X BIO

บริษัท เอ็กซ์ ไบโอไซเอนซ์ จำกัด (มหาชน)
304 อาคารวานิช เพลซ 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

No. XBIO-AD038/2026 (Translation)

29 May 2026

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 8/2026 Re: Resignation and Appointment of Directors, Appointment of Chief Financial Officer, Change of the Company's Head Office Location, Increase of the Company's Registered Capital, and the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company No. 9 (XBIO-W9) Allocated to Existing Shareholders in Proportion to Their Shareholding (Rights Offering), Including the Determination of the Date and Agenda of the Extraordinary General Meeting of Shareholders No. 2/2026 (Revised 2)

To: The President and Managing Director
The Stock Exchange of Thailand

Enclosure: (1) Summary of Key Features of Warrants to Purchase New Ordinary Shares in X Bioscience Public Company Limited No. 9 (XBIO-W9)

(2) Capital Increase Report Form (F53-4)

(3) 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)

With reference to the resolutions passed at the Board of Directors' Meeting No. 8/2026 of X Bioscience Public Company Limited (the "**Company**"), held on Friday, 29 May 2026 at 14:30 p.m. via electronic means in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other applicable laws, the Company hereby reports the following material resolutions to The Stock Exchange of Thailand (the "SET") as follows:

1. Acknowledged the resignation of 2 directors, as follows:

Ms. Naphat Tavisaengsiri	resigned from her position as Director, effective 28 May 2026 onwards.
Mr. Yuthaveera Achawangkul	resigned from his positions as Independent Director and Member of the Nomination and Renumeration Committee of the Company, effective 30 May 2026 onwards.

2. The Board of Directors' Meeting resolved to approve the appointment of Dr. Poramin Nillaphan as Independent Director, Audit Committee Member, and Nomination and Remuneration Committee Member of the Company in replacement of Ms. Naphat Tavisaengsiri. The term of office shall be equal to the remaining term of the resigned director (expiring at the Annual General Meeting of Shareholders for the year 2027). Such appointment shall be effective from 29 May 2026 onwards.

3. The Board of Directors' Meeting resolved to approve the appointment Asst. Prof. Dr.Radchada Lurang as Independent Director, Audit Committee Member, and Nomination and Remuneration Committee Member of the Company in replacement of Mr. Yuthaveera Achawangkul. The term of office shall be equal to the remaining term of the resigned director (expiring at the Annual General Meeting of Shareholders for the year 2028). Such appointment shall be effective from 1 June 2026 onwards.

Following the appointment of the above directors, the structure of the Company's Board of Directors shall comprise the following persons as Directors and/or Independent Directors of the Company:

	Name	Position
1.	Mr. Supoj Pannoi	Chairman of the Board of Directors / Independent Director / Audit Committee
2.	Miss Saowanee Khaoubol	Vice Chairman of the Board of Director / Director / Acting Chief Executive Officer
3.	Mr. Amnart Lertpresertwong	Director
4.	Miss Thansuda Rungruang	Director
5.	Mr. Phurit Wongkham	Director
6.	Mr. Sarayut Rueangsuwan	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
7.	Dr. Poramin Nillaphan	Independent Director / Audit Committee / Nomination and Remuneration Committee
8.	Asst. Prof. Dr.Radchada Lurang	Independent Director / Audit Committee / Nomination and Remuneration Committee

4. Resolved to approve the appointment of Ms. Ramjai Sriporamin as Chief Financial Officer, effective from 1 June 2026 onwards.

5. That the Extraordinary General Meeting of Shareholders No. 2/2026 ("**EGM 2/2026**"), be proposed to consider and 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). 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 main reason of the issue of XBIO-W9 is to raise fund for accommodating the Company's liquidity for its new businesses relating to construction and OEM in the future. 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. 1**)

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.

6. That the EGM 2/2026, be proposed to consider and approve 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.

However, before the increase of the Company's registered capital mentioned above, the Company still has the number of 1,908,342,996 authorized but unissued shares, with the par value of 7.00 Baht each, which was allotted to reserve for the exercise of the Company's warrants 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 ("**EGM 2/2023**") 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 ("**2024 AGM**") 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 ("**EGM 2/2025**") 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.

The details relating to the capital increase are set out in the Capital Increase Report Form (F53-4) (Enclosure No. 2)

In addition, that the EGM 2/2026, be also proposed consider and approve the 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 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)"

The authorized directors of the Company or any person designated by authorized directors of the Company would be authorized to proceed with any actions relating to such increase of registered capital as well as to amend words or phrases in 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.

7. That the EGM 2/2026, be proposed to consider and approve 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 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 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.

More details of such new ordinary shares are set out in the Information Memorandum of 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) (**Enclosure No. 3**)

8. That the EGM 2/2026, be proposed to consider and approve 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 No. 4/102, Moo 11, Lat Sawai Subdistrict, Lam Luk Ka District Pathum Thani Province, within 30 days from resolution, [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

9. That the EGM 2/2026, be held on 6 July 2026 at 13.00 hrs. by way of electronic platform or E-meeting in accordance with the Royal Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws with controlling place of system of the EGM 2/2026 at X Bioscience Public Company Limited, no. 304 Vanit Place Aree Tower (Tower A) Room no. 1803-1806, 18th Floor, Phahonyothin Road, Samsean Nai, Phayathai, Bangkokm, to consider the following agenda:

Agenda item no. 1	To certify the Minutes of the 2026 Annual General Meeting of Shareholders held on 30 April 2026
Agenda item no. 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
Agenda item no. 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.
Agenda item no. 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
Agenda item no. 5	To consider and approve the allotment of new ordinary shares
Agenda item no. 6	Other business (if any)

The Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer or any designated person of the Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer is authorized to carry out any action relating to the holding of the EGM 2/2026, including issuing an invitation of the EGM 2/2026, determining and amending the date, time, place, platform of the meeting and other details as deemed necessary or appropriate within the framework of relevant laws.

10. That 16 June 2026 be fixed as the record date that is used to determine the names of shareholders who are entitled to attend the EGM 2/2026 and to be allotted XBIO-W9, which are issued and allocated to existing shareholders of the Company by way of rights offering with no consideration.

Please be informed accordingly.

Yours sincerely,

-Signature-

(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 warrantholders
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 = Number of Reserved shares for XBIO-W9 + Number of Reserved shares for other warrant issuances the total issued shares of the Company = 3,965,061,196 + 2,110,446,870 = 50% 12,151,016,133
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). 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	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). If there are fractions of shares or warrants, the fraction shall be disregarded.
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	The Warrantholders 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. 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.
Dilution Effect	1. <u>Control Dilution</u> If all Warrants are fully exercised but the warrantholders 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: Control Dilution =_ <u>Number of Reserved shares for other warrant issuances + Number of reserved shares for XBIO-W9</u> (Number issued shares + Number of Reserved shares for other warrant issuances + Number of reserved shares) $= \dfrac{2,110,446,870 + 3,965,061,196}{12,151,016,133 + 2,110,446,870 + 3,965,061,196}$ = 33.33 % 2. <u>Price Dilution</u> 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: Price Dilution $= \dfrac{\text{market price before issuing -market price after issuing}}{\text{market price before issuing}}$ $= \dfrac{0.08 – 0.0726}{0.08}$

	= 9.25 % Whereas 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: (market price before issuing x number of total issued shares) + (exercise price x number of reserved shares) / number of total issued shares + number of reserved shares 3. <u>Earnings per Share Dilution</u> 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
Notification Period	The warrantholders 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 warrantholders 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	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)

	The Board of Directors, the Executive Committee, the Chief 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	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: (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

Enclosure No. 2

(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 "**Borad 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 Borad 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 127,585,669,393Baht 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)
☑ Specifying the purpose of utilizing the capita	Ordinary shares Preferred Shares	4,167,165,070 -	7.00 -	29,170,155,490 -
☐ 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). 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. 1**)

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 warrantholders 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

2.2 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.

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

3.1 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.

3.2 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.

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

In the event that all new ordinary shares offered to existing shareholders by way of rights offering are fully subscribed, 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 (Millon 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	Not exceeding 30 million Baht	

utilized as sources of working capital funding, in order to reduce interest expenses and strengthen the Company's financial structure.		
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.

5. 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.]

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

6.1 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.

6.2 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.

6.3 Shareholders' Rights

The warrantholder 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.

7. 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. 3**)

8. 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	16 June 2026

	attend the EGM 2/2026 and entitled to be allotted of the warrant XBIO-W9 (Right Offerring)	
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.

<u>Remark</u> : 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

<u>Allotment of New Ordinary Shares to Existing Shareholders by way of Rights Offering</u>

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). 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. 1**)

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 warrantholders 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 (Millon 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**

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:

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

market offering price = 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)

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

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

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 Baht Per Share

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:

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

$$\text{Control Dilution} = \frac{2{,}110{,}446{,}870 + 3{,}965{,}061{,}196}{12{,}151{,}016{,}133 + 2{,}110{,}446{,}870 + 3{,}965{,}061{,}196}$$

$$= 33.33 \text{ percent}$$

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