



Date : 3 April 2023

Subject : Notice of the 2023 Annual General Meeting of Shareholders

To : Shareholders of Apex Development Public Company Limited

- Enclosures :
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
 2. Annual Report and Financial Statement Year 2022 (QR Code Format)
 3. Proxy Form (Form A, Form B)
 4. Supporting documents for Proxy
 5. Rules for attending the shareholders' meeting via electronic media (E-AGM)
 6. 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 2023 Annual General Meeting of Shareholders** to be convened, which will be held **on Friday, 28 April 2023 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 2022 Annual General Meeting of shareholders held on 27 April 2022

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 2022 operating results

Board's Opinion: It is deemed appropriate to propose to the Meeting to acknowledge the Company's 2022 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 2022 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 2022 ending 31 December 2022.

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. Mrs. Srisakul Burakamkovit Director
2. Mr. Aekkachai Na Ranong Director
3. Mr. Jamnong Singha Director

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 2023

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving determination of the directors' remuneration for the year 2023 equaling to Baht 5,000 per person / per meeting for the board of directors in an aggregate amount not exceeding Baht 1,000,000 per year and to Baht 5,000 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 2023

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the appointment of the auditors of the Company and its subsidiary companies for the year 2023 and the determination of the auditor's fee for the year 2023 as presented in the meeting.

Due to now, the Board of Directors is in the process of recruiting a new auditor which has not yet been concluded but will expedite the process to present to the shareholders' meeting for approval.

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 2,017,249,675.50 baht

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the decrease of the Company's registered capital by 2,017,249,675.50 Baht from the existing registered capital of 4,034,499,351.00 Baht to the new registered capital of 2,017,249,675.50 Baht by eliminating unsold ordinary shares in the amount of 4,034,499,351 shares with a par value of 0.50 baht per share, which were allocated to support the offering to the existing shareholders (RO) in the past year (according to the approval from the 2022 Annual General Meeting of Shareholders held on April 27, 2022) that have not yet been offered for sale and the time for offering has expired and for the registered stock to be correct according to the current number of 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 9 To consider approving the amendment to Article 4 of the Company's Memorandum of Association to reflect 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 (Clause 4) of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital, the details of which are as follows:

"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.

Remarks In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Executive Committee and/or Chief Executive Officer and/or person authorized by Executive Committee and/or Chief Executive Officer shall have power to register capital increase at Department of Business Development, Ministry of Commerce, and have power to amend or add details to comply with instruction of registrar, as well as perform any action as deemed necessary and appropriate to complete such registration.

Agenda 10 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.

Agenda 11 To consider and approving the Sale of Land in Krabi Province

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the Sale of Land in Krabi Province.

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



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Agenda 12 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 2023 Annual General Meeting of Shareholders on 15 March 2023 (Record Date).

In this regard, shareholders can attend the 2023 Annual General Meeting of Shareholders of Apex Development Public Company Limited on Friday, 28 April 2023 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 3 and send it over to the directors or the person appointed by the directors before the meeting date and by following Rules for attending the shareholders' meeting via electronic media according to Enclosure 5

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 of Directors



**Minutes of the 2022 Annual General Meeting of Shareholders
of
Apex Development Public Company Limited**

Date, Time and Venue

The Annual General Meeting of Shareholders for the Year 2022 was held on Wednesday, 27th April 2022 at 2:00 p.m., via electronic media (E-AGM) at the Company's meeting room, 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 Sampawakooop | Chairman of the Board of Directors |
| 2. Mr. Pansuang Xumsai Na Ayudhya | Independent Director and Member of Audit Committee |
| 3. Mr. Chatchawan Triamvicharnkul | Independent Director and Member of Audit Committee |
| 4. Mr. Jamnong Singha | Director |

List of directors absent from the Meeting

- | | |
|----------------------------|--|
| 1. Mr. Padoongpun Jantaro | Independent Director and Chairman of Audit Committee |
| 2. Mr. Aekkachai Na Ranong | Director |

List of auditors who attended the Meeting

- | | | |
|--------------------------|--------------------------------------|---------------------|
| 1. Miss Sudaporn Tawapee | Certified Public Accountant No. 6862 | Bunchikij Co., Ltd. |
|--------------------------|--------------------------------------|---------------------|

List of meeting operators

1. Miss Araya Sallekwit

Meeting organizer, registration and vote counting

OJ International Co., Ltd.

Preliminary Proceedings

Ms. Araya Sallekwit, the meeting conductor, said "Hello" to The Shareholders. Chairman and Directors, Welcome to the 2022 Annual General Meeting of Shareholders of Apex Development Public Company Limited, which was held through electronic means (E-Meeting). Announced that as there were 5 shareholders attending the meeting in person, with total number of 1,047,108,400 shares, and by proxies of 23 shareholders representing 1,335,095,021 shares, amounting to the total of the total of 28 shareholders attending the meeting, with the total number of 2,382,203,421 shares, representing 59.0458 percent of the total of 4,034,499,351 shares sold which were not less than 25 persons (persons) attending and which were not less than one-third of the total sold shares (the Company has a total of 4,034,499,351 sold shares), a quorum was thus constituted according to the Company's Articles of Association.

Then, introducing the Board of Directors of the Company, the first person, Mr. Pongphan Sampawakooop / Chairman of the Board of Directors who presided over the meeting, the second person, Mr. Chatchawan Triamvicharnkul / Audit Committee, the third Mr. Pansuang Xumsai Na Ayudhya / Audit Committee and the fourth person, Mr. Jamnong Singha / Director and invited the auditor from Bunchikij Co., Ltd., Miss Sudaporn Tawapee and the organizer of the meeting system via electronic means (E-Meeting), checks the registration and counting the voting results is OJ International Co., Ltd.

Before entering the meeting agenda, let's invited the president of the meeting to declare the opening of the 2022 Annual General Meeting of Shareholders of Apex Development Public Company Limited and conducted the meeting in accordance with the agenda as already delivered to the shareholders, by assigning Miss Araya Puttipongthorn to be in charge of conducting the meeting, presenting and clarifying the voting, method and meeting rules and presented to the meeting for consideration according to the various agendas of this Annual General Meeting of Shareholders.

Before going into the 13 agendas of the meeting that must be voted on this time, let me explain the rules and voting methods and questions in the meeting as follows:

In the meeting, the agenda as specified in the meeting notice will be considered. The information will be presented according to each agenda and allow shareholders or proxies to ask questions before voting. Voting results will be notified after the voting system is closed. In each agenda, the number of shares of attendees in that agenda will be used for voting, every shareholder has one vote per share. In the event that any shareholder has a vested interest in any agenda will not have the right to vote in that agenda, in this meeting, no one has any interest. As for the voting method, please refer to the screen showing how to vote as follows; Voting process E-Voting, Choose the agenda that you wish to vote on, Choose to disagree or abstain, for those who did not choose, considered agreeing, Which will have time to vote 1 minute after being informed to vote on that agenda. When you press the button to vote, please press the OK button to confirm the vote as well done. When voting is complete, switch the screen back to the Zoom program to watch the broadcast of the next agenda. In the questioning section at the meeting, select the chat menu (Chat) below and type your question and send it into the system, after presenting details in each agenda, questions will be read before voting, which can gradually send questions throughout the meeting.

Then the meeting moderator therefore conducted the meeting according to the following agenda;

Agenda 1: To consider and certify the minutes the Annual General Meeting of Shareholders for the Year 2021 held on 29th April 2021

The meeting operator request to amend the information in the Minutes of the 2021 Annual General Meeting of Shareholders that sent to shareholders with the invitation letter for this meeting, in Agenda 5: To consider and approve the appointment of directors to replace those who retired by rotation, on page 6, request to amend the resolution

- No. 1 Amended from Mr. Siripong Silapakul to be Mr. Pansuang Xumsai Na Ayudhya
- No. 2 Amended from Mr. Chalit Sathitthong to be Mr. Aekkachai Na Ranong
- No. 3 Amended from Mr. Chatchawan Triamvicharnkul to be Mr. Jamnong Singha

The meeting operator proposed the meeting to consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2021 held on April 29, 2021 according to the copy of the minutes of the meeting that the company sent to all shareholders together with the invitation letter for this meeting.

After that, the shareholders were given an opportunity to make suggestions or ask questions about the minutes of the meeting.

None of the shareholders proposed any amendments or questions. The meeting operator therefore asked the shareholders to vote on this agenda.

Resolution: The Meeting resolved to certify the minutes of 2021 Annual General Meeting of Shareholders, held on 29th April 2021 as proposed with unanimous votes of shareholders attending the Meeting and casting their votes, as follows:

- Approved 2,382,203,421 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Agenda 2: To consider and acknowledge the operating results of the Company's in the year 2021

The meeting facilitator invited the Chairman to explain the Company's operating results for the year 2021 to the meeting.

The Chairman said that at the beginning of the year 2021, the Company and its affiliates, had a due date to repay the loan for the purchase of land and buildings of the Sigma Resort Hotel in Pattaya and a loan for the purchase of land in Krabi, which was due from the same creditor, Eighteen Dragons Investment Co., Ltd. and the creditor filed a lawsuit against the Company for breach of the loan agreement and forced the mortgage on January 21, 2021, and later the company successfully accelerated the sale of land and buildings of the Sigma Resort Pattaya Hotel on February 22, 2021 and paid part of the debt of 490 million baht to creditors and later entered into a compromise agreement with this creditor in March 2021. As a result from accelerating the sale of land and buildings of the Sigma Pattaya Hotel in a state of falling property prices, the Company faced losses from the sale of this property. The Company's auditor reported the loss and included in the financial statements at the end of 2020, causing the company's financial statements to have capital losses. Later in March 2021, the Stock Exchange of Thailand issued a notification with regard to the company's financial position being subject to possible delisting Phase 1 due to the shareholders' equity being less than zero.

After that, the management and the board of directors of the company managed to adjust the company's business plan in accordance with the current situation and economic conditions and summarized as a business rehabilitation plan in order to resume trading in the stock market. One of the action plans is to increase the registered capital of the company and to use the capital increase to complete the construction of the Sheraton Phuket Residences project in order to transfer the sale of the villas to the buyers in the project. The Board of Directors held the Board of Directors' Meeting No. 5/2021 in July 2021 to set the subscription date. and payment for 3,999,800,000 shares at an offering price of 10 satang per share on August 5-11, 2021, at which time there was a group of foreign investors entering into an agreement to buy shares with the company, but ultimately, when the payment was due this group of foreign investors could not come up with the foreign capital to buy shares of the company as agreed. Therefore, the capital increase was not successful as expected. And in the part of the Company's asset sale plan, which is the project land in Phuket and land on Krabi beach, It has could not be carried out successfully as per the sales plan during the past year.

Then, the meeting conductor said that there were questions from shareholders as follows:

Question: Inquiring about the progress of finding partners, joint ventures

The Chairman said that there were people who were interested in joining the venture both foreign groups and Thai groups which is in the process of negotiating As for the joint venture for the project at Sheraton Phuket, there are also interested people in both capital increase and joint venture projects.

Question: Inquiring about the progress of the construction of Sheraton Phuket Grand Bay project, how much has been built? And when will the construction be completed?

The Chairman said that the construction of the Sheraton South Residences project was 75% complete, with 25% of the remaining for decoration work. As for Sheraton North Residences, the construction was completed. Only some architectural works remain representing approximately 65% of the construction completion.

Question: When is it expected to be completed?

The Chairman said that due to the unsuccessful capital increase because of the spread of COVID-19, it is difficult to apply for re-finance or participate in the project and capital increase by foreign investors in August last year, was unsuccessful. The company therefore would like to request approval for another capital increase again this time.

Question: In the current, How much sales of Sheraton Phuket Grand Bay? Are there any customers canceling reservations?

The Chairman said that from there were some cancellation from the middle of last year to the end of last year. At present, there were approximately 49% of the customers remaining who when have not canceled.

Question: What is the company's debt repayment plan? Due to the large amount of debt of the company and have higher interest costs of more than 10%

The Chairman said that the Company has a detailed plan in Agenda 13, Business Improvement Plan and Debt Restructuring Plan.

Question: Customers who cancel the purchase of Sheraton Phuket, what is the company's reimbursement plan?

The Chairman said that the company has an agreement with customers to repay the down payment.

There were no questions or suggestions have been entered into the system and since Agenda 2 is an agenda for acknowledgment, and no voting. So, in conclusion, the Meeting has acknowledged the operating results of the Company's in the year 2021.

Then the meeting moved on to the next agenda.

Agenda 3: To consider and approve the balance sheet and the profit and loss statement of the Company for the accounting year ended 31 December 2021 as reviewed and certified by the Company's auditor

The meeting operator proposed to the meeting to consider certifying the Company's financial statements for the fiscal year ended December 31, 2021 the company had total assets of 2,457,689,991 baht, total liabilities of 3,043,975,620 baht, and shareholders' equity. was negative in the amount of 586,285,671 baht and the company had a net loss in the fiscal year in the amount of 396,897,951 baht, as detailed in the 2021 Annual Report, in the auditor's report and the company's financial statements which has been audited by the auditor of Bunchikij Co., Ltd.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions. meeting operator Therefore asked the meeting attendees to vote on this agenda.

Resolution: The meeting resolved to approve the financial statements for the fiscal year ended December 31, 2021 which had already been audited and certified by the Company's auditor as proposed. with a majority vote of the shareholders who attended the meeting and voted as follows:

Resolution: The Meeting resolved that the balance sheet and the profit and loss statement of the Company for the accounting year ended 31 December 2021, as reviewed and certified by the Company's auditor, be approved as proposed, with the following votes:

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Remarks In this agenda, there were additional shareholders attending the Meeting in a total number of 1 person, holding altogether 100 shares. The total number of shareholders attending the Meeting was 29 persons holding altogether 2,382,203,521 shares.

Agenda 4: To consider and approve the omission of dividend payment and legal reserve

Since the company still has accumulated losses from the operating results of the past year. Therefore proposed the meeting to consider and approve the omission of dividend payment and allocation of legal reserves.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve the omission of dividend payment and the allocation of legal reserves as proposed with a majority vote of the shareholders who attended the meeting and voted as follows:

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Agenda 5: To consider and approve the appointment of the Directors to replace those who are retired by rotation

The meeting operator clarified to the meeting that at the 2022 Annual General Meeting of Shareholders, there are 3 directors who will be retired by rotation as follows:

1. Mr. Pongphan Sampawakoo Chairman of the Board of Directors
2. Mr. Padoongpun Jantaro Chairman of Audit Committee / Independent Director
3. Mr. Pansuang Xumsai Na Ayudhya Director / Member of Audit Committee

The Board of Directors agreed to propose to the meeting to consider and approve the appointment of Mr. Pongphan Sampawakoo, Mr. Padoongpun Jantaro, Mr. Pansuang Xumsai Na Ayudhya, who are retired by rotation to be re-appointed as a director of the Company for another term Details as proposed in the meeting invitation letter.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to reappoint Mr. Pongphan Sampawakoo, Mr. Padoongpun Jantaro and Mr. Pansuang Xumsai Na Ayudhya, the Directors who retired by rotation, as the Company's Directors for another term, with the following votes:

- 5.1 Appoint Mr. Pongphan Sampawakoo with the following votes:
 - Approved 2,382,203,421 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
 - Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
 - Abstained 100 votes.
- 5.2 Appoint Mr. Padoongpun Jantaro with the following votes:
 - Approved 2,382,203,421 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
 - Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
 - Abstained 100 votes.

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

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Question: From the shareholder rights protection volunteer, Khun Pim Pichitwonglert authorized by Thai Investors Association asked to attend the 2022 Annual General Meeting of Shareholders, asked how many years and months has Mr. Padoongpun Jantaro been in the position of an independent director of the company (up to the date of the meeting on April 27, 2022).

Answer: Mr. Padoongpun Jantaro took the position since August 22, 2007, has held the position for 14 years 8 months 5 days

Question: How many years and months has Mr. Pansuang Xumsai Na Ayudhya been in the position of an independent director of the company?

Answer: Mr. Pansuang Xumsai Na Ayudhya took the position since August 15, 2015, has held the position for 6 years 8 months 12 days

Agenda 6: To consider and approve the determination of amount of remuneration to be paid to Directors for year 2022

The Board of Directors agrees to propose to the meeting to determine the directors' remuneration for the year 2022 as the meeting allowance for directors in the amount of 10,000 baht per person per meeting. In the amount of not more than 1,200,000 baht for the year and the remuneration of the Audit Committee in the amount of 20,000 baht per person per month

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve the determination of remuneration for directors for the year 2022 as meeting allowance for directors in the amount of 10,000 baht per person per meeting. In the amount of not more than 1,200,000 baht for the year and the remuneration of the Audit Committee in the amount of 20,000 baht per person per month as proposed, with a vote of not less than two-thirds of the votes of the shareholders attending the meeting as follows:

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Agenda 7: To consider and approve the appointment of the Auditors and the audit fee for year 2022

The Board of Directors agrees to propose to the meeting to consider and approve the appointment of auditors of Bunchikij Company Limited 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 3,390,000 Baht

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve the appointment of Mr. Pornchai Kittipanya-ngam CPA No. 2778 or Ms. Sudaporn Tawapee CPA No. 6862 or Mr. Tewa Damdang CPA No. 10777 of Bunchikij Co., Ltd. is the auditor of the Company and its subsidiaries regularly. Year 2022 and in the event that the aforementioned auditors are unable to perform their duties, Bunchikij Company Limited can assign another certified public accountant of Bunchikij Company Limited by fixing the auditor's remuneration for the year 2022 at the amount Not exceeding 3,390,000 baht as proposed with the majority vote of the shareholders who attended the meeting and voted as follows:

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

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

The Board of Directors agreed to propose to the meeting to consider and approve the reduction of the Company's registered capital in the amount of 2,232,537,824.50 baht (4,465,075,649 shares) from the original registered capital 4,249,787,500 baht (8,499,575,000 shares) is the registered capital of 2,017,249,675.50 baht (4,034,499,351 shares) by canceling the registered shares offered to the existing shareholders (RO) remaining from the subscription amount of 3,965,101,082 shares at the par value of 0.50 baht per share and the remaining shares from the conversion to Ordinary shares of the Company's warrants (APEXW-1) in the amount of 499,974,567 shares which have expired to be based on real current stocks The details are as specified in the meeting invitation letter.

By assigning the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee to have the power to determine and amend the terms, conditions and other necessary details related to the reduction of registered capital and the listing of the Company's capital reduction ordinary shares on the Stock Exchange of Thailand By complying with relevant laws and/or regulations.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve the reduction of the Company's registered capital in the amount of 2,232,537,824.50 baht (4,465,075,649 shares) from the original registered capital. 4,249,787,500 baht (8,499,575,000 shares) is the registered capital of 2,017,249,675.50 baht (4,034,499,351 shares) by canceling the registered shares offered to the existing shareholders (RO) remaining from the subscription amount of 3,965,101,082 shares at the par value of 0.50 baht per share and the remaining shares from the conversion to Ordinary shares of the warrants to purchase shares of the Company (APEX-W1) in the amount of 499,974,567 shares which have expired. In order to be in accordance with the actual current stock and authorization as proposed with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and voting as follows:

- Approved 2,369,353,521 votes, equivalent to 99.46% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 12,850,000 votes, equivalent to 0.54% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

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

The Board of Directors agreed to propose to the meeting to consider and approve the amendments. Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. The details of the amendment are as specified in the meeting invitation letter as follows:

"Article 4. Registered capital	2,017,249,675.50 Baht	(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 (-)".

By assigning the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee has the power to determine and amend the terms, conditions and other details related to the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital and complying with relevant laws and/or regulations.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve amendment Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital and authorization as proposed with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and voting as follows:

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

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

The Board of Directors agreed to propose to the meeting to consider and approve the increase of the Company's registered capital in the amount of 2,017,249,675.50 baht from the existing registered capital. 2,017,249,675.50 baht is the registered capital of 4,034,499,351 baht by issuing new ordinary shares in the amount of 4,034,499,351 shares with a par value of 0.50 baht per share for construction and decoration of Sheraton Grand Bay Residences, Ao Por, Phuket Province and working capital of the company The details appear in Enclosure 3 which was sent to the shareholders together with the meeting invitation letter.

By assigning The Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee Has the power to determine and amend the terms, conditions and other necessary details related to the capital increase and the listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand By complying with relevant laws and/or regulations.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Question: I don't know how much money I will receive from the capital increase because last year there was a sale of capital increase shares but received very little money from the sale of capital increase shares into the company. Will the major shareholders agree to buy shares to increase capital or not?

Answer: In this capital increase the shares will be sold at a price of 0.08 baht per share and the sale will raise more than 322 million baht

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve the increase of the Company's registered capital in the amount of 2,017,249,675.50 baht from the existing registered capital. 2,017,249,675.50 baht is the registered capital of 4,034,499,351 baht by issuing new ordinary shares in the amount of 4,034,499,351 shares with a par value of 0.50 baht per share and authorization as proposed with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and voting as follows:

- Approved 2,369,353,521 votes, equivalent to 99.4606% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 12,850,000 votes, equivalent to 0.5394% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

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

The Board of Directors agreed to propose to the meeting to consider and approve the amendments. Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital. The details of the amendment are as specified in the meeting invitation letter 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	(-)"

By assigning the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee has the power to determine and amend the terms, conditions and other details related to the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital and complying with relevant laws and/or regulations.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve Amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital and the authorization as proposed with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote as follows:

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

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

The Board of Directors agreed to propose to the meeting to consider and approve the issuance and allocation of 4,034,499,351 newly issued ordinary shares, at the par value of 0.50 baht per share, to be offered to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) : RO) at a price of 0.08 baht per share, details appear in Enclosure 3, which was sent to the shareholders together with the meeting invitation letter. The details are as follows:

1. Allocation of not more than 4,034,499,351 newly issued ordinary shares at a par value of 0.50 baht per share to be offered to the existing shareholders of the Company in proportion to their shareholding (Rights Offering: RO) at the allocation ratio of 1 existing ordinary share per 1 newly issued ordinary share (If there is a fraction of a share, such a fraction will be discarded.) The offering price is 0.08 baht per share, with details as follows:

(1) Existing shareholders have the right to subscribe for newly issued ordinary shares in excess of their rights. (in excess of their own shareholding ratio) not exceeding 1 times the number of newly issued ordinary shares offered for sale in proportion to their shareholding ("Oversubscription"). The oversubscription shares will be allocated to the existing shareholders only after there are remaining shares from the existing shareholders' subscription in proportion to their respective shareholdings.

(2) Allocation of remaining shares from the allocation to existing shareholders in proportion to their shareholding and fractions of shares that are rounded off It is the power of the Board of Directors and/or the Chief Executive Officer to allocate to the existing shareholders who express their intention to oversubscribe. The above-subscribed shares will be allocated to shareholders on a pro-rata basis at the same offering price as the first round allocation to existing shareholders in proportion to their shareholding, according to the following criteria

(2.1) In case the number of remaining shares is greater than or equal to the shares oversubscribed

The Company shall allocate shares to all existing shareholders who express their intent to subscribe for shares in excess of their rights and pay for their subscription for all such shares according to the number of shares they intend to subscribe for in excess of their rights and in the event that there are remaining shares, they shall be offered for sale to a private placement that is not a connected person of the Company under (3).

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

(a) Each oversubscribing existing shareholder will be allocated shares in proportion to the existing shareholding of that oversubscribing existing shareholder (in case there is a fraction of shares from the oversubscription). The number of shares entitled to be allocated will not exceed the number of shares each existing shareholder has subscribed and paid for.

(b) In the case that there are still shares remaining after the allocation under (a), they shall be allocated to each existing oversubscribing shareholder who has not been fully allocated. by allocating according to the shareholding proportion of each existing shareholder oversubscribing. (In case there is a fraction of shares from the calculation, such fractions will be rounded off.) The number of shares entitled to be allocated will not exceed the number of existing shares each existing shareholder has subscribed and paid for. Shares will be allocated to existing shareholders who oversubscribe according to the method in (b) until there are no shares remaining from the allocation.

In this regard, the allocation of shares oversubscribed as detailed above in any case Shall not cause any existing shareholder who oversubscribes to hold the Company's shares in such a manner that increases to or exceeds the point that such existing shareholder is required to make a tender offer for all securities of the Company. Company as specified in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. (including as amended), unless such former shareholder is exempted from making a tender offer for all securities of the Company. and must not cause the shareholding ratio of foreigners of the Company to exceed 49% as stipulated in the Company's Articles of Association And the Company reserves the right to consider not allocating newly issued ordinary shares to any existing shareholders if such allocation causes or may result in an act that is against any law. or regulations relating to the issuance and offering of securities under Thai law

(3) In the event that the number of newly issued ordinary shares remains from the allocation to existing shareholders proportionate to their shareholding and oversubscription under (1), the Company shall allocate the remaining newly issued ordinary shares by Offer to sell to a private placement (Private Placement: PP) who is not a connected person According to the Notification of the Capital Market Supervisory Board No. TorJor. (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies in Connected Transactions B.E. 2546 (including amendments) by assigning the Board of Directors of the Company and/or Executive Committee and/or persons assigned by the Board of Directors and/or Executive Committee to determine the offering price of such remaining capital increase shares at a price not lower than the offering price to existing shareholders and not lower than the market price during the offering and not lower than the offering price as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for listed companies to offer newly issued shares through private placement (including amendments) and the Company will offer to sell to private placement within a period of not more than 12 months from the date on which the shareholders' meeting resolves to approve the offering of newly issued ordinary shares, in accordance with Rules and announcements of the Securities and Exchange Commission (SEC) and related agencies in all respects.

2. In relation to the offering and allocation of the newly issued ordinary shares of the Company, the Board of Directors and/or Executive Directors and/or persons assigned by the Board of Directors and/or Executive Directors Has the power to take any action, including but not limited to the following matters

(1) Determine or amend necessary details and conditions relating to the offering and/or allocation of newly issued ordinary shares. Including determining the date for determining the list of existing shareholders who are entitled to the allocation of newly issued ordinary shares. Allocation criteria at one time or several times, period, price and method of subscription and payment (depending on the case)

(2) Amendments to methods for allocation of newly issued ordinary shares and entering into various transactions related to the allocation of newly issued ordinary shares, subject to the scope approved by the Board of Directors' meeting and the shareholders' meeting.

(3) Take any action that is necessary and appropriate in connection with or necessary for the offer for sale. and/or allocation of newly issued ordinary shares, including negotiating, entering into, signing, and/or amending the request form and/or any documents necessary for or relating to the issuance, offering, or allocation of newly issued ordinary shares and submission of application forms relating to the allocation of newly issued ordinary shares to relevant agencies Registration of capital increase and amendment to the Memorandum of Association with the Ministry of Commerce and/or listing of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and the appointment of a financial advisor legal advisors, consultants or other service providers and/or underwriters (if available or if necessary)

(4) contact, negotiate, make amends agree to sign or submit relevant documents, instruments and/or contracts related to the offering and allocation of the Company's newly issued ordinary shares, including any amendments related information related disclosures and giving statements and reports to relevant agencies and determine the detailed conditions related to the offering and allotment

(5) Coordinate with relevant government agencies and regulatory agencies such as the Securities and Exchange Commission. Ministry of Commerce and the Stock Exchange of Thailand and other persons or entities involved in the offering and allocation of newly issued ordinary shares of the Company

(6) Take any other action necessary for or related to the offering and allocation of the newly issued ordinary shares of the Company.

By assigning the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee Has the power to determine and amend the terms, conditions and other necessary details related to the capital increase and the listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand By complying with relevant laws and/or regulations.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve the issuance and allocation of 4,034,499,351 newly issued ordinary shares at the par value of 0.50 baht per share for offering to the existing shareholders of the Company in proportion to their shareholding (Rights Offering: RO) in the ratio of Allocation of 1 existing ordinary share for 1 newly issued ordinary share The offering price is 0.08 baht per share and authorization as proposed with a majority vote of the shareholders who attended the meeting and voted as follows:

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Agenda 13 To consider and approving the business rehabilitation plan

Since the SET has posted an NC sign on the company, requiring the company to correct the grounds for delisting within 3 years from the date of Stock Exchange of Thailand Notification of revocation, namely, from March 20, 2021, which the company has to make a business rehabilitation plan by proposing to the shareholders' meeting for approval for approval.

The meeting facilitator invited the Chairman to explain the details of the business rehabilitation plan to the meeting.

The Chairman said that the company has cooperated with financial advisors. IV Global Securities Public Company Limited conducts business rehabilitation plan which has been reviewed by the auditor (Bunchikij Company Limited) and presented to the 2022 Annual General Meeting of Shareholders on April 27, 2022 for consideration, with a report on the business improvement plan for requesting to resume trading in the stock market as follows:

1. Increase the registered capital of the company The management will increase the registered capital of the company from requesting a resolution of the capital increase from the 2022 Annual General Meeting of Shareholders on April 27, 2022 for the sale of 4,034,499,351 shares at the offering price of 0.08 baht per share to existing shareholders (Rights Offering : RO) and if there are shares remaining It will be sold to those who are interested in buying shares specifically (Private Placement: PP), Expected to receive 322,759,948.08 baht within June 2022 for working capital and to complete the construction of the Sheraton Residences project in Phuket.

2. Carry out the construction of the Sheraton Residences project in Phuket and start selling the remaining villas of the project. When the construction work is completed, the ownership of 111 condominium units will be transferred to the customers of the project. With a schedule of construction-sale-transfer, recognizing revenue within a period of about 12 months (May 2022-April 2023), estimated revenue from the sale of 2,100 million baht and repayment of the company's debentures in the amount of 765 million baht.

3. Proceed to sell land of 35 rai (Sheraton Hotel Project in Phuket) to investors within about 6 months (May-October 2022), estimated revenue from sales of 620 million baht to repay the loan debt of 200 million baht to creditors. (Srisawat Company)

4. Debt on Krabi land in the amount of 870 million baht is due. And is in the process of negotiating the debt to the remaining 800 million baht for refinance loans from the funding source for another 2 years and will continue to operate the Club Med Residences project on 29 rai of land in Krabi to sell 98 villas by There is a schedule for construction - sale and transfer of revenue recognition within a period of about 23 months (May 2022 - March 2024), Estimated revenue from sales of 1,841 million baht and repayment of Krabi land loans.

5. Proceed to sell land in Krabi, area of 238 rai, remaining from Club Med Residences project development to investors, within about 8 months (May-December 2022), estimated revenue from sales of 999.6 million baht to repay the loan debt Krabi land.

6. The company has accumulated losses that can be used about 1,300 million baht (including the past 5 years, namely 2017 to 2021), resulting in the company not having to pay corporate income tax from profits in the following years, totaling about 260 million baht (1,300 X 20% = 260 million baht)

7. From the performance according to the plan, the Company estimates to amend the grounds for delisting and to return to trading, estimated by 2023.

Then the meeting moderator gave an opportunity for shareholders to express their opinions or ask questions into the system

There was no shareholder commenting or asking additional questions, the meeting operator, therefore asked the meeting attendees to vote on this agenda.

Resolution: The Meeting resolved to approve the business rehabilitation plan as proposed by the chairman with the following votes:

- Approved 2,382,203,521 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 0 votes, equivalent to 0.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Agenda 14: To consider any other matter


Question: Mr. Pim Pichitwonglert, Shareholders' Rights Protection Volunteer from the Thai Investors Association asked Mr. Chatchawan Triamvicharnkul, how many years and months has he held the position of an independent director of the company?

Answer: Mr. Chatchawan Triamvicharnkul take office since August 28, 2015, has held the position for 6 years 7 months 29 days

Question: From the interest that the company has to pay and the booking amount is 40%. Will the Company be able to make a profit from the Sheraton Phuket project?

Answer: From the sales as described in the rehabilitation plan report, the Company will have revenues and profits estimated at over 400 million baht.

The meeting operator provided an opportunity for shareholders to express their opinions or ask questions. As there were no additional questions or opinions from the shareholders, the Chairman thanked the shareholders and declared the Meeting adjourned at around 15.41 hrs.

Signed  Chairman of the Meeting
(Mr. Pongphan Sampawakoop)

ประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของ บริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
ในวันศุกร์ ที่ 28 เมษายน 2566 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)

(เปิดอากรแสตมป์ 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 2566 ในวันศุกร์ ที่ 28 เมษายน 2566 เวลา 14.00 น. ในรูปแบบผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) จากห้องประชุม ณ ห้องประชุมบริษัท เลขที่ 900 ชั้นที่ 18 โชนเอ 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 2023 (AGM 2023) on Friday, April 28th, 2023 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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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 2566 ของ บริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
 ในวันศุกร์ ที่ 28 เมษายน 2566 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.

(เปิดอากรแสตมป์ 20 บาท)

Proxy (Form B)

(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 นายผดุงพันธ์ จันทโร (ประธานกรรมการตรวจสอบ) อายุ 73 ปี อยู่บ้านเลขที่ 1193 อาคารเอ็กซ์ ชั้น 11 ห้อง 1106-1108
 Name Mr. Padoongpun Jantaro (Chairman of the Audit Committee) Age 73 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 นายอนุชิต จูรีเกษ (กรรมการตรวจสอบ) อายุ 64 ปี อยู่บ้านเลขที่ 469 / 40 15เอ เเบงจศรีคอนโด
 Name Mr. Anuchit Jureegasa (Audit Committee) Age 64 years old, Residing at no. 469/40 15A Benjasri Condominium
 ถนน ศรีอยุธยา ตำบล / แขวง ทุ่งพญาไท อำเภอ / เขต ราชเทวี
 Road Sri Ayudhaya Sub-district Phayathai District Rachatawee
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400
 Province Bangkok Postal Code 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันศุกร์ ที่ 28 เมษายน 2566 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 2023 (AGM 2023) on Friday, April 28th, 2023 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 2565 ประชุมเมื่อวันที่ 27 เมษายน 2565

Agenda 1 To consider approving the Minutes of 2022 Annual General Meeting of shareholders held on 27 April 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 2 พิจารณารับทราบผลการดำเนินงานของคณะกรรมการในรอบปี 2565

Agenda 2 To consider and acknowledge the operational result of the Company for year 2022

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน

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

วาระที่ 3 พิจารณาและอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565 ซึ่งได้ตรวจและรับรองโดยผู้สอบบัญชีของบริษัทแล้ว

Agenda 3 To consider approving the financial statements for the year ending 31 December 2022 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 พิจารณามอบมติการจ่ายเงินปันผลและจัดสรรเงินสำรองตามกฎหมาย

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 พิจารณามอบมติการแต่งตั้งกรรมการทดแทนกรรมการที่ออกตามวาระ

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:
- การแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระทั้งชุด
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 |
- การแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระเป็นรายบุคคล
The appointment of directors in place of those whose terms will be expired by rotation individually

1. นางศรีสกุล บุรกรรมโกวิท (Mrs. Srisakul Burakamkovit)

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
2. นายเอกชัย ณ ระนอง (Mr. Aekkachai Na Ranong)

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
3. นายจันทน์ สิงหะ (Mr. Jamnong Singha)

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

วาระที่ 6 พิจารณามอบมติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda 6 To consider approving the determination of the directors' remuneration for the year 2023

- 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 2566

Agenda 7 To consider approving the appointment of the auditor and determination of the auditor's fee for the year 2023

- 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 8 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 2,017,249,675.50 บาท

Agenda 8 To consider approving the decrease of the Company's registered capital in the amount of 2,017,249,675.50 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | 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 reflect the decrease 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 10 พิจารณานุมัติแผนฟื้นฟูกิจการ

Agenda 10 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 11 พิจารณานุมัติการขายที่ดิน 267 ไร่เศษ ที่จังหวัดกระบี่

Agenda 11 To consider and approving the Sale of Land in Krabi Province

- 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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 12 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 และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 ดีเวลอปเม้นท์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันที่ 28 เมษายน 2566 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 2023 Annual General Meeting of shareholders on 28th April 2023 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:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ลงชื่อ/Signed ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ / Proxy

(.....)

เอกสารประกอบการมอบฉันทะ

Supporting documents for Proxy

บุคคลธรรมดาตามมอบฉันทะ

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 24 April 2023. 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 1 day 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.
2. Submit your request to attend the meeting by sending information via website or QR Code.

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 6) 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 24 April 2022 (at least 3 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

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	https://apex.thekoble.com/agm/emeeting/index/1

2. Fill in the information of shareholders:
 1. Securities holder account number;
 2. Name (do not include a title)
 3. Last Name
 4. ID card number;
 5. Choose to accept the terms and consent to access to personal information;
 6. Press "Confirm"
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
 1. Name - Surname (English);
 2. Email to receive a link to attend the meeting;
 3. Mobile phone number;
Self-Attending: Shareholder's mobile number.
Proxy: **Proxy's mobile number.** (Used to log in system).
 4. Select the attendance type:
 - a. Attend the meeting in person via E-AGM;
 - b. Authorize the natural persons to attend the meeting via E-AGM;
 - c. Assign a proxy to an independent director;
 5. Press "Next"

In the case of shareholders attending the meeting in person:

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

In the case of appointing the natural person to attend the meeting via E-AGM:

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;

5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

In the case of appointing a proxy to an independent director:



1. Attach a copy of the shareholder's identity document(Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from date April 19th 2023 to April 25th 2023 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

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 1-2 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 April 26th 2023, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. 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

4. 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.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. 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).
7. 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 3 (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 24 April 2022 (at least 3 days before the meeting date)** via the following channels:

- By E-Mail : shareholders@apexpcl.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).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form B (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;

4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By E-Mail : shareholders@apexpcl.com
 - By Mail: 18th Floor, Tonson Tower, No. 900 Ploenchit Road,
Lumpini Subdistrict, Pathumwan District, Bangkok 10330

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@apexpcl.com
 - By Mail: 18th Floor, Tonson Tower, No. 900 Ploenchit Road,
Lumpini Subdistrict, Pathumwan District, Bangkok 10330
 - Telephone: 02-636-2465-70 (Company Secretary Department)
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

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 2566

I would like to participate of the E-AGM for Annual General Meeting 2023

เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ (โปรดระบุ)
Self-Attending Mobile Number Please fill in the blank

มอบฉันทะให้ (นาย/นาง/นางสาว) ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to attend the meeting

เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ (โปรดระบุเพื่อใช้ในการเข้าระบบ)
Proxy's Mobile Number Please fill in the blank

(3) ข้อมูลในการจัดส่ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล (โปรดระบุ)
E-Mail Please fill in the blank

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 5 ข้อปฏิบัติสำหรับการเข้าประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ภายในวันที่ **24 เมษายน 2566 (อย่างช้า 3 วันก่อนวันประชุม)**

Please submit the required document per an attachment 5 Rules for attending the shareholders' meeting via electronic media (E-AGM) within **24 April 2023 (at least 3 days before the meeting date)**

(5) เมื่อได้รับการยืนยันตัวตนบริษัทจะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

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
(.....)