

Invitation Letter for the Extraordinary General
Meeting of Shareholders No. 2/2026

July 06, 2026



X Bioscience Public Company Limited



บริษัท เอ็กซ์ ไบโอไซเอนซ์ จำกัด (มหาชน)
304 อาคารวานิชเพลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน
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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,
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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**.

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.

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 อาคารวานิชเพลส 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



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Minutes of the 2026 Annual General Meeting of Shareholders
of X Bioscience Public Company Limited
Tuesday 30 April 2026 at 13.00 hours
via electronic media (E-AGM)

Date and Time

The 2026 Annual General Meeting of Shareholders of X Bioscience Public Company Limited (the “Company”) which was held on 30 April 2026 at 13:00 via electronic media (E-AGM) under the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws, the meeting control venue is at the meeting room at the head office of X Bioscience Public Company Limited.

Directors Attending the Meeting

- | | | | |
|----|----------------|-----------------|--|
| 1. | Mr. Supoj | Pannoi | Chairman of the Board of Directors / Independent Director /
Member of the Audit Committee |
| 2. | Miss Saowanee | Khaoubol | Vice Chairman of the Board of Directors /
Chairman of the Executive Committee (Deputy) |
| 3. | Miss Naphat | Tavisaengsiri | Director |
| 4. | Miss Thansuda | Rungruang | Director |
| 5. | Mr. Phurit | Wongkham | Director |
| 6. | Mr. Amnart | Lertpresertwong | Director |
| 7. | Mr. Sarayut | Rueangsuwan | Independent Director / Chairman of the Audit Committee |
| 8. | Mr. Yuthaveera | Achawangkul | Independent Director |

Invited attendees to the Meeting

- | | | | |
|----|---------------|------------|---|
| 1. | Miss Ramjai | Sriporamin | Chief Financial Officer (Acting) |
| 2. | Mr. Somchart | Karnsuk | A& A Office Company Limited |
| 3. | Miss Nichanan | Yammesri | Company Secretary / Company’s Legal Advisor |

Commencement of the Meeting at 13.06 hours

Ms. Darin Pitakcharoenpong acted as the moderator of the meeting (the “Moderator”) and informed the 2026 Annual General Meeting of Shareholders (the “Meeting”) that 1 shareholder attended the Meeting online, representing 2,653 shares, and 35 proxies attended the Meeting on behalf of shareholders, representing 9,531,110,247 shares. In total, 36 shareholders and proxies attended the Meeting, representing a total of 9,531,112,900 shares, equivalent to 78.4394 percent of the Company’s total issued shares of 12,150,920,129 shares, which constituted a quorum pursuant to Section 103 of the Public Limited Companies Act B.E. 2535 (1992) and Article 32 of the Company’s Articles of Association. The Chairman therefore declared the Meeting duly convened and proceeded with the Meeting in accordance with Section 104 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the “Public Company Act”).

Before commencing the meeting, the Moderator introduced the directors, executives, auditors, and legal advisors who are responsible for ensuring that the shareholders' meeting is conducted transparently and in compliance with the laws and the Company’s Articles of Association. They were also appointed to oversee the vote counting and tabulation of votes cast by the attendees at the meeting. There are a total of 8 directors of the Company, all of whom attended the meeting, representing 100 percent of the total number of directors.

In order to ensure that the voting process for all agenda items of the Company was conducted transparently and accurately, the Company engaged OJ International Co., Ltd. (Head Office) (“OJ INTERNATIONAL CO., LTD.”), a provider of meeting control systems whose system compliance has been assessed by the Electronic Transactions Development Agency, to organize the Meeting and to collect and process the voting results for this Meeting. In addition, in accordance with the principles of good corporate governance in relation to the conduct of the Meeting, the Moderator explained the procedures for quorum counting, conduct of the Meeting, voting procedures, vote counting, and the submission of questions or recommendations, as follows:

Quorum: According to Article 103 of the Public Company Act and Article 32 of the Company’s Articles of Association prescribed the rule in relation to the quorum that at least 25 shareholders and proxies attending the meeting or not less than half of the total number of shareholders who aggregately held shares in the number of not less than one-third (1/3) of the total number of sold shares in the Company shall constitute the quorum.

Conducting the Meeting: According to Section 104 of the Public Company Act prescribed the rule in relation to the chairman of the Board of Directors shall be the chairman of the meeting. In the event that the Chairman of the Board is absent or unable to perform his duties, the Vice Chairman of the Board shall preside over the

meeting. If there is no Vice Chairman of the Board, the shareholders present at the meeting shall elect one shareholder to act as the chairman of the meeting.

Voting Procedures:

1. Every shareholder shall have the number of votes equal to the number of shares held. One share equals to one vote.
2. Vote casting in each agenda may be different. In each agenda, the Moderator shall inform the Meeting before the vote casting.
3. For the convenience of vote counting, if no shareholder presses the “Disapprove” or “Abstain” button and confirms such vote within the specified period, it shall be deemed that the Meeting has resolved to approve the matter as proposed.

For voting on each agenda item, the system will display three voting buttons: “Approve”, “Disapprove”, and “Abstain”. The Chairman will request the Meeting to cast votes, and shareholders wishing to vote must select only one button. Shareholders may change their votes until the voting for such agenda item is closed.

(1) In the event that a shareholder does not press any voting button before the voting for such agenda item is closed, the Company shall count such shareholder’s votes as votes approving the proposed matter.

(2) In the event that a shareholder has granted a proxy and cast votes in advance in the proxy form, the Company shall record such votes in advance for the relevant agenda item.

4. The Company shall count the votes of shareholders who have granted proxies and specified their voting intentions or exercised their voting rights in the proxy form in all respects in accordance with such instructions provided by the shareholders.
5. Proxy holders attending the Meeting are requested to review the instructions of the grantors and cast votes in accordance with the voting instructions specified by the grantors.
6. Shareholders or proxy holders who have been authenticated and logged into the electronic shareholders’ meeting system (E-AGM), but who have not yet cast their votes and are unable to remain in attendance until the conclusion of the Meeting, may cast and confirm their votes in advance for agenda items that have not yet been presented to the Meeting. The Company shall include such votes when the relevant agenda items are considered by the Meeting.
7. The votes of shareholders in each agenda item may not be equal due to the gradual entry of shareholders and proxy holders into the Meeting.

8. If any shareholder attending the Meeting in person logs out of the system during the Meeting, the system will exclude such shareholder's votes for that agenda item from the calculation basis in accordance with the Notification of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020). However, such shareholder may log back into the system to attend the Meeting at any time until the Meeting is closed.

Submission of questions or suggestions

The Chairman, or a person designated by the Chairman, will provide an opportunity for shareholders or proxies to ask questions regarding the agenda item under consideration. Questions may only be asked after the Moderator has completed presenting the details of each agenda item, using the following methods:

- Ask a question via chat at the question button displayed on every agenda, or you can click on the Video Conference button to ask a question via Video Call by typing the question you want to ask, and then waiting for approval from staff to prepare for further questions in the meeting. Please kindly inform your name, surname, and status as a shareholder or proxy before starting to ask questions or give suggestions each time.
- For the questions or suggestions that the Company received in advance, the Company will answer such questions or suggestions when proceeding with the agenda related to those questions.

The Chairman therefore welcomed all shareholders attending the 2026 Annual General Meeting of Shareholders of the Company via electronic media (E-AGM) and informed the Meeting that quorum is constituted as specified in the Company's Articles of Association. Therefore, open the Meeting to consider and approve the agenda items.

Agenda 1 **To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2026, held on February 3, 2026.**

The Moderator informed the Meeting that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2026, held on February 3, 2026, had been prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2026. The Minutes were also published on the Company's website and sent to all shareholders together with the notice of the meeting. The Board of Directors had reviewed the Minutes and considered that they had been accurately recorded.

The Moderator gave an opportunity for the shareholders or proxies to ask a question. As no shareholders and/or proxies asked any questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2026, held on February 3, 2026 with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.00

Remark 1. The resolution for this agenda item must be approved by a majority vote of shareholders attending the Meeting and casting their votes.

Agenda 2 To acknowledge the report on the annual operational results for the fiscal year 2025

The Moderator informed the Meeting that the Company has summarized its operating results and significant changes that occurred during 2025 in the Company's operating results report for the year ended 31 December 2025, as detailed in the 2025 Annual Registration Statement/Annual Report (Form 56-1 One Report) (Attachment 2).

The Moderator invited Miss Ramjai Sriporamin, Acting Chief Financial Officer, to report to the Meeting on the Company's operating results for the year 2025 as follows:

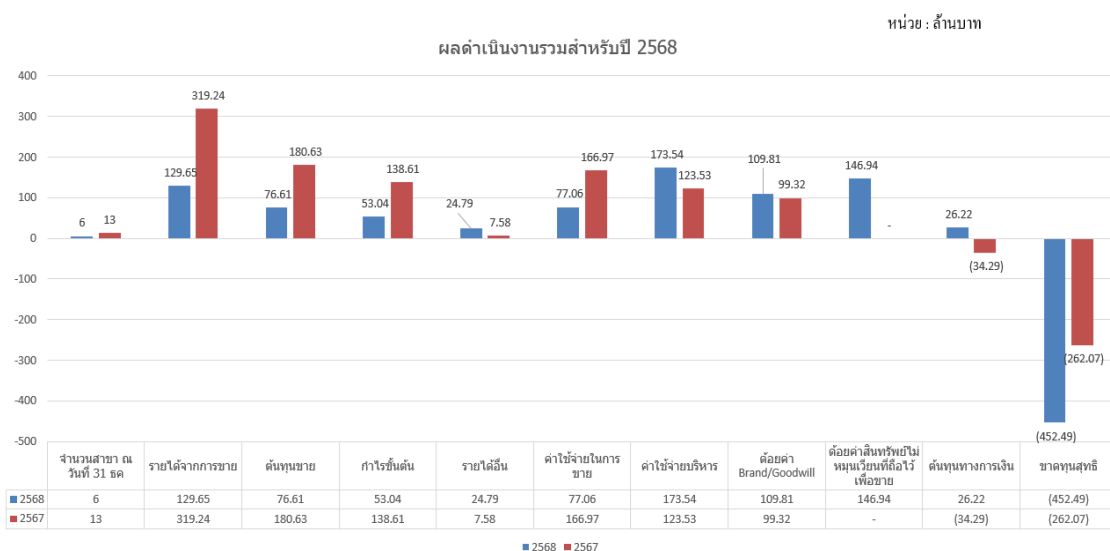
For the operating results for the year 2025:

The consolidated net loss of the Company and its subsidiaries for the years 2025 and 2024 amounted to Baht 452.49 million and Baht 262.07 million, respectively. In 2025, the net operating loss increased by approximately Baht 190.42 million, or 72.66 percent, compared to 2024. The Company explained that the significant change in the operating results of the Company and its subsidiaries was mainly due to asset impairment, reduction in the number of restaurant branches, and closure of certain branches.

Revenue from sales of the Company and its subsidiaries for the year 2025 decreased by Baht 189.69 million, or 59.42 percent, compared to 2024, due to the number of branches in 2025 being 7

branches lower than in 2024, as well as the slowdown in the country's economic conditions, which resulted in reduced consumer spending and lower purchase orders.

Finance costs of the Company and its subsidiaries decreased by Baht 8.07 million, or 23.53 percent, compared to 2024, due to the gradual repayment of debts to external creditors.



The graph shows that the Company had 13 branches in 2024 and 6 branches in 2025, which consequently affected the decrease in revenue, costs, and profit. The increase in administrative expenses was mainly due to expenses relating to the closure of certain branches, including dismantling costs for returning leased areas and penalties for breach of agreements. The impairment of assets mainly resulted from the investment in Fruita, which was classified as securities held for sale. The Company's total revenue amounted to THB 129.65 million, of which 84% was generated by Eastern Cuisine (Thailand) Co., Ltd. under the KAGONAYA brand, totaling THB 109 million. In addition, 14% of total revenue was derived from Crepes & Co. Development Co., Ltd. under the Le Boeuf brand, amounting to THB 17.5 million, while the remaining 2% was contributed by Bake Cheese Tart (Thailand) Co., Ltd. under the Bake Cheese Tart brand, which commenced operations in early 2025 and generated approximately THB 3 million in revenue.

As of 31 December 2025, the Company and its subsidiaries had total assets of Baht 609.31 million, decreasing by Baht 805.04 million, or 43.08 percent, from the end of 2024. The main reasons were the impairment of goodwill and trademarks, as well as the impairment of assets held for sale.

Total liabilities of the Company and its subsidiaries amounted to Baht 386.11 million, decreasing by Baht 200.81 million, or 34.21 percent, from 2024, mainly due to the repayment of loans from external creditors during the year, using proceeds received from the capital increase.

Shareholders' equity of the Company and its subsidiaries amounted to Baht 223.20 million, decreasing by Baht 604.23 million, or 73.03 percent, from the end of 2024, due to the same reasons for the decrease in assets.

The Board of Directors considered it appropriate to propose to the shareholders' meeting to acknowledge the Company's operating results report for the year 2025 and the 2025 Annual Report.

The Moderator invited shareholders and/or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the Meeting for consideration.

Resolution The Meeting acknowledged the Company's operating results report for the year ended 31 December 2025. (This agenda item was for acknowledgement only; therefore, no voting was required.)

Agenda 3 To consider and approve the financial statements of the Company for the fiscal year ended 31 December, 2025

The Moderator informed the Meeting that to comply with Section 112 of the Public Company Act and Article 36 of the Articles of Associations, the Company must provide a statement of financial position and the statement of comprehensive income of the Company at the end of the Company's fiscal year to propose to the Shareholders' Meeting for approval at the Annual General Meeting.

The Company has prepared the financial statements for the year ended December 31, 2025, which have been audited by the certified public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting. The details are shown in the financial statements and consolidated financial statements for the year ended 31 December 2025 in the Annual Registration Statement/ Annual Report 2024 (Form 56-1 One Report), which was sent to all shareholders along with the notice of this meeting.

The Moderator invited Miss Ramjai Sriporamin, Acting Chief Financial Officer, to report to the Meeting for consideration and approval of the financial statements of the Company for the year ended 31 December 2025, as follows:

Financial Statement for the year ended 31 December 2025

Lists	For the Year 2025	For the Year 2024
Total Assets	THB 609,310,779	THB 1,414,354,918
Total Liabilities	THB 386,112,590	THB 586,926,202
Total Shareholders' Equity	THB 223,198,189	THB 827,428,716

Profit and Loss Statement for the year 2025

Lists	For the Year 2025	For the Year 2024
Revenue from Sales	THB 129,545,191	THB 319,243,587
Other Revenues	THB 6,263,386	THB 7,583,385
Selling Expenses	THB (76,613,649)	THB (180,633,506)
Gross Profit	THB 53,040,542	THB 138,610,081
Net (Loss) Profit for the year	THB (452,490,160)	THB (262,074,880)

Cash Flow Statement for the year 2024

Lists	For the Year 2025	For the Year 2024
Net Cash Used in Operating Activities	THB (75,291,732)	THB (18,513,892)
Net Cash Used in Investing Activities	THB 12,488,041	THB (479,472,453)
Net Cash Provided from Financing Activities	THB 55,183,295	THB 480,370,688
Net increase (decrease) in Cash and Cash Equivalents	THB (7,620,396)	THB (17,556,173)
Cash and Cash Equivalents at the Beginning of the Year	THB 9,193,696	THB 26,749,869
Cash and Cash Equivalent at ending of the year	THB 1,573,300	THB 9,193,696

In this regard, the Board of Directors have considered that it was deemed appropriate to propose to the Shareholders' Meeting to consider and approve the financial statements for the year ended 31 December 2025. It has been audited by a certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors' meeting.

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders or any proxies asked questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the financial statements of the Company for the year ended 31 December 2025, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 4 To consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the year 2025

The Moderator informed the Meeting that in compliance with Section 115 and Section 116 of the Public Company Act and Article 38 and Article 39 of the Articles of Association of the Company, the Company is required to pay dividends from the Company's profit and allocate a portion of the annual net profit as a legal reserve at a rate of not less than 5 percent of the annual net profit, after deducting accumulated losses brought forward (if any), until the reserve reaches not less than 10 percent of the registered capital. The Board of Directors shall consider the appropriateness of the dividend payment based on the operational results and propose to the Shareholders' Meeting for consideration and approval.

The Company has a dividend payment policy of not less than 50 percent of the net profit after corporate income tax, excluding unrealized foreign exchange gains and losses, subject to the investment plan and other relevant factors. The Board of Directors may consider reviewing or revising the dividend payment policy from time to time to align with the Company's future business growth plans, investment needs, and other

appropriate factors. Such dividend payment shall not exceed the retained earnings as stated in the Company's financial statements.

In this regard, the Board of Directors had considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the omission of the allocation of profit as a legal reserve and the omission of dividend payment for the operating results of 2025, as the Company incurred a net loss and still has accumulated losses.

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Chairman then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2025, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the Meeting and casting their votes.
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 5 To consider and approve the election of directors in replacement of the directors who retire by rotation.

The Moderator informed the Meeting that to comply with Section 71 of the Public Company Act and Article 18 of the Articles of Association of the Company which required one-third (1/3) of the total number of directors to retire in every Annual General Meeting of Shareholders, and the directors who retired by rotation may be re-elected. In the 2026, Annual General Meeting of Shareholders, there were directors who retired by rotation as follows:

Name of Directors who shall Retire by Rotation	Position	Number of meetings attended in the Year 2024			Term of Directorship
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	
1. Mr. Sarayut Rueangsuwan	Independent Director, Chairman of the audit committee	10/17	3/5	1/3	7 months Appointed as Director Effective from 16 May 2025.
2. Mr. Amnart Lertpresertwong	Director	0/17	-	-	Appointed as Director Effective from 22 December 2025.
3. Mr. Phurit Wongkham	Director	16/17	-	-	Appointed with effect from 25 February 2026.

The Board of Directors resolved to propose that the following 3 directors retire by rotation to resume their directorship, for another term.

- (1) Mr. Sarayut Rueangsuwan Independent Director,
Chairman of the Audit Committee
- (2) Mr. Amnart Lertpresertwong Director
- (3) Mr. Phurit Wongkham Director

In this regard, the Company's Board of Directors has carefully and thoroughly reviewed and considered that all 3 individuals possess the knowledge, skills, experience, and expertise that are beneficial to the operations of the Company. They possess the qualifications and do not have any prohibited characteristics under the Public Company Act and the Securities and Exchange Act, B.E. 2535 (1992) (including the amendments thereof) and other relevant regulations. In addition, the persons taking the independent director positions meet the qualifications for the positions of independent directors pursuant to the provisions of the

Office of the Securities and Exchange Commission (the "SEC Office") and are deemed suitable for the directorships, capable of providing independent opinions in accordance with relevant regulations.

In this regard, the profile of directors nominated for the election of director in replacement of those to be retired by rotation is detailed in Enclosure 4 (Profile of Directors Nominated for the Election of Director in Replacement of those to be retired by rotation) which has been sent to all shareholders along with the invitation letter.

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration for the appointment of directors for the 2026 Annual General Meeting of Shareholders, via the Company's website, in advance from December 2, 2025 to January 31, 2026. However, no shareholder has proposed any additional candidates for election directors.

The Board of Directors, upon the consideration and recommendation of the Nomination and Remuneration Committee, excluding the directors with vested interest, has considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the re-election of 3 directors who are due to retire by rotation, for another term to their directorship as follows:

- | | |
|--------------------------------|---|
| (1) Mr. Sarayut Rueangsuwan | Independent Director, Chairman of the Audit Committee |
| (2) Mr. Amnart Lertpresertwong | Director |
| (3) Mr. Phurit Wongkham | Director |

To ensure compliance with good corporate governance practices, the Moderator requested 3 vested interest directors to leave the Meeting to consider this agenda item and allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Chairman then proposed the Meeting to consider and approve the election of directors individually.

Resolution The Meeting resolved to approve the election of directors who are due to retire by rotation to resume their positions for another term as follows.

1. Resolved to approve the election of Mr. Sarayut Rueangsuwan to resume the directorship as Independent Director, Chairman of the Audit Committee, with the majority of votes from the shareholders present at the meeting and entitled to vote, as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their vote
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

2. Resolved to approve the election of Mr. Amnart Lertpresertwong to resume the directorship as Director with the majority of votes from the shareholders present at the meeting and entitled to vote, as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

3. Resolved to approve the election of Mr. Phurit Wongkham to resume the directorship as Director with the majority of votes from the shareholders present at the meeting and entitled to vote, as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2026

The Moderator informed the Meeting that in accordance with Section 90 of the Public Limited Companies Act, the Annual General Meeting of Shareholders must consider determining the remuneration for the Company's directors.

The Nomination and Remuneration Committee had deliberately considered the determination of the directors' and sub-committees' remuneration for the year 2026 according to the appropriateness and scope of duty and responsibility, amounting to a total of up to THB 3,000,000. This year, it was proposed that the executive directors would not receive the directors' and sub-committees' remuneration. Details of which were as follows:

Details	THB per meeting	
	2026 (Proposed Year)	2025
1. Remuneration of the Directors		
- Chairman of the Board of Directors	15,000	15,000
- Independent Directors	10,000	10,000
- Directors	10,000	10,000

THB per meeting		
Details	2026 (Proposed Year)	2025
- Executive Directors	-	-
2. Remuneration of the Audit Committees		
- Chairman of the Audit Committees	15,000	15,000
- Member of the Audit Committee	10,000	10,000
- Executive Directors	-	-
3. Remuneration of Other Sub-Committees		
- Chairman of the Sub-Committees	15,000	15,000
- Member of the Sub-Committees	10,000	10,000
- Executive Directors	-	-

Remark:

- (1) Other remuneration and benefits will be suitably determined by the Company's performance
- (2) Other monetary remuneration than meeting allowance (bonus) will be considered by the Board of Directors as it deems appropriate from the Company's operating results

In addition, the Board of Directors' Meeting approved to proposal to the Shareholders' Meeting to consider and authorize the Board of Directors of the Company to allocate such amount of remuneration to each director and sub-committee under the amount as approved by the Shareholders' Meeting.

In this regard, the Board of Directors, based on the consideration and recommendation of the Nomination and Remuneration Committee, which has carefully reviewed the appropriateness in relation to the scope of duties and responsibilities, the Company's performance, as well as comparative data from companies in the same industry, deems it appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration for the Board of Directors and subcommittees for the year 2026 in an amount not exceeding Baht 3,000,000, and to approve the authorization of the Board of Directors to allocate such amount to each director and subcommittee member within the budget approved by the shareholders' meeting, as per the details proposed.

The Moderator allowed shareholders or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the meeting for consideration.

Resolution The Meeting resolved to approve the determination of the directors' and sub-committees' remuneration for the year 2026, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution in this agenda requires votes not less than two-thirds (2/3) of the total votes of the shareholders who attend the Meeting.

Agenda 7 To consider and approve the appointment of auditors of the Company and subsidiaries and the determination of the auditor's remuneration for the year 2026

The Moderator informed the Meeting that in accordance with Section 120 of the Public Company Act which requires every Annual General Meeting of Shareholders to appoint auditors and determine remuneration for the auditors of the Company.

The Audit Committee has agreed to propose the appointment of auditors from A&A Office Company Limited an independent audit firm with expertise in auditing, as the auditors of the Company and its subsidiaries for the year 2026. The following auditors shall be designated to audit and express opinions on the financial statements of the Company and its subsidiaries:

- (1) Dr. Preecha Suan Certified Public Accountant No. 6718 or
- (2) Ms. Yupin Chumjai Certified Public Accountant No. 8622 or
- (3) Mr. Somchart Karnsuk Certified Public Accountant No. 9669 or
- (4) Mr. Apichat Boonkerd Certified Public Accountant No. 4963

In this regard, the aforementioned auditors, have no relationship or conflict of interest with the Company, subsidiaries, directors, management, major shareholders, or related persons of the said parties in

any aspect. Therefore, the auditors are independent in auditing and providing opinions on the financial statements of the Company and the Company's subsidiaries.

In addition, the Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the auditor's remuneration for the year 2026 in the amount not exceeding THB 2,700,000. The comparison of the auditor's remuneration between the years 2025 and 2024 are as follows:

The Auditor Fee	2026 (Proposed Year)	2025
Audit Fee	THB 2,700,000.	THB 4,000,000
Non-Audit Fee	- None -	- None -

In this regard, information in relation to the appointment of the Company's auditors and audit fee for the year 2026 is detailed in [Enclosure 5](#) (Profiles of the proposed Auditors for the Year 2026)

The Board of Directors, by the consideration and suggestion of the Audit Committee, has considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of A&A Office Company limited to be the auditor of the Company and its subsidiaries for the year 2026, and any of the following auditors are appointed to audit and provide opinions to the financial statements of the Company and its subsidiaries and to consider and approve the determination of the auditor's remuneration for the year 2026 in the amount not exceeding THB 2,700,000, excluding the non-audit fee, as per details proposed above in all respects.

- | | | | |
|-----|--------------|----------|---|
| (1) | Dr. Preecha | Suan | Certified Public Accountant No. 6718 or |
| (2) | Ms. Yupin | Chumjai | Certified Public Accountant No. 8622 or |
| (3) | Mr. Somchart | Karnsuk | Certified Public Accountant No. 9669 or |
| (4) | Mr. Apichat | Boonkerd | Certified Public Accountant No. 4963 |

The Moderator allowed shareholders or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the meeting for consideration.

Resolution The Meeting resolved to approve the appointment of auditors of the Company and subsidiaries and the determination of the auditor's remuneration for the year 2026 , as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 8 To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital

The Facilitator informed the Meeting that Agenda Items 8 to 10 are directly related to one another. Therefore, if Agenda Item 8 is not approved by the 2026 Annual General Meeting of Shareholders, Agenda Items 9 to 10 will be withdrawn from consideration.

Following the Extraordinary General Meeting of Shareholders No. 1/2026, the Company issued and offered newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering). As a result, the Company's warrants (XBIO-W6 / XBIO-W7 / XBIO-W8) became subject to adjustment conditions, causing the shares reserved for the exercise of such warrants to become insufficient. Accordingly, the Company is required to increase its capital to reserve shares for the exercise of the warrants. Pursuant to Section 136 of the Public Limited Companies Act B.E. 2535 (1992), a company may increase its capital only when all shares have been issued and fully paid-up, or where shares remain unsold, such remaining shares must be reserved for convertible debentures or warrants.

In this regard, the Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the reduction of the Company's registered capital by Baht 28,943,452,384, from the existing registered capital of Baht 117,350,412,928 to the new registered capital of Baht 88,406,960,544, by cancelling 4,134,778,912 authorized but unissued ordinary shares with a par value of Baht 7.00 per share, which were allocated as follows:

(1) 4,134,778,912 newly issued ordinary shares with a par value of Baht 7.00 per share, which were allocated to the existing shareholders in proportion to their shareholding (Rights Offering) pursuant

to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2026 held on 3 February 2026 (“EGM 1/2026”).

Following the reduction of the registered capital by cancelling the authorized but unissued ordinary shares as mentioned above, the Company will have 478,645,663 authorized but unissued ordinary shares remaining, with a par value of Baht 7.00 per share, as detailed below:

(a) 6,497,689 newly issued ordinary shares with a par value of Baht 7.00 per share, which were allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 6 (XBIO-W6) pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2023 held on 21 November 2023 (“EGM 2/2023”).

(b) 127,647,486 ordinary shares with a par value of Baht 7.00 per share, which were allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 7 (XBIO-W7) pursuant to the resolution of the 2024 Annual General Meeting of Shareholders held on 30 April 2024.

(c) 344,500,488 ordinary shares with a par value of Baht 7.00 per share, which were allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 8 (XBIO-W8), allocated to the existing shareholders who subscribed for the newly issued ordinary shares in proportion to their shareholding (Rights Offering) under item (1) above, pursuant to the resolution of EGM 2/2025.

In addition, it is proposed to the shareholders’ meeting to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association to be consistent with the reduction of the Company’s registered capital, by replacing it with the following:

“Clause 4.	Registered	88,406,960,544 Baht	(Eighty-Eight Billion Four
	Capital		Hundred Six Million Nine
			Hundred Sixty Thousand Five
			Hundred Forty-Four Baht)
	Divided into	12,629,565,792 Shares	(Twelve Billion Six Hundred
			Twenty-Nine Million Five
			Hundred Sixty-Five Thousand
			Seven Hundred Ninety-Two
			Shares)
	Share value	7.00 Baht	(Seven Baht)

Categorized into:

Ordinary share	12,629,565,792	(Twelve Billion Six Hundred Shares Twenty-Nine Million Five Hundred Sixty-Five Thousand Seven Hundred Ninety-Two Shares)
Preferred share:	- Share	(-)"

In addition, the Board of Directors proposes to the 2026 Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company or the person(s) authorized by the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company to undertake any actions relating to such reduction of registered capital, including the amendment of wording or statements in the minutes of the shareholders' meeting, the Memorandum of Association, and/or any applications, and/or to perform any acts in compliance with the orders of the registrar of public limited companies in relation to the registration of the reduction of the registered capital and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce.

The Moderator allowed shareholders or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the meeting for consideration.

Resolution The Meeting resolved to approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital in all respects as proposed, with the voting results as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution for this agenda item must be approved by the votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the Meeting and entitled to vote.

Agenda 9 To consider and approve the increase of the Company’s registered capital to accommodate the Company’s existing warrants and the amendment to Clause 4 of the Company’s Memorandum of Association to be consistent with the increase of the registered capital.

The Moderator informed the Meeting that following the Extraordinary General Meeting of Shareholders No. 1/2026, the Company issued and offered newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering), resulting in the Company’s warrants (XBIO-W6 / XBIO-W7 / XBIO-W8) becoming subject to adjustment conditions. As a result, the shares reserved for the exercise of such warrants became insufficient, and the Company is therefore required to increase its registered capital to accommodate the exercise of the warrants as follows:

The Board of Directors resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital by Baht 10,008,553,359, from the existing registered capital of Baht 88,406,960,544 to the new registered capital of Baht 98,415,513,903, by issuing up to 1,429,793,337 newly issued ordinary shares with a par value of Baht 7 per share to accommodate the allocation of newly issued ordinary shares for the exercise of the Company’s existing warrants, with the details as follows:

Existing registered capital (par value of Baht 7.00 per share)	12,629,565,792 shares	88,406,960,544 Baht
Increase of registered capital	1,429,793,337 shares	10,008,553,359 Baht
Consisting of:		
To accommodate warrants XBIO-W6	81,806,878 shares	572,648,146 Baht
To accommodate warrants XBIO-W7	1,120,765,032 shares	7,845,355,224 Baht
To accommodate warrants XBIO-W8	227,221,427 shares	1,590,549,989 Baht
New registered capital	14,059,359,129 shares	98,415,513,903 Baht

In addition, the Board of Directors resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association to be consistent with the increase of the Company’s registered capital, with the details as follows:

“Clause 4. Registered Capital	98,415,513,903 Baht	(Ninety-Eight Billion Four Hundred Fifteen Million Five Hundred Thirteen Thousand Nine Hundred Three Baht)
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Divided into	14,059,359,129	(Fourteen Billion Fifty-Nine Million Three Hundred Fifty-Nine Thousand One Hundred Twenty-Nine Shares)
Share value	7.00 Baht	(Seven Baht)
Categorized into:		
Ordinary share	14,059,359,129	(Fourteen Billion Fifty-Nine Million Three Hundred Fifty-Nine Thousand One Hundred Twenty-Nine Shares)
Preferred share:	- Share	(-)"

In this regard, the Board of Directors proposes to the 2026 Extraordinary General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company or the person(s) authorized by the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company to undertake any actions relating to such increase of registered capital, including the amendment of wording or statements in the minutes of the shareholders' meeting, the Memorandum of Association, and/or any applications, and/or to perform any acts in compliance with the orders of the registrar of public limited companies in relation to the registration of the capital increase and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce.

The Moderator allowed shareholders or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the meeting for consideration.

Resolution The Meeting resolved to approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered capital in all respects as proposed, with the voting results as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000

Abstain	0	0.0000
	9,531,112,900	100.0000

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution for this agenda item must be approved by the votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the Meeting and entitled to vote.

Agenda 10 To consider and approve the allocation of up to 1,429,793,337 newly issued ordinary shares with a par value of Baht 7.00 per share to accommodate the Company's existing warrants (XBIO-W6, XBIO-W7, and XBIO-W8).

The Moderator informed the Meeting that following the Extraordinary General Meeting of Shareholders No. 1/2026, the Company issued and offered newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering), resulting in the Company's warrants (XBIO-W6 / XBIO-W7 / XBIO-W8) becoming subject to adjustment conditions. As a result, the shares reserved for the exercise of such warrants became insufficient, and the Company is therefore required to increase its capital to accommodate the exercise of the warrants as follows:

The Board of Directors resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of up to 1,429,793,337 newly issued ordinary shares with a par value of Baht 7.00 per share to accommodate the Company's existing warrants (XBIO-W6, XBIO-W7, and XBIO-W8), with the details as follows:

Lists	Number of Newly Issued Shares to Accommodate (Shares)
XBIO-W6	81,806,878
XBIO-W7	1,120,765,032

XBIO-W8	227,221,427
Total	1,429,793,337

In addition, the Board of Directors proposes to the 2026 Extraordinary General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company or the person(s) authorized by the Board of Directors and/or the Executive Committee and/or the authorized director(s) of the Company to undertake any actions relating to the allocation of newly issued ordinary shares to accommodate the exercise of the Company's warrants, including the amendment of wording or statements in the minutes of the shareholders' meeting or any applications, and/or to perform any acts in compliance with the orders of the registrar of public limited companies in relation to the allocation of newly issued ordinary shares to accommodate the exercise of the Company's warrants with the relevant authorities.

The Moderator invited shareholders and/or proxies to ask questions. As no shareholders and/or proxies had any inquiries, the matter was proposed to the Meeting for consideration.

Resolution The Meeting resolved to approve the allocation of up to 1,429,793,337 newly issued ordinary shares with a par value of Baht 7.00 per share to accommodate the Company's existing warrants (XBIO-W6, XBIO-W7, and XBIO-W8), with the details as proposed in all respects, with the voting results as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	9,531,112,900	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
	9,531,112,900	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 11 Other matters (if any)

The Moderator informed the Meeting that in order to comply with the second paragraph of Section 105 of the Public Companies Act, which stipulates that shareholders holding not less than one-third of the total issued shares may request the meeting to consider other matters, in addition to those specified in the notice of the meeting.

Since there were no additional matters proposed for consideration and no further questions were asked by shareholders, the Chairman thanked the shareholders of the Company and the Meeting was adjourned at 14.50 hours.

Nitchanun Yammeesri

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(Miss Nitchanun Yammeesri)

Meeting Recorder

Supoj Pannoi

.....

(Mr. Supoj Pannoi)

Chairman of the Board of Directors

(-Translation-)

**Summary of Key Features of Warrants to Purchase New Ordinary Shares of
X Bioscience Company Limited No.9 (XBIO-W9)**

Issuer of Warrants	X Bioscience Company Limited (Company)
Nature or Type of Warrants	Warrants to purchase ordinary shares of the Company No.9 (Warrants or XBIO-W9), which are transferable and specify the names of warrant holders
Type of Warrant	Named certificate and transferable
Number of Warrants	Not exceeding 3,965,061,196 units The issuance and offer of the XBIO-W9 shall be carried out after obtaining the approval of the Extraordinary General Meeting of Shareholders No. 2/2026
Number of Shares Reserved for Exercise of Warrants	Not exceeding 3,965,061,196 shares, at par value 7 Baht each, equivalent to 33 percent of the total issued shares of the Company. The number of shares allotted to reserve for the exercise of XBIO-W9, when combined with the number of shares reserved for other warrants (XBIO-W6, XBIO-W7 andXBIO-W8), accounts for 50 % of the total issued and outstanding shares of the Company, which is calculated according to the following formula = $\frac{\text{Number of Reserved shares for XBIO-W9} + \text{Number of Reserved shares for other warrant issuances}}{\text{the total issued shares of the Company}}$ = $\frac{3,965,061,196 + 2,110,446,870}{12,151,016,133} = 50\%$
Allotment Method	The Company will allot XBIO-W9 to its existing shareholders whose names appear on the share register book as at 16 June 2026, which is the record date that is used to determine the list of names of shareholders, who are entitled to be allotted the Warrants by way of rights offering at the 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 fractions will be disregarded). In the event that the calculation of each shareholder's entitlement to receive the allocation of the XBIO-W9 Warrants results in any fractional shares or fractional warrants (if any), such fractions shall be rounded down and disregarded. Following the calculation of the shareholders' entitlements, if there are any remaining fractional warrants arising from the overall allocation, the Company shall cancel such remaining warrants. Consequently, the total number of warrants remaining shall be equal to the exact number of warrants allocated to shareholders without any fractional balance.

	The Company has the discretion not to issue and offer XBIO-W9 to its shareholders if such issue and offer will subject the Company to be in compliance with non-Thai laws.
Offer Price per Unit of Warrants	0.00 Baht (Zero Baht)
Exercise Ratio	<p>1 unit of XBIO-W9 is entitled to purchase 1 new ordinary shares of the Company unless the exercise ratio is adjusted according to the adjustment conditions under terms and conditions regarding the rights and duties of the warrant issuer and holders of warrants to purchase ordinary shares of X Bioscience Public Company Limited No. 9 (XBIO-W9).</p> <p>If there are fractions of shares or warrants, the fraction shall be disregarded.</p>
Exercise Price	0.05 per share (unless the exercise price is adjusted according to the adjustment conditions)
Issuing Date	The Board of Directors or the Executive Committee or the Chief Executive Officer or their authorized person shall be empowered to determine the issuing date of XBIO-W9 after obtaining approval from the EGM No. 2/2026. The shareholders who are entitled to receive XBIO-W9 must be the shareholders whose names appear on the Company's share register book on 16 June 2026.
Term of Warrants	Not exceed 2 years from the date of issuing date of Warrants.
Conditions and Exercise Period	<p>The Warranholders shall be entitled to exercise the Warrants only one (1) time throughout the term of XBIO-W9, which is due on the maturity date of 2 years from the issuing date of XBIO-W9.</p> <p>In the event that the exercise date does not fall on the business day of the Company or the SET, the exercise date shall be the last business day before such exercise date.</p>
Dilution Effect	<p>1. <u>Control Dilution</u></p> <p>If all Warrants are fully exercised but the warrant holders exercising the Warrants are not the existing shareholders, the existing shareholders will be affected by control dilution where the shareholding percentage of the existing shareholders will approximately reduce by [33.33] % compared with the shareholding percentage before issuing the Warrants. The calculation method is as follows:</p> <p>Control Dilution</p> $= \frac{\text{Number of Reserved shares for other warrant issuances} + \text{Number of reserved shares for XBIO-W9}}{\text{(Number issued shares} + \text{Number of Reserved shares for other warrant issuances} + \text{Number of reserved shares)}}$ $= \frac{2,110,446,870 + 3,965,061,196}{12,151,016,133 + 2,110,446,870 + 3,965,061,196}$ $= 33.33 \%$

	<p>2. <u>Price Dilution</u></p> <p>After issuing and offering warrants: the price dilution of the Company's shares will approximately equal to {9.25} %, taking into account the reference market price during 15 consecutive business days (between the period 8 and 28 May 2026) before the date of board of directors' meeting which resolved to approve the issue of the Warrants. The calculation method is as follows:</p> <p>Price Dilution = $\frac{\text{market price before issuing} - \text{market price after issuing}}{\text{market price before issuing}}$</p> <p>= $\frac{0.08 - 0.0726}{0.08}$</p> <p>= 9.25 %</p> <p>Whereas</p> <ol style="list-style-type: none"> 1. The market price before issue and offer is equal to Baht 0.08 per share 2. The market price after issuing is calculated as follows: $\frac{(\text{market price before issuing} \times \text{number of total issued shares}) + (\text{exercise price} \times \text{number of reserved shares})}{\text{number of total issued shares} + \text{number of reserved shares}}$ <p>3. <u>Earnings per Share Dilution</u></p> <p>The earning per share dilution cannot be calculated because the Company has incurred net loss according to the Company's consolidated financial statements for last 12 mounts</p>
Notification Period	The warrant holders who wish to exercise XBIO-W9 shall submit a notice of intention to exercise XBIO-W9 to the Company from 9:00 a.m. to 4:00 p.m. on the Company's and the SET's business days, within the period of 15 days prior to the exercise date.
No Cancellation after Notifying Intention to Exercise Warrants	No warrant holders may cancel the exercise XBIO-W9 after notifying their intention to exercise the XBIO-W9. Unless prior written consent has been obtained from the Company.
Secondary Market of Warrants	The Company will file an application to list the XBIO-W9 as listed securities on the SET.
Secondary Market of Shares Derived from Exercise of Warrants	The shares derived from the exercise of XBIO-W9 will be listed on the SET.
Reasons to Issue New Shares to Accommodate Adjustment of Warrants	<p>When the Company adjusts the exercise price and/or the exercise ratio pursuant to the adjustment conditions of Warrants as stipulated in the Terms and Conditions of the Warrants, which fall under the events prescribed in Clause 11(4) (b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 Re: Application for Permission and Permission to Offer the Warrants to Purchase New Shares and the New Shares Reserved for the Exercise of the Warrant dated December 15, 2008 (as amended)</p> <p>The Board of Directors, the Executive Committee, the Chief</p>

	Executive Officer, or their authorized person shall be empowered to determine the conditions and other details relating the adjustment of the exercise price and exercise ratio.
Conditions for Remaining Warrants	The Company will cancel the unissued XBIO-W9.
Adjustment of Warrants	<p>The Company will adjust the exercise price and/or the exercise ratio pursuant to the conditions concerning the adjustment upon the occurrence of any of the events stipulated in the terms and conditions of XBIO-W9 which fall under the events prescribed in Clause 11 (4) (b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 Re: Application for Permission and Permission to Offer the Warrants representing the Rights to Purchase New Shares and the New Shares Reserved for the exercise of the Warrants dated 15 December 2008 (including amendments) or other similar events such as:</p> <ol style="list-style-type: none"> (1) there is a change in the par value of the Company's shares as a result of stock consolidation or stock split; (2) the Company offers new shares at a low price; (3) the Company offers to sell convertible debentures at a low price or offers warrants at a low price; (4) the Company pays dividends, in whole or in part, by new shares to shareholders; (5) the Company pays dividends in cash which exceeds the rates specified in the terms of rights; (6) there is any other case in the same manner as (1) to (5), which causes inferior benefits to be received by the warrant holders upon the exercise of the warrants.
Warrant registrar	Thailand Securities Depository Company Limited or any person duly appointed to act as the registrar of XBIO-W9
Other Information Necessary for Making Decision to Invest in Warrants	The Board of Directors, the Executive Committee, or the Chief Executive Officer, or any person authorized by the Board of Directors, the Executive Committee or the Chief Executive Officer shall be empowered to determine all details relating to the issue and offer of warrants in all respects, including but not limited to 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 the issue and offer of warrants

(F53-4)

Capital Increase Report Form
X Bioscience Public Company Limited
29 May 2026

X Bioscience Public Company Limited (the “**Company**”) hereby report on the resolutions of Board of Directors’ Meeting No. 8/2026 (the “**Board of Directors’ Meeting**”) held on 29 May 2026 relating to reduction of registered capital by cancelling authorized but unissued ordinary shares, increase of registered capital to The Stock Exchange of Thailand (“**SET**”) as follows:

1. The increase of registered capital

The Board of Directors’ meeting had resolved to propose that the Extraordinary General Meeting of Shareholders No. 2/2026 (“**EGM 2/2026**”) considers and approves the increase of registered capital of the Company for the amount of 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 into 18,226,524,199 ordinary shares, with the par value of 7.00 Baht each, by issuing not exceeding 4,167,165,070 new ordinary shares, with a par value of 7.00 Baht each, to allot to the existing shareholders by way of rights offering

This capital increase will be conducted in the following manner:

Capital Increase	Type of securities	Number of Shares (Shares)	Par Value (Baht per Share)	Total Value (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capita	Ordinary shares	4,167,165,070	7.00	29,170,155,490
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred Shares	-	-	-

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item no. 2.2
- General Mandate: please fill in only item nos. 2.2, 3., and 4.

2. The allocation of newly issued shares

The Board of Directors' meeting resolved to approve the propose to the Extraordinary General Meeting of Shareholders No. 2/2026 to consider and approve the allocation of newly issued ordinary shares in the amount of 4,167,165,070 shares at a par value of 7.00 Bath per share, representing a total par value of 29,170,155,490 Bath, with details as follows:

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of Shares	Ratio (Original: New)	Selling Price (Baht per Share)	Date and Time of Subscription and Payment for Shares	Remark
(1) reserve for the exercise of the warrants XBIO-W9	Not exceeding 3,965,061,196 shares	3.06452 existing ordinary share per 1 XBIO-W9	-	-	Please consider the remarks below and Attachment 3
(2) reserve for the accommodate the exercise of XBIO-W6 and XBIO-W7 as a result of the adjustment of rights of XBIO-W6 and XBIO-W7	Not exceeding 141,565,590 shares	2.14706 existing ordinary share per 1 XBIO-W6, XBIO-W7	-	-	
(3) reserve for the accommodate the exercise of XBIO-W8 as a result of the adjustment of rights of XBIO-W8	Not exceeding 60,538,284 shares	2.55221 existing ordinary share per 1 XBIO-W8	-	-	
total	Not exceeding 4,167,165,070 shares				

Remarks:

The Board of Directors' meeting approved to consider and approve the allotment of 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 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 warrant to purchase ordinary shares in the No. 9 ("**XBIO-W9**"), which are issued and offered to existing shareholders of the Company by way of rights offering with no consideration, 3.06452 existing ordinary shares to 1 unit of XBIO-W9 (any fractional shares will be rounded down). In the event that the calculation of each shareholder's entitlement to receive the allocation of the XBIO-W9 Warrants results in any fractional shares or fractional warrants (if any), such fractions shall be rounded down and disregarded. Following the calculation of the shareholders' entitlements, if there are any remaining fractional warrants arising from the overall allocation, the Company shall cancel such remaining warrants. Consequently, the total number of warrants remaining shall be equal to the exact number of warrants allocated to shareholders without any fractional balance. 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. The exercise ratio for the XBIO-W9 is 1 unit of XBIO-W9 to 1 ordinary share. The exercise price equals to Baht 0.05 (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 Warrants to Purchase New Ordinary Shares of X Bioscience Public Company Limited No. 9 (XBIO-W9) (**Enclosure No. 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). Regardless of adjustment of the rights of XBIO-W9, the exercise price of XBIO-W9 shall not be lower than Baht 0.01.

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 Stock Exchange of Thailand ("**SET**") and to take any actions necessary and reasonable in connection with this issue and offer of warrants.

- (2) 202,103,874 new ordinary shares, with a par value of 7.00 Bath per share, are additionally reserved 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

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

2.1.1 Company Procedures in the case of fractional shares

In the event that there are fractions of shares from the allotment of new ordinary shares to existing shareholders by way of rights offering such fraction will be disregarded.

General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital ^{1/}	Remarks
Existing Shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To accommodate the conversion/exercise of the transferable warrants to purchase newly issued shares	Ordinary	-	-	-
	Preferred	-	-	-
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

^{1/} The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate

3. Schedule for the Shareholders' Meeting to Approve the Capital Increase and Allotment of New Ordinary Shares

Schedule the Extraordinary General Meeting of Shareholders No.2/2026 on 6 July 2026 at 13.00 hrs. via electronic meeting (E-meeting) in accordance with the Royal Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations, with the meeting system control venue located at X Bioscience Public Company Limited, No. 304, Vanich Place Ari (Building A), 18th Floor, Room Nos. 1803–1806, Phahonyothin Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok by:

- The record date to determine the list of shareholders entitled to attend the shareholders' meeting shall be on 16 June 2026.
- The share register shall be closed to suspend any share transfer for the right to attend the shareholders' meeting from.....until such meeting is adjourned.

4. Approval for capital increase/newly issued share allocation from relevant governmental agencies and conditions of such approval

4.1 The Company must proceed with the registration of the increase of the registered capital, and the amendment of Clause 4 of the Company's Memorandum of Association to be

consistent with such reduction and increase of the registered capital with the Department of Business Development, Ministry of Commerce, within 14 days from the date on which the EGM 2/2026 resolves to approve the matter. The Company must also register the increase in paid-up capital for the new ordinary shares with the Department of Business Development, Ministry of Commerce, within 14 days from the date on which the Company receives full payment for the exercise of XBIO-W9.

- 4.2 The Company shall submit an application to the Stock Exchange of Thailand to approve XBIO-W9 and the new ordinary shares from the exercise of the XBIO-W9 to list as listed securities on the Stock Exchange.

5. Objectives of capital increase and plans for utilizing additional capital

In the event that all XBIO-W9 are fully exercise, the Company will be able to raise funds in the amount of approximately 198 million Baht. The Company's objectives and plans for utilizing such funds are as follows:

Objective	Estimated amount used (Million Baht)	Period of utilization
1. To support the Company's investment expansion in new businesses relating to construction and OEM in the future.	Not exceeding 150 million Baht	2028 - 2030
2. To repay the Company's existing liabilities, including trade payables and other payables, as well as various loans that the Company has utilized as sources of working capital funding, in order to reduce interest expenses and strengthen the Company's financial structure.	Not exceeding 30 million Baht	
3. To be used as working capital in the Company's businesses	Remaining fund from the objective no.1 and no. 2	
Total (Approximate)	The use of the above funds for each purpose may be adjusted as deemed appropriate; however, the total amount must not exceed 190 million Baht	

Remarks:

- The Company expects to utilize the proceeds within the mid of 2028, after obtaining approval from the Extraordinary General Meeting of Shareholders No. 2/2026.
- The investment amount and the period for utilizing the aforementioned funds are initial estimates and subject to changes, but will remain aligned with the aforementioned objectives. This is dependent upon the value of the future funds raising by the Company, as well as the conditions, details, and necessities of each situation, which may also vary from time to time.

6. Benefits that the Company will receive from the capital increase/ allotment new share

- 6.1 This capital increase will enhance the liquidity for business operations and to use as working capital for the Company. The Company will have more liquidity from the working capital raised through the capital increase and the Company will have sufficient capital for the Company's business operations.
- 6.2 To strengthen and stabilize the company's financial position. This will enable the Company to create a stable and sustainable income base in both the short and long term.
- 6.3 To secure sources of funds in the event of new businesses with potential and attractive returns on investment, or other business opportunities.

7. Benefits that the shareholders will receive from the capital increase/new share allotment

- 7.1 The proceeds from the issue and offer of XBIO-W9 to existing shareholders by way of right will benefit the Company by enhancing its readiness to invest in potential new businesses, strengthening its financial structure, increasing financial flexibility, and reducing the Company's debt burden, as well as providing sufficient capital to support current business operations. This will enable the Company to build a solid and sustainable revenue base in both the short and long term. Furthermore, if the Company's operating performance improves, shareholders will benefit through the payment of dividends in accordance with the Company's dividend policy.

7.2 Company's Dividend Payment Policy

The Company has the policy to pay dividend at the rate of not less than 50% of the net profit after deduction of corporate income tax of the Company financial statements excluding gains or losses from foreign exchange that have not yet been realized. Moreover, the payment of such dividend may be change depending on the investment plans, as well as other relevant management factors. The Board of Directors may consider and review or change the dividend payment in order to align with the Company's future business growth plans, the requirements for investment and other factors as deemed appropriate. In this regard, such dividend payments shall not exceed the retained earnings shown in the Company's financial statements.

7.3 Shareholders' Rights

The warrant holder will become a shareholder of the Company only after the warrant holder exercise their right to purchase the newly issued share and the Company has completed the registration of the paid-up capital increase with the Department of Business Development, Ministry of Commerce, and the Company's registrar has recorded the subscriber's name in the Company's share register book. This includes the rights to attend shareholders' meetings and to receive dividends.

8. Other details necessary for shareholders' decision making in the approval of the capital increase/new share allotment

Any other necessary details for shareholders to make an 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**)

9. **Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/newly issued share allocation**

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting No. 8/2026	29 June 2026
2	Record Date to determine the list of shareholders entitled to attend the EGM 2/2026 and entitled to be allotted of the warrant XBIO-W9 (Right Offerring)	16 June 2026
3	The EGM 2/2026	6 July 2026
4	Registration of the increase of registered capital and amendment of the Memorandum of Association in accordance with the increase of registered capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the EGM 2/2026 approves
6	Registration of the increase of paid-up capital with the Department of Business Development, Ministry of Commerce and the listing of new shares as a listed securities on the Stock Exchange of Thailand	After each allotment of new shares.

Remark: The procedures and timeline for implementation are subject to change based on operational circumstances and appropriateness, subject to the provisions of the law.

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

Yours Sincerely,
X Bioscience Public Company Limited

- Signed -

- Company's seal -

(Miss Saowanee Khaoubol)
Authorized Director

- Signed -

(Mr. Amnart Lertpresertwong)
Authorized Director

Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares to Accommodate the Exercise of Warrants to Purchase Ordinary Shares of X Bioscience Public Company Limited No.9 (XBIO-W9)

As the Board of Directors' Meeting of X Bioscience Public Company Limited (the "**Company**") No. 8/2026 on 29 May 2026, resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2026 on 3 July 2026, to consider and approve the increase of registered capital of the Company at the amount of 29,170,155,490 Baht from the existing registered capital of 98,415,513,903 Baht to the new registered capital of 127,585,669,393 Baht by issuing not exceeding 4,167,165,070 new ordinary shares, with a par value of 7.00 Baht each, to reserve for the exercise of the warrants to purchase the Company's ordinary shares No. 9 (XBIO-W9) ("**XBIO-W9**") issued and offered to existing shareholders of the Company by way of rights offering with details as follows. In this regard, the Company has prepared this information memorandum with the details as follows:

1. Offering Details

The Company will allocate 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 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 warrant to purchase ordinary shares in the No. 9 ("**XBIO-W9**"), which are issued and offered to existing shareholders of the Company 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 each shareholder's entitlement to receive the allocation of the XBIO-W9 Warrants results in any fractional shares or fractional warrants (if any), such fractions shall be rounded down and disregarded. Following the calculation of the shareholders' entitlements, if there are any remaining fractional warrants arising from the overall allocation, the Company shall cancel such remaining warrants. Consequently, the total number of warrants remaining shall be equal to the exact number of warrants allocated to shareholders without any fractional balance. The exercise ratio for the XBIO-W9 is 1 unit of XBIO-W9 to 1 ordinary share. The exercise price equals to Baht 0.05 (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 Warrants to Purchase New Ordinary Shares of X Bioscience Public Company Limited No. 9 (XBIO-W9) (**Enclosure No. 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). Regardless of adjustment of the rights of XBIO-W9, the exercise price of XBIO-W9 shall not be lower than Baht 0.01.

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 Stock Exchange of Thailand ("SET") and to take any actions necessary and reasonable in connection with this issue and offer of warrants.

- (2) 202,103,874 new ordinary shares, with a par value of 7.00 Bath per share, are additionally reserved 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

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

2. Objectives of the issue of shares and plans to utilize the funds received

In the event that all XBIO-W9 warrants are exercised in full, the Company will be able to raise funds in the amount of approximately 198 million Baht. The Company's objectives and plans for the use of proceeds are as follows:

Objective	Estimated amount used (Million Baht)	Period of utilization
1. To support the Company's investment expansion in new businesses, new projects, and the future business expansion of its subsidiaries	Not exceeding 150 million Baht	2028-2030
2. To repay the Company's existing liabilities, including trade payables and other payables, as well as various loans that the Company has utilized as sources of working capital funding, in order to reduce interest expenses and strengthen the Company's financial structure.	Not exceeding 30 million Baht	
3. To be used as working capital in the Company's businesses	Remaining fund from the objective no.1 and no. 2	

Total (Approximate)	The use of the above funds for each purpose may be adjusted as deemed appropriate; however, the total amount must not exceed 190 million Baht
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Remarks:

- The Company expects to utilize the proceeds around [the mid of 2028], after obtaining approval from the Extraordinary General Meeting of Shareholders No. 2/2026.
- The investment amount and the period for utilizing the aforementioned funds are initial estimates and subject to changes, but will remain aligned with the aforementioned objectives. This is dependent upon the value of the future funds raising by the Company, as well as the conditions, details, and necessities of each situation, which may also vary from time to time.

3. **Effects on Shareholders (Dilution Effect) from the Allocation of Newly Issued Ordinary Shares and the Benefits Received by Shareholders in Comparison with the Effects Resulting from the Issuance and Allocation of the XBIO-W9**

3.1 Price Dilution

Following the issuance and offering of the XBIO-W9 Warrants, there will be an impact on the share price as follows:

$$\text{Price Dilution} = \frac{\text{market price before offering} - \text{market price after offering}}{\text{market price before offering}}$$

$$\text{market offering price} = \text{The market price before offering equal to the weighted average price of the XBIO's shares 15 business days prior to the date of the Board of Directors has the resolution to issue RO (the weighted average price during 8 – 28 May 2026 is equal to 0.08 Baht)}$$

$$\text{market offering price} = \frac{(\text{market price before offering} \times \text{the number of paid-up shares}) + (\text{the exercise price} \times \text{the number of shares accommodated to offer in this time})}{\text{the number of paid-up shares} + \text{the number of shares accommodated to offer in this time}}$$

$$\text{Price Dilution} = \frac{0.08 \times 12,151,016,133 - (0.05 \times 3,965,061,196)}{12,151,016,133 + 3,965,061,196}$$

$$\begin{aligned} \text{market price after offering} &= \frac{(0.08 \times 12,151,016,133) + (0.05 \times 3,965,061,196)}{12,151,016,133 + 3,965,061,196} \\ &= 0.0726 \text{ Baht Per Share} \end{aligned}$$

3.2 Control Dilution

Following the issuance and allocation of the XBIO-W9 Warrants, in the event that the rights to purchase newly issued ordinary shares reserved for the exercise of the XBIO-W9 Warrants are fully exercised, and the persons exercising such rights are not the existing shareholders of the Company, the shareholding percentage of the existing shareholders will be diluted by 33.33 percent. The details of the calculation are as follows:

$$\text{Control Dilution} = \frac{\text{Number of Reserved shares for other warrant issuances} + \text{Number of reserved shares for XBIO-W9}}{\text{Number issued shares} + \text{Number of Reserved shares for other warrant issuances} + \text{Number of reserved shares}}$$

$$\begin{aligned} \text{Control Dilution} &= \frac{2,110,446,870 + 3,965,061,196}{12,151,016,133 + 2,110,446,870 + 3,965,061,196} \\ &= 33.33 \text{ percent} \end{aligned}$$

3.3 Earnings Per Share Dilution or EPS Dilution

Unable to calculate due to the Company incurring net loss during the past 12 months.

4. **Benefit/Worthiness Received by Company and Shareholders Compared with Impact on Earnings per Share/Shareholders' Voting Rights**

After the issuance and offering of XBIO-W9 to the shareholders by way of rights offering, in the case where all existing shareholders fully exercise their rights under XBIO-W9 to purchase the newly issued ordinary shares, there will be no impact on the voting rights of the Company's shareholders (Control Dilution). However, in the event that the existing shareholders do not exercise their rights under XBIO-W9 to purchase ordinary shares of the Company, and warrant holders, who are not the existing shareholders exercise all of their rights under XBIO-W9 to purchase ordinary shares in full, there will be an impact on the voting rights of existing shareholders (control dilution), which equals to 33.33 %

5. **Board of Directors' Opinions**

5.1 **Rationale and Necessity of the Capital Increase, including Rationale and Necessity of the issuance and offering of newly issued ordinary shares under the Private Placement Transaction**

The Board of Directors is of the opinion that the Company necessary to increase the registered capital to accommodate the issuance and offering of the warrants to purchase ordinary shares of the Company allocated to existing shareholders in proportion to their shareholding (Rights Offering) for serving as an alternative source of funding for the Company. Moreover, it will enhance flexibility and efficiency in capital funding, and enabling the Company to respond promptly to stock market conditions and rapidly changing external factors. Such flexibility will benefit the Company's business by strengthening its financial liquidity and allowing for timely expansion of investments whenever necessary. In addition, the proceeds from the capital increase may be used to repay debts, thereby reducing the Company's financial costs, while also improving its financial position, stability, and resilience. This will strengthen the Company's overall financial standing and optimize its capital structure. Furthermore, the funds raised can be utilized to generate income from investments and support the Company's business development, which in turn will create returns for both the Company and its shareholders in the future. This

capital raising is therefore expected to generate significant benefits to the Company and its shareholders

In this regard, the Company will use the funds raised through the exercise of the XBIO-W9 for the purposes specified in Clause 2 above.

5.2 Feasibility of the Proceeds Utilization Plan

The Company expects to issue and allocate the Warrants within 1 year from the date on which the shareholders' meeting approves the issuance and allocation of the Warrants, which will provide the Company with capital for use in its future business operations.

In this regard, the Company will use the funds raised through the exercise of the XBIO-W9 for the purposes specified in Clause 2 above.

5.3 Reasonableness of the Capital Increase and the Sufficiency of Source of Fund

The Board of Directors is of the opinion that the capital increase is reasonable in the Company's and shareholders' best interests. In addition, the proceeds from this capital increase will be sufficiently covered for use according to the above-mentioned capital increase plan detailed in Clause 2. above. Furthermore, the company expects its future operations to generate sufficient cash flow. In addition, if necessary, the Company may consider issuing and offering new ordinary shares to the shareholders or to specific investors as an alternative source of funding. However, the Company will take into account the appropriateness and circumstances at that time before making any decision.

5.4 Expected Effects on the Company's Business Operation, Financial Position, and Operating Results

The Board of Directors has considered and is of the opinion that, in connection with the issuance and allotment of the Company's new ordinary shares on this occasion, the Company plans to use the proceeds from the capital increase for the purposes as detailed in Clause 2. above. Such use of proceeds will benefit the Company by enhancing its readiness to invest should there be any new business with potential, strengthening its financial structure, increasing financial flexibility, and reducing the Company's debt burden, as well as providing sufficient working capital to support its current operations. Accordingly, the capital increase will not have any adverse impact on the Company's business operations, financial position, or operating results. However, if the Company receives proceeds from the capital increase in an amount lower than expected, the plan for the use of proceeds may be changed from those described above.

6. Directors' Certification

The Board of Directors has performed their fiduciary duties and duties of care with regards to this capital increase. In case of failure to perform such duties in relation to this capital increase, which causes damage to the Company, shareholders can take legal action to claim for damages from such director(s) on behalf of the Company as provided Section 85 of the Public Company Act B.E. 2535. If the director(s) or his/her related person(s) illegally gains benefits, shareholders can take legal action to recover benefits from such director(s) in lieu of the Company as provided in Section 89/18 of the Securities and Exchange Act B.E. 2535.

The Company hereby certify that this information memorandum is correct and complete in all respects.

Yours Sincerely,
X Bioscience Public Company Limited

- Signed -

- Company's seal -

(Miss Saowanee Khaoubol)

Authorized Director

- Signed -

(Mr. Amnart Lertpresertwong)

Authorized Director

The Company's Articles of Association Relevant to the Shareholder's Meeting

Section 4

Directors

Clause 17 The shareholders' meeting shall elect directors in accordance with the following rules and procedures:

- (a) One shareholder has votes in a number equal to number of shares he/she holds for voting one (1) Director.
- (b) Each shareholder may use all his/her votes under (a) to elect one person or several persons as the directors but cannot allot the votes to any person in any number.
- (c) Persons who receive highest votes arranged in descending order shall be elected directors of the Company, in a number equal to the number of directors to be appointed. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall have additional one (1) vote as a casting vote.

Clause 18 At every annual ordinary meeting, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.

The directors retiring from office in the first and second year after the registration of the conversion of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. The directors who retired by rotation may be re-elected

Clause 21 In case, the position of director is vacant for reasons other than the expiration of the term, the Board of Directors shall elect a person who has qualifications and does not have prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. The director will have less than two months left. The person who becomes a replacement director will be in the position of director only for the remaining term of the director he replaces.

The resolution of the Board of Directors under paragraph one must consist of votes of not less than three-fourths of the number of remaining directors.

Clause 22 The shareholders' meeting may pass a resolution to remove any director prior to the expiration of his/her term of office with the votes of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and the total number of shares being of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and having the right to vote.

Section 5

Meeting of Shareholders

Clause 30 The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months from the end of the accounting period of the Company.

Any shareholders' meeting other than as specified in the first paragraph shall be called the Extraordinary General Meeting.

The Board of Directors may convene the Extraordinary General Meeting of Shareholders at any time as the Board of Directors deems appropriate or when a shareholder or shareholders, holding the total number of shares not less than 10 percent of the total number of sold shares, may correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time, but the matters, the reason and the objective to convene the meeting must be clearly specified in the said letter. In such case, the Board of Directors must hold the shareholders' meeting within 45 days from the date on which the letter from the shareholder(s) is received.

In the event that the Board of Directors does not hold the meeting within the specified period in the third paragraph, the shareholder(s) who subscribed their name in a letter or other shareholders, holding the total number of shares as required therein may convene the meeting by themselves within 45 days from the end of period specified in the third paragraph. In such event, the held shareholders' meeting shall be deemed as if it is convened by the Board of Directors and the Company must be responsible for the expenses incurred from holding the meeting and provide the facilities as appropriate.

In the event that the number of shareholders attending any shareholders' meeting which is convened by the shareholders pursuant to the fourth paragraph do not constitute a quorum, as prescribed in Article 32. of this Articles of Association, the shareholders as per the fourth paragraph, must be jointly responsible for expenses arising out of holding such meeting to the Company.

Clause 31 In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

Clause 32 The number of shareholders attended to the meeting in persons or by proxies (if any) must be not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up share to constitute a quorum.

If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders, the meeting shall be called not less than 7days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

Clause 33 Any shareholder who does not attend the meeting may appoint a proxy in writing to attend the meeting and vote in his replacement.

The proxy must be submitted to the chairman of the meeting or the person designated prior to the start of the meeting.

Clause 34 In casting vote, a resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - a. The sales or transfer of the entire or important part of business of the company to another person.
 - b. The purchase or acceptance of the transfer of the business of other companies by the company.
 - c. The making, amendment or terminating of contract with respect to the granting of a lease of the entire or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - d. The amendment of Article of Association and Memorandum of Association
 - e. The increase or decrease of the capital and the issuing of debenture
 - f. The amalgamation or the give up of business

Section 6

Accounting, Finance and Auditing

- Clause 36** The Company shall prepare and keep the accounts and have the accounts audited pursuant to relevant laws and shall have the balance sheet and profit & loss account which are made at the end of the Company's accounting period submitted to the annual general meeting of the shareholders for approval. The Board of Director shall arrange the balance sheet and profit & loss account to be audited by the Auditor before submitting to the shareholders' meeting.
- Clause 37** The Board of Directors shall deliver the following documents to the shareholders together with the notices of summoning of the annual general meeting of shareholders.
- (1) Copy of Balance sheet and profit & loss account which are audited by the Auditor together with his auditor's report.
 - (2) Annual report of the Board of Directors
- Clause 39** The Company must appropriate part of the annual net profit to reserve fund, at least 5% of the annual net profits extracted by the accumulated loss brought forward (if any) until the reserve fund reaches at no less than 10% of the registered capital. Notwithstanding the reserve fund referred to above, the Board of Directors may propose to the shareholders' meeting for its resolution to otherwise appropriate reserve fund as perceived by the Board to be beneficial to business operations of the Company.
- Clause 42** The Auditor has the duty to attend in every shareholders' meeting which is held to consider the balance sheet, profit & loss account, and any problem regarding the Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver to the Auditor all the reports and documents of the Company to which the shareholders are entitled to receive at such meeting

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name - Surname : Mr. SUPOJ PANNOI Age: 44 years

Position in the Company : Independent Director / Audit Committee Member

Education : - Master of Business Administration (MBA),
Ramkhamhaeng University

- Bachelor's Degree in Auditing, Rajamangala University of
Technology Krungthep

- Mini Master of Business Economics (MBE),
Chulalongkorn University

**Work Experiences**

2025 - Present : Chairman of the Board / Independent Director / Audit Committee Member
- X Bioscience Public Company Limited

2023 – Present : Executive Director
- AMT Audit Group Company Limited
- AMT Solution Company Limited

2019 – Present : Vice President
- Thai Accountants Association

2017 – Present : Audit Committee Member
- Chaiwatana Tannery Group Public Company Limited

2017 – Present : Audit Committee Member
- Green Power 2 Public Company Limited

Shareholding proportion in the Company : None

Director training (IOD) : None

Position held in other companies that are not listed companies : 1. AMT Audit Group Company Limited
2. AMT Solution Company Limited
3. Green Power 2 Public Company Limited

Position held in other companies that are listed companies in the Stock Exchange of Thailand : 1. Chaiwatana Tannery Group Public Company Limited

Directorship/ management in other companies which may cause conflict of interest to or complete with the business of the Company : - None

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name – Surname : Mr. SARAYUT RUEANGSUWAN

Age : 42 years

Position in the Company : Independent Director / Chairman of the Audit Committee /
Chairman of the Nomination and Remuneration Committee

Educational Background : - Doctor of Philosophy (Ph.D.) in Accounting, Faculty of Business Administration, University of Exeter
- Master of Public Affairs (M.P.A.), University of California, Berkeley
- Master of Research (M.Res.) in Finance, Bayes Business School, City University of London
- Master of Business Administration (MBA), Faculty of Commerce and Accountancy, Thammasat University
- Bachelor of Laws (Second Class Honors), Faculty of Law, Chulalongkorn University
- Bachelor of Accountancy (First Class Honors), Faculty of Commerce and Accountancy, Thammasat University



Work Experience:

2025 - Present : Independent Director / Chairman of the Audit Committee / Chairman of the
Nomination and Remuneration Committee

- X Bioscience Public Company Limited

2017 – Present : Independent Director

- Thai Aviation Company Limited

2022 – Present : Deputy Dean for Strategy and Finance

- Faculty of Commerce and Accountancy, Thammasat University

2022 – Present : Associate Professor in Accounting

- Faculty of Commerce and Accountancy, Thammasat University

2022 – Present : Director

- Simat Technology Public Company Limited

2022 – Present : Executive Director

- Aikchol Hospital Public Company Limited

2023 - Present : Independent Director and Audit Committee Member

Takuni Group Public Company Limited

Shareholding in the Company:

- : - Own holdings: 0.0013%
- Spouse and minor children: None

Director Training (IOD)

- : - Director Accreditation Program (DAP), Class 246/2017, Thai Institute of Directors Association
- Director Refreshment Program 6/2022, Thai Institute of Directors Association

Positions in Other Non-Listed Companies

- : 1. Thai Aviation Company Limited

Positions in Other Listed Companies on the Stock Exchange of Thailand

- : 1. Simat Technology Public Company Limited
- 2. Aikchol Hospital Public Company Limited
- 3. Takuni Group Public Company Limited

Positions as Director/Executive in Other Businesses that May Cause Conflict of Interest or Competition with the Company

- : None

-

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name - Surname : Mr. PORAMIN NILLAPHAN Age: 51 years

Position in the Company : Independent Director / Audit Committee Member /
Nomination and Remuneration Committee Member

Education :
- Bachelor's Degree in Political Science
(Government), Ramkhamhaeng University
- Master's Degree in Political Science
(Government), Ramkhamhaeng University
- Doctor of Philosophy (Ph.D.) in Political
Science, Ramkhamhaeng University



Work experiences

2026 – Present : Independent Director / Audit Committee Member / Nomination and Remuneration
Committee Member
- X Bioscience Public Company Limited

Present : Business Owner
- THE VILLA71 RESORT and Freelance Architect

2021 – Present : Executive
- Camp Art Co., Ltd.

2021 – Present : Television Program Host
- “Camp Safari Review Camp” on Top News Channel 77

2025 – 2028 : Subcommittee Member, Corporate Governance (CG) and Corporate Social Responsibility
(CSR)
- Metropolitan Waterworks Authority

2019 – 2021 : Advisory Committee Member to the Subcommittee
- Metropolitan Police Division 4 Civilian Police Oversight Committee (Kor.Tor.Tor.)

2017 – 2021 : Member of the Police Administration Inspection and Monitoring Committee
- Chok Chai Police Station

Shareholding proportion in the Company : - Personal : None
- Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies that are not listed companies : 3 companies as follows:

1. Camp Art Co., Ltd.
2. THE VILLA71 RESORT
3. FREELANCE ARCHITECT

Position held in other companies that are listed companies in the Stock Exchange of Thailand : - None

Directorship/ management in other companies which may cause conflict of interest to or complete with the business of the Company : - None

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name - Surname : MISS RADCHADA LURANG Age: 45 years

Position in the Company : Independent Director / Audit Committee Member /
Nomination and Remuneration Committee Member

Education :
- Bachelor's Degree, Niwatana University
- Master of Laws (LL.M.), Western University
- Doctor of Laws (LL.D.), Western University

**Work Experiences**

2026 - Present : Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member
- X Bioscience Public Company Limited

2024 – 2026 : Assistant to the President
- Western University

2015 – Present : Dean of the Faculty of Law
- Western University

2019 – Present : Director of the Master of Laws (LL.M.) Program
- Western University

2016 – 2017 : Deputy Director of the Academic Affairs Office, Kanchanaburi Campus
- Western University

2015 – Present : Deputy Director of the Master of Laws (LL.M.) Program
- Western University

Shareholding proportion in the Company : None

Director training (IOD) : None

Position held in other companies that are not listed companies : 1. Western University

Position held in other companies that are listed companies in the Stock Exchange of Thailand : - None

Directorship/ management in other companies which may cause conflict of interest to or complete with the business of the Company : - None

Definition of Independent Director

- Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
- Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
- Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
- Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director

The term "business relationship" under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in favor of the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of THB 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on connected transactions, mutatis mutandis. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced;

- Shall not be nor have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
- Shall not provide nor have provided any professional services, including the provision of services as a legal or financial advisor, receiving service fees in the amount of over THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of the professional service provider, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
- Shall not be a director that has been appointed to act as a representative of the directors of the Company, its major shareholders, or its shareholders who are related to the major shareholder;
- Shall not engage in any business of the same nature and which significantly competes with the business of the Company or its subsidiary. He or she shall not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, and shall not hold shares in excess of one percent of the total number of shares with voting rights of another company that engages in a business of the same nature and which significantly competes with the business of the Company or its subsidiary.

อาคารแสดงสมบัติ
Duty Stamp
20 บาท/Baht

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A.

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอ็กซ์ ไบโอไซเอนซ์ จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of X Bioscience Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ดั่งนี้
Holding a total of _____ shares and having the vote equal to _____ votes
as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
 และระบุรายละเอียดของผู้รับ
มอบฉันทะ
If choosing No. 1, please mark
and provide details of the proxies.

1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or

ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
 และเลือกกรรมการอิสระคนใด
คนหนึ่ง
If choosing No. 2, please mark
and select one of the independent

2. กรรมการอิสระของบริษัท ดังต่อไปนี้

The independent directors of the Company as follows:

- นายสุพจน์ ปานน้อย หรือ
Mr. Supoj Pannoi or
- นายศรายุทธ เรืองสุวรรณ หรือ
Mr. Sarayut Rueangsuwan or
- นายปรมินทร์ นิลพันธุ์ หรือ
Mr. Poramin Nillaphan or
- นางสาวรัฐชฎา ฤาแรง
Miss Radchada Lurang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ
ปรากฏตาม สิ่งที่ส่งมาด้วย 6)

In the case where the independent director who is appointed as the
proxy is unable to attend the meeting, one of the other independent
directors shall be appointed as the proxy in replacement. (Details of
Independent Directors are set out in Enclosure 6)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
วิสามัญผู้ถือหุ้น ครั้งที่ 2/2569 ในวันจันทร์ที่ 6 กรกฎาคม 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่อ
อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัท กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the
Extraordinary General Meeting of Shareholders No. 2/2026 on Monday, 6 July 2026, at 13:00 hrs., in the
form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other
date, time and place.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be actions performed by
myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่
สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting
and may not split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่างๆ ที่มอบฉันทะที่ละเอียดชัดเจนตายตัว)

(The Form Clearly Specifying Certain Items and Authority to Grant the Proxy)

อากรแสตมป์
Duty Stamp
20 บาท/Baht

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอ็กซ์ ไบโอสไซเอนซ์ จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of X Bioscience Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ดั่งนี้
Holding a total of _____ shares and having the vote equal to _____ votes
as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
 และระบุรายละเอียดของผู้รับ
มอบฉันทะ
If choosing No. 1, please mark
and provide details of the proxies.

1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or

ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
 และเลือกกรรมการอิสระคนใด
 คนหนึ่ง
 If choosing No. 2, please mark
 and select one of the independent
 directors.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

- นายสุพจน์ ปานน้อย หรือ
 Mr. Supoj Pannoi or
 นายศรายุทธ เรืองสุวรรณ หรือ
 Mr. Sarayut Rueangsuwan or
 นายปรามินทร์ นิลพันธุ์ หรือ
 Mr. Poramin Nillaphan or
 นางสาวรัฐชฎา ฤาแรง
 Miss Radchada Lurang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้
 กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ
 ปรากฏตาม สิ่งที่ส่งมาด้วย 6)

In the case where the independent director who is appointed as the
 proxy is unable to attend the meeting, one of the other independent
 directors shall be appointed as the proxy in replacement. (Details of
 Independent Directors are set out in Enclosure 6).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุม
 วิสามัญผู้ถือหุ้น ครั้งที่ 2/2569 ในวันจันทร์ที่ 6 กรกฎาคม 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่อ
 อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the
 Extraordinary General Meeting of Shareholders No. 2/2026 on Monday, 6 July 2026, at 13:00 hrs., in the
 form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other
 date, time and place.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ซึ่งประชุม
 เมื่อวันที่ 30 เมษายน 2569

Agenda 1 To consider and certify the minutes of the 2026 Annual General Meeting of
 Shareholders held on 30 April 2026.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ
 ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our
 behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy holder shall vote according to my/our intention as
 follows:

- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 2 พิจารณาและอนุมัติการย้ายที่ตั้งสำนักงานใหญ่ของบริษัทและการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 5. เพื่อให้สอดคล้องกับการย้ายที่ตั้งสำนักงานใหญ่ของบริษัท

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

- วาระที่ 3 พิจารณาและอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 9 (XBIO-W9) จำนวนไม่เกิน 3,965,061,196 หน่วย ซึ่งจัดสรรให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

- วาระที่ 4 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 4 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital.

หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 **พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุน**

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda 6 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy holder does not cast a vote in accordance with my/our instruction specified herein, such vote casting shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event the meeting considers or passes resolutions in any matters other than those specified above, including in the event there is any amendment or addition of any facts, the proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves

ลงชื่อ ผู้มอบฉันทะ

Signatures (.....) Appointer

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder granting a proxy shall appoint only one proxy holder to attend and vote at the meeting and may not split the number of shares to several proxy holders for splitting votes.

2. ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where there are other agendas to be considered in the meeting other those specified above, the Attachment to Proxy Form B shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.
Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็กซ์ ไบโอไซเอนซ์ จำกัด(มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2569 ในวันจันทร์ที่ 6 กรกฎาคม 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of X Bioscience Public Company Limited, to attend and vote at the Extraordinary General Meeting of Shareholders No. 2/2026 on Monday, 6 July 2026, at 13:00 hrs., in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่ เรื่อง

Agenda

Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง

Agenda

Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

วาระที่ เรื่อง

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ลงชื่อ ผู้มอบฉันทะ
Signatures (.....) Appointer

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C

อากรแสตมป์

Duty Stamp

20 บาท/Baht

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(The Form for Foreign Shareholders Who Have Custodians in Thailand Only)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอ็กซ์ ไบโอสไซเอนซ์ จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of X Bioscience Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ดั่งนี้
Holding a total of _____ shares and having the vote equal to _____ votes
as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
 และระบุรายละเอียดของผู้รับ
มอบฉันทะ
If choosing No. 1, please mark
and provide details of the proxies.

1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or

ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ

Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
 และเลือกกรรมการอิสระคนใด
คนหนึ่ง

If choosing No. 2, please mark
and select one of the independent
directors.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

นายสุพจน์ ปานน้อย หรือ

Mr. Supoj Pannoi or

นายศรายุทธ เรืองสุวรรณ หรือ

Mr. Sarayut Rueangsuwan or

นายปรามินทร์ นิลพันธุ์ หรือ

Mr. Poramin Nillaphan or

นางสาวรัฐชฎา ฤาแรง

Miss Radchada Lurang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ
ปรากฏตาม สิ่งที่ส่งมาด้วย 6)

In the case where the independent director who is appointed as the
proxy is unable to attend the meeting, one of the other independent
directors shall be appointed as the proxy in replacement. (Details of
Independent Directors are set out in Enclosure 6).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
วิสามัญผู้ถือหุ้น ครั้งที่ 2/2569 ในวันจันทร์ที่ 6 กรกฎาคม 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่อ
อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the
Extraordinary General Meeting of Shareholders No. 2/2026 on Monday, 6 July 2026, at 13:00 hrs., in the
form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other
date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant a proxy the total amount of shares held and entitled to vote

มอบฉันทะบางส่วน คือ

Grant partial shares of

หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง

Ordinary share Shares, representing voting right equivalent to votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ซึ่งประชุมเมื่อวันที่ 30 เมษายน 2569

Agenda 1 To consider and certify the minutes of the 2026 Annual General Meeting of Shareholders held on 30 April 2026.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 2 พิจารณาและอนุมัติการย้ายที่ตั้งสำนักงานใหญ่ของบริษัทและการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 5. เพื่อให้สอดคล้องกับการย้ายที่ตั้งสำนักงานใหญ่ของบริษัท

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 3 พิจารณาและอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 9 (XBIO-W9) จำนวนไม่เกิน 3,965,061,196 หน่วย ซึ่งจัดสรรให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 4 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 4 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุน

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 6 To consider other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case where the vote cast by the proxy holder on any agenda is not in accordance with my/our intention in this Proxy Form, it shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case where I/we have expressed none of my/our intention in each agenda or unclearly expressed or in case where the meeting considers or pass the vote on any matters, other than those specified above, including in case where there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate in all respects.

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions undertaken by the proxy holder at the meeting, except the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

ลงชื่อ ผู้มอบฉันทะ

Signatures (.....) Appointer

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

หมายเหตุ / Remark

1. หนังสือมอบฉันทะ แบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ถือฝากและดูแลหุ้นให้เท่านั้น

This Proxy Form C is applicable only to shareholders whose names appear in the shareholder register book as foreign investors and a custodian in Thailand is appointed therefore.

2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder granting a proxy shall appoint only one proxy holder to attend and vote at the meeting and may not split the number of shares to several proxy holders for splitting votes.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ

In case where there are other agendas to be considered in the meeting other those specified above, the Attachment to Proxy Form C shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.
Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็กซ์ ไบโอไซเอนซ์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2569 ในวันจันทร์ที่ 6 กรกฎาคม 2569 เวลา 13.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of X Bioscience Public Company Limited, to attend and vote at the Extraordinary General Meeting of Shareholders No. 2/2026 on Monday, 6 July 2026, at 13:00 hrs., in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่ เรื่อง

Agenda

Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ เรื่อง

Agenda

Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

วาระที่ เรื่อง

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

ลงชื่อ ผู้มอบฉันทะ
Signatures (.....) Appointer

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

Privacy Notice for the Shareholder's Meeting
X Bioscience Public Company Limited

X Bioscience Public Company Limited (the "Company") realizes the importance of personal data of shareholders and/or proxy holders, the Company, thus, hereby informs you of the following information in order to comply with the Personal Data Protection Act B.E. 2562 (2019). This privacy notice shall be applied for the collection, use, disclosure, and processing of personal data to identify and authenticate the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the information and rights for your clear understanding.

1. Collection of Personal Information

In the direct collection of your Personal Data, we will use the Personal Data only as necessary and in accordance with the specified purposes.

However, we may collect your Personal Data from other i.e. securities registrars of Thailand Securities Depository Co., Ltd. (TSD) as necessary and in accordance law.

2. Purpose of collection, use and disclosure of personal data

The Company collect, use, and disclose your personal Data for the purpose of calling and convening the Meeting of Shareholders as required by law. Therefore, we will collect use and disclose your Personal Data the referred person such as director as nominee as authorized by the Personal Data Protection Act B.E.2562 without law to which your consent, for legitimate interest of the Company or may other person of juristic persons of for compliance with law to which we are subjected.

3. Personal data collected

It is necessary for the company to collect your personal data i.e. name, surname, address, telephone number, photo, identification number, shareholder registration number and information related to the use of electronic system such as email and IP Address in case of online meeting.

For the sole purpose of identification, we may request copy of your personal identification data such as identification card or other document which may contain sensitive Personal Data such as religion. Therefore, we kindly request you to delete or redact such Sensitive Personal, Otherwise, you authorize us to redact such Sensitive Personal Data, and the relevant personal identification document shall be in full force and effect. If we are unable to redact such Sensitive Personal Data due to restriction, we reaffirm that the sole purpose hereof is the verification of your personal identity and that we have no intention to collect and use such Sensitive Personal Data.

The Company will record, and broadcast images and sounds of the meeting for your and our legitimate interests.

4. Personal Data Retention Period

The company will retain your Personal Data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measure.

In the case that it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards such as the longest legal prescription of 10 years.

5. Disclosure of personal Data to Third Party

The Company may be required to disclose Personal Data to other persons or juristic personal or regulatory authorities, who works in cooperation with the Company in connection with the purposes contained herein as necessary such as technology service provider.

6. Your rights as a data subject

As the owner of Personal Data (Data Subject) you have the right as stipulated in the Personal Data Protection Act B.E. 2562 i.e. right to withdraw the consent right to access Personal Data, right to correct, delete or destroy your Personal Data, right to request suspension of the processing of your Personal Data, right to transfer your Personal Data right of complaint, right to dissent to the processing of disclosing of your Personal Data and right to be informed of changes to this Privacy Notice.

Contact Information for Exercise of Rights of Data Owner

Corporate Secretary Office, X Bioscience Public Company Limited, at No. 304 Vanit Place Aree Building, 18th Floor, Room No. 1803, Phaholyothin Road, Samsen Nai, Phaya Thai, Bangkok 10400 Telephone: 0-2278-5456

Guidelines for attending the EGM through Electronic Means (E-EGM)
and the Appointment of Proxies

IR PLUS AGM

Electronic-Annual General Meeting (E-AGM)

1. Download and Install application “IR PLUS AGM”

From App Store (Support since iOS 15) and Google Play Store (Support since Android 8)



iOS
iOS 15 ขึ้นไป



Android
Android 8.0 ขึ้นไป

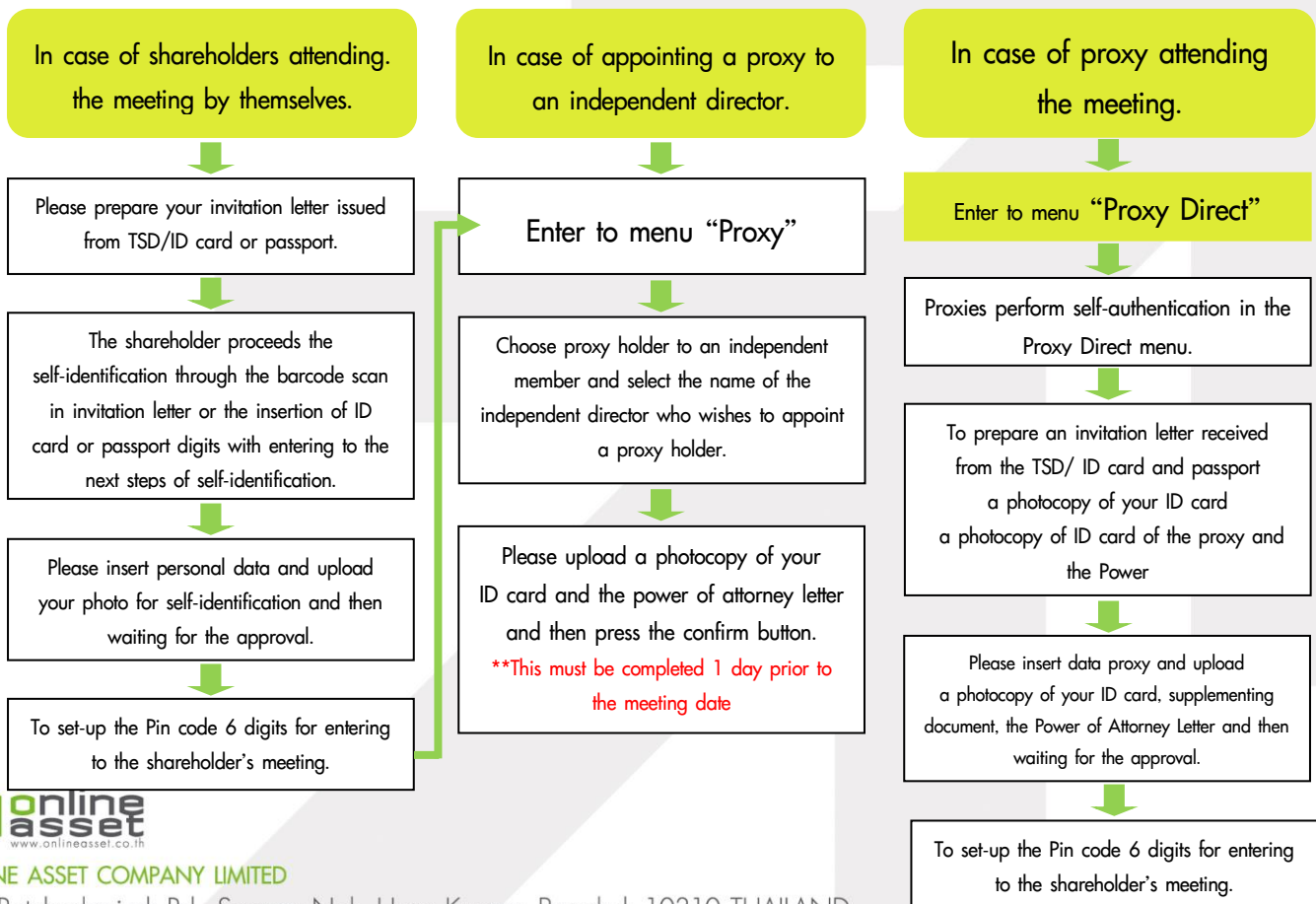


“webagm.irplus.in.th”

Or attend the meeting via the Web App “webagm.irplus.in.th” on Google without an application or program installed.

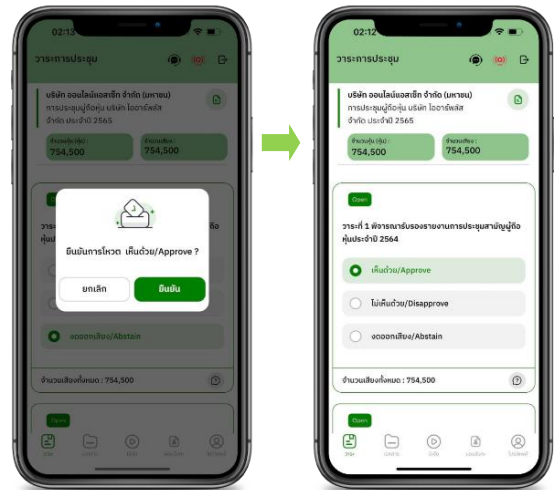
2. Identity verification process (KYC)

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text/e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.



3. How to vote.

The system will Default vote “Agree” on every agenda that can change the vote result “Disagree” or “Abstain”
Then press the bottom confirms to confirm. The system Will change the voting result immediately.
As shown in the picture.



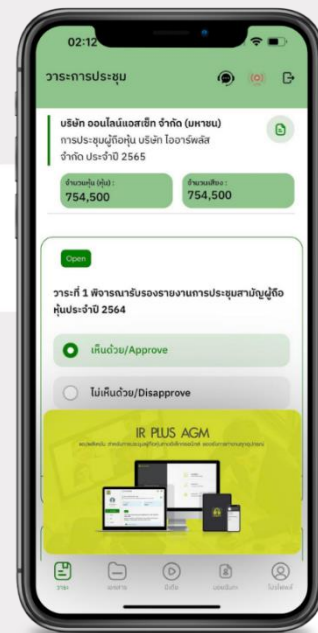
4. Asking question, Text format and VDO Call format



- In case, Asking questions via VDO Call
Click that shown on your screen, then type the question.
Then wait for the staff will get back to you.
- In case, Asking questions via Text
Click that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

5. Other Menu

- : Document
- : Media or VDO Presentation
- : Proxy *Incase Provide proxy to independent directors only.
This must be completed 1 day prior the meeting date
- : Profile
- : Log out ****When you confirm to log out the meeting
Your vote will eliminate from the vote base immediately.**
- : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 2, 626 Office hours: 9:00 a.m. to 5:30 p.m. Monday to Friday



Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly.



Processes of shareholder / proxy holder self-identification through the application IR PLUS AGM

In case of shareholders attending the meeting by themselves.

Please prepare your invitation letter issued from TSD/ID card or passport.

The shareholder proceeds the self-identification through the barcode scan in invitation letter or the insertion of ID card or passport digits with entering to the next steps of self-identification.

Please insert personal data and upload your photo for self-identification and then waiting for the approval.

To set-up the Pincode for entering to the shareholder's meeting.

In case of appointing a proxy to an independent director

Enter to menu "Proxy"

Choose proxy holder to an independent member and select the name of the independent director who wishes to appoint a proxy holder.

Please upload a photocopy of your ID card and the power of attorney letter and then press the confirm button.
**This must be completed 1 day prior to the meeting date

In case of proxy attending the meeting

Enter to menu "Proxy Direct"

Proxies perform self-authentication in the Proxy Direct menu.

To prepare an invitation letter received from the TSD/ ID card and passport a photocopy of your ID card a photocopy of ID card of the proxy and the Power of Attorney Letter signed by a shareholder.

Please insert data proxy and upload a photocopy of your ID card, supplementing document, the Power of Attorney Letter and then waiting for the approval.

To set-up the Pincode for entering to the shareholder's meeting.

On the date of meeting, all shareholders are encouraged to access to the Application IR PLUS AGM, and insert Pincode for registration with attending to the meeting.



The Application IR PLUS AGM, iOS system, Version 15 upwards



The Application IR PLUS AGM, ANDROID system, Version 8 upward



The Manual for Using Application IR PLUS AGM



Meeting on web App "webagm.irplus.in.th"

For your future information please add id line

@irplusagm



Scan QR Code

Call Center : 02-022-6200 ext.2