



บริษัท เอ็กซ์ ไบโอไซเอนซ์ จำกัด (มหาชน)
304 อาคารวานิชเพลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน
เขตพญาไท กรุงเทพมหานคร 10400
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X BIOSCIENCE PUBLIC COMPANY LIMITED
304 VANIT PLACE AREE TOWER (TOWER A), ROOM
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,
SAMSEN NAI, PHAYA THAI, BANGKOK 10400
Tel. 02 278 5456 www.xbio.co.th

26 June 2026

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 2/2026

To Shareholders
X Bioscience Public Company Limited

Enclosures

1. Copy of the Minutes of the 2026 Annual General Meeting of Shareholders
2. Summary of Key Features of Warrants to Purchase New Ordinary Shares in X Bioscience Public Company Limited No. 9 (XBIO-W9) to be allocated to the existing shareholders in proportion to their shareholding (Rights Offering)
3. Capital Increase Report Form (F53-4)
4. The Information Memorandum of the Issuance and Offering of New Ordinary Shares to Reserve for the Exercise of Warrants to Purchase Ordinary Shares of X Bioscience Public Company Limited No.9 (XBIO-W9)
5. Company's Article of association specific to the shareholders' meeting
6. Profile of the Independent Directors to be Appointed as Proxy of Shareholders and the Definition of Independent Director
7. Proxy Forms A, B, and C
8. Personal Data Protection Notice for shareholders' Meeting
9. Guidelines for attending shareholders' Meeting through Electronic Media (E-Meeting) and the Appointment of Proxies through IR PLUS EGM application

The Board of Directors of X Bioscience Public Company Limited (the “**Company**”) would like to inform the shareholders that the Board of Directors' Meeting No. 8/2026, held on 29 May 2026, resolved to convene the Extraordinary General Meeting of Shareholders No. 2/2026 (the “**EGM 2/2026**”) on Monday, 6 July 2026, at 13:00 hrs., via electronic media in accordance with the Royal Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws. The Meeting system control venue shall be at the Head Office of X Bioscience Public Company Limited. The Meeting agenda is as follows:



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Agenda 1 To certify the Minutes of the 2026 Annual General Meeting of Shareholders held on 30 April 2026

Fact and Reasons

Shareholders are invited to jointly consider and certify the minutes of the 2026 Annual General Meeting of Shareholders, which was held on 30 April 2026. The minutes were prepared and submitted to the Stock Exchange of Thailand (“SET”) within 14 days from the 2026 Annual General Meeting of Shareholders and published on the Company’s website. Details are set out in the Copy of the Minutes of the 2026 Annual General Meeting of Shareholders **Enclosure 1** which has been sent to all shareholders along with this invitation.

Opinion of the Board of Directors

The Board of Directors has reviewed such minutes and concluded that it’s accurately recorded. Therefore, after due consideration, the Board recommends that such minutes, be proposed to the EGM 2/2026 for further certification.

Voting Requirement

The resolution for this agenda requires a majority vote of the shareholders, who are present at the meeting and cast their votes.

Agenda 2 To consider and approve the relocation of the Company’s head office and the amendment to Clause 5. of the Company’s Memorandum of Association to be in line with the relocation of the Company’s head office

Fact and Reasons

As the Company wishes to relocate of the Company’s head office, which shall be complete within 30 days from the resolution of EGM 2/2026. The details of the relocation are as follows:

Previous address: No. 304, Vanit Place Building A, Room No. 1803, 18th Floor, Ari, Phaholyothin Road, Samsen Nai Sub-district, Phaya Thai District, Bangkok

New address: No. 4/102, Moo 11, Lat Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province

In addition, as a result of such relocation of the Company’s head office, Clause 5. of the Company’s Memorandum of Association must also be amended according to the following details:



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Existing: Clause 5. The Company's Head Office Address is located in **Bangkok**.

Amended: Clause 5. The Company's Head Office Address is located in **Pathum Thani Province**.

In addition, the Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, to undertake all necessary actions in connection with the registration of the change of the Company's and its subsidiaries' head office address with the Department of Business Development, Ministry of Commerce, the Social Security Office, and the Revenue Department, including having the authority to amend, revise, and perform any acts necessary to complete such registration and related actions.

Opinion of the Board of Directors

After due consideration, the Board of Directors recommends that the relocation of the Company's head office from its current location at No. 304, Vanit Place Building A, Room No. 1803, 18th Floor, Ari, Phaholyothin Road, Samsen Nai Sub-district, Phaya Thai District Bangkok to be at No. 4/102, Moo 11, Lat Sawai Subdistrict, Lam Luk Ka District Pathum Thani Province and the amendment to Clause 5 of the Memorandum of Association to be "Clause 5, the head office of the Company be located in Pathum Thani Province" to be in line with the relocation of the Company's head office, be proposed to the EGM 2/2026 for consideration and approval. Provided that the authorized directors of the Company or any person designated by authorized directors of the Company is authorized to proceed with any actions relating to such relocation of the Company's head office as well as to amend words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any applications, and/or any proceeding to comply with the public companies registrar's instruction in filing the application for registration of relocation of the Company's head office and amendments to the Company's Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

Voting Requirement

The resolution on this agenda requires the votes of not less than three-fourths (3/4) of the total votes of the shareholders, who are present and have the right to vote.



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Agenda 3 To consider and approve the issue and offer of warrants to purchase ordinary shares in the Company No. 9 (XBIO-W9) of 3,965,061,196 units to existing shareholders by way of rights offering.

Fact and Reasons

The Company wishes to raise fund of the Company for accommodating the Company's liquidity for its new businesses relating to construction and OEM in the future. The details are set out in form of capital increase report (F-53-4) submitted to The Stock Exchange of Thailand ("SET") **Enclosure 3** and The Information Memorandum of the Issuance and Offering of New Ordinary Shares to Reserve for the Exercise of Warrants to Purchase Ordinary Shares of X Bioscience Public Company Limited No.9 (XBIO-W9) **Enclosure 4**.

The Board of Directors meeting resolved to approve the issue and offer of not exceeding 3,965,061,196 units of warrant to purchase ordinary shares in the No. 9 ("XBIO-W9") to existing shareholders by way of rights offering, with no consideration, at offering ratio of 3.06452 existing ordinary shares to 1 unit of XBIO-W9. For clarity and ensuring the capital increase not exceeding the amount approved by the EGM 2/2026, the number of XBIO-W9 derived from the calculation of the offering ratio is different from the number of XBIO-W9 disclosed by the Company. However, the Company confirms that the applicable number of XBIO-W9 shall be 3,965,061,196 units of XBIO-W9 as approved by the board of directors' meeting (any fractional shares will be rounded down). In the event that the calculation of the entitlement of each shareholder to receive the allocation of XBIO-W9 Warrants results in any fractional shares or fractional warrants (if any), such fractions shall be rounded down and disregarded. In this regard, following the calculation of shareholders' entitlements to receive the allocation of the warrants, if there are any remaining fractional warrants arising from the overall allocation, the Company shall cancel such remaining warrants. As a result, the number of warrants remaining shall be equal to the exact number of warrants allocated to shareholders. The exercise ratio for the XBIO-W9 is 1 unit of XBIO-W9 to 1 ordinary share. The exercise price equals to 0.05 Baht (except for any adjustments to the exercise ratio and price). The term of XBIO-W9 is 2 years from the issuing date of XBIO-W9. The record date, which is used to determine the names of the Company's shareholders who are entitled to receive XBIO-W9 will be 16 June 2026. The Company will complete the offer of XBIO-W9 within 1 year from the date that the EGM No. 2/2026 approved the issue and offer of XBIO-W9. More details are set out in the Summary of Key Features of



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Warrants to Purchase New Ordinary Shares of X Bioscience Public Company Limited No. 9 (XBIO-W9) Enclosure 2.

According to the audited separate financial statements in respect of the fiscal year ended as at 31 December 2025 (“2025 FS”) and the reviewed quarterly separate financial statements in respect of the period ended as at 31 March 2026 (“Q1/2026 FS”), the Company incurred accumulated losses (being 1,403,140,815 Baht for the 2025 FS and 2,086,135,489 Baht for the Q1/2026 FS). Therefore, the Company may determine the exercise price of XBIO-W9, which is lower than the Company’s par value. In such case, the Company is required to obtain the approval of shareholders’ meeting and fix the exact discount rate as stipulated in Section 52 of the Public Companies Act B.E. 2535 (as amended). The exercise price of XBIO-W9 shall not be lower than Baht 0.01.

In addition, the Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, to determine and amend any rules, conditions, and details relating to the issuance and allocation of the XBIO-W9 Warrants in all respects as deemed appropriate and within the scope permitted by law, including, but not limited to, the allocation and issuance date of the warrants. Such persons shall also be authorized to undertake any actions necessary and appropriate in connection with the issuance and offering of the warrants in all respects, including, without limitation, contacting, preparing, executing, and delivering any documents necessary or related to the issuance and allocation of the warrants, listing the warrants as listed securities on the Stock Exchange of Thailand, obtaining approvals from relevant authorities, and appointing sub-authorized persons.

Opinion of the Board of Directors

After due consideration, the Board of Directors recommends that the issue and offer of not exceeding 3,965,061,196 units of XBIO-W9 to existing shareholders by way of rights offering, with no consideration, according to the above details, be proposed to the EGM 2/2026 for further consideration and approval.



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In this regard, the Board of Directors, the Executive Committee, or the Chief Executive Officer, or any authorized person authorized of the Board of Directors, the Executive Committee or the Chief Executive Officer is authorized to determine all details relating to the issue and offer of warrants in all respects, including but not limited to the record date to determine the shareholders' names who are entitled to receive the warrants, issuing date of the warrants, the exercise date and period, exercise conditions of the warrants, and other specifications and details of the warrants. This includes the authority to amend the wordings or content of documents, minutes of shareholders' meeting, as well as to contact, sign and submit applications, documents and other necessary evidence with government agencies or any agencies relating to the issue and offer of warrants and to register warrants and the new shares derived from the exercise of warrants as listed securities on The SET and to take any actions necessary and reasonable in connection with this issue and offer of warrants.

Voting Requirement

The resolution for this agenda requires a majority vote of the shareholders, who are present at the meeting and cast their votes.

Agenda 4 To consider and approve the increase of the Company's registered capital and the amendments to Clause 4. of the Memorandum of Association so as to reflect the increase of registered capital.

Fact and Reasons

As the Company plans to increase its registered capital for another 29,170,155,490 Baht from the existing registered capital of 98,415,513,903 Baht to be the new registered capital of 127,585,669,393 Baht divided in to 18,226,524,199 Ordinary shares with a par value of 7 Baht per share by issuing not exceeding 4,167,165,070 new ordinary shares with a par value of 7 Baht per share, to allocate the newly issued ordinary shares to reserve for the exercise of the XBIO-W9 in agenda 3 with the objectives in increasing registered capital set out in Form of capital increase report (Form 53-4) **Enclosure 3** and the Information Memorandum of the Issuance and Offering of New Ordinary Shares to Reserve for the Exercise of Warrants to Purchase Ordinary Shares of X Bioscience Public Company Limited No.9 (XBIO-W9) **Enclosure 4**.



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However, before the increase of the Company's registered capital mentioned above, on the Board of Director Meeting No. 8/2026 held on 29 May 2026. The Company still has the number of 1,908,342,996 authorized but unissued shares, with the par value of 7.00 Baht each, detail as follows:

- (a) 88,304,567 ordinary shares, with the par value of 7.00 Baht each, were reserved for the exercise of the warrants to purchase ordinary shares of the Company No. 6 ("XBIO-W6") pursuant to the resolutions of the Extraordinary General Meeting of shareholder No. 2/2023 held on 21 November 2023 and the Annual General Meeting of Shareholders for the Year 2026, held on 30 April 2026 ("2026 AGM"), which passed the resolution to allot the additional shares to reserve for the exercise of exercise XBIO-W6 as a result of the adjustment of XBIO-W6;
- (b) 1,248,412,518 ordinary shares, with the par value of 7.00 Baht each, were reserved for the exercise of the warrants to purchase ordinary shares of the Company No. 7 ("XBIO-W7") pursuant to the resolutions of the 2024 Annual General Meeting of Shareholders, held on 30 April 2024 and the 2026 AGM, which passed a resolution to allot the additional shares to reserve for the exercise of exercise XBIO-W7 as a result of the adjustment of XBIO-W7; and
- (c) 571,625,911 ordinary shares, with the par value of 7.00 Baht each, were reserved for the exercise of the warrants to purchase ordinary shares of the Company No. 8 ("XBIO-W8"), pursuant to the resolutions of the Extraordinary General Meeting of Shareholder No. 2/2025 held on 26 September 2025 and the 2026 AGM which passed a resolution to allot the additional shares to reserve for the exercise of exercise XBIO-W8 as a result of the adjustment of XBIO-W8.

In addition, the Company require to amendments to Clause. 4 of the Company's Memorandum of Association so as to reflect the increase of the Company's registered capital with the following details:

"Clause 4.	Registered Capital	127,585,669,393 Baht	(one hundred and twenty-seven thousand, five hundred and eighty-five million, six hundred and
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		sixty-nine thousand, three hundred and ninety-three Baht)
Divided into	18,226,524,199 shares	(eighteen thousand, two hundred and twenty-six million, five hundred and twenty-four thousand, one hundred and ninety-nine shares)
Value of each share	7 Baht	(Seven Baht)
Divided into		
Ordinary shares	18,226,524,199 shares	(Eighteen thousand, two hundred and twenty-six million, five hundred and twenty-four thousand, one hundred and ninety-nine shares)
Preferred shares	- shares	(- shares)"

Furthermore, the Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, to consider and determine the terms, conditions, and details relating to the implementation of the aforementioned registered capital increase, including the authority to amend the wording or contents of the minutes of the shareholders' meeting, the Memorandum of Association, and/or any applications and documents, and/or to undertake any actions necessary to comply with the registrar's orders in connection with the registration of the registered capital increase and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce.



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Opinion of the Board of Directors

After due consideration, the Board of Directors recommends that the increase of the Company's registered capital for another 29,170,155,490 Baht from the existing registered capital of 98,415,513,903 Baht to be the new registered capital of 127,585,669,393 Baht divided in to 18,226,524,199 Ordinary shares with a par value of Baht 7 per share by issuing not exceeding 4,167,165,070 new ordinary shares with a par value of Baht 7 per share and the amendment of Article 4 (Registered Capital) of the Company's Memorandum of Association to reflect the aforementioned capital increase according to the above details, be proposed the EGM 2/2026 for further consideration and approval. As well as the approval of the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to proceed with any actions relating to such increase of capital as well as to amend words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any applications, and/or any proceeding to comply with the public companies registrar's instruction in filing the application for registration of increase of registered capital and amendments to the Company's Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

Voting Requirement

The resolution on this agenda requires the votes of not less than three-fourths (3/4) of the total votes of the shareholders, who are present and have the right to vote.

Agenda 5 To consider and approve the allotment of new ordinary shares.

Fact and Reasons

As the Company intends to increase its registered capital as detailed in Agenda Item 4, and in order to comply with the applicable laws, the Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the allocation of newly issued ordinary shares and the issuance and offering of XBIO-W9 of not exceeding 3,965,061,196 units the increase of company's registered capital as approved in agenda nos. 3 and 4 above, the Company will allot the number of not exceed 4,167,165,070 new



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ordinary shares of the Company with the par value of 7.00 Baht per share to reserve for the exercise of XBIO-W9 and additionally reserve for the exercise of XBIO-W6, XBIO-W7 and XBIO-W8 according to the following details:

- (1) 3,965,061,196 new ordinary shares with a par value of 7.00 Baht per share are reserved for the exercise of XBIO-W9, which are issued and offered to existing shareholders of the Company by way of rights offering with no consideration; and
- (2) 202,103,874 new ordinary shares, with a par value of 7.00 Bath per share, are additionally reserved for the exercise of XBIO-W6, XBIO-W7 and XBIO-W8 as a result of the adjustment of XBIO-W6, XBIO-W7 and XBIO-W8 in accordance with the terms and conditions governing the rights and obligations of the issuer and warrant holders of XBIO-W6, XBIO-W7 and XBIO-W8, the details of which are as follows:

Warrant	Number of Reserved Shares
XBIO-W6	9,351,932 shares
XBIO-W7	132,213,658 shares
XBIO-W8	60,538,284 shares
Total	202,103,874 shares

More details of such new ordinary shares are set out in the Information Memorandum of the Issuance and Offering of New Ordinary Shares to Reserve for the Exercise of Warrants to Purchase Ordinary Shares of X Bioscience Public Company Limited No.9 (XBIO-W9) **Enclosure No. 4.**

Furthermore, the Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2026 for consideration and approval of the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, to consider, determine, amend, and change any terms, conditions, and details relating to the allocation of the newly issued shares, and to undertake all necessary and appropriate actions in connection with such allocation. This shall include, without limitation, the provision of information and submission of documents and evidence to the Securities and Exchange



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Commission (SEC), the Stock Exchange of Thailand (SET), Thailand Securities Depository Co., Ltd. (TSD), the Ministry of Commerce, and other relevant authorities, as well as the listing of the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

Opinion of the Board of Directors

After due consideration, the Board of Directors recommends that the allotment of not exceed 4,167,165,070 new ordinary shares of the Company with the par value of Baht 7.00 per share to reserve for the exercise of the warrants (1) 3,965,061,196 new ordinary shares with a par value of 7.00 Baht per share are reserved for the exercise of XBIO-W9, which are issued and offered to existing shareholders of the Company by way of rights offering with no consideration and (2) 202,103,874 new ordinary shares, with a par value of 7.00 Bath per share, are additionally reserved for the exercise of XBIO-W6, XBIO-W7 and XBIO-W8 as a result of the adjustment of XBIO-W6, XBIO-W7 and XBIO-W8 in accordance with the terms and conditions governing the rights and obligations of the issuer and warrant holders of XBIO-W6, XBIO-W7 and XBIO-W8, be proposed to the EGM 2/2026 for further consideration and approval.

Provided that the Board of Directors or the Executive Committee or the Chief Executive Officer or their authorized person shall be empowered to consider, determine, amend and change the terms and conditions relating to the allotment of new shares and to take all necessary and appropriate actions in relation to the allotment of new shares, including but not limited to providing information and submitting supporting documents to the SEC Office, the SET, TSD, the Ministry of Commerce or other relevant agencies, as well as to list new ordinary shares on the SET.

Voting Requirement

The resolution for this agenda requires a majority vote of the Shareholders, who are present at the meeting and cast their vote.

Agenda 6 Consider other matters (If any)

In accordance with Section 105, Paragraph 2 of the Public Limited Companies Act, which stipulates that shareholders holding not less than one-third of the total shares sold may request the meeting to consider other matters not specified in the notice of the meeting.

The Company has published the notice of the Extraordinary General Meeting of Shareholders No. 2/2026 meeting along with supporting documents on 26 June 2026 on the Company's website. Therefore, shareholders are invited to attend the Extraordinary General Meeting of Shareholders No. 2/2026, scheduled for 6 July 2026, at 13:00 hrs, to be held via electronic media (E-Meeting) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other related laws.

In order to protect the rights and interests of shareholders who are unable to attend the meeting but wish to appoint a proxy to vote on their behalf, we kindly request that shareholders appoint one of the Company's independent directors as their proxy. The list and information of the appointed independent directors are provided in the accompanying **Enclosure 6** (Brief biographies of the independent directors acting as proxies for the shareholders' meeting, along with the definition of independent directors).

Shareholders are requested to use either Proxy Form A or Proxy Form B. For foreign shareholders who have designated a custodian to deposit and manage their shares, please use Proxy Form C. The details are available in the accompanying **Enclosure 7** (Proxy Forms A, B, and C).

If shareholders wish to attend the meeting in person or appoint a proxy and vote via electronic media (E-Meeting), please study the guidelines for attending the shareholders' meeting electronically (E-Meeting) and proxy appointment through the "IR PLUS EGM" application, as attached in **Enclosure 9** (Guidelines for Attending the Shareholders' Meeting Electronically (E-Meeting) and Proxy Appointment via the "IR PLUS EGM" Application).

For the registration process, please download the "IR Plus EGM" application from the App Store or Google Play Store to verify your identity for attending the meeting through the "IR Plus EGM" application between 26 June 2026 at 9:00 AM and 6 July 2026 at 13:00 PM. Your registration documents will be reviewed to confirm the shareholder's identity, and once your registration is



บริษัท เอ็กซ์ไบโอไซเอนซ์ จำกัด (มหาชน)
304 อาคารวานิชเพลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน
เขตพญาไท กรุงเทพมหานคร 10400
โทรศัพท์ 02 278 5456 www.xbio.co.th

X BIOSCIENCE PUBLIC COMPANY LIMITED
304 VANIT PLACE AREE TOWER (TOWER A), ROOM
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,
SAMSEN NAI, PHAYA THAI, BANGKOK 10400
Tel. 02 278 5456 www.xbio.co.th

approved, you will receive a notification from the “IR Plus EGM” application to set a PIN code for logging in to participate in the ordinary Shareholders’ Meeting via electronic media. Shareholders can log in to the meeting system from 8:00 hours

The Company provides stamp duty services for proxy forms at no charge. If any shareholder has questions regarding the meeting or needs to inquire about important Company information, they may submit their questions in advance before the meeting day to the Company or via email at investor@xbio.co.th. The Company has set 16 June 2026 as the Record Date to determine the names of the shareholders, who are entitled to attend the Extraordinary General Meeting of Shareholders, No. 2/2026. In the event of any changes to the details of the Extraordinary General Meeting, the Company will notify shareholders via the Stock Exchange of Thailand's channels and the Company's website at www.xbio.co.th promptly.

Yours sincerely,

- Signed -

(Mr. Supoj Pannoi)

Chairman of the Board of
Directors