



# **Annual Registration Statement / Annual Report**

## **Form 56-1 One Report**

### **(Structured Data Report)**

**X BIOSCIENCE PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2025



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# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : X BIOSCIENCE PUBLIC COMPANY LIMITED

Symbol : XBIO

Address : No.304 Vanit Place Aree Tower (Tower A), Room No.1803-1806,18  
Floor, Phahon Yothin Road, Sam Sen Nai, Phaya thai Bangkok 10400

Province : Bangkok

Postcode : 10400

Business : The company has invested in the Food business

Registration Number : 0107546000041

Telephone : 0-2278-5456

Website : [www.xbio.co.th](http://www.xbio.co.th)

Email : [investor@xbio.co.th](mailto:investor@xbio.co.th)

#### Total Shares Sold (shares)

Common Stock : 12,150,920,129

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2023	2024	2025
Total revenue from operations (Thousand baht)	311,774.89	319,243.59	129,654.19
Pastry Business (Thousand baht)	21,715.78	16,450.10	4,090.00
Japanese Restaurant Business (Thousand baht)	251,355.32	236,745.64	109,050.00
European Style Restaurant Business (Thousand baht)	38,703.79	25,550.39	17,540.00
Other (Thousand baht)	0.00	40,497.46	0.00

	2023	2024	2025
Total revenue from operations (%)	100.00	100.00	100.00
Pastry Business (%)	6.97	5.15	3.15
Japanese Restaurant Business (%)	80.62	74.16	84.11
European Style Restaurant Business (%)	12.41	8.00	13.53
Other (%)	0.00	12.69	0.00

By Geographical Area or Market

	2023	2024	2025
Total revenue from operations (Thousand baht)	311,774.89	319,243.59	129,654.19
Domestic (Thousand baht)	311,774.89	319,243.59	129,654.19
International (Thousand baht)	0.00	0.00	0.00

	2023	2024	2025
Total revenue from operations (%)	100.00	100.00	100.00

Domestic (%)	100.00	100.00	100.00
International (%)	0.00	0.00	0.00

#### Other income as specified in the financial statements

	2023	2024	2025
Total other income (Thousand baht)	11,719.46	7,583.38	6,263.38
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (Thousand baht)	11,719.46	7,583.38	6,263.38

#### Share of profit of joint ventures and associates accounted for using equity method

	2023	2024	2025
Share of profit (Thousand baht)	0.00	0.00	0.00

## Information on Products and Services (1.2.2)

### Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2023	2024	2025
R&D expenses in the past 3 years	0.00	0.00	0.00

# Risk Management

# Risk Management

## Risk Factors (2.2)

**Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)**

### Business Risk Factors

**Risk Management Measures:** Yes

### Related Risk Topics

#### Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Policies or international agreements related to business operations
- Business operations of partners in the supply chain
- Competition risk
- Economic risk
- Pandemic risk

#### Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Human error in business operations
- Delays in the development of future projects
- Property lease agreement execution
- Safety, occupational health, and working environment
- Corruption
- Inventory risk

#### Compliance Risk



- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations
- Corporate Governance
- Legal risk

#### Financial Risk

- Insufficient sources of funding
- Default on payment or exchange of goods
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Liquidity risk
- Income volatility

## Risk to Securities Holder (2.2.2)

### Investment Risk

**Risk Management Measures:** Yes

### Related Risk Topics

- Other

# Sustainable Development

# Sustainable Development

## Sustainability Management Policy and Targets (3.1)

### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : [https://www.xbio.co.th/th/attachment-to-the-2023-annual-report-form-56-1-\(if applicable\) one-report/](https://www.xbio.co.th/th/attachment-to-the-2023-annual-report-form-56-1-(if%20applicable)%20one-report/)

## Environmental Aspect (3.3)

### Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : [https://www.xbio.co.th/th/attachment-to-the-2023-annual-report-form-56-1-\(if applicable\) one-report/](https://www.xbio.co.th/th/attachment-to-the-2023-annual-report-form-56-1-(if%20applicable)%20one-report/)

Company environmental guideline : Electricity Management, Water Management, Waste Management

## Results with Respect to the Environmental Aspect (3.3.2)

### Energy management

#### • Electricity consumption

	2023	2024	2025
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	0.00	0.00

### Water management

#### • Water consumption

	2023	2024	2025
Total water withdrawal (Cubic meters)	0.00	0.00	0.00

Waste management

• Waste from operations

	2023	2024	2025
Total waste generated (Kilograms)	0.00	0.00	0.00

Greenhouse gas management

• Greenhouse gas emissions

	2023	2024	2025
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	N/A

• Verification of greenhouse gas emissions over the past year

Third-party verification : No

## Social Aspect (3.4)

### Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

URL of human rights policy : <https://www.xbio.co.th/th/attachment-to-the-2023-annual-report-form-56-1-one-report/>

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Safety and Occupational Health at Work, Non-discrimination

### Results with Respect to the Social Aspect (3.4.2)

#### Information about employees

##### • Total number of employees

	2023	2024	2025
Number of male employees (Persons)	366	326	200
Number of female employees (Persons)	457	352	278
<b>Total number of employees (Persons)</b>	<b>823</b>	<b>678</b>	<b>478</b>

##### • Employee remuneration

	2023	2024	2025
Employee remuneration (baht)	101,260,440.00	105,515,765.00	70,669,698.00

##### • Employee development and training

	2023	2024	2025
Average employee training hours (Hours / Person / Year)	2.12	1.89	1.23
Employee development and training expenses (baht)	59,335.00	95,696.76	29,400.00

##### • Health, safety and work environment

	2023	2024	2025
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Total number of lost time injury incidents by employees (Cases)	7	9	3
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• **Employee retention**

	2023	2024	2025
Percentage of employees who voluntarily resigned (%)	52.98	55.31	68.83

• **Significant labor dispute**

	2023	2024	2025
Significant labor dispute	No	No	No

# Corporate Governance Policy

## Corporate Governance Policy

### Overview of the Corporate Governance Policy and Guideline (6.1)

#### Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://www.xbio.co.th/th/corporate-governance-policy/>

#### Policy and Guideline Related to the Board of Directors (6.1.1)

##### Policy and guideline related to the board of directors

Company policy and guideline : Compensation, Board Performance Evaluation

## Code of Conduct (6.2)

### Establishing a Code of Conduct

#### Establishing a Code of Conduct

Code of Conduct : Yes

##### Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Anti-corruption



Corporate Governance Structure  
and Significant Information Regarding  
the Board of Directors, Subcommittees,  
Management,  
Employee and Other Information

## Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

### Board of Directors (7.2)

#### Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	7	100.00
Number of male directors	5	71.43
Number of female directors	2	28.57
Number of executive directors	1	14.29
Number of non-executive directors	6	85.71
Number of independent directors	4	57.14

#### Information on the board of directors and persons with authority to control the company (7.2.2)

##### List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Ms. SAOWANEE KHAOUBOL Gender: Female Age: 51 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Executive)  Director type: Original director	11 Nov 2022	Accounting, Finance

2.	<p>Ms. NAPHAT TAVISAENGSIRO</p> <p>Gender: Female</p> <p>Age: 44 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Communication Arts</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	25 Aug 2023	Business Administration, Marketing
3.	<p>Mr. TOM CHALERMKARNCHANA</p> <p>Gender: Male</p> <p>Age: 43 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Law</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	14 Nov 2023	Business Administration, Law
4.	<p>Mr. YUTHAVEERA ACHAWANGKUL</p> <p>Gender: Male</p> <p>Age: 41 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	15 Feb 2024	Business Administration, Finance, Law
5.	<p>Mr. SARAYUT RUEANGSUWAN</p> <p>Gender: Male</p> <p>Age: 42 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p>	16 May 2025	Accounting, Finance, Business Administration

6.	Mr. SUPOJ PANNOI Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	22 Dec 2025	Business Administration, Accounting, Finance
7.	Mr. AMNART LERTPRESERTWONG Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	22 Dec 2025	Construction Materials, Construction Services, Property Development, Business Administration

#### List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. TANAWAT UEASIRIPAN Gender: Male Age: 50 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive)	Date position was assumed: 16 Dec 2022 Date directorship ended: 19 Dec 2025	No replacement director
2. Mr. CHANATIP PUMHIRAN Gender: Male Age: 41 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 18 Nov 2022 Date directorship ended: 16 May 2025	No replacement director

3.	Ms. SATITA BALASUVATTHI Gender: Female Age: 41 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)	Date position was assumed: 15 Nov 2024 Date directorship ended: 19 Mar 2025	No replacement director
4.	Mr. PHURIT WONGKHAM Gender: Male Age: 38 years old Highest level of education: Bachelor's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)	Date position was assumed: 12 Oct 2023 Date directorship ended: 20 Dec 2025	No replacement director
5.	Mr. SIVAPORN CHOMSUWAN Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 15 Feb 2024 Date directorship ended: 14 Dec 2025	No replacement director

### Other Information pertaining to committees

The Chairman is an independent director : Yes

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : No

The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings : No

## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

General information		Position	Date position was assumed	Experience and expertise
1.	Mr. SARAYUT RUEANGSUWAN [1] Gender: Male Age: 42 years old Highest level of education: Doctoral degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	16 May 2025	Accounting, Finance, Business Administration
2.	Mr. TOM CHALERMKARNCHANA [1] Gender: Male Age: 43 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Original director	14 Nov 2023	Business Administration, Law
3.	Mr. SUPOJ PANNOI [1] Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	22 Dec 2025	Business Administration, Accounting, Finance

[1] A director with the accounting expertise needed to review financial statements

#### List of audit committee who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. CHANATIP PUMHIRAN [1] Gender: Male Age: 41 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)	Date position was assumed: 18 Nov 2022 Date directorship ended: 16 May 2025	No replacement director

[1] A director with the accounting expertise needed to review financial statements

#### Executive Committee

##### List of executive committee members

General information	Position	Date position was assumed
1. Ms. SAOWANEE KHAUBOL Gender: Female Age: 51 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	11 Nov 2022
2. Mr. PHURIT WONGKHAM Gender: Male Age: 38 years old Highest level of education: Bachelor's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	12 Oct 2023

3.	Mr. Nottapol Thipchatchawanwong Gender: Male Age: 42 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	22 Dec 2025
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#### List of executive committee members who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. TANAWAT UEASIRIPAN Gender: Male Age: 50 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	Date position was assumed: 1 Dec 2022 Date directorship ended: 19 Dec 2025	No replacement director

#### Other sub-committees

#### Sub-committees information

Name of sub-committees	List of directors	Position
Nomination and Remuneration Committee	Mr. CHANATIP PUMHIRAN Mr. TOM CHALERMKARNCHANA Mr. YUTHAVEERA ACHAWANGKUL	Chairman Member Member

#### Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : Nomination and Remuneration Committee

Sub-committees responsible for remuneration : Nomination and Remuneration Committee

Sub-committees responsible for corporate governance : None



Sub-committees responsible for corporate sustainability development : None

## Executives (7.4)

### List and positions of the executive (7.4.1)

#### The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Ms. SAOWANEE KHAUBOL Gender: Female Age: 51 years old Highest level of education: Master's degree Major: Business Administration	Chief Executive Officer (Acting)	11 Nov 2022	Accounting, Finance
2. Mr. Nottapol Thipchatchawanwong [1] Gender: Male Age: 42 years old Highest level of education: Master's degree Major: Business Administration	Chief Financial Officer	22 Dec 2025	Business Administration, Accounting, Finance
3. Mr. PHURIT WONGKHAM Gender: Male Age: 38 years old Highest level of education: Bachelor's degree Major: Finance	Chief Operating Officer	12 Oct 2023	Banking, Business Administration, Finance

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

### Remuneration policy for executives (7.4.2 – 7.4.3)

#### Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 200

Number of female employees (persons) : 278

**Total number of employees (persons) : 478**

#### Employee Remuneration

Total employee remuneration : 70,669,698.00

#### Provident fund

Total number of employees (persons) : 478

Number of employees contributing to the PVD (persons) : 70

Percentage of employees who are members (%) : 14.64

# Performance Report on Corporate Governance

## Performance Report on Corporate Governance

### Summary of Director Performance (8.1)

#### Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

##### List of new directors appointed in the past year

###### • List of newly appointed director to replace the ex-director

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SARAYUT RUEANGSUWAN Gender: Male Age: 42 years old Highest level of education: Doctoral degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 16 May 2025	Accounting, Finance, Business Administration
2. Mr. SUPOJ PANNOI Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 22 Dec 2025	Business Administration, Accounting, Finance
3. Mr. AMNART LERTPRESERTWONG Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Engineering Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Newly appointed director to replace ex-director	Date position was assumed: 22 Dec 2025	Construction Materials, Construction Services, Property Development, Business Administration

## Development of directors over the past year

List of directors	Position	Participated in director development program
Ms. SAOWANEE KHAUBOL	Vice Chairman	Non-participating
Ms. NAPHAT TAVISAENGSI	Director	Non-participating
Mr. TOM CHALERMKARNCHANA	Director	Non-participating
Mr. YUTHAVEERA ACHAWANGKUL	Director	Non-participating
Mr. SARAYUT RUEANGSUWAN	Director	Non-participating
Mr. SUPOJ PANNOI	Chairman of the board	Non-participating
Mr. AMNART LERTPRESERTWONG	Director	Non-participating

## Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

## Meeting attendance and remuneration to each Board member (8.1.2)

### Meeting attendance of the board of directors

Number of board meetings (times) : 17

Date of AGM meeting : 29 Apr 2025

EGM meeting : Yes

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Ms. SAOWANEE KHAUBOL (Vice Chairman)	-	17/17	Participating	Participating
2. Ms. NAPHAT TAVISAENGSI (Director)	-	16/17	Participating	Participating
3. Mr. TOM CHALERMKARNCHANA (Director)	-	14/17	Participating	Participating

4.	Mr. YUTHAVEERA ACHAWANGKUL (Director)	-	17/17	Participating	Participating
5.	Mr. SARAYUT RUEANGSUWAN (Director)	-	10/10	Non-participating	Participating
6.	Mr. SUPOJ PANNOI (Chairman of the board)	-	0/0	Non-participating	Non-participating
7.	Mr. AMNART LERTPRESERTWONG (Director)	-	0/0	Non-participating	Non-participating
8.	Mr. TANAWAT UEASIRIPAN (Vice Chairman)	19 Dec 2025	16/16	Participating	Participating
9.	Mr. CHANATIP PUMHIRAN (Director)	16 May 2025	7/7	Participating	Non-participating
10.	Ms. SATITA BALASUVATTHI (Director)	19 Mar 2025	3/3	Non-participating	Non-participating
11.	Mr. PHURIT WONGKHAM (Director)	20 Dec 2025	16/16	Participating	Participating
12.	Mr. SIVAPORN CHOMSUVAN (Director)	14 Dec 2025	16/16	Participating	Participating

#### Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Ms. SAOWANEE KHAOUBOL (Vice Chairman)	-	0.00	N/A	N/A
2.	Ms. NAPHAT TAVISAENGSI RI (Director)	-	120,000.00	N/A	N/A
3.	Mr. TOM CHALERMKARNCHANA (Director)	-	140,000.00	N/A	N/A
4.	Mr. YUTHAVEERA ACHAWANGKUL (Director)	-	170,000.00	N/A	N/A
5.	Mr. SARAYUT RUEANGSUWAN (Director)	-	100,000.00	N/A	N/A
6.	Mr. SUPOJ PANNOI (Chairman of the board)	-	0.00	N/A	N/A
7.	Mr. AMNART LERTPRESERTWONG (Director)	-	0.00	N/A	N/A
8.	Mr. TANAWAT UEASIRIPAN (Vice Chairman)	19 Dec 2025	160,000.00	N/A	N/A
9.	Mr. CHANATIP PUMHIRAN (Director)	16 May 2025	70,000.00	N/A	N/A
10.	Ms. SATITA BALASUVATTHI (Director)	19 Mar 2025	30,000.00	N/A	N/A
11.	Mr. PHURIT WONGKHAM (Director)	20 Dec 2025	0.00	N/A	N/A
12.	Mr. SIVAPORN CHOMSUVAN (Director)	14 Dec 2025	160,000.00	N/A	N/A

## Report on the Audit Committee's Performance for the Past Year (8.2)

### Report on the audit committee's performance for the past year

#### Meeting attendance of audit committee

Number of Audit committee meetings (times) : 5

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. SARAYUT RUEANGSUWAN (Chairman of the audit committee)	-	3/3
2.	Mr. TOM CHALERMKARNCHANA (Audit committee)	-	4/5
3.	Mr. SUPOJ PANNOI (Audit committee)	-	0/0
4.	Mr. CHANATIP PUMHIRAN (Chairman of the audit committee)	16 May 2025	2/2