Board to issue the ordinary shares by third party allotment in the form of debt equity swap to a party/parties of H.a.N Group and/or entities nominated by H.a.N Group in the way of third-party allotment, with substantially the same terms and conditions outlined in part 3. Details of Proposal below by Special Resolution.

Article 12 (1) of the Articles of Association of the Company(as amended) provides that the Board's power to allot unissued shares is expressly subject to "any direction that may be given by the Company in general meeting". Where shareholders have validly requisitioned a general meeting under Article 38 of the Articles of Association and passed a resolution directing the Board to issue shares, the Board is obliged to carry into effect that decision.

Under the laws of the Cayman Islands, shareholders are entitled to have the affairs of the Company

conducted in accordance with its Articles of Association. Non-compliance may give rise to claims or proceedings under Cayman law.

Once this Item No.1 is approved by shareholders, the Board will further fix the detailed terms and conditions and others with the allottee(s).

1. Propose For Debt Equity Swap And To Subscribe Up To 100,000,000 Stock Acquisition Rights

H.a.N Group highly value Beat Holdings Limited ("**Beat**")'s strategic pivot toward adopting and systematically accumulating Bitcoin and Bitcoin-related ETFs ("**BTC**") as its primary treasury asset. To protect our shared interests, reduce Beat's debt overhang, and empower management to accelerate the execution of its Bitcoin acquisition strategy, H.a.N Group—as shareholders—respectfully submit this proposal to the Board. H.a.N Group proposes a direct debt restructuring and strategic investment framework of at least approximately JPY2.1 billion[1].

In July 2025, Ren has provided a JPY5 billion revolving bond facility ("**Multi-Series BTC Bond**") and subscribed to a portion of the 45,000,000 stock acquisition rights ("**SAR1**") in December 2025. However, Beat's current share price has declined significantly which currently impedes the exercise of SAR1 and Beat's debt level has also increased.

In order to address Beat's current issues, H.a.N Group hereby proposes the issuance of 400,000,000 ordinary shares by debt equity swap at conversion rate of HK$0.1 per share, alongside the issuance of 100,000,000 moving-strike warrants with 0% discount in Item No.2, convertible into 272.7% of the total outstanding shares on a fully diluted basis, subject to approval by shareholders at this extraordinary general meeting of shareholders.

Since the current market price sits far below the floor exercise price, SAR1 cannot realistically be exercised, limiting Beat's fundraising capacity. Additionally, because the 0% discount MSW is much better for Beat than the 6% discount SAR1, H.a.N Group requests Beat to promptly buy back the remaining 43,700,000 SAR1 balance issued to Ren and Cantor Fitzgerald & Co. on 23 December 2025. Contingent upon buy back of the SAR1 and the issuance of ordinary shares through DES, Ren commits to extending Beat's HK$200 million credit facility for an additional six months.

2. Current Situation Of Beat

Beat has announced plans to increase its investment in cryptocurrencies—specifically Bitcoin and/or its Exchange Traded Fund—from JPY1 billion to JPY5 billion. To date, Beat has deployed approximately JPY2.9 billion in BTC, leaving an unfulfilled funding gap of JPY 2.1 billion to meet its stated target.

Ren has provided Beat with a credit facility of USD25.6 million (JPY4.1 billion), of which Beat has drawn down USD18.0 million (JPY2.9 billion), leaving a balance of USD7.6 million (JPY1.2 billion) available for withdrawal. Ren has also extended a Multi-Series BTC Bond facility of up to JPY5 billion (USD31.3 million) to Beat, but certain issuance conditions could not be fulfilled at

1. Using most recent share price of JPY13 on August 19, 2026

the moment[2].

Beat issued 45,000,000 moving-strike SAR1 in December 2025. However, the floor exercise price of the SAR1s is significantly higher than the current market price, it is unlikely that holders will further exercise any rights at the moment. As a result, Beat cannot issue additional bonds at this time, as a key bond issuance condition has not been met—specifically, that the total funds raised from the exercise of SARs must be no less than 75% of the notional value of the outstanding bonds. H.a.N Group therefore request Beat to buy back the SAR1 and issue new MSW with 0% discount to market price as in Item No.2.

To break this deadlock, Beat must proactively reduce its debt liabilities and generate fresh capital to fund its primary treasury asset strategy via debt equity swap and alternative stock acquisition structures.

3. Details Of Proposal

H.a.N Group proposes issuance of MSW in Item No.2 together with this DES. In case this DES is not approved by shareholders, H.a.N Group will not subscribe for the MSW.

H.a.N Group requests this DES, to be put to the EGM for voting first. If this DES is passed, the meeting will then proceed to vote on MSW in Item No.2. If this DES fails to pass, no vote will be taken on MSW in Item No.2.

• DEBT EQUITY SWAP (DES)

H.a.N Group proposes Beat to issue following ordinary shares by DES to Ren and/or entities nominated by Ren with total consideration of approximately JPY800 million, subject to a special resolution of shareholders of Beat. Upon buy back of the SAR1 and issuance of such ordinary shares, Ren commits to extend the HK$200 million credit facility granted to Beat for another 6 months.

1. Number of Ordinary Shares to be Issued	400,000,000 (218.2% of current total issue shares)
2. Issue Price	HK$0.1 per share **
3. Expected Amount of funds to be raised	HK$40,000,000 (around JPY800 million), all paid-in by means of DES
4. Allotment Date	The date when Beat's Board meeting is held to approve the issuance, within one month from the date of Beat's shareholders' meeting to be held and which approves this Proposal
5. Commitment by Ren	Ren commits to extend the HK$200 million credit facility granted to Beat for another 6 months, i.e. expiry date to be extended to September 29, 2027, contingent on no change in the Board of Directors of Beat during the period of credit facility.
6. Allotment method and allottee	Third party allotment,

2. Use exchange rate of USD1 = JPY160

	allot to a party/parties of H.a.N Group and/or entities nominated by H.a.N Group
7. Others	Issuance subject to approval by Beat's shareholders.

** Based on publicly announced information of Beat, H.a.N Group estimated Beat's net asset value per share at year end is about JPY2.5, H.a.N Group therefore propose a DES at HK$0.1 (par value of ordinary share, roughly JPY2).

	USD	JPY	No. of outstanding shares	Net asset value / share JPY
2025Q4 net asset	7,947,000	1,271,520,000	183,335,578	**6.94**
2026 net loss	(5,082,000)	(813,120,000)		
2026Q4 net asset	2,865,000	458,400,000	183,335,578	**2.50**

Note:
- use exchange rate of USD1 = JPY160
- assume the forecasted 2026 net loss is same as change in net asset

4. Details Of Ren

1.	Name:	Lian Yih Hann
2.	Address:	North Point, Hong Kong
3.	Occupation:	Businessman
4.	Relationship with Beat	• shareholder, beneficially holding 22.9%, • chairman of BTC Treasury Board, • director of Fame Rich group

5. Reason For Proposal

- DEBT RESTRUCTURING AND SOLVENCY
  Given Beat's high indebtedness and sustained operating deficits, the company lacks the capacity for short-term debt settlement. A DES is the most effective instrument at this juncture to restructure debt. By converting debt to equity, Beat enhances its capital position and is able to address delisting concerns.

Item No. 2 - To Authorize and Direct the Board of Directors to Issue Moving-strike Warrants (MSW) by Third Party Allotment (subject to passing of Item No. 1)

This Item is for the shareholders to resolve the following proposal which had been proposed by H.a.N Group. This Item would be voted only in case Item No. 1 has passed, and would not be voted in case

Item No. 1 has not passed.

It is proposed that the shareholders consider and, if thought fit, approve to authorize the Board to issue new stock acquisition rights to a party/parties of H.a.N Group and/or entities nominated by H.a.N Group in the way of third-party allotment, with substantially the same terms and conditions outlined below by Special Resolution.

Article 12 (1) of the Articles of Association of the Company (as amended) provides that the Board's power to allot unissued shares is expressly subject to "any direction that may be given by the Company in general meeting". Where shareholders have validly requisitioned a general meeting under Article 38 of the Articles of Association and passed a resolution directing the Board to issue shares, the Board is obliged to carry into effect that decision.

Under the laws of the Cayman Islands, shareholders are entitled to have the affairs of the Company conducted in accordance with its Articles of Association. Non-compliance may give rise to claims or proceedings under Cayman law.

Once this Item No.1 and Item No.2 are approved by shareholders, the Board will further fix the plan of usage of fund for investment business and detailed terms and conditions with the allottee(s).

1. Moving-Strike Stock Acquisition Rights With 0% Discount

Should the DES in Item No.1 be approved by shareholders of Beat at the coming EGM, we propose Beat to issue following moving-strike stock acquisition rights with 0% discount to Ren and/or entities nominated by Ren, targeting an estimated cash injection of JPY1.3 billion[3] through a special resolution of shareholders of Beat in the same EGM. While 0% discount stock acquisition rights technically only require an ordinary resolution under standard corporate governance, utilizing a special resolution adds a critical layer of protection for minority shareholders' interests by demanding a higher approval threshold.

1. Number of Stock Acquisition Rights to be Issued	100,000,000 (54.5% of current total issue shares)
2. Issue Price	The fair value of the MSW based on valuation report
3. Conversion ratio of Stock Acquisition Rights	1 MSW to 1 ordinary share
4. Exercise Period	3 years
5. Exercise Price	The exercise price of MSW to be reset to 100% of the prior day closing price of Beat shares
6. Expected Amount of Funds to be Raised	Issue Amount: Issue Price x 100,000,000 shares, by cash Estimated Exercise Amount: JPY1,300,000,000 (around USD8,125,000, using latest closing price of JPY13), by cash
7. Allotment Date	The date when Beat's Board meeting is held to approve the issuance within one month from the date of Beat's

3. Using most recent share price of JPY13 on August 19, 2026

	shareholders' meeting to be held and which approves this Proposal
8. Allotment Method and Allottee	Third party allotment, allot to a party/parties of H.a.N Group and/or entities nominated by H.a.N Group
9. Others	● Issuance subject to obtaining shareholders' approval at Beat's shareholders' meeting; ● Buy back clause: Beat has option to buy back all or part of the MSW, from the allotment date of the MSW to 1 month before the expiration of the Exercise Period, at same price as the original Issue Price; ● Transferable upon approval by the Board, without unreasonable delay, withholding or denial.

2. Reason For Proposal

a) CAPITAL GENERATION

Existing SAR1s are "out of the money", rendering them ineffective for immediate capital raising. New funding is essential to sustain Beat's cryptocurrency investment strategy. Approving the MSW proposal will provide additional, non-repayable funds. This flexible capital will support both debt reduction and growth.

b) STRATEGIC ALIGNMENT AND FAVORABLE TERMS

The MSW feature a 0% discount to market price. H.a.N Group offer these highly attractive terms to demonstrate our strong confidence in Beat's prospects and to align our interests with its success. In return, Beat benefits from low-cost financing without immediate dilution or upfront cash outlay.

c) WHY BEAT?

As the only Cayman Islands company listed on the Tokyo Stock Exchange with Bitcoin as its primary treasury asset, Beat benefits from a tax status that exempts it from capital gains tax on BTC investment profits. This stands in stark contrast to Japanese individual crypto investors, who are subject to a maximum capital gains tax rate of 55%[4].

d) WHY NOW?

During the ongoing 2026 U.S.-Israel-Iran war, Bitcoin has evolved from a passive inflation hedge into a vital geopolitical financial tool. For citizens and nation-states, it serves as a critical mechanism to protect wealth from domestic inflation, and settle strategic international trade tolls, while functioning as a neutral sovereign reserve asset. This real-world utility during the Middle East crisis—validated by Iran forcing Strait of Hormuz shipping tolls to be paid in cryptocurrency amid a newly reinstated U.S. naval blockade —underlines why Beat must aggressively accelerate its accumulation strategy. By purchasing discounted Bitcoin during recent war-driven market dips, Beat can drastically lower its corporate dollar-cost average and insulate its corporate treasury against the inevitable monetary degradation and currency debasement triggered by global warfare.

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

3. Use Of Proceeds

H.a.N Group propose that the proceeds from the issuance and exercise of MSW should be used as follows:

MOVING-STRIKE STOCK ACQUISITION RIGHTS (MSW)

1.	Investment Business:	Around 45% of the cash raised after deduction of working capital, investment in cryptocurrencies including Bitcoin and its exchange traded funds
2.	Repayment of bond and/or loans:	Around 55% of the cash raised after deduction of working capital, repayment part of outstanding bonds and/or loans
3.	Working Capital:	HK$20,000,000

[END]

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 software products and services as well. Beat is listed on Tokyo Stock Exchange's Standard Market (TSE: 9399).

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

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