



Date : 20 July 2023

Subject : Notice of the Extraordinary General Meeting of Shareholders No. 1/2023

To : Shareholders of Apex Development Public Company Limited

- Enclosures :
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
 2. List of names and profiles of those nominated for appointment as directors
 3. Capital Increase Report Form (F53-4)
 4. Proxy Form (Form A and B)
 5. Supporting documents for Proxy
 6. Map of the venue of the Extraordinary General Meeting of Shareholders No. 1/2023
 7. Documents and evidence showing ownership of a shareholder or representatives of shareholders which those attendees must present before attending the meeting
 8. Privacy Notice in accordance with the Personal Data Protection Act B.E. 2562

The Board of Directors' Meeting of Apex Development Public Company Limited (the “**Company**”) has passed a resolution to approve **the Extraordinary General Meeting of Shareholders No. 1/2023** to be convened, which will be held **on Friday, 4 August 2023 at 10:00 a.m., at Main Hall Pacific City Club 28th Floor, Two Pacific Place Building 142 Sukhumvit Rd.Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110** to consider the following agendas:-

Agenda 1 To consider and approve the minutes of the Annual General Shareholders Meeting 2023

Facts and Rationale: The Annual General Shareholders Meeting 2023 was held on 28 April 2023, and the meeting resolved therein to approve all agenda items specified by law, as per the details in Copy of the Minutes of the 2023 Annual General Meeting of Shareholders (Enclosure 1).

Board's Opinion: The minutes of the Annual General Shareholders Meeting 2023 were recorded truthfully and completely. 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 having the right to vote at the meeting.

Agenda 2 To consider and approve the appointment of additional the board of committee of 2 members from 7 members to 9 members



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Facts and Rationale: For the efficient operation and management of the Company, it is proposed to appoint 2 additional members to the board of committee from 7 members to 9 members. The proposed members are as follows:

- 1) Mr. Patchara Phoomjit
- 2) Mr. Tharathorn Yuangbandit

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider the appointment of additional the board of committee of 2 members from 7 members to 9 members. The nominated members were deemed suitable for the Company due to their qualifications, skills, and experience in the related business activities of the Company, as well as their relevant professional background, which can support the business operations of the Company.

Voting: This agenda shall be approved by majority vote of shareholders attending the Meeting and having the right to vote at the meeting (The approval of this agenda will be assessed on an individual basis).

Agenda 3 To consider and approve the reduction of the Company's registered capital

Facts and Rationale: According to the Public Limited Company Act B.E. 2535 (as amended), the Company may increase the amount of its registered capital by issuing new shares once all the shares have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrant. In this regard, the Company has previously allocated 4,034,499,351 ordinary shares for existing shareholders (Rights Offering), as resolved in the Annual General Meeting of Shareholders in 2022, which was held on 27 April 2022. However, these shares were not offered and the offering period has expired. As a result, the Company intends to decrease its registered capital by way of reducing the unissued registered share before increasing its registered capital. The Company will reduce its



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registered capital by Baht 2,017,249,675.50 from the original registered capital of Baht 4,034,499,351.00, divided into 8,068,998,702 ordinary shares with a par value of Baht 0.50 per share to the new registered capital of Baht 2,017,249,675.50, divided into 4,034,499,351 ordinary shares with a par value of Baht 0.50 per share

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the reduction of the Company's registered capital in the amount of Baht 2,017,249,675.50 from the original registered capital of Baht 4,034,499,351.00, divided into 8,068,998,702 ordinary shares with a par value of Baht 0.50 per share to the new registered capital of Baht 2,017,249,675.50, divided into 4,034,499,351 ordinary shares with a par value of Baht 0.50 per share by deducting the allocate shares for Rights Offering according to the resolution of the Annual General Meeting of Shareholders in 2022 which was held on 27 April 2022 that was not offered and expired.

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

Facts and Rationale: To be in line with the reduction of the Company's registered capital according to Agenda 3, the Company shall amend Clause 4 of the Company's Memorandum of Association (Registered Capital) as follows:

"Clause4. Registered capital amount Baht 2,017,249,675.50 (Two thousand and Seventeen Million Two Hundred Thousand Forty-Nine Thousand and Six Hundred Seventy-Five Baht Fifty Satang)



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Divided into 4,034,499,351 shares (Four Thousand and Thirty-four Million Four Hundred Thousand Ninety-nine Thousand and Three Hundred Fifty-One shares)

Par value Baht 0.50 (Fifty Satang)

Separated into:

Common Share 4,034,499,351 shares (Four Thousand and Thirty-four Million Four Hundred Thousand Ninety-nine Thousand and Three Hundred Fifty-One shares)

Preferred Shares - shares (-)"

In this regard, the Company has assigned the authorized directors or the person who is assigned by the authorized directors as the authorized person to execute in application or any other documents relating to registration of the amendment to the Memorandum of Association and filing the registration of amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce or changing words or phrases of application or the registration of amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce and having the power to proceed various actions which are necessary to comply with the registrar's order to ensure the successful completion of the registration as proposed in all respects.

Board's Opinion:

It is deemed appropriate to propose to the Meeting to consider approving the amendment of the Company's Memorandum of Association Clause 4 to be in line with the reduction of the Company's registered capital by having the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar as proposed in all respects.



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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 5 To consider and approve the increase of the Company's registered capital

Facts and Rationale: Due to the ongoing expansion of the business operations of the Company and in order to raise funds for future business expansion, the meeting of the Board of Directors of the Company No. 5/2023 resolved to approve the increase of the registered capital of the Company from the original registered capital amount Baht 2,017,249,675.50 divided into 4,034,499,351 shares with a par value of 0.50 baht by issuing new ordinary shares in the amount of Baht 4,034,499,351.00, divided into ordinary shares of 8,068,998,702 shares with a par value of 0.50 baht per share as a new registered capital of Baht 6,051,749,026.50, divided into ordinary shares of 12,103,498,053 shares with a par value of Baht 0.50 per share to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders (Rights Offering), as per the details in the Capital Increase Report Form (F53-4) (Enclosure 2).

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the increase of the Company's registered capital from the original registered capital amount Baht 2,017,249,675.50 divided into 4,034,499,351 shares with a par value of Baht 0.50 by issuing new ordinary shares in the amount of Baht 4,034,499,351.00, divided into ordinary shares of 8,068,998,702 shares with a par value of Baht 0.50 baht per share as a new registered capital of Baht 6,051,749,026.50, divided into ordinary shares of 12,103,498,053 shares with a par value of Baht 0.50 per share to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders (Rights Offering), as per the details in the Capital Increase Report Form (F53-4) (Enclosure 2).



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

Facts and Rationale: To be in line with the Company's registered capital increase according to Agenda 5, the Company shall amend Clause 4 of the Company's Memorandum of Association (Registered Capital) as follows:

“Clause4. Registered capital amount Baht 6,051,749,026.50 (Six Thousand Fifty-One Million and Seven Hundred Forty-nine Thousand and Twenty-Six Baht Fifty Satang)

Divided into 12,103,498,053 shares (Twelve Thousand and One Hundred Three Million and Four hundred Thousand Ninety-eight and Fifty-Three Shares)

Par value Baht 0.50 (Fifty Satang)

Separated into:

Common Share 12,103,498,053 shares (Twelve Thousand and One Hundred Three Million and Four Hundred Thousand Ninety-eight and Fifty-Three Shares)

Preferred Shares - shares (-)”

In this regard, the Company authorized the authorized directors as the authorized person to determine the conditions and details of the relevant procedures regarding the capital decrease. As well as, to change words or phrases of the minutes of the shareholders' meeting, the Company's Memorandum of Association, and/or any application and/or any proceeding to comply with the registrar in order to file the registration of decreased of capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.



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Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the amendment of the Company's Memorandum of Association Clause 4 to be in line with the Company's registered capital increase by having the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar as proposed in all respects.

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 7 To consider and approve the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (Rights Offering) in the amount not exceeding 8,068,998,702 shares

Facts and Rationale: As the meeting of the Board of Directors of the Company No. 5/2023 resolved to approve the Company's registered capital increase. The proposal was then presented to the meeting for consideration and approval under Agenda 5. The meeting of the Board of Directors of the Company No. 5/2023 resolved to approve the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (Rights Offering) in the amount not exceeding 8,068,998,702 shares at the ratio of 1 existing ordinary share to 2 newly issued ordinary shares. The offering price is Baht 0.05 per share. Due to the Company's accumulated losses, as indicated in the audited separate financial statements for the accounting period ending on 31 December 2022, and the recent audited separate financial statements for the accounting period ending on 31 March 2023, the Company is eligible to determine the offering price for the newly issued ordinary shares below the par value. However, it is crucial for the Company to adhere to the provisions outlined in Section 52 of



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the Public Limited Companies Act B.E. 2535 (as amended) and obtain approval from the meeting.

The Company will allocate and offer the newly issued ordinary shares to the existing shareholders in proportion. The shareholders may subscribe for the newly issued ordinary shares in excess of their rights at the ratio specified above (Oversubscription) where the existing shareholders who subscribe for shares in excess of the rights will receive the allocation of shares subscribed more than their rights only if there are shares remaining from the allocation to the existing shareholders of the Company, which has already subscribed to all rights. In the allocation of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering), in the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, the Company will allocate the remaining to the shareholders who oversubscribe their rights in proportion to their shareholdings in the same price as the shares that have been allocated according to their rights. Details are as follow:

- 1) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, more than or equals to the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to all those who oversubscribe and pay for all such shares according to the amount of oversubscription notifications.

- 1) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio (Right Offering) in the first round, less than the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the



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remaining shares to the shareholders who oversubscribe their rights as follows:

- The Company will allocate shares to existing shareholders who wish to subscribe the remaining shares by having share proportion of each shareholder who wishes to oversubscribe the shares multiple by the remaining shares, which will result in the amount of shares that those shareholders will be entitled to oversubscribe (if there are any fractions of shares, it will be discarded). In such event, the amount of shares must be allocated not exceed the amount of shares that those shareholders have subscribed and paid for share subscription.
- In the case that there are remaining shares after the allocation, the allocation will be made to those who oversubscribe their rights and still have not received the allocation in full according to the original shareholding ratio of those who oversubscribe their rights, by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated (if there are any fractions of shares, it will be discarded). The number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. In this regard, the shares will be allocated to those who oversubscribe their rights under this method until there are no shares remaining from the allocation.
- In the event that, there are shares remaining from the allocation to the shareholders, according to the shareholding proportion and allocation to shareholders who subscribe more than their rights in offering for sale at the same time or at different times. The Company may offer to sell the remaining



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shares at the same time or at different times to the existing shareholders of the Company, according to the shareholding proportion with above details.

The Company may allocate the newly issued ordinary shares as per the increase of the Company's registered capital to existing shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of such shareholder) exceed their shareholding proportion until such shareholder(s) hold shares in the proportion that trigger tender offer requirement, whereby such shareholder must offer to purchase all shares in the Company. In this regard, such shareholder shall make an offer to purchase all shares of the Company in accordance with the criteria under the applicable laws.

If there are newly issued ordinary shares left after the allocation to the existing shareholders, the Company will allocate and offer to private placement at the same offering price that the Company will offer new ordinary shares to existing shareholders in proportion to their shareholding. And/or the Company will proceed to propose the reduction of the registered capital by cutting off the shares that have not been allocated to the shareholders' meeting.

In this regard, the Board of Directors Meeting determines the Record Date on 15 August 2023 to determine the list of shareholders who are entitled to subscribe for newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) of the Company. The Board of Directors Consider approve to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer or persons on the Board of Directors or board of directors or the Chief Executive Officer assigns to have an authorize to determine details, amend or execute any action necessary and related to the



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issuance and offering of the newly issued ordinary shares in order to comply with the law.

Board's Opinion: It is deemed appropriate to propose to the Meeting to consider approving the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (Rights Offering) in the amount not exceeding 8,068,998,702 shares at the ratio of 1 existing ordinary share to 2 newly issued ordinary shares. The offering price is 0.05 baht per share as proposed in all respects.

Voting: This agenda shall be approved by majority vote of shareholders attending the Meeting and having the right to vote at the meeting.

Agenda 8 To consider other topics (if any)

Facts and Rationale: The second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 (as amended) provides that shareholders holding not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those that are indicated in the notice calling for the meeting.

The Company has scheduled the date to determine the names of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 on 11 July 2023 (Record Date).

In this regard, shareholders can attend the Extraordinary General Meeting of Shareholders No. 1/2023 of Apex Development Public Company Limited on Friday, 4 August 2023 at 10:00 a.m. at Main Hall Pacific City Club 28th Floor, Two Pacific Place Building 142 Sukhumvit Rd. Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110 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.



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

By the resolution of the Board of Directors

- Pakorn Leesakul -

(Mr. PAKORN LEESAKUL)

Chairman of the Board of Directors



**Minutes of the 2023 Annual General Meeting of Shareholders
of
Apex Development Public Company Limited**

Date, Time and Venue

The Annual General Meeting of Shareholders for the Year 2023 was held on Wednesday, 31st May 2023 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. Pakorn Leesakul | Chairman of the Board of Directors, Audit Committee, Independent Director |
| 2. Mr. Pongphan Sampawakoop | Director, Chief Executive Officer (CEO) |
| 3. Mr. Padoongpun Jantaro | Chairman of Audit Committee, Independent Director |
| 4. Mr. Anuchit Jureegasa | Audit Committee, Independent Director |
| 5. Mr. Jamnong Singha | Director |

List of directors absent from the Meeting

- | | |
|-------------------------------|----------|
| 1. Mr. Aekkachai Na Ranong | Director |
| 2. Mrs. Srisakul Burakamkovit | Director |

List of auditors

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

1. Miss Amalapa Rakphan

Meeting organizer, registration and vote counting

1. OJ International Co., Ltd.

Preliminary Proceedings

Miss Amalapa Rakphan, the Meeting Conductor (MC), said "Hello" to The Shareholders, Chairman and Directors, Welcome to the 2023 Annual General Meeting of Shareholders of Apex Development Public Company Limited, which was held through electronic means (E-Meeting). Announced that as there were 6 shareholders attending the meeting in person, with total number of 1,034,258,659 shares, and by proxies of 20 shareholders representing 435,879,544 shares, amounting to the total of the total of 26 shareholders attending the meeting, with the total number of 1,470,138,203 shares, representing 36.4392 percent of the Company has a total of 4,034,499,351 sold shares which was a new meeting due to insufficient quorum. Therefore, the meeting was considered open. Next, we would like to introduce the directors, executives and other attendees.

Directors who attended the Meeting;

- | | |
|-----------------------------|---|
| 1. Mr. Pakorn Leesakul | Chairman of the Board of Directors, Audit Committee, Independent Director |
| 2. Mr. Pongphan Sampawakoop | Director, Chief Executive Officer (CEO) |
| 3. Mr. Padoongpun Jantaro | Chairman of Audit Committee, Independent Director |
| 4. Mr. Anuchit Jureegasa | Audit Committee, Independent Director |
| 5. Mr. Jamnong Singha | Director |

In addition, for transparency in this meeting The Company assigned OJ International Co., Ltd., an organizer of the meeting system via electronic means (E-Meeting), for the checks of registration, inspection and counting the voting results in this meeting. Next, I would like to invite the chairman of the meeting said opening for the 2023 Annual General Meeting of Shareholders.

Mr. Pakorn Leesakul acted as the chairman of the meeting, said for opened the meeting as follows:

Greeting's to all shareholders, I'm Mr. Pakorn Leesakul, Chairman of the Board of Directors, Audit Committee and Independent Director, Thank you to all shareholders for taking the time to attend the 2023 Annual General Meeting of Shareholders of Apex Development Public Company Limited, I would like to request permission to open the Annual General Meeting of Shareholders for the year 2023, by assigning Ms. Amalapa Rakphan acted as the Meeting Conductor ("MC"), clarifying the meeting agenda, meeting procedure Including voting methods for each agenda of this meeting.

MC: In order to comply with the Corporate Governance Principles, the MC informed the Meeting that the arrangement of agendas, asking questions, expressing opinion or suggestions, voting methods and the vote counting methods as follows:

- Agenda 1: To consider and certify the minutes the Annual General Meeting of Shareholders for the Year 2022 held on 27th April 2022
- Agenda 2: To consider and acknowledge the operating results of the Company's in the year 2022
- 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 2022 as reviewed and certified by the Company's auditor
- Agenda 4: To consider and approve the omission of dividend payment and legal reserve
- Agenda 5: To consider and approve the appointment of the Directors to replace those who are retired by rotation
- Agenda 6: To consider and approve the determination of amount of remuneration to be paid to Directors for year 2023
- Agenda 7: To consider and approve the appointment of the Auditors and the audit fee for year 2023
- Agenda 8: To consider approving the decrease of the Company's registered capital in the amount of 2,017,249,675.50 baht

- 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
- Agenda 10 To consider and approving the business rehabilitation plan
- Agenda 11 To consider and approving the Sale of 267 rai of Land in Krabi Province, in determine the price not less than 1,000 million baht
- Agenda 12: To consider any other matter

MC: Voting methods and vote counting methods.

1. For voting in the meeting, all shareholders will have the number of vote equivalent to the number of shareholders holds in the Company, whereby, one share is equivalent to one vote (One Share, One Vote).
2. Since the meeting is an electronic meeting, the ballots were not printed out to the shareholders.
3. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter.
4. Voting on each agenda, the shareholder shall tab on the E-voting button to vote on any agenda within the specified period (1 minute). The shareholders can choose to vote Agree, Disagree, or Abstain. After the vote was elected, the system will pop-up the confirmation of the vote, the shareholders shall press the button "accept" to confirm their vote.
5. For voting of every agenda, if the shareholders do not vote via E-Voting, within a specified period, the system will regard that the shareholders voted to Agree on the considered agenda with the number of their votes.
6. In the case where the shareholders need to change their vote, it can be done by re-pressing the button, If the agenda was closed, the shareholders cannot vote or change their vote on each agenda.
7. Attendee who attended the meeting via phone or tablet must switch ZOOM to Chrome or any other browser to vote using the E-Voting button. When the attendees finished to vote, please back to the E-Meeting window to watch the video and audio of the Meeting.
8. The votes will be complied by the system, and the votes will be counted from attendees who voted via the E-Voting button or via button or via the proxy document in advance.
9. The total number of votes of the shareholders casted on each agenda item might not be equivalent as there will be additional shareholders and proxies entering the E-Meeting from time to time. Therefore, the total of the attendees for each agenda may be changed.
10. Resolutions of the meeting for each agenda are as follows:
 - Agenda 1, 3, 4, 5, 7, 10, 11 must be approved with a majority vote of the total number of votes of shareholders attending the meeting and vote.
 - Agenda 2 is an agenda for acknowledgment without voting.
 - Agenda 6 must be approved with a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.
 - For Agenda 8, 9 must be approved 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.

MC: Asking questions, and expressing opinions.

During the Meeting, the shareholder or the proxy shall be given an opportunity to ask question on the related agenda. Any shareholder or proxy, who wishes to ask any question, or express any opinion, can proceed in any of 2 methods as follows:

1. Via message communication (Chat) by pressing Raise Hand button and turning on the microphone after the system operator allows the attendee to communicate. The attendee must inform the meeting with his/her name, and the detail whether the attendee is the shareholder attending the meeting in person or is the proxy holder before asking question or expressing opinions or suggestions. After the attendee finishes asking questions, such attendee is requested to press the Lower Hand Button.

2. Via the audio system by pressing the Raise Hand button and turning on the microphone after the system operator allows the attendee to communicate. The attendee must inform the meeting with his/her name, surname, and the detail whether the attendee is the shareholder attending the meeting in person or is the proxy holder before asking question or expressing opinions or suggestions. After the attendee finishes asking questions, such attendee to press the Lower Hand button.
3. In the case that the shareholders cannot communicate via the microphone, please type your question and send them via the chat method, whereby the Moderator will read the questions instead.
4. After that, there will be a vote for each agenda, whereby the Company will answer questions from shareholders or proxies in each agenda after complete presentation of information in each agenda. In the event that shareholders have questions or comments beyond the agenda under consideration please ask or giving opinions on other agendas at the end of the meeting.
5. For any shareholder who has sent an inquiry express opinions or send advice in advance to the company prior to the meeting date. The Company will answer questions or clarify to shareholders who ask questions in each agenda after complete presentation of information in each agenda as well.

MC: Next, let's proceed with the meeting according to the agenda specified in the invitation letter.

Agenda 1: To consider and certify the minutes the Annual General Meeting of Shareholders for the Year 2022 held on 27th April 2022

MC: The Company has prepared the minutes of the Annual General Meeting of Shareholders for the year 2022 held on April 27, 2022 by correctly preparing the minutes of the meeting within the period required by law. Details appear in Attachment No. 1, Minutes of the 2022 Annual General Meeting of Shareholders, which has been delivered to all shareholders together with the meeting invitation letter.

In this regard, the Board has considered Therefore, it was deemed appropriate to propose that the meeting consider certifying the minutes of the 2022 Annual General Meeting of Shareholders held on April 27, 2022 as proposed.

MC: Do any shareholders have additional questions or suggestions?

If there are no questions, I would like the meeting to vote on Agenda 1. This agenda must be approved by the majority vote of the shareholders who attend the meeting and vote.

MC: Resolved by the following votes:

- Approved 1,470,138,203 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.

MC: Summary of meeting resolutions, the meeting unanimously approved the minutes of the 2022 Annual General Meeting of Shareholders held on April 27, 2022 as proposed.

Agenda 2: To consider and acknowledge the operating results of the Company's in the year 2022

MC: For this agenda, would like to invite **Mr. Pongphan Sampawakoop, Chief Executive Officer**, who the person presenting information about the company's operating results for the year 2022 ending December 31, 2022 to the meeting.

Mr. Pongphan: The Company's operating results for the year 2022

After the Company prepared the Company's debt restructuring plan for the Stock Exchange of Thailand as proposed to the shareholders' meeting at the annual general meeting of shareholders in April 2022, the Company's operating in 2022 is trying to increase the Company's registered capital, according to the resolution of the shareholders' meeting in April 2022 to request for sale of the Company's capital increase shares in the amount of 4,034,499,351 shares at a price of 0.08 baht per share, offered to existing shareholders and if there are any remaining shares, they will be sold to those who are interested in buying shares specifically. The management expects to receive money from the capital increase of approximately 322.7 million baht during the past year of 2022 but in the end it was not successful, because during the last year, the epidemic of the COVID virus was still very strong, causing the company's capital increase to be unattractive to shareholders and investors and not successful until the end of the year. And as for the sale of the company's assets, namely land by the sea in Krabi Province, there are many interested parties, but still unable to agree to buy and sell throughout the year 2022 as well. And later at the end of the year, which is the fourth quarter of last year, the epidemic of the COVID virus has subsided, Tourism has begun to recover, respectively, which is an important part that convinces the management that the company will be able to proceed according to the company's debt restructuring plan and be successful in this year 2023.

MC: For the report on the Company's operating results arising during the fiscal year ending December 31, 2022, details appear in Enclosure No. 2 Annual Report and Financial Statements for the year 2022 in QR format. Code which was sent to the shareholders in advance, sent together with the meeting invitation letter. In this regard, the Board has considered, therefore, it was deemed appropriate to propose the meeting to acknowledge the Company's operating results for the year 2022 as proposed.

MC: In this agenda, questions from Thai Investors Association as follows:

Question 1: At present, what percentage of the construction of Sheraton Phuket Residence project has been completed? Are there any completed parts that can be sold? Approximately 60% of the customers who have reserved the contract are still there or how much is the request for cancellation of the contract?

Question 2: Aside from the Sheraton Phuket project, how many real estate projects does the Company currently operate? How about the operating results and how many plots of vacant land are pending operations, where and what is the appraisal price?

Mr. Pongphan: Please include questions to answer in Agenda 10 to consider the debt restructuring plan (business rehabilitation)

MC: Do any shareholders have additional questions or suggestions?

If there are no questions, as this agenda was for acknowledgment, there was no voting.

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 2022 as reviewed and certified by the Company's auditor

MC: In order to comply with the law, the Board of Directors has considered, therefore, it is appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements for the year ended December 31, 2022 which have been audited by the certified auditor of Bunchikij Company Limited and approved by the Audit Committee, including being certified by the Board of Directors, the details appear as Attachment No. 2 Annual Report and Financial Statements for the year 2022 in QR Code format which have been delivered to the shareholders in advance together with the invitation letter of the meeting.

MC: Do any shareholders have additional questions or suggestions?

If there are no questions, I would like the meeting to vote on Agenda 3. This agenda must be approved by the majority vote of the shareholders who attend the meeting and vote.

MC: Resolved by the following votes:

- Approved 2,399,844,219 votes, equivalent to 100.00% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 100 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 929,706,116 shares. The total number of shareholders attending the Meeting was 27 persons holding altogether 2,399,844,319 shares.

Summary of meeting resolutions: The meeting resolved with a majority vote of the shareholders attending the meeting and vote. Approved the Financial Statements for the year ended December 31, 2022 according to the proposed details in all respects.

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

MC: According to the Public Companies Act and the Articles of Association of the Company stipulates that dividends shall not be paid other than out of profits, dividend payments are prohibited in the event that the Company still has accumulated losses from the performance of the company In the accounting period ending December 31, 2022, the Company has accumulated losses, so it is proposed that the 2023 Annual General Meeting of Shareholders consider and approve the omission of dividend payment and legal reserve allocation for the Company's performance for the year 2022.

MC: Do any shareholders have additional questions or suggestions?
If there are no questions, I would like the meeting to vote on Agenda 4. This agenda must be approved by the majority vote of the shareholders who attend the meeting and vote.

MC: Resolved by the following votes:

- Approved 2,399,844,319 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.

Summary of meeting resolutions: The meeting was unanimously resolved with a majority vote of the shareholders attending the meeting and vote. Approved the omission of dividend payment and the allocation of legal reserves, according to the proposed details in all respects

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

MC: According to the Public Companies Act and the Company's Articles of Association provide that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office. A director who vacates office under this provision may be re-elected.

In the 2023 Annual General Meeting of Shareholders, there are 7 (Seven) directors of the Company and there are 3 (Three) directors who are required to retire from the office. Therefore, it is appropriate to propose that the meeting consider and approve the re-appointment of 3 directors who are due to retire by rotation director of the Company for another term, as follows:

- | | |
|-------------------------------|----------|
| 1. Mrs. Srisakul Burakamkovit | Director |
| 2. Mr. Aekkachai Na Ranong | Director |
| 3. Mr. Jamnong Singha | Director |

MC: Do any shareholders have additional questions or suggestions?

If there are no questions, I would like the meeting to vote on Agenda 5. This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote. The meeting can consider the election of directors individually to comply with good practice.

MC: Resolved by the following votes:

5.1 Appoint Mrs. Srisakul Burakamkovit with the following votes:

- Approved 1,470,138,203 votes, equivalent to 61.2597% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 929,706,116 votes, equivalent to 38.7403% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

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

- Approved 1,470,138,203 votes, equivalent to 61.2597% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 929,706,116 votes, equivalent to 38.7403% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

5.3 Appoint Mr. Jamnong Singha with the following votes:

- Approved 1,470,138,203 votes, equivalent to 61.2597% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 929,706,116 votes, equivalent to 38.7403% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Summary of meeting resolutions: The Meeting resolved to reappoint of all 3 directors to serve as Directors of the Company for another term, with a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6: To consider and approve the determination of amount of remuneration to be paid to Directors for year 2023

MC: According to the Public Companies Act and company regulations Directors are entitled to receive remuneration from the Company, according to the Company's regulations or as determined by the shareholders' meeting and resolved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. The directors' remuneration may be determined in a fixed amount or set up as a specific criterion and will be determined from time to time or effective forever until the meeting of shareholders may resolve to change something else.

In this regard, the Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the determination of the directors' remuneration for the year 2023 by fixing the meeting allowance for the Board of Directors the rate of Baht 5,000 per person / per meeting in an aggregate amount not exceeding Baht 1,000,000 per year and the remuneration of the Audit Committee at the rate of Baht 5,000 per person / per month.

MC: Do any shareholders have additional questions or suggestions?

If there are no questions, I would like the meeting to vote on Agenda 6. The resolution on this agenda item shall be passed by a vote of no less than two-thirds (2/3) of the total votes cast by the shareholders attending the meeting and vote.

MC: Resolved by the following votes:

- Approved 2,399,844,319 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.

Summary of meeting resolutions: The Meeting was unanimously resolved with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting approved the directors' remuneration for the year 2023 according to the proposed details in all respects.

Agenda 7: To consider and approve the appointment of the Auditors and the audit fee for year 2023

MC: According to the law, the annual general meeting shall appoint the auditor of the company and determine the amount of audit fee for that auditor, and the auditor who has vacated office has the right to be re-elected.

In this regard, the Board has considered, therefore, it is appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve.

1. Appointment of Auditors from D I A INTERNATIONAL AUDIT COMPANY LIMITED as the Company's auditors for the year 2023, with the following auditors:

- | | | |
|----------------------------------|--|---------|
| (1) Mrs. Suvimol Chrityakierne | Certified Public Accountant (C.P.A.Thailand) No. | 2982 or |
| (2) Miss Somjintana Pholhirunrat | Certified Public Accountant (C.P.A.Thailand) No. | 5599 or |
| (3) Mr. Kumpol Siwawong | Certified Public Accountant (C.P.A.Thailand) No. | 10611 |

to be the Company's auditor for the fiscal year ended December 31, 2023 and in the case that these auditors above are unable to perform their duties, D I A INTERNATIONAL AUDIT COMPANY LIMITED shall arrange for other of its auditors to audit the accounts and report their opinions on the Financial Statements of the Company in lieu of the aforementioned auditors.

2. The determination of the Audit Fee for the year 2023 is not exceeding Baht 2,500,000 (Two million and five hundred thousand baht), provided that such remuneration excluding VAT and other actual expenses, the Company's directors will determine such expenses. (if any)

MC: Do any shareholders have additional questions or suggestions?

If there are no questions, I would like the meeting to vote on Agenda 7. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

MC: Resolved by the following votes:

- Approved 2,399,844,319 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.

Summary of meeting resolutions: The Meeting was unanimously resolved with a vote with a majority vote of the shareholders attending the meeting and casting their votes, approval of the appointment of the auditor and determination of the auditor's remuneration for the year 2023 according to the proposed details in all respects.

Agenda 8: To consider approving the decrease of the Company's registered capital in the amount of 2,017,249,675.50 baht

MC: The Board of Directors deems it appropriate propose to the shareholders' meeting to approve the reduction 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), which has not yet been offered for sale and the time for offering has expired. Therefore, it is proposed to reduce the capital to be in accordance with the actual number of shares currently held.

MC: Do any shareholders have additional questions or suggestions?
If there are no questions, I would like the meeting to vote on Agenda 8. The resolution on this agenda item shall be passed by votes of no less than three-quarters (3/4) of the total number of votes of the shareholders attending the Meeting and entitled to vote.

MC: Resolved by the following votes:

- Approved 1,470,138,203 votes, equivalent to 61.2597% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 929,706,116 votes, equivalent to 38.7403% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Summary of meeting resolutions: The Meeting resolved to disapprove that the reduction of the Company's registered capital in the amount of 2,017,249,675.50 baht as proposed, since this agenda must be approved by 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

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

MC: The Board of Directors deems it appropriate proposed to the shareholders' meeting to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, with the details of the amendment 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 (-)”.

MC: 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 the Chief Executive Officer and/or the person assigned by the Executive Committee and/or the Chief Executive Officer, who is authorized to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce and have the power to amend and add wording to comply with the order of the Registrar. as well as having the power to take any action as necessary and appropriate. in order to complete such registration process.

MC: Do any shareholders have additional questions or suggestions?

If there are no questions, I would like the meeting to vote on Agenda 8. The resolution on this agenda item shall be passed by votes of no less than three-quarters (3/4) of the total number of votes of the shareholders attending the Meeting and entitled to vote.

MC: Resolved by the following votes:

- Approved 1,470,137,303 votes, equivalent to 61.2597% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 929,707,016 votes, equivalent to 38.7403% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Summary of meeting resolutions: The Meeting resolved to disapprove that the amendment to Clause 4. (Clause 4) of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, since this agenda must be approved by 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.

Agenda 10 To consider and approving the business rehabilitation plan

MC: For this agenda, would like to invite Khun Pongphan to present information about the business rehabilitation plan to the meeting.

Mr. Pongphan: I would like to clarify the details, debt restructuring plan (Rehabilitation) as follows:

1. Proceed to increase the registered capital of the company. The management will proceed to increase the registered capital of the company for the sale of capital increase shares in the amount of not less than 4,000,000,000 shares at the offering price as determined by the Board of Directors by selling to existing shareholders (Right Offering : RO) and/or by way of selling to those who are interested in buying shares specifically (Private Placement : PP) and the management estimates that it will receive a capital increase of at least 350 million baht to be used as working capital and to complete the construction of the Sheraton Residences project in Phuket.
2. Execute the construction of the Sheraton Residences project in Phuket and start selling the remaining villas of the project. When the construction work is completed Ownership of 111 condominium units will be transferred to the project customers, with a schedule for construction - sale - transfer to recognize revenue within a period of about 12 months, with the estimated revenue from sales of 2,200 million baht and part of the proceeds to repay the debentures of company.
3. Proceed to sell 35 rai of land by the sea in Phuket (Sheraton Phuket Hotel Project) to investors and use part of the income to repay the Company's project loan debt.
4. Proceed to sell land in Krabi with an area of 267 rai to investors and use part of the income to repay project loan debt.
5. After the performance is in accordance with the plan, the company estimates to revise the cause of delisting and request to return to trading. It is expected that the financial statements at the end of 2024 will be submitted to the Stock Exchange of Thailand.

MC: In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting for approval, debt restructuring plan (Rehabilitation) as proposed.

MC: Do any shareholders have any additional questions or suggestions?

MC: On this agenda, there are questions from Thai Investors Association as follows:

The company informed only to consider approving the business rehabilitation plan, without specifying the sub-topics studied as a framework for consideration or spread the idea of rehabilitation.

MC: I would like to invite Khun Pongphan to explain.

Mr. Pongphan: Let me go back and answer the 2 questions asked in Agenda 2 first, that asked

No. 1 At present, the Sheraton Phuket Residence project is separated into South Residences and North Residences. South Residences Pool Villa has been constructed 72%. When the construction can begin, it is expected that the construction will be completed in 5 months and the ownership can be transferred and the construction of North Residences has completed 45%. When the next construction can begin, it is expected that the construction will be completed in the next 8 months and the ownership can begin to be transferred to the customer.

Are there any completed parts that can be sold? Have to wait for the construction to be completed before transferring the sale.

Approximately 60% of the customers who have reserved the contract are still there or how much is the request for cancellation of the contract?

Under construction, 65 villas (units) and 21 units have been canceled, remaining 44 units.

No. 2 In addition to the Sheraton Phuket project, how many other real estate projects does the Company currently operate? Action results and how many plots of vacant land are there, where is the appraisal price?

The Company aims to complete the construction of the Sheraton Phuket Residences project in order to recognize revenue. The land, which is the land of the Sheraton Phuket Hotel Project, is jointly held under the name of Grand Bay Hotel Co., Ltd., will be sold for investors to invest in or find financing for further construction. Expect to choose a sales method to earn profits faster.

MC: If there are no questions, I would like the meeting to vote on Agenda 10. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

MC: Resolved by the following votes:

- Approved 1,470,138,203 votes, equivalent to 61.2597% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 929,706,116 votes, equivalent to 38.7403% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 0 votes.

Summary of meeting resolutions: The meeting resolved with a majority vote of the shareholders attending the meeting and casting their votes. Approve the debt restructuring plan (Rehabilitation), according to the proposed details in all respects.

Agenda 11 To consider and approving the Sale of 267 rai of Land in Krabi Province, in determine the price not less than 1,000 million baht

MC: I would like to invite Khun Pongphan to present to the meeting, regarding the sale of 267 rai of land in Krabi province.

Mr. Pongphan: Land by the sea, in Krabi province, the amount of 267 rai is a land with a beautiful environment. Previously, before the COVID crisis, the company planned to do the Club Med Resort & Residences Krabi and Sheraton Residences Krabi projects, although the current COVID crisis would subside. However, obtaining a loan source is still quite difficult for the company at present. The company views that the implementation of the debt restructuring plan as soon as possible and the fastest result is Sale of land for profit. Currently, there are 2-3 people interested in negotiating the selling price. The Board of Directors resolved that want to offer for sale at a price of not less than 1,000 million baht in all land sales therefore proposed a resolution to the shareholders' meeting.

MC: Do any shareholders have any additional questions or suggestions?

If there are no any questions, I would like the meeting to vote on Agenda 11. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

MC: Resolved by the following votes:

- Approved 835,880,803 votes, equivalent to 47.3429% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Disapproved 929,706,116 votes, equivalent to 52.6571% of the total number of shares of the shareholders attending the Meeting and cast their vote.
- Abstained 634,257,400 votes.

Summary of meeting resolutions: The Meeting resolved to disapprove that the Sale of Land in Krabi Province, approximately 267 rai in determine the price not less than 1,000 million baht (approximately 3.7 million baht per rai), as proposed since this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 12: To consider any other matter

There was no other business being proposed to the Meeting.

MC: Do any shareholders have any additional questions or suggestions?

If there are no additional questions, now the meeting has considered various matters, according to the agenda presented in the invitation letter of the meeting completely completed and the Board of Directors answered all questions in a timely manner. Therefore would like to invite the Chairman closing of the Annual General Meeting of Shareholders for the year 2023.

Mr. Pakorn: The Chairman of the meeting thanked all shareholders and closed the meeting.

The meeting adjourned at approximately 3:13 p.m.

Signed _____ - Mr. Pakorn Leesakul - _____ Chairman of the Meeting
(Mr. Pakorn Leesakul)

Profile



Name-Surname: Mr. Tharathorn Yuangbhandith

Date of Birth: August 29, 1978

Gender: Male

Age: 44 years old

Nationality: Thai

Current Address: 78/41 Grand Bangkok Boulevard Ratchada-Ramintra 2, Kanchanapisek Road, Khwaeng Ram Inthra, Khan Na Yao District, Bangkok, Thailand 10230

Tel: 064-789-1551

Education: Bachelor's Degree of Engineering Major Electrical Engineering, Kasetsart University
Passed the Director Accreditation Program (DAP) Class 134/2017 from the Thai Institute of Directors (IOD).

Work Experience: (5 years)

| | |
|------------------------|---|
| 2002 – Present: | M Vision Public Company Limited Position: Company Director / Executive Director / Chief Operating Officer |
| 2007 – Present: | MV Foods Company Limited Position: Director |
| 2011 – Present: | MV Online Company Limited Position: Director |
| 2018 – 2019: | Idolmaster Company Limited Position: Director |
| 2022 – Present: | Red Made Company Limited Position: Executive Director |
| 2023 – Present: | Sirona Holistic Company Limited Position: Director |

Profile



Name-Surname: Mr. Phochara Bhumichitr
Date of Birth: February 2, 1987
Gender: Male
Age: 36 Years old
Nationality: Thai
Current Address: 97/168 Nunthawun, Ratchapruerk Road, Bangduan, Phasricharoen, Bangkok, Thailand 10160
Tel: 094-896-8988
Education:

| | |
|---------------------|--|
| 2012 - 2013: | University of Strathclyde, United of Kingdom Master of Science (Engineering School) Major: Renewable Energy Systems and The Environment |
| 2010 - 2011: | Chulalongkorn University, Thailand Master Degree of Arts (Faculty of Economics) Major: Business and Managerial Economics |
| 2007 - 2010: | Chulalongkorn University, Thailand Bachelor's Degree of Engineering Major: Automotive Design and Manufacturing |
| 2005 - 2007: | Triamudom suksa, Thailand High school diploma, major: in Science-Math |

Work Experience:

| | |
|------------------------|--|
| 2018 - Present: | Skyeye Tech Company Limited Position: Co-Founder, Business Development |
|------------------------|--|

| | | |
|-------------------|--------------|--|
| | 2015 - 2018: | Outgrow Energy Consult Company Limited Position: Co-Founder, Managing Director |
| | 2013 - 2018: | Supmungmee Supply Company Limited Position: Co-Founder, Business Development |
| | 2012: | Natural Energy Development Company Limited Position: Project Engineer |
| | 2011: | Nathalin Group Company Limited Position: Business Development |
| | 2009: | Internship at Honda Automotive Thailand Company Limited Position: Maintenance Engineer Interns |
| Welfare Services: | 2020 | Sub-committee on Electric Vehicle |
| | 2021 | Sub-committee on Oil Price's Structure |

(F 53-4)

Capital Increase Report Form
APEX DEVELOPMENT PUBLIC COMPANY LIMITED
June 22, 2023

We, Apex Development Public Company Limited (“the Company”) hereby report the resolutions of the Board of Directors' Meeting No. 5/2023 held on June 22, 2023, regarding capital reduction and increase of the Company's registered capital and the offering and allocation of newly issued ordinary shares as follows:

1. Capital Reduction

The Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the reduction of the Company's registered capital amount of Baht 2,017,249,675.50 from the original registered capital of Baht 4,034,499,351.00, divided into ordinary shares of 8,068,998,702 shares with a par value of Baht 0.50 per share, to the new registered capital of Baht 2,017,249,675.50, divided into 4,034,499,351.00 shares at a par value of Baht 0.50 per share, by eliminating the ordinary shares allocated for the offering to the existing shareholders (Rights Offering) according to the resolution of the Annual General Meeting of Shareholders held on April 27, 2022, which has not yet been offered for sale and the offering period has expired.

2. Capital Increase

The Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the increase in the Company's registered capital of Baht 4,034,999,351.00 from the original registered capital of Baht 2,017,249,675.50, divided into ordinary shares of 4,034,499,351.00 shares with a par value of Baht 0.50 per share, by issuing newly ordinary issued shares in the amount of Baht 4,034,999,351, divided into ordinary shares of 8,068,998,702 shares with a par value of Baht 0.50 per share, to a new registered capital amount of Baht 6,052,249,026.50, divided into ordinary shares of 12,104,498,053 shares at a par value of Baht 0.50 per share to support the issuance of newly issued ordinary shares under a general mandate to the existing shareholders (Rights Offering) in the following ways:

| Capital Increase | Share types | Number of Shares | Par Value (Baht per share) | Total (Baht) |
|--|------------------|------------------|----------------------------|------------------|
| <input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds | Ordinary Shares | 8,068,998,702 | 0.50 | 4,034,999,351.00 |
| | Preferred Shares | - | - | - |
| <input type="checkbox"/> General Mandate | Ordinary Shares | - | - | - |
| | Preferred Shares | - | - | - |

3. Allotment of capital increase shares

3.1 Specifying the purpose of utilizing proceeds

| Allotted to | Number of shares | Ratio (Old: New) | Selling price (Baht per share) | Subscription and payment period | Remark |
|---|---|--|---|--|------------------------------|
| 3.1.1 Existing ordinary shareholders of the Company in proportion to their shareholding (Rights Offering) | Not exceed 8,068,998,702 shares | 1 existing share : 2 newly issued ordinary share | 0.05 | September 1-8, 2023 ¹ | Please consider remark below |
| 3.1.2 Private Placement | The remaining amount from the allocation according to 3.1.1 | - | 0.05 | To be determined later | Please consider remark below |

1/ To be changed depending on the shareholders' meeting

Remark:

- 1) The Board of Directors' Meeting No. 5/2023 held on June 22, 2023, approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 which will be held on August 4, 2023, for consideration and approval as follows:

1.1 Approved the reduction of the Company's registered capital amount of Baht 2,017,249,675.50 from the original registered capital amount of Baht 4,034,499,351.00, divided into ordinary shares of 8,068,998,702 shares with a par value of Baht 0.50 per share, to a new registered capital amount of Baht 2,017,249,675.50, divided into 4,034,499,351 shares at a par value of Baht 0.50 per share, by canceling the ordinary shares allocated for the offering to the existing shareholders (Rights Offering) according to the resolution of the 2022 Annual General Meeting of Shareholders held on April 27, 2022, which has not yet been offered for sale and the offering period has expired.

1.2 Approved the increase in the Company's registered capital from the original registered capital amount of Baht 2,017,249,675.50, divided into ordinary shares of 4,034,499,351 shares with a par value of Baht 0.50 per share, by issuing newly ordinary to increase the registered capital of Baht 4,034,499,351.00, divided into ordinary shares of 8,068,998,702 shares with a par value of Baht 0.50 per share, to a new registered capital amount of Baht 6,052,249,026.50, divided into ordinary shares of 12,103,498,053 shares at a par value of Baht 0.50 per share to support the issuance of newly issued ordinary shares under a general mandate to the existing shareholders (Rights Offering).

1.3 Approved the allocation of newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholding (Rights Offering) in the amount of not exceeding 8,068,998,702 shares at the ratio of 1 existing ordinary share to 2 newly issued ordinary shares. The offering price is Baht 0.05 per share. The Company will allocate and offer the newly issued ordinary shares to the existing shareholders in proportion. The existing shareholders may subscribe for the newly issued ordinary shares in excess of their rights at the ratio specified above (Oversubscription) where the existing shareholders who subscribe for shares in excess of the rights will receive the allocation of shares subscribed more than their rights only if there are shares remaining from the allocation to the other existing shareholders of the Company, which has already subscribed to all rights. If there is any shares remain after the allocation of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding ratio (Right Offering), the Company will allocate the remaining to the existing shareholder(s) who wishes to subscribe the remaining shares over their shareholding ratio in the same price as the allocated shares according to their rights. Details are as follow:

- 1) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, more than or equals to the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to all those who oversubscribe and pay for all such shares according to the amount of oversubscription notifications.
- 2) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio (Right Offering) in the first round, less than the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to the shareholders who oversubscribe their rights as follows:
 - The Company will allocate shares to existing shareholders who wish to subscribe the remaining shares by having share proportion of each shareholder who wishes to oversubscribe the shares multiple by the remaining shares, which will result in the amount of shares that those shareholders will be entitled to oversubscribe (if there are any fractions of shares, it will be discarded). In such event, the amount of shares must be allocated not exceed the amount of shares that those shareholders have subscribed and paid for share subscription.
 - In the case that there are remaining shares after the allocation, the allocation will be made to those who oversubscribe their rights and still have not received the allocation in full according to the original shareholding ratio of those who oversubscribe their rights, by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who

oversubscribe will have the right to be allocated (if there are any fractions of shares, it will be discarded). The number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. In this regard, the shares will be allocated to those who oversubscribe their rights under this method until there are no shares remaining from the allocation.

- In the event that, there are shares remaining from the allocation to the shareholders, according to the shareholding proportion and allocation to shareholders who subscribe more than their rights in offering for sale at the same time or at different times. The Company may offer to sell the remaining shares at the same time or at different times to the existing shareholders of the Company, according to the shareholding proportion with above details.

The allocation of shares to the existing shareholders of the Company that oversubscribe their rights in any case, it must not cause any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of such shareholder) to hold shares of the Company in a manner that violates the foreign shareholding restrictions as specified in the Company's Articles of Association.

The Company may allocate the newly issued ordinary shares as per the increase of the Company's registered capital to existing shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of such shareholder) exceed their shareholding proportion until such shareholder(s) hold shares in the proportion that trigger tender offer requirement, whereby such shareholder must offer to purchase all shares in the Company. In this regard, such shareholder shall make an offer to purchase all shares of the Company in accordance with the criteria under the applicable laws.

If there are newly issued ordinary shares left after the allocation to the existing shareholders, the company will allocate and offer to private placement at the same offering price that the company will offer new ordinary shares to existing shareholders in proportion to their shareholding. And/or the Company will proceed to propose the reduction of the registered capital by cutting off the shares that have not been allocated to the shareholders' meeting.

In this regard, the Board of Directors Meeting determines the Record Date on August 15, 2023 to determine the list of shareholders who are entitled to subscribe for newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) of the Company. The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer or persons on the Board of Directors or board of directors or the Chief Executive Officer have assigned the authority to determine details, amend or take any action necessary and related to the issuance and offering of the newly issued ordinary shares in order to comply with the law.

- 2) The Company will proceed with the allocation and offering of the newly issued ordinary shares to the existing shareholders proportionately, and in the event that there are newly issued ordinary shares remaining from the allocation to the existing shareholders proportionately according to item 3.1.1, the Company will allocate and offer to private placement according to item 3.1.2 at the same offering price that the company will offer the newly issued ordinary shares to the existing shareholders in proportion, which specify the exact offering price equal to 0.05 baht (fifty satang).
- 3) Private placement means private placement as defined in Clause 24 of the Notification of the Capital Market Supervisory Board TorChor. 28/2551 Subject: Application and Approval for offering for sale of newly issued shares (Codified Version) who are not a related person of the Company.
- 4) Authorize the directors of the company and/or the person assigned by the directors of the company to take any action necessary and related to the issuance and offering of the newly issued ordinary shares in all respects.

3.2 Actions taken by the company in the case of fractional shares.

If there are fractions of shares, fractions of shares shall be discarded in all cases.

4. **Determine the date of the Extraordinary General Meeting of Shareholders for approval of the capital increase and the allocation of newly issued shares**

Set the date for the Extraordinary General Meeting of Shareholders No. 1/2023 on August 4, 2023, at 10:00 at Main Hall Pacific City Club 28th Floor, Two Pacific Place Building 142 Sukhumvit Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110

- Determine registration closing date for suspension of share transfers for the right to attend the shareholders' meeting is scheduled from.....until the said shareholders' meeting is completed.
- Determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 on July 11, 2023.

5. **Application for approval of capital increase/share allocation to relevant government agencies and conditions for obtaining permission (if any)**

5.1 The company will register the capital increase and amendment to the Memorandum of Association to the Department of Business Development, Ministry of Commerce within 14 days from the date that the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the capital increase and register the change of paid-up capital within 14 days from the date of receipt of payment for the shares in full.

5.2 The Company will apply for permission from the Stock Exchange of Thailand to accept newly issued ordinary shares as listed securities according to relevant regulations and rules.

6. Objectives of the capital increase and plans for utilizing the increased capital

The overall objectives of the capital increase are to be used to complete the construction of the Sheraton Phuket Residence Project in Phuket and/or to repay debts from financial institutions and debentures of the Company. The amount received from this capital increase will strengthen the financial position of the company. It creates readiness for the company to have an appropriate capital structure or financial ratio. If all newly issued ordinary shares are fully subscribed, the Company will be able to raise funds in total approximately Baht 403,499,935.10. The company would like to summarize the details of the objectives of the capital increase as follows.

-To invest in the Sheraton Phuket Residence project in the amount not exceed Baht 350,000,000 within the year 2023 – 2024

-To repay loans from financial institutions and debentures of the Company in the amount not exceed Baht 25,000,000

-To be used as working capital for the Company's business operations in the amount not exceed Baht 25,000,000

Remarks:

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in any new business projects in the future that the Company considers as having good returns and beneficial to the Company and shareholders, in which the Company will continue to comply with the regulations of the Stock Exchange of Thailand on acquisition and disposal of assets.

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

7.1 Increase working capital for the Company's business operations.

7.2 Strengthen the capital structure and financial position of the Company to support the expansion of the Company's business operations, resulting in the company's revenue and profits from business operations.

This will result in the company being able to pay dividends to shareholders in the future if the profit target is achieved.

7.3 Reduce the interest burden and the lack of liquidity because some of the capital increase will be used to repay loans from financial institutions and debentures to reduce the risk that the company will default on loans and debentures and reduces the burden of interest payments.

8. Benefits that the shareholders will receive from the capital increase / share allotment and dividend payment policy

8.1 Increase liquidity, shareholders have the convenience of trading securities from increased liquidity.

8.2 Dividend Policy, shareholders will receive a return in the form of dividends as the Company proceeds to increase capital will bring working capital in the electric vehicle business, hemp-marijuana business, and Kratom plants; including other herbs and related businesses that have the potential to generate satisfactory returns in the future for the Company. This will result in the Company having more profit from operating results. However, the Company has a policy of paying dividends to shareholders at the rate of not less than 50 percent of net profit after tax and legal reserve. In this regard, the Board of Directors has the power to consider exempting from the implementation of the said policy or change such policy from time to time, under the conditions that such action must be in the best interests of the shareholders, such as use as a reserve for loan repayment, as an investment for expanding the Company's business, or in the event of a change in market conditions. This may affect the Company's cash flow in the future. In this regard, shareholders who have subscribed to newly issued ordinary shares and have already been registered as shareholders of the Company will have the same entitlement to receive dividends as the existing shareholders of the Company when dividend payments are declared.

8.3 The Company receives more capital to allow the Company to continue its business and increase the ability to invest in other businesses that will help strengthen the financial position, which will increase the Company's securities value in the long run.

9. Impact on existing shareholders from the issuance and offering of newly issued ordinary shares to existing shareholders (Rights Offering)

9.1 Impact on Price Dilution

- cannot be calculated because the Company's listed securities are temporarily banned from trading -

9.2 Impact on Earnings per Share Dilution (ESP Dilution)

- cannot be calculated because the Company has an operating loss -

9.3 Impact on Control Dilution and Voting Rights Ratio

In the event that shareholders waive their reservation rights and other shareholders exercise their reservation rights instead (Oversubscription), it can have an impact on the dilution of shareholding and

voting rights of existing shareholders who do not exercise the right to subscribe for the capital increase (Control Dilution), with details as follows:

$$= 1 - [\text{Number of shares Paid-up} / (\text{Number of shares Paid-up} + \text{Number of RO shares})]$$

$$= 1 - [4,034,499,351 / (4,034,499,351 + 8,068,998,702)]$$

$$= 66.67 \text{ percent}$$

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

- None -

11. Opinion of the Board of Directors

11.1 Reasons and Necessity of Capital Increase.

The Board of Directors is of the opinion that the Company needs to increase its registered capital and issue new ordinary shares to be offered to the existing shareholders in proportion to their shareholding (Rights Offering) this time because the Company plans to use the proceeds from the offering for sale of such capital increase shares to be used for the purpose as detailed in Clause 6 above.

In addition, considering the methods of offering shares in various forms, the Board of Directors has considered and viewed that the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) is an appropriate fundraising approach, and is in line with the objectives of this capital increase. This will allow the Company to receive funds in a short period of time. Moreover, the offering of newly issued shares to the existing shareholders in proportion to their respective shareholdings is an entitlement to the Company's shareholders to participate in the subscription of newly issued shares and have the right to receive returns from the performance of the Company together in the future.

11.2 Possibility of plans for utilizing the proceeds from the offering of newly issued shares.

The Company expects to complete the issuance and offering of newly issued ordinary shares to existing shareholders (Rights Offering) within 2023. The Company will use the proceeds from the capital increase for the purpose as detailed in Clause 6 above.

Remark: The period for which the Company will receive the money may change according to the time of the subscription date, which depends on August 4, 2023, the Extraordinary General Meeting of Shareholders No. 1/2023.

11.3 Reasonableness of the capital increase plans for using the proceeds from the offering, and the adequacy of funding sources.

The Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares to shareholders in proportion to their shareholding (Rights Offering) is reasonable for the best interest of the Company and all shareholders because the Company has a plan to use the proceeds from this fundraising for the purposes specified in the details mentioned in Clause 6.

In this regard, if all newly issued ordinary shares issued and offered for sale at this time are fully subscribed. The Company will be able to raise funds in the amount of approximately Baht 403,499,935.10.

11.4 The Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares to the shareholders in proportion (Rights Offering) is in accordance with the Company's funding plan. This will allow the Company to use the proceeds from the capital increase for the objectives as detailed in Clause 6 above. The above actions will be beneficial to the Company's business operations and beneficial to the Company in enhancing the stability of its cash flow and financial position. This will reduce the Company's debt to equity ratio and help to strengthen the financial liquidity of the Company. In this regard, increasing capital from the issuance and offering of capital increase shares will improve the overall financial position for the Company. This will result in the Company having a stable financial position.

12. Certification of the Board of Directors regarding the capital increase.

If the Company's directors failure to perform duties in accordance with the law, objectives, and regulations of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company in matters related to the capital increase by doing or omitting any action which is not performing such duties and causing damage to the Company. The Company can claim compensation from such director, but if the Company does not claim such compensation, shareholders holding shares in aggregate of not less than 5 percent of the total shares sold may request the Company to file a claim. If the Company fails to proceed as the shareholders notify the shareholders can file a claim for damages from such director on behalf of the Company, according to Section 85 of the Public Company Act B.E. 2535 (including any amendments). In addition, if any act or omission of the director who is not performing duties in accordance with the laws, the Company's objectives and regulations together with the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company. In matters relating to the capital increase, it causes directors, executives, or related persons to gain undue benefits. The Company may

sue the directors to be responsible for returning such benefits to the Company or shareholders holding shares and voting rights in aggregate of not less than 5 percent of the total number of voting rights of the Company can notify the Company to do so. If the Company fails to comply with the notification of the shareholders within 1 month from the date of notification. Such shareholders can exercise the right to file a lawsuit to reclaim benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments).

13. Schedule of actions in case the Board of Directors passes a resolution approving the capital increase/allotment of new shares

| No. | Procedures of the capital increase | Date/Month/Year |
|-----|---|--|
| 1. | Board of Directors Meeting No. 5/2023 | June 22,2023 |
| 2. | The date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) | July 11,2023 |
| 4. | Date of the Extraordinary General Meeting of shareholders No. 1/2023 for approval of various related matters | August 4, 2023 |
| 5. | Registration of capital reduction and increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce | Within 14 days from the date of the Extraordinary General Meeting of Shareholders No.1/2023 approved |
| 6. | The date for determining the names of shareholders who are entitled to the offering of newly issued ordinary shares in the Rights Offering (Record Date) | August 15, 2023 |
| 8. | Subscription and payment date for newly issued ordinary shares (RO) | September 1 - 8, 2023 |

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

Signature - Signed - Authorized Director

(Mr. Pongphan Sampawakoop)

Title: Director

Signature - Signed - Authorized Director

(Mr. Jamnong Singha)

Title: Director

ประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ของ บริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
 ในวันศุกร์ที่ 4 สิงหาคม 2566 เวลา 10:00 น. ณ ห้องประชุม Main Hall แอซิฟิค ซิตี คลับ ชั้น 28 Two Pacific Place Building

142 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110

สามารถส่ง หนังสือมอบฉันทะ มาที่ เลขที่ 900 ชั้นที่ 18 โซนเอ อ.ต้นสนทาวเวอร์ ถ.เพลินจิต ลุมพินี ปทุมวัน กรุงเทพฯ 10330 ก่อนกำหนดการประชุม

แบบหนังสือมอบฉันทะ แบบ ก
Proxy (Form A)
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)
 (Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
 Shareholder Registration Number Written at
 วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

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

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

(3) ขอมอบฉันทะให้
 Hereby Appoint
 ชื่อ นายปกรณ์ ลีสกุล อายุ 38 ปี อยู่บ้านเลขที่ 99/127 ซอยลาดพร้าว 18
 Name: Mr. Pakorn Leesakul Age: 38 Years old Residing / Located at no. 99/127 Soi Ladprao 18
 ถนน ลาดพร้าว ตำบล / แขวง จอมพล อำเภอ / เขต จตุจักร
 Road: Ladprao Tambol / Kwaeng: Jompol Amphur / Khet: Chatuchak
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900
 Province: Bangkok Postal Code: 10900
 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 ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ในวันศุกร์ที่ 4 สิงหาคม 2566 เวลา 10:00 น. ณ ห้องประชุม Main Hall แปซิฟิก ซิตี้ คลับ ชั้น 28 Two Pacific Place Building 142 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my / our proxy ("Proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2023 (EGM No. 1/2023) on Friday, August 4th, 2023 at 10:00 a.m., at Main Hall Meeting Room, Pacific City Club, 28th Floor, Two Pacific Place Building, 142 Sukhumvit Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110 or such other date, time and place as the Meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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
(..... นายปกรณ์ ลีสกุล / Mr. Pakorn Leesakul.....)

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.

ประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ของ บริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
ในวันศุกร์ที่ 4 สิงหาคม 2566 เวลา 10:00 น. ณ ห้องประชุม Main Hall แปซิฟิก ซิตี้ คลับ ชั้น 28 Two Pacific Place Building
142 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110
สามารถส่งหนังสือมอบฉันทะ มาที่ เลขที่ 900 ชั้นที่ 18 โซนเอ อ.ต้นสนทาวเวอร์ ถ.เพลินจิต ลุมพินี ปทุมวัน กรุงเทพฯ 10330 ก่อนกำหนดการประชุม

แบบหนังสือมอบฉันทะ แบบ ข
Proxy (Form B)

(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 นายปกรณ์ ลิ้มสกุล อายุ 38 ปี อยู่บ้านเลขที่ 99/127 ซอยลาดพร้าว 18
Name: Mr. Pakorn Leesakul Age: 38 Years old Residing / Located at no. 99/127 Soi Ladprao 18
ถนน ลาดพร้าว ตำบล / แขวง จอมพล อำเภอ / เขต จตุจักร
Road: Ladprao Tambol / Kwaeng: Jompol Amphur / Khet: Chatuchak
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900
Province: Bangkok Postal Code: 10900

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 ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ในวันศุกร์ที่ 4 สิงหาคม 2566 เวลา 10:00 น. ณ ห้องประชุม Main Hall แปซิฟิก ซิตี้ คลับ ชั้น 28 Two Pacific Place Building 142 ถนนสุขุมวิท แขวงคลองเตย เขต คลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my / our proxy ("Proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2023 (EGM No. 1/2023) on Friday, August 4th, 2023 at 10:00 a.m., at Main Hall Meeting Room, Pacific City Club, 28th Floor, Two Pacific Place Building, 142 Sukhumvit Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110 or such other date, time and place as the Meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In the 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

Agenda 1 To consider and approve the minutes of the Annual General Shareholders Meeting 2023

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

วาระที่ 2 พิจารณานุมัติการแต่งตั้งคณะกรรมการบริษัทเพิ่มเติม จำนวน 2 ตำแหน่ง จากเดิมจำนวน 7 ตำแหน่ง เป็น 9 ตำแหน่ง

Agenda 2 To consider and approve the appointment of new 2 directors, the board of directors previously consisted of 7 members has changed to 9 members.

(1) นายพชร ภูมิจิตร

Mr. Phocara Bhumichitr

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

(2) นายธราธร ยวงบัณฑิต

Mr. Tharathorn Yuangbhandith

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

วาระที่ 3 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the reduction of the Company's registered capital.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a)The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

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

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a)The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 5 To consider and approve the increase of the Company's registered capital.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a)The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 6 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a)The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณานุมัติการการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering) จำนวนไม่เกิน 8,068,998,702 หุ้น

Agenda 7 To consider and approve the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (Rights Offering) in the amount not exceeding 8,068,998,702 shares.

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

วาระที่ 8 อื่น ๆ (ถ้ามี)

Agenda 8 Other (If Any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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
(..... นายปกรณ์ ลีสกุล / Mr. Pakorn Leesakul.....)

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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข
Attachment to Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ในวันศุกร์ที่ 4 สิงหาคม 2566 เวลา 10:00 น. ณ ห้องประชุม Main Hall แปซิฟิก ซิตี้ คลับ ชั้น 28 Two Pacific Place Building 142 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Extraordinary General Meeting of Shareholders No. 1/2023 (EGM No. 1/2023) on Friday, August 4th, 2023 at 10:00 a.m., at Main Hall Meeting Room, Pacific City Club, 28th Floor, Two Pacific Place Building, 142 Sukhumvit Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110 or such other date, time and place as the Meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
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| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda No. Re:

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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda No. Re:

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

วาระที่ _____ เรื่อง _____

Agenda No. Re:

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

วาระที่ _____ เรื่อง _____

Agenda No. Re:

- (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:

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

Agenda No. Re: Appointment of Director(s)

ชื่อกรรมการ _____

Name of Director _____

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

ชื่อกรรมการ _____

Name of Director _____

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

ชื่อกรรมการ _____

Name of Director _____

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

ชื่อกรรมการ _____

Name of Director _____

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

ชื่อกรรมการ _____

Name of Director _____

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

ชื่อกรรมการ _____

Name of Director _____

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

ชื่อกรรมการ _____

Name of Director _____

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ _____

Name of Director _____

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

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

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(..... นายปกรณ์ ลีสกุล / Mr. Pakorn Leesakul.....)

เอกสารประกอบการมอบฉันทะ (Supporting documents for Proxy)

บุคคลธรรมดามอบฉันทะ

1. หนังสือมอบฉันทะที่กรอกข้อความครบถ้วนและลงลายมือชื่อของผู้มอบฉันทะและผู้รับมอบฉันทะ และ
2. สำเนาบัตรประจำตัวประชาชน หรือ สำเนาหนังสือเดินทางที่ยังไม่หมดอายุและลงลายมือชื่อรับรองสำเนาถูกต้องของผู้มอบฉันทะ และ
3. สำเนาบัตรประจำตัวประชาชน หรือ สำเนาหนังสือเดินทางที่ยังไม่หมดอายุและลงลายมือชื่อรับรองสำเนาถูกต้องของผู้รับมอบฉันทะ

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
3. สำเนาบัตรประจำตัวประชาชน หรือ สำเนาหนังสือเดินทางที่ยังไม่หมดอายุและลงลายมือชื่อรับรองสำเนาถูกต้องของผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น (ผู้มอบฉันทะ) และ
4. สำเนาบัตรประจำตัวประชาชน หรือ สำเนาหนังสือเดินทางที่ยังไม่หมดอายุและลงลายมือชื่อรับรองสำเนาถูกต้องของผู้รับมอบฉันทะ

Juristic Person as a Proxy

1. 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 นิติบุคคลจดทะเบียนต่างชาติ

กรณีที่เอกสารหรือหลักฐานที่ได้กล่าวข้างต้น ไม่ใช่เอกสารฉบับภาษาไทย ผู้ถือหุ้นจะต้องแสดงเอกสารคำแปลฉบับภาษาไทย ซึ่งลงนามรับรองคำแปลโดยผู้ถือหุ้น หรือ โดยผู้มีอำนาจลงนามผูกพันนิติบุคคลที่เป็นผู้ถือหุ้น

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.

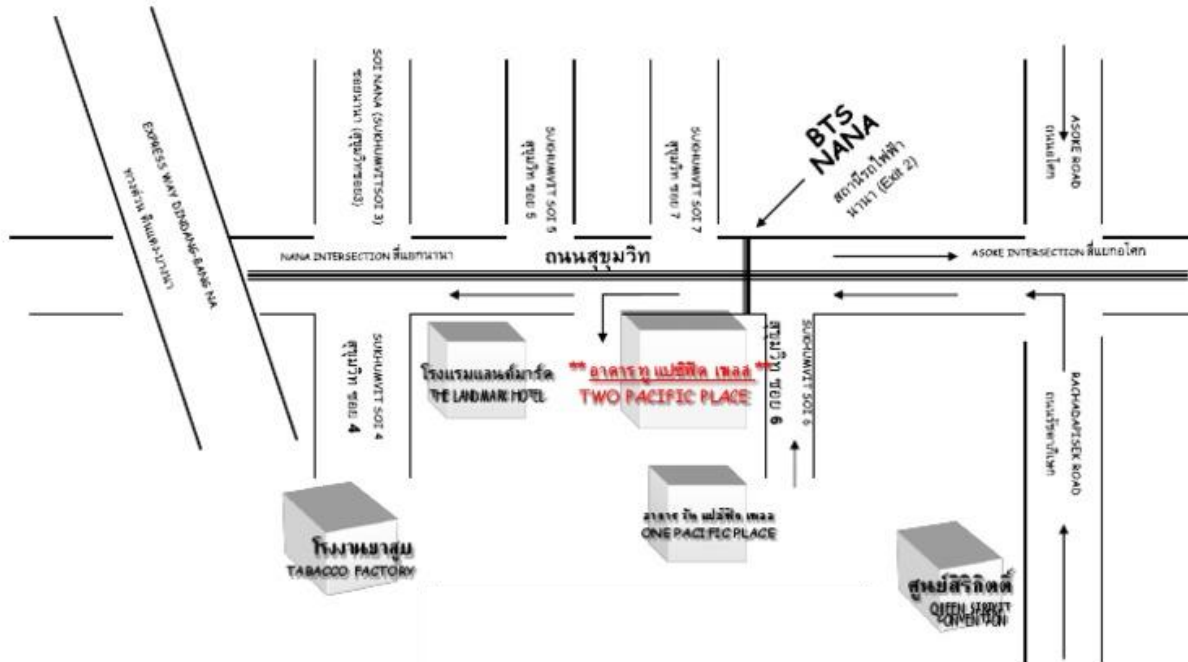
ผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น สามารถใช้หนังสือมอบฉันทะ แบบ ก หรือ แบบ ข แบบใดแบบหนึ่งก็ได้

Shareholders who are foreign investors and appoint custodian in Thailand to be their share depository can select either Proxy Form A or Proxy Form B

Map of the Extraordinary General Meeting of Shareholders No. 1/2023

August 4, 2023, at 10.00 A.M.

At the Main Hall, Pacific City Club, 28th floor, Two Pacific Place Building,
142 Sukhumvit Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110



Identification documents for attending the shareholders' meeting

Shareholders can choose a channel for attending the meeting to vote via any of the following channels:

1. In case of attending the meeting in person by yourself

Juristic Person

- 1) ID card or passport (in the case of a foreigner) that has not expired of the authorized director
- 2) A copy of the Company's affidavit from the Department of Business Development, Ministry of Commerce. The date of copying the affidavit from the Ministry of Commerce must not exceed 1 month and must be certified a true copy by the authorized director.

Individual

- 1) ID card or passport (in the case of a foreigner) that has not expired

2. In case you wish to appoint a proxy for another person to attend the meeting on your behalf

Juristic Person

- 1) ID card or passport of Proxy (in the case of a foreigner) that has not expired with certified true copy
- 2) A copy of the Company's affidavit from the Department of Business Development, Ministry of Commerce. The date of copying the affidavit from the Ministry of Commerce must not exceed 1 month and must be certified a true copy by the authorized director.
- 3) Copy of ID card or a copy of the passport (in the case of a foreigner) that has not expired of the authorized director with certified true copy
- 4) Proxy form with the grantor's signature and affixed with a stamp duty of 20 baht

Individual

- 1) ID card or passport of Proxy (in the case of a foreigner) that has not expired with certified true copy
- 2) Copy of ID card or passport of Proxy (in the case of a foreigner) that has not expired with certified true copy.
- 3) Proxy form with the grantor's signature and affixed with a stamp duty of 20 baht

Privacy Notice

Pursuant to the Personal Data Protection Act B.E. 2562 (2019)

Apex Development Public Company Limited (the “**Company**”) recognizes the importance of personal data of a shareholder and/or its proxy. Therefore, the Company has issued this privacy notice to uphold the obligations under the Personal Data Protection Act, B.E. 2562 (2019) (the “**Privacy Notice**”) and to describe our means to collect, use and disclose (collectively will be referred to as to “**process**”) of personal data of a shareholder and/or its proxy (which shall be collectively referred to in this Privacy Notice as “**you**” or “**your**”) and explain your rights in connection with your personal data. The details are follows:

1. Personal Data We Collect

We directly collect following personal data from a shareholder and/or its proxy, and indirectly collect from Thailand Securities Depository Company Limited, the share registrar of the Company:

- 1.1 General personal data, such as full name, national ID card number, date of birth, gender, nationality, share register number, number of shares, picture and video from the video recording of the shareholder meeting;
- 1.2 Contact details, such as address, telephone number, email, etc.;

2. Purpose of Processing Personal Data

The company collects, uses, and discloses personal information for the purpose of calling, organizing, and conducting the Company's shareholders' meeting. To comply with the company's regulations, including laws, announcements, and criteria set by the government regarding meeting arrangements, including the preparation of meeting minutes,

3. External Parties We Will Share Your Personal Data with

The Company may disclose personal information to persons or entities involved in Clause 2, including but not limited to conference organizers.

4. Your Personal Data Rights

Subject to your personal data rights under the Personal Data Protection Act, B.E. 2562 (2019), including the right to withdraw consent, right to access and receive a copy of personal data, right to rectification of personal data, right to erasure and destruction of personal data, right to restrict using of personal data,

right to personal data portability in accordance with the lawful mean, right to lodge a complaint and right to object to any processing activities of your personal data.

5. Retention Period of Your Personal Data

We will retain your personal data stated in Clause 1 for as long as it is reasonably necessary to fulfill our scope and proposals set out in Clause 2.

6. Contact Information to Exercise Data Subject's Rights

If you have any inquiries concerning this Privacy Notice, or if you intend to exercise your personal data protection rights, specified in Clause 4, please contact us through the channel below:

Company's Secretary

Apex Development Public Company Limited

E-mail Address: shareholders@apexpcl.com

Registered post at the following address:

900 TONSON TOWER, 18th Floor, Zone A Phloen Chit Road,

Lumphini Sub-district, Pathum Wan District, Bangkok 10330.