



Date : 5 April 2022

Subject : Notice of the 2022 Annual General Meeting of Shareholders

To : Shareholders of Apex Development Public Company Limited

- Enclosures :
1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders
 2. Annual Report and Financial Statement Year 2021 (QR Code Format)
 3. Capital Increase Report Form (F53-4)
 4. Proxy Form (Form A, Form B)
 5. Supporting documents for Proxy
 6. Rules for attending the shareholders' meeting via electronic media (E-AGM)
 7. Acceptance for the invitation of online meeting

The Board of Directors' Meeting of Apex Development Public Company Limited (the "Company") has passed a resolution to approve the **2022 Annual General Meeting of Shareholders** to be convened, which will be held on **Wednesday, April 27, 2022 at 2:00 p.m., in the form via electronic media (E-AGM)** from the Company's meeting room, 18th floor, Tonson Tower, No. 900 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 to consider the following agendas:-

Agenda 1 To consider approving the Minutes of 2021 Annual General Meeting of shareholders held on 29 April 2021

Board's Opinion: It is deemed appropriate to propose to the Meeting to approve the minutes of the said meeting

Voting : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes.

Agenda 2 To consider acknowledging the Company's 2021 operating results

Board's Opinion: It is deemed appropriate to propose to the Meeting to acknowledge the Company's 2021 operating results.

Voting: This agenda is for acknowledgement; therefore no votes shall be required.

Agenda 3 To consider approving the financial statements for the year ending 31 December 2021 audited and certified by the Company's auditor

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the financial statements for the year 2019 ending 31 December 2021.

Voting : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes.

Agenda 4 To consider approving declaration of no dividend payment and no allocation of legal reserve

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the declaration of no dividend payment and no allocation of legal reserve due to the Company's remaining accumulated loss in operating results in the previous year.

Voting : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes.

Agenda 5 To consider approving the appointment of directors in replacement of those retired by rotation

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the appointment of the following directors:

1. Mr. Pongphan Sampawakoo Director / Chairman of the Board of Directors
2. Mr. Padungphan Chantaro Director / Chairman of the Audit Committee
3. Mr. Pansuang Chumsai Na Ayudhya Director / Audit Committee

Which are the directors who have to retire by rotation to be re-elected as a director for another term.

Voting: This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes. In this regard, one shareholder has vote equal to the number of shares he holds. In the election of one director, each shareholder uses all or part of their votes to elect the directors. The persons receiving the most votes in descending order shall be elected as directors equal to the number of directors required or to be elected at that time. In the event that the number of votes received is equal to the number of directors required or to be elected at that time, the chairman of the meeting shall have one additional vote as the deciding vote.

Agenda 6 To consider approving the determination of the directors' remuneration for the year 2022

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving determination of the directors' remuneration for the year 2022 equaling to Baht 10,000 per person / per meeting for the board of directors in an aggregate amount not exceeding Baht 1,200,000 per year and to Baht 20,000 per person / month for the audit committee.

Voting: This agenda shall be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the Meeting.

Agenda 7 To consider approving the appointment of the auditor and determination of the auditor's fee for the year 2022

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the appointment of the auditors of Bunchikij Co.,Ltd. as follows;

1. Mr. Pornchai Kittipanya-ngam Certified Public Accountant No. 2778 or
2. Ms. Sudaporn Tawapee Certified Public Accountant No. 6862 or
3. Mr. Thewa Damdaeng Certified Public Accountant No. 10777

as the auditor of the Company and its subsidiary companies for the year 2022 and the determination of the auditor's fee for the year 2022 of not exceeding Baht 3,390,000.

Voting: This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes.

Agenda 8 To consider approving the decrease of the Company's registered capital in the amount of 2,232,537,824.50 baht

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the decrease of registered capital of the Company in amount of Baht 2,232,537,824.50, from the original registered capital of Baht 4,249,787,500 to Baht 2,017,249,675.50 by means of cutting off the listed shares offered to the existing shareholders (RO) remaining from the subscription amount of 3,965,101,082 shares with a par value of 0.50 baht per share and the remaining 499,974,567 shares of the Company's warrants (APEX-W1) which have expired to be congruent with the real current stock.

Voting: This agenda shall be approved by a vote of not less than three-fourths of the total votes of shareholders attending the Meeting and being entitled to vote.

Agenda 9 To consider approving the amendment to Article 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the amendment to Article 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital, the details of which are as follows:



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“Article 4.	Registered capital	Baht 2,017,249,675.50	(Two Billion Seventeen Million Two Hundred Forty Nine Thousand Six Hundred Seventy-Five Baht Fifty Satang)
	Divided into	4,034,499,351 shares	(Four Thousand Thirty-Four Million Four Hundred Ninety-Nine Thousand Three Hundred Fifty-One Shares)
	Par value of	Baht 0.50 each	(Fifty Satang)
	Representing		
	Ordinary Share:	4,034,499,351 shares	(Four Thousand Thirty-Four Million Four Hundred Ninety-Nine Thousand Three Hundred Fifty-One Shares)
	Preferred share:	- shares	(-)

Voting: This agenda shall be approved by a vote of not less than three-fourths of the total votes of shareholders attending the Meeting and being entitled to vote.

Agenda 10 To consider approving the increase of the Company’s registered capital by Baht 2,017,249,675.50, from originally Baht 2,017,249,675.50 to Baht 4,034,499,351, by issuing 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each

Board’s Opinion: It is deemed appropriate to propose to the Meeting to consider approving the increase of the Company’s registered capital by Baht 2,017,249,675.50, from originally Baht 2,017,249,675.50 to Baht 4,034,499,351, by issuing 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each. The objective of capital increase is for the construction of Sheraton Grand Bay Residences, Ao Po, Phuket Province and use as its working capital of the company, with details as in Enclosure No. 3.

The Board of Directors or the Executive Committee or the persons who were authorized by the Board of Directors are authorized to determine the terms, condition and other detail in connection with the increase of the Company’s registered capital and the listing of the increased ordinary shares in the Stock Exchange of Thailand, in accordance with the law and/or relevant regulations.



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In case the director of the Company does not perform his duties in good faith with care to preserve the interests of the Company in connection with the capital increase and such omission cause damages to the Company, the shareholder may bring an action to seek for compensation from such director on behalf of the Company in accordance with Section 85 of the Public Company Limited Act B.E. 2535. In case such omission cause the director or his related person to obtain undue benefits, the shareholder may bring an action against the director for disgorgement of such benefits on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535.

Voting: This agenda shall be approved by a vote of not less than three-fourths of the total votes of shareholders attending the Meeting and being entitled to vote.

Agenda 11 To consider approving the amendment to Article 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the amendment to Article 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, the details of which are as follows:

"Article 4.	Registered capital	Baht 4,034,499,351	(Four Thousand Thirty-Four Million Four Hundred Ninety-Nine Thousand Three Hundred Fifty-One Baht)
	Divided into	8,068,998,702 shares	(Eight Thousand Sixty-Eight Million Nine Hundred Ninety-Eight Thousand Seven Hundred Two Shares)
	Par value of	Baht 0.50 each	(Fifty Satang)
	Representing		
	Ordinary Share:	8,068,998,702 shares	(Eight Thousand Sixty-Eight Million Nine Hundred Ninety-Eight Thousand Seven Hundred Two Shares)
	Preferred share:	- shares	(-)"



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The Board of Directors or the Executive Committee or the persons who were authorized by the Board of Directors are authorized to determine and amend the terms, condition and other detail in connection with the amendment of the Company's Memorandum of Association, Clause 4, to be in line with the increase of registered capital, in accordance with the law and/or relevant regulations.

Voting: This agenda shall be approved by a vote of not less than three-fourths of the total votes of shareholders attending the Meeting and being entitled to vote.

Agenda 12 To consider approving the issuance and allotment of 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each, for offering, to the Company's existing shareholders on rights offering basis (Right Offering: RO), at the offering price of Baht 0.08 per share

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the issuance and allotment of 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each, for offering, to the Company's existing shareholders on rights offering basis (Right Offering: RO), at the offering price of Baht 0.08 per share, the details of which are as follows:

1. To allot not exceeding 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each, for offering to the Company's existing shareholders on rights offering basis at the allotment ratio of 1 existing ordinary share to 1 new ordinary share (fractional shares shall be disregarded) and at the offering price of Baht 0.08 per share. The details are as follows.
 - (1) The existing shareholders are entitled to oversubscribe for new ordinary shares (in excess of their rights offering) by no more than one time the number of new ordinary shares offered according to rights offering ("Oversubscription"). The oversubscribed shares will be allotted to the existing shareholders only when there are shares remaining after subscription by the existing shareholders on rights offering basis.



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(2) For the remainder of shares after allotment to the existing shareholders on rights offering basis and disregarded fractional shares, the Board of Directors and/or Managing Director shall have the authority to allot the same to the existing shareholders who express their wish to oversubscribe for such shares. The oversubscribed shares will be allotted to the shareholders on a pro rata basis, at the same price as that offered in the first allotment to the existing shareholders on rights offering basis under the following rules.

(2.1) In the event that the number of remaining shares is more than or equivalent to the number of oversubscribed shares

The Company shall allot the shares to the existing shareholders who have expressed their wish to oversubscribe for and paid the subscription fee for all such shares in accordance with the number of shares for which they intended to oversubscribe. Any remaining shares shall be offered to investors in private placement which are not connected persons of the Company per clause (3).

(2.2) In the event that the number of remaining shares is less than the number of oversubscribed shares

(a) Each oversubscribing existing shareholder will receive shares allotted pro rata to their current rights offering (any fractional shares from the calculation shall be disregarded). The number of shares to be allotted shall not exceed the number of shares subscribed and paid for by each existing shareholder.

(b) The remaining shares after the allotment per sub-clause (a) shall be allotted to each existing shareholder who has not received complete allotment of shares pro rata to their current rights offering (any fractional shares from the calculation shall be disregarded). The number of shares to be allotted shall not exceed the number of existing shares subscribed and paid for by each existing shareholder. The shares shall be allotted to the oversubscribing existing shareholders in accordance with the procedure in this sub-clause (b) until there is no share left from the allotment.

The allotment of oversubscribed shares per the above details shall in no case cause any oversubscribing existing shareholder to hold the Company's shares in the way that the number of which increases up to or passes the point where it obligates such shareholder to make a tender offer for all securities of the Company as stipulated in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and



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Procedures for the Acquisition of Securities for Business Takeovers (and as amended), unless the said shareholder is exempted from the requirement to make a tender offer for all securities of the Company, and shall not cause the Company's foreign ownership to exceed 49 percent as prescribed in the Company's Articles of Association. The Company reserves the right not to allot new ordinary shares to any existing shareholder if such allotment causes or may result in an act contrary to any laws or rules and regulations on securities issuance and offering under Thai law.

(3) If new ordinary shares remain from the allotment to the existing shareholders according to their rights offering and oversubscription as per clause (1), the Company shall allot such remaining new ordinary shares by offering to investors in private placement which are not connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546(2003) (and as amended). The Company shall assign its Board of Directors or person assigned by them to consider determining the offering price for such remaining new shares in the amount of no lower than that offered to the existing shareholders and not lower than the market price during the offering period and that specified in the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and as amended). The Company shall make private placement offering within a period not exceeding 12 months from the date on which the shareholders' meeting resolves to approve the offering of new ordinary shares in compliance with the rules and notifications of the Office of the Securities and Exchange Commission (SEC) and relevant authorities in all respects.

2. In taking action related to the offering and allotment of the Company's new ordinary shares, the Board of Directors and/or Chief Executive Officer and/or person assigned by them shall have the authority to do so, including, but not limited to, the following.

(1) To determine or amend the details and conditions necessary for offering and/or allotment of new ordinary shares, and to fix the record date for determining the list of shareholders entitled to receive allotment of new ordinary shares, rules on one-time allotment or multiple allotments, period of time, price, and subscription and payment methods (as the case may be).



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- (2) To amend the procedure for allotment of new ordinary shares and enter into transactions related thereto under the scope approved by the Board of Directors' meeting and the shareholders' meeting.
- (3) To take any action necessary, appropriate and related to or required for offering and/or allotment of new ordinary shares, which includes to negotiate, enter into, sign and/or amend any application forms and/or documents required for or related to issuance, offering, or allotment of new ordinary shares, filing of application forms relating to allotment of new ordinary shares to relevant authorities, registration of capital increase and amendment to the Memorandum of Association with the Ministry of Commerce, and/or listing of new ordinary shares as listed securities on the Stock Exchange of Thailand, and appointment of any financial advisor, legal consultant, advisor and/or underwriter (if applicable or required).
- (4) To contact, negotiate, amend, agree to enter into and sign, or submit relevant documents, instruments and/or contracts pertaining to offering and allotment of the Company's new ordinary shares, to amend relevant information, disclose relevant information, give statements and reports to relevant authorities, and to determine conditions and details of the offering and allotment.
- (5) To coordinate with relevant government agencies and regulatory authorities, e.g. the Office of the Securities and Exchange Commission, Ministry of Commerce and Stock Exchange of Thailand, and other persons or agencies related to the offering and allotment of the Company's new ordinary shares.
- (6) To do any other act required for or related to the carrying out of offering and allotment of the Company's new ordinary shares.

Voting : This agenda shall be approved by majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 13 To consider and approving the business rehabilitation plan

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the business rehabilitation plan.

Voting : This agenda shall be approved by majority vote of shareholders attending the Meeting and casting their votes.



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Agenda 14 To consider other topics (if any)

The Company has scheduled the date to determine the names of the shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders on 1 April 2022 (Record Date).

In this regard, shareholders can attend the 2022 Annual General Meeting of Shareholders of Apex Development Public Company Limited on Wednesday, April 27, 2022 at 2:00 p.m. via electronic media (E-AGM) in person or shareholders who are unable to attend the meeting in person able to appoint another person to attend the meeting and vote on his/her behalf by filling in and signing the proxy form according to Enclosure 4 and send it over to the directors or the person appointed by the directors before the meeting time and by following Rules for attending the shareholders' meeting via electronic media according to Enclosure 6

Please be informed accordingly to attend the meeting on the date and time mentioned above.

By the resolution of the Board of Directors

(Mr. Pongphan Sampawakoop)
Chairman of the Board



**Minutes of the 2021 Annual General Meeting of Shareholders
of
Apex Development Public Company Limited**

Date, Time and venue

The Meeting was held on Thursday, 29th April 2021 at the Company No. 900 TONSON TOWER 18th floor Zone A, PhloenChit Road, Lumpini Sub-district, Pathum Wan District, Bangkok 10330

List of directors who attended the Meeting

- | | | |
|----|--------------------------------|--|
| 1. | Mr. Pongphan Sampawakoop | Chairman and Chief Executive Officer |
| 2. | Mr. Prakai Cholahan | Director |
| 3. | Mr. Chatchawan Triamvicharnkul | Independent Director and Member of Audit Committee |

List of directors absent from the Meeting

- | | | |
|----|--------------------------------|--|
| 1. | Mr. Padoongpun Jantaro | Independent Director and Chairman of Audit Committee |
| 2. | Mr. Siripong Silpakul | Independent Director and Member of Audit Committee |
| 3. | Mr. Chalit Satidthong | Director |
| 4. | Mr. Pansuang Xumsai Na Ayudhya | Director |
| 5. | Mr. Aekkachai Na Ranong | Director |
| 6. | Mr. Jamnong Singha | Director |

Preliminary Proceedings

Mr. Pongphan Sampawakoop, the Chairman, presided as Chairman of the Meeting. The Chairman welcomed all shareholders who attended the Meeting and stated that there was a total of 33 shareholders attending the Meeting in person and by proxies which represented a total of 2,383,838,652 shares equaling to 59.59 percent. In aggregate, this is not less than 25 persons, and not less than one-third of the total sold shares of the Company of 3,999,800,000 shares. The quorum was formed in accordance with the Articles of Association of the Company, thus the Chairman declared the Meeting open.

Thereafter, the Chairman introduced the Board of Directors of the Company, Mr. Prakai Cholahan and Chatchawan Triamvicharnkul to the Meeting.

The Chairman stated that during the course of discussion, any person who would like to ask a question, to write it down on a piece of paper that has been prepared by the staff. If the question is relevant to the Agenda that must be considered during the meeting, then the Board of Directors will answer that question. However, if the question is not relevant to the voting or Agenda of the Meeting, then the question will be answered on the company's website.

With respect to the voting procedures, each shareholder can vote corresponding to the number of shares that they hold, whereby one share represent one vote for shareholders who have attended the meeting themselves. For those representing as proxies, in accordance to the Proxy Form A and Form B, they must vote either "Approve" or "Disapprove" or "Abstain" and cannot split their votes in each Agenda.

In regard to voting in each agenda, the Chairman presiding at the Meeting asked if there was any person who would "Not Approve" or "Abstain" from voting. He requested that for such person to mark in the "Disapprove" or "Abstain" box, and to raise his hand for the Company's staff to collect the ballot for counting. The company procedure in counting the votes is to deduct the votes of "Disapprove" and "Abstain" from the total votes. The remaining votes would be treated as "Approve". The persons who voted to "Approve" the matter need not hand-in their ballots. They can hold on to their ballot and return it to the Company's staff after the end of the Meeting.

For ballots of which the voters' intention could not be identified, or ballots in which more than one box were marked, or ballots which were crossed out or revised without signature would be deemed void. Hence, if any revision to the vote was intended, to please cross out the previous vote together with signature.

The Chairman then proceeded with the Meeting according to the Agenda.

Agenda 1 To consider approving the Minutes of 2020 Annual General Meeting of Shareholders held on 14 August 2020

The Chairman proposed that the Meeting consider certifying the minutes of 2020 Annual General Meeting of Shareholders, held on 14 August 2020, as per the copy of the minutes of such meeting which had been delivered to the shareholders together with the Invitation Letter for Meeting.

The Chairman gave an opportunity to the shareholders to propose revision or to ask question regarding the minutes.

There was neither proposal for revision nor question from the shareholders. The Chairman then explained the voting procedures of the Agenda to the Meeting and requested the Meeting to resolve to certify the minutes of 2020 Annual General Meeting of Shareholders, held on 14 August 2020 as proposed.

Resolution: The Meeting resolved to certify the minutes of 2020 Annual General Meeting of Shareholders, held on 14 August 2020 as proposed with unanimous votes of shareholders attending the Meeting and casted their votes, as follows:

Approved	2,383,838,652	votes	equivalent to	100.00	percent
Disapproved	0	vote	equivalent to	0.00	percent
Void Ballot	0	vote	equivalent to	0.00	percent
Abstained	0	vote			

Agenda 2 To consider acknowledging the Company's 2020 operating results

The Chairman presented the Company's project details to the Meeting as follows:

At the beginning of last year, 2020, Apex had project development plans of 3 projects as follows:

1. Sheraton Phuket Hotel and Residences project, whereby the residence are under construction with total sales of 58%, and the hotel is a joint venture with Mercurius, a company from Singapore with shareholding structure of 50:50, and require loan for construction work.

2. Club Med Krabi Hotel and Residences project, of which 60% of the residences is reserved. Apex has to build the Show Unit for customers to visit before making their purchase decision and signing the Sale and Purchase Agreement of their reserved units. In the beginning of 2020, Apex has completed the construction and decoration of the Show Unit. Only 3 customers who reserved the units were able to visit site when the serious COVID-19 outbreak occurred resulting in other customers unable to travel to the site. In parallel, the Club Med Hotel was under negotiation with an interested from JV partner group.

3. Sheraton Krabi Hotel and Residences project which is located next to Club Med Krabi, this project has not yet been launched or started construction.

During the COVID-19 outbreak, which started in March 2020, The International Fund, who already has finished the preliminary agreement with the company, canceled 2,500 million share capital increase and the loan of Baht 1,000 Million with Apex. Moreover, the bank that agreed on the Term Sheet for the construction loan for Sheraton Residences in Phuket also canceled the loan which impacted and delayed 2 projects development previously stated which are Sheraton Phuket Hotel and Residences, and Club Med Krabi Hotel and Residences resulting in construction work not being able to proceed further.

Thereafter, in order to quickly resolve the financial situation, the Company tried to increase its capital through Right Offering (RO) to the existing shareholders, and Private Placement (PP) to specific investors towards the end of year 2020. However, due to the impact of the widespread COVID-19 outbreak, the market conditions are not conducive to the proposed the capital increase, therefore the plan did not succeed in 2020.

In 2020, due to the stated reason which caused the construction delay, this resulted in the Company not being able to recognize the sales revenue from of the Sheraton Residences, and the capital increase of the company has not yet been achieved as planned. This is reflected in the Financial Statement at the end of year 2020 with an increased accumulated loss.

The Chairman then gave an opportunity for the shareholders to express their opinion or ask question.

None of the shareholders expressed additional opinion or asked questions. The Meeting acknowledged the operating results of the Company's in the year 2020 as proposed.

Agenda 3 To consider and approve the financial statements for the year ending 31 December 2020 audited and certified by the Company's auditor

The Chairman presented to the Meeting that based on the financial statements of the Company for the fiscal year ended on 31 December 2020, the Company's total assets amounted to Baht 3,090,230,911, the total debt amounted to Baht 3,283,088,654, and shareholders' equity amounted to Baht -192,857,743. The Company's operating result shows a net deficit for the fiscal year in the amount of Baht 374,425,671 in accordance to the details in the Annual Report of the year 2020 in the section of the report by the Certified Public Account (C.P.A.). The financial statements of the Company have been audited and certified by the Company's auditors PricewaterhouseCoopers ABAS Co., Ltd.

The Chairman then gave an opportunity to the shareholders to express their opinion or ask question.

Mr. Boonprasith Rojanaphruk, a shareholder, asked questions about (1) the construction schedule of the Sheraton Phuket Hotel Project, when is it expected to be completed? (2) Is the Sheraton Phuket Hotel a joint venture project with an investment group from Singapore? (3) The Sheraton Residences project, in the past, how many contracts has been terminated?

The Chairman stated that the Sheraton Phuket Hotel project have already received the construction permit. However, it still has not yet started construction as it is still waiting for a loan. It is expected that after the crisis, banks will open their policy to grant loans for hotel construction. The construction to completion will be within 24 months, and that the Sheraton Phuket Hotel is a joint venture (JV) with a company from Singapore with a shareholding structure of 50:50 under the name of Grand Bay Hotel Co., Ltd. In regards to the impact on the Sheraton Residences project, there has been approximately 3 customers in the past that have terminated their contract, the remaining customers are still waiting for the company to complete the construction. The Company is still in process to increase its capital, and once achieved, construction can resume within July and complete the construction of the South Residences before the end of the year. For the Capital Increase, the process remains the same which is to increase capital through RO and sell the remaining through PP, with two interested groups, both Foreign and Thai group that are in their Due Diligence process which have not yet been concluded.

Mr. Wiwat Khusakul, a shareholder, suggested that if the company has any hotels available, to enter these hotels into the government project that collaborate with the private hospitals sector to develop hospitals that will benefit from tourism.

The Chairman acknowledged and expressed his thank for the suggestion. However, the company does not have this type of hotel.

Mr. Wiwat Khusakul, a shareholder, inquired about the incurred loss of selling the land and buildings in the Sigma Pattaya Project by selling below cost.

The Chairman stated that the sale below cost of the Sigma Pattaya project was necessary because the creditors expedited debt control. The company closed the sale and transferred at the end of February 2021. The company is determined that in future sale of other project assets, to sell at a profit and not below cost.

Mr. Boonprasith Rojanaphruk, a shareholder, inquired that the majority of the debt burden are short-term liabilities that needs to be settled within one year, but the majority of the sale revenue from the Phuket project has to wait for one more year. What is the company's plan to repay the debt that is due within one year?, and what is the average interest rates of these debts?

The Chairman stated that the average interest rate is about 15%. Most of the debts are from loans for transfer of large plots of land for project development. Although the company has delayed the debt repayment, much of the debt has been repaid. Under the company's repayment plan, the majority will be from land sale, and through Joint Venture with investors whereby the company will sell the land to the Joint Venture Company to continue with the development of the project. The plan to settle the entire outstanding debts is still manageable and achievable.

After the Q&A and recommendations, there were no more questions or opinions from the shareholders. Thereafter, the Chairman explained the voting procedure in this agenda to the Meeting and requested the Meeting to resolve and approve the financial statements of the Company for the fiscal year ended 31 December 2020 as proposed.

Resolution: The Meeting resolved that the financial statements of the Company for the fiscal year ended 31 December 2020, as certified by the auditor to be approved as proposed, with majority vote of shareholders attending the Meeting and casting their votes, as follows:

Approved	2,383,838,723	votes	equivalent to	100.00	percent
Disapproved	0	vote	equivalent to	0.00	percent
Void Ballot	0	vote	equivalent to	0.00	percent
Abstained	0	vote			

In this agenda, there was one additional shareholder who attended the Meeting representing 71 shares. This in addition to the other 34 shareholders who attended the Meeting amounted the total to 2,383,838,723 shares.

Agenda 4 To consider approving declaration of no dividend payment and no allocation of legal reserve

The Chairman proposed that the Meeting considered approving the omission of dividend payment and legal reserve because the Company still had its accumulated deficit for the operating result of the Company in the previous year.

The Chairman gave an opportunity to the shareholders to express their opinion or ask question.

There was neither opinion nor question from the shareholders. Thereafter, the Chairman requested the Meeting to resolve and approve the omission of annual dividend payment and allocation of legal reserve as proposed.

Resolution: The Meeting resolved that the omission of annual dividend payment and allocation of legal reserve be approved as proposed, with majority votes of shareholders attending the Meeting and casting their votes, as follows:

Approved	2,383,838,723	votes	equivalent to	100.00	percent
Disapproved	0	vote	equivalent to	0.00	percent
Void Ballot	0	vote	equivalent to	0.00	percent
Abstained	0	vote			

Agenda 5 To consider approving the appointment of directors in replacement of those retired by rotation

The Chairman explained to the Meeting that, in the Annual General Meeting of Shareholders of the year 2020, there were 3 Directors who retired by rotation as follows:

1. Mr. Pansuang Xumsai Na Ayudhya Director / Audit Committee
2. Mr. Aekkachai Na Ranong Director
3. Mr. Jamnong Singha Director

The Chairman then proposed that the Meeting considered approving the appointment of Mr. Pansuang Xumsai Na Ayudhya, Mr. Aekkachai Na Ranong, and Mr. Jamnong Singha who are the directors who retired by rotation to be re-elected as the Company's directors for another term.

The Chairman gave an opportunity to the shareholders to express their opinion or ask question.

Ms. Narumon Amornmanatwong, a shareholder rights protection volunteer, inquired how many years had Mr. Pansuang Xumsai Na Ayudhya held the position of an independent director of the Company.

The Chairman stated the position of director has a term of 3 years. Whereby Mr. Pansuang Xumsai Na Ayudhya has been an independent director of the Company since 2015, which is 6 years total.

There was neither additional opinion nor questions from the shareholders. Thereafter, the Chairman explained voting procedure in this agenda to the Meeting and requested the Meeting to resolve and approve the reappointment of Directors who retired by rotation according to the agenda as proposed individually.

Resolution: The Meeting resolved to reappoint Mr. Pansuang Xumsai Na Ayudhya, Mr. Aekkachai Na Ranong, and Mr. Jamnong Singha who are the directors who retired by rotation to be re-elected as the Company's directors for another term, with the following votes:

1. Appoint Mr. Pansuang Xumsai Na Ayudhya with the following votes:

Approved	2,383,838,723	votes	equivalent to	100.00	percent
Disapproved	0	vote	equivalent to	0.00	percent
Void Ballot	0	vote	equivalent to	0.00	percent
Abstained	0	vote			

2. Appoint Mr. Aekkachai Na Ranong with the following votes:

Approved	2,383,838,723	votes	equivalent to	100.00	percent
Disapproved	0	vote	equivalent to	0.00	percent
Void Ballot	0	vote	equivalent to	0.00	percent
Abstained	0	vote			

3. Appoint Mr. Jamnong Singha with the following votes:

Approved	2,383,838,723	votes	equivalent to	100.00	percent
Disapproved	0	vote	equivalent to	0.00	percent
Void Ballot	0	vote	equivalent to	0.00	percent
Abstained	0	vote			

Agenda 6 To consider approving the determination of the directors' remuneration for the year 2021

The Chairman proposed that the Meeting considered setting the director's remuneration for the year 2021 as the meeting allowance of the Board of Directors at the rate of Baht 10,000 per person per meeting, in an aggregate amount not exceeding Baht 1,200,000 per year and the remuneration of the audit committee at the rate of Baht 20,000 per person per month.

The Chairman gave an opportunity to the shareholders to express their opinion or ask question.

There was neither opinion nor question from the shareholders. Thereafter, the Chairman explained voting procedure in this agenda to the Meeting and requested the Meeting to resolve and approve the director's remuneration for the year 2021 as proposed.

Resolution: The Meeting resolved that the director's remuneration for the year 2021 as meeting allowance of the Board of Directors at the rate of Baht 10,000 per person per meeting, in an aggregate amount not exceeding Baht 1,200,000 per year and the remuneration of the audit committee at the rate of Baht 20,000 per person / month be approved as proposed with a vote of not less than two-thirds of the total number of votes of the shareholders who attend the Meeting as follows:

Approved	2,383,838,723	votes	equivalent to	100.00	percent
Disapproved	0	vote	equivalent to	0.00	percent
Void Ballot	0	vote	equivalent to	0.00	percent
Abstained	0	vote			

Agenda 7 To consider approving the appointment of the auditor and determination of the audit fee for the year 2021

The Chairman proposed that the Meeting consider approving the appointment of the auditors of Bunchikij Co., Ltd. as follows:

1. Mr. Pornchai Kittipanya-ngam Certified Public Accountant No. 2778; or
2. Ms. Sudaporn Tawapee Certified Public Accountant No. 6862; or
3. Mr. Thewa Damdaeng Certified Public Accountant No. 10777.

To be the auditor of the Company and its subsidiary companies for the year 2021, and in case that the aforementioned auditors are unable to perform their duties, Bunchikij Co., Ltd. may assign other certified auditor of Bunchikij Co., Ltd. to perform such duties, with audit fee not exceeding Baht 3,390,000.00.

The Chairman gave an opportunity to the shareholders to express their opinion or ask question.

There was neither opinion nor question from the shareholders. Thereafter, the Chairman requested the Meeting to resolve and approve the appointment of the auditors and their remuneration for year 2021 as proposed.

Resolution: The Meeting resolved that the appointment of Mr. Pornchai Kittipanya-ngam C.P.A. (Thailand) No. 2778 or Ms. Sudaporn Tawapee C.P.A. (Thailand) No. 6862 or Mr. Thewa Damdaeng C.P.A. (Thailand) No. 10777 of Bunchikij Co., Ltd. as the Company's auditors for the year 2021 with audit fee of not exceeding Baht 3,390,000.00, be approved as proposed, with majority vote of shareholders attending the Meeting and casting their votes, with the following votes:

Approved	2,383,838,723	votes	equivalent to	100.00	percent
Disapproved	0	vote	equivalent to	0.00	percent
Void Ballot	0	vote	equivalent to	0.00	percent
Abstained	0	vote			

Agenda 8 To consider other matters (if any)

The Chairman gave opportunity to the shareholders to express their opinion or ask question regarding the operation of the Company or other matters.

Mr. Boonprasith Rojanaphruk, a shareholder, inquired whether the delay in the construction of the Sheraton Phuket project had an impact on using the Sheraton Brand or not, would we have to be switched to another brand or not?

The Chairman stated that there was no impact because there was an extension to both the Sheraton and Club Med brands. There are no any changes.

Mr. Wiwat Khusakul, a shareholder, inquired and suggested the direction to bring the unissued shares to do RO in order to achieve the capital increase. Due to the current situation, the sale of RO to the existing shareholders will be few who can do the increase, and that the company should not issue large amounts of shares because it may cause the earnings per share to decline. He suggested that the company should bundle this with a warrant that has unspecified price, and that the price will be set at a later date which is not to be lower than par value, such as 50% of the market share price with long period.

The Chairman acknowledged and thanked for the suggestion and will present this to the directors for further consideration.

Mr. Boonprasith Rojanaphruk, shareholder, inquired about the capital increase plan is impacted by the new round of COVID-19, will this cause further delays or not?

The Chairman stated that there will be an impact, however, after the vaccination, it is expected that the situation from this third will improve. This will result in better investment, the increase in capital, or the sale of asset, or the JV should be successfully achieved.

Mr. Boonprasith Rojanaphruk, shareholder, inquired about the guaranteed return.

The Chairman stated that at present, many customers with the guaranteed returns have cancelled. Due to their decision change not to rent out, therefore the remaining group with guaranteed return is few.

Mr. Wiwat Khusakul, a shareholder, inquired about where the Company's projects are located?

The Chairman stated that the projects are in Krabi and Phuket. The emphasis will be focused on the project in Phuket as there is much progress in the construction and is nearly completed. As for Krabi is the sales reservation of which booking is now at 60%.

These reservations were from the project launch a year earlier prior to the COVID-19 around year 2019. It is a reservation by swiping credit card at 100,000 Baht which amounted to around 60% reserved. However, there are condition that the interested customer must visit the project site first before signing the Sale and Purchase Agreement. The project in Krabi at the earliest can begin construction towards the beginning of next year. At present it is under design process to submit to EIA. The Show Unit has already been completed.

As there were no additional questions or opinions from the shareholders, the Chairman thanked the shareholders and declared the Meeting adjourned at around 15.00 hrs.

Signed



Chairman of the Meeting

(Mr. Pongphan Sampawakoop)

Capital Increase Report Form
Apex Development Public Company Limited
on 18 March 2022

We, Apex Development Public Company Limited, hereby report the resolutions of the Board of Directors' Meeting No. 2/2022, held on 18 March 2022, from 2.00 to 3.30 p.m., regarding capital increase and allocation of new shares as stated below.

1. Capital increase

The Board of Directors Meeting No. 1/2022 resolved to reduce the registered capital and the Board of Directors Meeting No. 2/2022 resolved to increase the registered capital of the Company as follows:

1.1 Reduction of registered capital of the company 2,232,537,824.50 Baht, from 4,249,787,500 Baht to registered capital 2,017,249,675.50 Baht by means of writing off 3,965,101,082 remaining registered shares (RO) and 499,974,567 shares remaining from the exercise of convertible rights to ordinary shares of warrants (APEX-W1) with par value of Baht 0.50 each

1.2 Increasing the registered capital of the company in the amount of 2,017,249,675.50 baht from the original registered capital 2,017,249,675.50 baht as registered capital 4,034,499,351 baht by issuing ordinary shares not more than 4,034,499,351 shares with par value of Baht 0.50 each, totaling 2,017,249,675.50 Baht. The details of the capital increase are as follows;

Capital increase	Type of share	Number of shares	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specific objectives of usage of funds	Ordinary share	4,034,499,351	0.50	2,017,249,675.50
	Preferred share	-	-	-
<input type="checkbox"/> General mandate	Ordinary share	-	-	-
	Preferred share	-	-	-

2. Allotment of new shares

2.1 Specific objectives of usage of funds

Allotted to	Number of shares	Ratio (existing share : new share)	Selling price (Baht per share)	Subscription and payment date/time	Note
The Company's existing shareholders on rights offering basis	4,034,499,351	1 existing ordinary share : 1 new ordinary share	0.08	The Company will determine and notify the said date through SETSMART.	Please consider the remark below.

Remark: The Board of Directors' Meeting No. 2/2022, held on 18 March 2022, resolved to approve that the following matters be proposed to the 2022 Annual General Meeting of Shareholders on 27 April 2022, for consideration and approval.

1. The issuance and allotment of new ordinary shares not exceeding 4,034,499,351 shares, with par value of Baht 0.50 each, for offering, to the Company's existing shareholders on rights offering basis. The detailed summary of allotment of new ordinary shares is stated below.

1.1 To allot not exceeding 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each, for offering to the Company's existing shareholders on rights offering basis at the allotment ratio of 1 existing ordinary share to 1 new ordinary share (fractional shares shall be disregarded) and at the offering price of Baht 0.08 per share. The details are as follows.

(1) The existing shareholders are entitled to oversubscribe for new ordinary shares (in excess of their rights offering) by no more than one time the number of new ordinary shares offered according to rights offering ("Oversubscription"). The oversubscribed shares will be allotted to the existing shareholders only if shares remain after subscription by the existing shareholders on rights offering basis.

(2) For allotment of the remainder of shares after allotment to the existing shareholders on rights offering basis and disregarded fractional shares, the Board of Directors and/or Managing Director shall have the authority to allot the same to the existing shareholders who express their wish to oversubscribe for shares. The oversubscribed shares will be allotted to the shareholders on a pro rata basis at the same price as that offered in the first allotment to the existing shareholders on rights offering basis under the following rules.

(2.1) In the event that the number of remaining shares is more than or equivalent to the number of oversubscribed shares

The Company shall allot the shares to the existing shareholders who have expressed their wish to oversubscribe for and paid the subscription fee for all such shares in accordance with the number of shares for which they wished to oversubscribe. Any remaining shares shall be offered to investors in private placement which are not connected persons of the Company per clause (3).

(2.2) In the event that the number of remaining shares is less than the number of oversubscribed shares

(a) Each oversubscribing existing shareholder will receive shares allotted pro rata to their current rights offering (any fractional shares from the calculation shall be disregarded). The number of shares to be allotted will not exceed the number of shares subscribed and paid for by each existing shareholder.

(b) The remaining shares after the allotment per sub-clause (a) shall be allotted to each existing shareholder who has not received complete allotment of shares pro rata to their current rights offering (any fractional shares from the calculation shall be disregarded). The number of shares to be allotted will not exceed the number of existing shares subscribed and paid for by each existing shareholder. The shares shall be allotted to the oversubscribing existing shareholders in accordance with the procedure in this sub-clause (b) until there is no share left from the allotment.

The allotment of oversubscribed shares per the above details shall in no case cause any oversubscribing existing shareholder to hold the Company's shares in the way that the number of which increases up to or passes the point where it obligates such shareholder to make a tender offer for all securities of the Company as stipulated in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (and as amended), unless the said shareholder is exempted from the requirement to make a tender offer for all securities of the Company, and such allotment shall not cause the Company's foreign ownership to exceed 49 percent as prescribed in the Company's Articles of Association. The Company reserves the right not to allot new ordinary shares to any existing shareholder if such allotment causes or may result in an act contrary to any laws or rules and regulations on securities issuance and offering under Thai law.

(3) If new ordinary shares remain from the allotment to the existing shareholders according to their rights offering and oversubscription as per clause (1), the Company shall allot such remaining new ordinary shares by offering to investors in private placement which are not connected persons under the Notification of

the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546(2003) (and as amended). The Company shall assign its Board of Directors or person assigned by them to consider determining the offering price for such remaining new shares in the amount of no lower than that offered to the existing shareholders and not lower than the market price during the offering period and that specified in the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and as amended). The Company shall make private placement offering within a period not exceeding 12 months from the date on which the shareholders' meeting resolves to approve the offering of new ordinary shares in compliance with the rules and notifications of the Office of the Securities and Exchange Commission (SEC) and relevant authorities in all respects.

1.2 In taking action related to the offering and allotment of the Company's new ordinary shares, the Board of Directors and/or Chief Executive Officer and/or person assigned by them shall have the authority to do so, including, but not limited to, the following.

(1) To determine or amend the details and conditions necessary for offering and/or allotment of new ordinary shares, and to fix the record date for determining the list of shareholders entitled to receive allotment of new ordinary shares, rules on one-time allotment or multiple allotments, period of time, price, and subscription and payment methods (as the case may be).

(2) To amend the procedure for allotment of new ordinary shares and enter into transactions related thereto under the scope approved by the Board of Directors' meeting and the shareholders' meeting.

(3) To take any action necessary, appropriate and related to or required for offering and/or allotment of new ordinary shares, which includes to negotiate, enter into, sign and/or amend any application forms and/or documents required for or related to issuance, offering, or allotment of new ordinary shares, filing of application forms relating to allotment of new ordinary shares to relevant authorities, registration of capital increase and amendment to the Memorandum of Association with the Ministry of Commerce, and/or listing of new ordinary shares as listed securities on the Stock Exchange of Thailand, and appointment of any financial advisor, legal consultant, advisor and/or underwriter (if applicable or required).

(4) To contact, negotiate, amend, agree to enter into and sign, or submit relevant documents, instruments and/or contracts pertaining to offering and allotment of the Company's new ordinary shares, to amend relevant information, disclose relevant information, give statements and reports to relevant authorities, and to determine conditions and details of the offering and allotment.

(5) To coordinate with relevant government agencies and regulatory authorities, e.g. the Office of the Securities and Exchange Commission, Ministry of Commerce and Stock Exchange of Thailand, and other persons or agencies related to the offering and allotment of the Company's new ordinary shares.

(6) To do any other act required for or related to the carrying out of offering and allotment of the Company's new ordinary shares.

2.1.1 The Company's action in case of fractional shares

If there are fractional new ordinary shares, the Company will disregard the same.

3. Determination of the date of holding an ordinary/extraordinary general meeting of shareholders to request approval for capital increase and allotment of new shares

The date for holding the 2022 Annual General Meeting of Shareholders is fixed on 27 April 2022 at 2.00 p.m., in the form via electronic media (E-AGM) from the Company's meeting room, 18th floor, Tonson Tower, No. 900 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330, and the record date for determining the list of shareholders entitled to attend such meeting shall be on 1 April 2022.

4. Application for approval of capital increase/allotment of new shares to relevant government agencies and conditions of application for approval (if any)

4.1 The Company shall register the capital increase, amendment to the Memorandum of Association, and change of paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company shall file an application with the Stock Exchange of Thailand for approval to have new ordinary shares listed as listed securities on the Stock Exchange of Thailand pursuant to relevant rules and regulations.

5. Objective of capital increase and usage of the increased capital

The Company's objective of capital increase is to strengthen the Company on operational and funding aspects, and the Company plans to use the funds from this capital increase use as its working capital of the company for 100 million baht and in the construction of Sheraton Grand Bay Residences, Ao Po, Phuket Province, 222.75 million baht.

However, if the Company receives less funds from the capital increase than expected, the plan to use the funds from capital increase may differ from the foregoing.

6. Benefits to be received by the Company from capital increase/allotment of new shares

This capital increase will help strengthening the Company' financial standing so that the Company has sufficient working capital in its business operation and project expansion without having to increase its loan burden

7. Benefits to be received by the shareholders from capital increase/allotment of new shares

The Company has a policy to pay no more than 50 percent of net profit in dividend and will make dividend payment only when the Company is able to clear all accumulated loss. After the shareholders subscribing for new ordinary at this time, have been registered as the Company's shareholders, they will be entitled to receive dividend from the operating results, to attend meetings and cast votes, and to other rights same as the Company's existing shareholders in all respects, pursuant to relevant laws and rules.

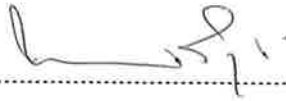
8. Any other details necessary for the shareholders' decision-making in approval of capital increase/allotment of new shares

-None-


9. Table showing operational timeline in the case that the Board of Directors resolves to increase capital/allot new shares

No.	Operational process	Date/month/year
1.	Approval by the Board of Directors' Meeting No. 5/2020 to propose to the ordinary general meeting of shareholders to consider and approve capital increase and allotment of new ordinary shares	18 March 2022
2.	Notification of the Board of Directors' Meeting's resolutions to the Stock Exchange of Thailand	18 March 2022
3.	Record date for determining the list of shareholders entitled to attend the 2020 Annual General Meeting of Shareholders	1 April 2022
4.	Date of the 2020 Annual General Meeting of Shareholders	27 April 2022
5.	Date of registration of capital increase and amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of resolution of approval by the shareholders' meeting
6.	Record date for determining the list of shareholders entitled to subscribe for new ordinary shares on rights offering basis	The Company will determine and notify the date through SETSMART no less than 14 days prior to such record date for determining the list of shareholders entitled to subscribe for new ordinary shares on rights offering (RO) basis.
7.	Period for subscription for and payment of new ordinary shares	The Company will determine and notify the said period through SETSMART. The Company will send the notification of allotment of new shares and notification of the right to subscribe for new shares at least five days in advance before the date of subscription for and payment of new ordinary shares, and will determine the period for subscription for and payment of new ordinary shares no less than five business days in advance.
8.	Date of registration of paid-up capital increase with the Department of Business Development, Ministry of Commerce	Within 14 days from the closing date for subscription for and payment of new ordinary shares

We hereby certify that the information contained herein is correct and complete in all respects.

Signature  Authorized Director
(Mr. Pongphan Sampawakoo)

Title: Director

Signature  Authorized Director
(Mr. Jamnong Singha)

Title: Director

ประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ของ บริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
 ในวันพุธ ที่ 27 เมษายน 2565 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)
 สามารถส่ง หนังสือมอบฉันทะ มาที่ เลขที่ 900 ชั้นที่ 18 โซนเอ อ.ต้นสนทาวเวอร์ ถ.เพลินจิต ลุมพินี ปทุมวัน กรุงเทพฯ 10330 ก่อนกำหนดการประชุม

แบบหนังสือมอบฉันทะ แบบ ก

Proxy (Form A)

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)

(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
 Shareholder Registration Number Written at

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

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
 I / We _____ Nationality _____ Residing / Located at no. _____ Soi _____
 ถนน _____ ตำบล / แขวง _____ อำเภอ / เขต _____ จังหวัด _____
 Road _____ Tambol / Kwaeng _____ Amphur / Khet _____ Province _____
 รหัสไปรษณีย์ _____
 Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน) (“บริษัท”)
 Being a shareholder of Apex Development Public Company Limited (“Company”)
 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 Ordinary Share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 Preference Share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้
 Hereby Appoint

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name _____ Age _____ years. Residing / Located at no. _____
 ถนน _____ ตำบล / แขวง _____ อำเภอ / เขต _____
 Road _____ Tambol / Kwaeng _____ Amphur / Khet _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postal Code _____

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name _____ Age _____ years. Residing / Located at no. _____
 ถนน _____ ตำบล / แขวง _____ อำเภอ / เขต _____
 Road _____ Tambol / Kwaeng _____ Amphur / Khet _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธ ที่ 27 เมษายน 2565 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) จากห้องประชุม ณ ห้องประชุมบริษัท เลขที่ 900 ชั้นที่ 18 โซนเอ อาคารต้นสนทาวเวอร์ ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my / our proxy ("Proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2022 (AGM 2022) on Wednesday, April 27th, 2022 at 2:00 p.m., Via Electronic Media Format (E-AGM) from the Company's meeting room, 18th Floor, Tonson Tower, No. 900 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 or such other date, time and place as the Meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his / her votes to different proxies to vote separately.

ประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ของ บริษัท เอเพ็กซ์ ดีเวลอปเม้นท์ จำกัด (มหาชน)
 ในวันพุธ ที่ 27 เมษายน 2565 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)
 สามารถส่ง หนังสือมอบฉันทะ มาที่ เลขที่ 900 ชั้นที่ 18 โซนเอ อ.ต้นสนทาวเวอร์ ถ.เพลินจิต ลุมพินี ปทุมวัน กรุงเทพฯ 10330 ก่อนกำหนดการประชุม

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy (Form B)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
 Shareholder Registration Number

เขียนที่ _____
 Written at

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

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
 I / We _____ Nationality _____ Residing / Located at no. _____ Soi _____
 ถนน _____ ตำบล / แขวง _____ อำเภอ / เขต _____ จังหวัด _____
 Road Tambol / Kwaeng Amphur / Khet Province
 รหัสไปรษณีย์ _____
 Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอเพ็กซ์ ดีเวลอปเม้นท์ จำกัด (มหาชน) ("บริษัท")
 Being a shareholder of Apex Development Public Company Limited ("Company")
 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 Ordinary Share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 Preference Share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้
 Hereby Appoint

ชื่อ นายผดุงพันธ์ จันทโร (ประธานกรรมการตรวจสอบ) อายุ 72 ปี อยู่บ้านเลขที่ 1193 อาคารเอ็กซ์ ชั้น 11 ห้อง 1106-1108
 Name Mr. Padoongpun Jantaro (Chairman of the Audit Committee) Age 71 years old, Residing at no. 1193 EXIM Building,
 ถนน พหลโยธิน ตำบล / แขวง สามเสนใน อำเภอ / เขต พญาไท
 11th Floor, Room No. 1106-1108, Phahonyothin Road, Kwaeng Samsennia, Khet Phayathai,
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900
 Province Bangkok Postal Code 10900

หรือ/Or

ชื่อ นายชัชวาล เตริยมวิจารย์กุล (กรรมการตรวจสอบ) อายุ 58 ปี อยู่บ้านเลขที่ 31/93 หมู่ที่ 1 หมู่บ้าน สินธานี แกรนด์ วิลลิจ
 Name Mr. Chatchawan Triamvichamkul (Audit Committee) Age 57 years old, Residing at no. 31/93 Moo1, Synthane Grand View Village
 ถนน รังสิต-นครนายก ตำบล / แขวง รังสิต อำเภอ / เขต ธัญบุรี
 Rangsit-Nakhon Nayok Road Tambol Rangsit Amphur Thanyaburi
 จังหวัด ปทุมธานี รหัสไปรษณีย์ 12110
 Province Prathumthanee Postal Code 12110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่ 27 เมษายน 2565 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) จากห้องประชุม ณ ห้องประชุมบริษัท เลขที่ 900 ชั้นที่ 18 โชนอาคารต้นสนทาวเวอร์ ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my / our proxy ("Proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2022 (AGM 2022) on Wednesday, April 27th, 2022 at 2:00 p.m., Via Electronic Media Format (E-AGM) from the Company's meeting room, 18th Floor, Tonson Tower, No. 900 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 or such other date, time and place as the Meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my / our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my / our proxy to vote as per my / our desire as follows:

วาระที่ 1 พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ประชุมเมื่อวันที่ 29 เมษายน 2564

Agenda 1 To consider approving the Minutes of 2021 Annual General Meeting of shareholders held on 29 April 2021

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my / our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my / our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของคณะกรรมการในรอบปี 2564

Agenda 2 To consider and acknowledge the operational result of the Company for year 2021

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน

This agenda is for acknowledgement, therefore there is no voting.

วาระที่ 3 พิจารณาและอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564 ซึ่งได้ตรวจและรับรองโดยผู้สอบบัญชีของบริษัทแล้ว

Agenda 3 To consider approving the financial statements for the year ending 31 December 2021 audited and certified by the Company's auditor

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลและจัดสรรเงินสำรองตามกฎหมาย

Agenda 4 To consider approving declaration of no dividend payment and no allocation of legal reserve

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการทดแทนกรรมการที่ออกตามวาระ

Agenda 5 To consider approving the appointment of directors in replacement of those retired by rotation

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทดแทนกรรมการที่ออกตามวาระทั้งชุด
The appointment of directors in place of those whose terms will be expired by rotation as a whole.
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- การแต่งตั้งกรรมการทดแทนกรรมการที่ออกตามวาระเป็นรายบุคคล
The appointment of directors in place of those whose terms will be expired by rotation individually.

- นายพงษ์พันธ์ สัมภาวุฒ์ (Mr. Pongphan Sampawakooop)

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- นายผดุงพันธ์ จันทโร (Mr. Padungphan Chantaro)

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- นายปานสรวง ชุมสาย ณ อยุธยา (Mr. Pansuang Chumsai Na Ayudhya)

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2565

Agenda 6 To consider approving the determination of the directors' remuneration for the year 2022

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2565

Agenda 7 To consider approving the appointment of the auditor and determination of the auditor's fee for the year 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 2,232,537,824.50 บาท

Agenda 8 To consider approving the decrease of the Company's registered capital in the amount of 2,232,537,824.50 baht

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 9 พิจารณาขออนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 9 To consider approving the amendment to Article 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 10 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 2,017,249,675.50 บาท จากทุนจดทะเบียนเดิม 2,017,249,675.50 บาท เป็นทุนจดทะเบียนจำนวน 4,034,499,351 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 4,034,499,351 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท

Agenda 10 To consider approving the increase of the Company's registered capital by Baht 2,017,249,675.50, from originally Baht 2,017,249,675.50 to Baht 4,034,499,351, by issuing 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 11 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
Agenda 11 To consider approving the amendment to Article 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 12 พิจารณานุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุน จำนวน 4,034,499,351 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อเสนอขายให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (Rights Offering: RO) โดยเสนอขายในราคาหุ้นละ 0.08 บาท
Agenda 12 To consider approving the issuance and allotment of 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each, for offering, to the Company's existing shareholders on rights offering basis (Right Offering: RO), at the offering price of Baht 0.08 per share

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 13 พิจารณานุมัติแผนฟื้นฟูกิจการ
Agenda 13 To consider and approving the business rehabilitation plan

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 14 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 14 To consider other topics (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form provided.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form (Form B.)**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)

A proxy is granted by a shareholder of Apex Development Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่ 27 เมษายน 2565 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) จากห้องประชุม ณ ห้องประชุมบริษัท เลขที่ 900 ชั้นที่ 18 โซนเอ อาคารต้นสนทาวเวอร์ ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For 2022 Annual General Meeting of shareholders on 27th April 2022 at 2:00 p.m., Via Electronic Media Format (E-AGM) from the Company's meeting room, 18th Floor, Tonson Tower, No. 900 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 or such other date, time and place as the Meeting may be held.

วาระที่ _____ เรื่อง _____
Agenda No. Re:

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

วาระที่ _____ เรื่อง _____
Agenda No. Re:

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

วาระที่ _____ เรื่อง _____
Agenda No. Re:

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

ลงชื่อ/Signed _____ ผู้มอบฉันทะ / Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ / Proxy
(_____)

เอกสารประกอบการมอบฉันทะ

Supporting documents for Proxy

บุคคลธรรมดาตามอบฉันทะ

1. หนังสือมอบฉันทะ ที่กรอกข้อความครบถ้วน และลงลายมือชื่อของผู้มอบฉันทะและผู้รับมอบฉันทะ และ
2. สำเนาบัตรประจำตัวประชาชน หรือ สำเนาหนังสือเดินทางที่ยังไม่หมดอายุ และลงลายมือชื่อรับรองสำเนาถูกต้องของผู้มอบฉันทะ และ
3. สำเนาบัตรประจำตัวประชาชน หรือ สำเนาหนังสือเดินทางที่ยังไม่หมดอายุ และลงลายมือชื่อรับรองสำเนาถูกต้องของผู้รับมอบฉันทะ

Person as a Proxy

1. Proxy filled out and sign the names of the grantors and the proxies; and
2. Copy of ID card or a copy of a valid passport and sign certifying the true copy of the proxy grantor; and
3. Copy of ID card or a copy of a valid passport and sign certifying the true copy of the proxy

นิติบุคคลมอบฉันทะ

1. หนังสือมอบฉันทะที่กรอกข้อความครบถ้วน และลงลายมือชื่อของผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น รวมทั้งตราประทับของนิติบุคคล (ถ้ามี) ของผู้มอบฉันทะ และลงลายมือชื่อของผู้รับมอบฉันทะ และ
2. หนังสือรับรองการจดทะเบียนเป็นนิติบุคคลของผู้มอบฉันทะ ซึ่งลงลายมือชื่อรับรองสำเนาถูกต้องและออกให้ไม่เกิน 6 เดือน ก่อนวันประชุมผู้ถือหุ้น และ
3. สำเนาบัตรประจำตัวประชาชน หรือ สำเนาหนังสือเดินทางที่ยังไม่หมดอายุ และลงลายมือชื่อรับรองสำเนาถูกต้องของผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น (ผู้มอบฉันทะ) และ
4. สำเนาบัตรประจำตัวประชาชน หรือ สำเนาหนังสือเดินทางที่ยังไม่หมดอายุ และลงลายมือชื่อรับรองสำเนาถูกต้องของผู้รับมอบฉันทะ

Juristic Person as a Proxy

1. Completely filled out proxy form and the signature of the person authorized to bind the juristic person, including the seal of the juristic person (if any) of the proxy grantor and sign the proxy's name; and
2. Certificate of registration as a juristic person of the grantor and
3. A copy of your ID card or a copy of your passport that has not expired. and sign certifying the true copy of the authorized signatory to bind the juristic person (Proxy) and
4. A copy of your ID card or a copy of your passport that has not expired and sign certifying the true copy of the proxy

บุคคลที่ไม่ใช่สัญชาติไทย หรือ นิติบุคคลจดทะเบียนต่างชาติด

กรณีที่เอกสารหรือหลักฐานที่ได้กล่าวข้างต้น ไม่ใช่เอกสารฉบับภาษาไทย ผู้ถือหุ้นจะต้องแสดงเอกสารคำแปลฉบับภาษาไทย ซึ่งลงนามรับรองคำแปลโดยผู้ถือหุ้น หรือโดยผู้มีอำนาจลงนามผูกพันนิติบุคคลที่เป็นผู้ถือหุ้น

Person who is not of Thai nationality or Foreign registered Juristic Person

In the case of documents or evidence mentioned above, it is not a Thai version of the document. Shareholders must present Thai translation of the document, which is signed by the shareholder to certify the translation or by an authorized signatory to bind the juristic person who is a shareholder.

Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 22 April 2022. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 7) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.
 - 2.1 Shareholders who are natural persons:
 - If shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
 - If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.
 - 2.2 Shareholders who are juristic persons:
 - If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)

- A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above is not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).



3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company **within 22 April 2022 (at least 2 days before the meeting date)**

- By E-Mail : shareholders@apexpl.com
- By Mail: 18th Floor, Tonson Tower, No. 900 Ploenchit Road,
Lumpini Subdistrict, Pathumwan District, Bangkok 10330

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 25 April 2022, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers / notebooks / tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form Attachment 4 (Form B) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date **within 22 April 2022 (at least 2 days before the meeting date)** via the following channels:

- By E-Mail : shareholders@apexpl.com
- By Mail: 18th Floor, Tonson Tower, No. 900 Ploenchit Road,
Lumpini Subdistrict, Pathumwan District, Bangkok 10330

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By E-Mail : shareholders@apexpl.com
 - By Mail: 18th Floor, Tonson Tower, No. 900 Ploenchit Road,
Lumpini Subdistrict, Pathumwan District, Bangkok 10330
 - Telephone: (66-2) 636 2465 - 70
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.



ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์
Acceptance for the invitation of online meeting

สิ่งที่ส่งมาด้วย 7
Attachment 7

วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า หมายเลขบัตรประชาชน/หนังสือเดินทาง
I / We, Identification Card/Passport number
สัญชาติ บ้านเลขที่ ถนน ตำบล/แขวง
Nationality Residing at No. Road Sub district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท บริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Being a shareholder of Apex Development Public Company Limited
โดยถือหุ้นรวมทั้งสิ้น หุ้น
Holding the total amount of shares
ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565
I would like to participate of the E-AGM for Annual General Meeting 2022

- เข้าร่วมประชุมด้วยตัวเอง
Self-Attending
 มอบฉันทะให้ (นาย/นาง/นางสาว) ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to attend the meeting

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม
Please send the Link to join the meeting by below email

อีเมล (โปรดระบุ)
E-Mail please fill in the blank
โทรศัพท์มือถือ (โปรดระบุ)
Mobile Number Please fill in the blank

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน เพื่อเข้าร่วมประชุม ตามสิ่งที่ส่งมาด้วย 6 ข้อปฏิบัติสำหรับการเข้าประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ภายในวันที่ 22 เมษายน 2565 (อย่างช้า 2 วันก่อนวันประชุม)
Please submit the required document per an attachment 6 Rules for attending the shareholders' meeting via electronic media (E-AGM) within 22 April 2022 (at least 2 days before the meeting date)

(5) เมื่อได้รับการยืนยันตัวตนบริษัทฯจะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้รับ
Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม
Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ ผู้ถือหุ้น
Signed Shareholder
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