



Date: 2nd April 2018

Subject: Notice of the 2018 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures:
1. Copy of the Extraordinary General Meeting of Shareholders No.1/2017
 2. Annual Report and Financial Statement of the Company in memory card format. (CD-ROM)
 3. Proxy Form (A, B)
 4. Map of the meeting venue

This notice is hereby given that Apex Development Public Company Limited will convene Annual General Meeting of Shareholders on Thursday 26th April 2018 at 14.00 hours, at The Ball Room 1, 7th floor, Sofitel Hotel, No.189 Sukhumvit Road, Klongtoey-Nua Sub-district, Wattana District, Bangkok 10110 to consider the following agendas :-

Agenda 1 To certify the Extraordinary General Meeting of Shareholders No.1/2017 held on 11st August 2017. (for approval)

Board's Opinion: The Shareholders should certify such Minutes which are accurate and in accordance with the resolutions of the Meeting.

Voting: This agenda shall be approved by majority vote of shareholders attend the Meeting.

Agenda 2 To acknowledgement the operating results of the Company's in the year 2017. (for acknowledgement)

Board's Opinion: The Board recommends that the report operating results of the Company's in the year 2017.

Voting: This agenda is for acknowledgement only, 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 2017 as certified by the auditor. (for approval)

Board's Opinion: The Board recommends approve the balance sheet and the profit and loss statement for the accounting year ended 31 December 2017 as certified by the auditor.

Voting: This agenda shall be approved by majority vote of shareholders attend the Meeting.



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Agenda 4 To consider and approve the omission of dividend payment and legal reserve. (for approval)

Board's Opinion: The Board recommends that the Meeting should approve the omission of dividend payment and legal reserve because the Company's operation recorded the net loss.

Voting: This agenda shall be approved by majority vote of shareholders attend the Meeting.

Agenda 5 To consider and the elect the Directors to replace those who are retired by rotation. (for approval).

Board's Opinion: The Board recommends that the Meeting should reappoint:-

1. Mr. Prakai Cholahan
2. Mr. Siripong Silpakul
3. Mr. Thunwa Rungsittimongkol
4. Mr. Virat Lertsumphencharoen

Directors who are retired by rotation to re-elect the company's Board of Directors for another term.

Voting: This agenda shall be approved by majority vote of shareholders attend the Meeting.

Agenda 6 To consider and approve the amount of remuneration to be paid of Directors for year 2018. (for approval).

Board's Opinion: The Board recommends that the Meeting should approve the amount of remuneration to be paid of Directors equal to Baht 10,000 per person / per time and to pay monthly compensation to audit committee member at Baht 20,000 per month.

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

Agenda 7 To consider and approve the appointment of the auditor and their remuneration for the year 2018. (for approval)

Board's Opinion: The Board recommends that the Meeting should appoint the auditor of the company in year 2018, as PricewaterhouseCoopers ABAS Co., Ltd. (PwC) by;

1. Mrs. Anuthai Phumsurasakul License No. 3873 or
2. Mr. Boonlert Kamonchanokkul License No. 5339 or
3. Mr. Vichian Kingmontree License No. 3977

And to fix the remuneration of the auditor for the year 2018 shall not exceed Baht 4,750,000 per annum.

Voting: This agenda shall be approved by majority vote of shareholders attend the Meeting.

Agenda 8 To consider other topics (if any)

The Company has set the date for the right of Shareholders to attend the meeting (AGM 2018) on March 23rd, 2018.

You are therefore invited to attend the Meeting at the date, time and venue above, Any shareholder wishing to appoint anyone as his/her proxy to attend and vote on his/her behalf, should complete the attached proxy form and submit it to the Company prior to attending the Meeting.

Yours faithfully,

By the order of the Board of Directors



(Mr. Pongphan Sampawakoop)

Chairman

details in the Invitation Letter delivered to all shareholders. In the course of discussion, any person who would like to make a statement must raise hand overhead and, upon receiving permission from the Chairman, identify himself by giving name and surname and his status, either a shareholder or a proxy. Then, the speaker could discuss the matter in the relevant agenda.

With respect to voting procedures, each share represented one vote. The number of votes a shareholder had corresponded to the number of shares held by him. Shareholders, presenting in person and presented by proxies according to the Proxy Form A and Form B, must vote in one way or another, i.e. approving, disapproving or abstaining, and could not divided their votes in each agenda. The foregoing would not apply to proxies appointed by the shareholders whose names were listed in the registered book as foreign investors and who had appointed custodians in Thailand to keep their shares in custody by using the Proxy Form C. In such a case, the votes can be divided in each agenda.

In regards to voting in each agenda, the Chairman presiding at the Meeting would ask if there was any person who would disapprove or abstain from voting. Such person would be requested to mark in the box of Disapprove or Abstain and to raise his hand for the Company's staff to collect the ballot for counting. In counting votes, the Company would deduct the votes of disapproval and abstention from the total votes. The remaining votes would be treated as approval. The persons who voted to approve the matter needed not to deliver their ballots. Instead, they could keep the ballot and return it to the Company's staff after the end of the Meeting. The ballots from which the voters' intention could not be identified, the ballots in which more than one box were marked, and the ballots which were crossed out or revised without signature would be deemed void. Hence, if any revision to the vote was intended, it would be advisable that the previous vote be crossed out and the signature be given.

In this regard, in order to comply with the best practice guidelines for the shareholders' meetings of listed companies, the Chairman invited Miss Rattawan Putthaprasartporn, a legal consultant from Kompass Law Ltd. being a legal consultant firm of the Company in the arrangement of this Meeting, and another shareholder to witness the counting process. Miss Meena Jitkati, a proxy, proposed herself to witness the counting process.

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

Agenda 1 **To consider approving the minutes of the General Meeting of Shareholders for year 2017 held on 25th April 2017 (for consideration)**

The Chairman proposed that the Meeting consider approving the minutes of the General Meeting of Shareholders for year 2017 held on 25th April 2017. The Company had already prepared the minutes of such meeting and had it delivered, together with the Invitation Letter thereof, to the shareholders. Then, the Chairman asked if any shareholder would like to amend such minutes.

Mr. Sakchai Sakulsrimontri, a proxy, stated that the Company should have prepared the financial statements and arranged the General Meeting of Shareholders earlier, comparing to the previous meeting which was held during the last 5 days of April. In addition, the Company should have recorded the ratio of the total number of shares held by the shareholders attending the meeting to the total number of sold shares of the Company, and also the list of directors who attended the meeting in the minutes.

Mr. Hangchai Akkhawasakun, a proxy, stated that the Company should have recorded the discussion occurred in the meeting in the minutes so that the shareholders who did not attend the meeting would know how the meeting had been conducted. Then, he asked about the progress of the issuance and offer of the Company's debentures in the amount of 2,000 million Baht according to the resolution of the previous meeting.

The Chairman acknowledged suggestions of the proxies and responded to Mr. Hangchai Akkhawasakun, a proxy, that at present, the underwriter had been appointed to proceed with the fundraising by issuing debentures in the approximate amount not exceeding 800 million Baht in accordance with the action plan of the Company.

There was neither suggestion nor question from the shareholders. The Chairman then explained voting procedures in this agenda to the Meeting and requested the Meeting to vote.

Resolution: The Meeting had considered the matter and resolved to approve the minutes of the General Meeting of Shareholders for year 2017 held on 25th April 2017 as proposed, by unanimous vote of shareholders who attended the Meeting and voted as follows:

Approved	1,433,773,099	shares	equaling to	100.00	%
Disapproved	0	share	equaling to	0.00	%
Abstained	0	share			
Voided ballots	0	share	equaling to	0.00	%

Agenda 2 **To consider approving the reduction of the Company's registered capital in the amount of 1,499,925,000 Baht, from the existing registered capital of 2,999,850,000 Baht to the new registered capital of 1,499,925,000 Baht, by decreasing the par value from 1 Baht per share to 0.50 Baht per share, in order to compensate for the deficit of the shareholders equity and the accumulated deficit of the Company (for consideration)**

The Chairman proposed that the Meeting consider approving the reduction of the Company's registered capital in the amount of 1,499,925,000 Baht, from the existing registered capital of 2,999,850,000 Baht to the new registered capital of 1,499,925,000 Baht, by decreasing the par value from 1 Baht per share to 0.50 Baht per share, by maintaining the same number of shares at 2,999,850,000 shares. The whole surplus amount from capital reduction would be utilized to compensate for the deficit of the shareholders equity and the accumulated deficit of the Company. As a result, the accumulated deficit of the Company would be reduced and the Company would be able to pay dividend to the shareholders if it had sufficient profits in the future. The Board of Directors of the Company, the Executive Committee or persons appointed by the Board of Directors would be authorized to determine and amend the terms, conditions and other details in connection with the reduction of registered capital in accordance with the laws and/or relevant regulations.

Then, the Chairman asked if any shareholder had any question.

Mr. Sakchai Sakulrimontri, a proxy, asked if the Meeting needed to consider revoking the resolution of the General Meeting of Shareholders for year 2017 in agenda 8 and 9 regarding the capital reduction by decreasing the par value from 1 Baht per share to 0.25 Baht per

share and the aggregation of the Company's shares prior to considering this agenda. Also, he requested the Company to clarify the amount of the remaining accumulated deficit after the capital reduction and the compensation for the accumulated deficit of the Company, as proposed for consideration in this agenda.

The Chairman explained that the General Meeting of Shareholders for year 2017 had resolved to disapprove the capital reduction by decreasing the par value. Therefore, the revocation of such resolution was not required.

Mr. Chatchawan Triamvicharnkul, the Independent Director and Member of Audit Committee, explained about the amount of the remaining accumulated deficit as of the 1st quarter, exclusive of the performance in the 2nd quarter, to the Meeting that upon decreasing the par value of the Company's shares from 1 Baht per share to 0.50 Baht per share, the Company's capital would be decreased around 1,500 million Baht. Once the Company utilized the whole surplus amount from capital reduction to compensate for the deficit of the shareholders equity of approximately 1,154 million Baht, the remaining amount of approximately 346 million Baht could be utilized by compensating for the accumulated deficit of the Company. In this regard, as of the 1st quarter, the Company faced a deficit of approximately 976 million Baht. Hence, after the capital reduction by decreasing the par value, the remaining accumulated deficit of the Company as of the 1st quarter would be approximately 630 million Baht.

Mr. Jitti Usanajit, a shareholder, asked about the reason why the shareholders' meeting had resolved to disapprove the previous plan for capital reduction because the decrease of par value to 0.25 Baht per share and the aggregation of the Company's shares to 0.50 Baht per share could have compensated for the whole amount of accumulated deficit of the Company. In comparison with the proposal for capital reduction in this agenda, after decreasing the par value to 0.50 Baht per share and utilizing the surplus amount from capital reduction to compensate for the deficit of the shareholders equity and the accumulated deficit of the Company, the Company would still face a deficit of approximately 600-700 million Baht. Also, it might take time for the Company to make profits in order to compensate for the whole amount of its accumulated deficit.

The Chairman explained that the aggregation of the Company's shares was proposed because the decrease of par value to 0.25 Baht per share was lower than the par value set by the regulation of the Stock Exchange of Thailand. Some shareholders disagreed with such proposal. In this Meeting, it was then proposed that the Meeting consider the capital reduction by decreasing the par value to 0.50 per share. According to the Company's action plan for 2018, upon completion of the Company's projects, the Company would be likely to have sufficient profits to compensate for the whole amount of its accumulated deficit.

There was no further question from the shareholders. The Chairman then explained voting procedures in this agenda to the Meeting and requested the Meeting to vote.

Resolution: The Meeting had considered the matter and resolved to approve the reduction of the Company's registered capital in the amount of 1,499,925,000 Baht, from the existing registered capital of 2,999,850,000 Baht to the new registered capital of 1,499,925,000 Baht, by decreasing the par value from 1 Baht per share to 0.50 Baht per share, by maintaining the same number of shares. The whole surplus amount from capital reduction would be utilized to compensate for the deficit of the shareholders equity and the

accumulated deficit of the Company. The Board of Directors of the Company, the Executive Committee or persons appointed by the Board of Directors were authorized to determine and amend the terms, conditions and other details in connection with the reduction of registered capital in accordance with the laws and/or relevant regulations. This agenda was approved by the vote of not less than third-fourths of the total vote of shareholders who attended the Meeting and were entitled to vote as follows:

Approved	1,467,713,860	shares	equaling to	99.97 %
Disapproved	437,416	shares	equaling to	0.03 %
Abstained	0	share	equaling to	0.00 %
Voided ballots	0	share	equaling to	0.00 %

Agenda 3 **To consider approving the amendment to Clause 4. of the Company's Memorandum of Association in order to be in line with the reduction of registered capital of the Company (for consideration)**

The Chairman proposed that the Meeting consider approving the amendment to Clause 4. of the Company's Memorandum of Association in order to be in line with the reduction of registered capital, as per the content specified in the Invitation Letter as follows:

“Clause 4.	Registered capital	1,499,925,000 Baht	(One thousand four hundred ninety-nine million nine hundred and twenty five thousand Baht)
	Divided into	2,999,850,000 shares	(Two thousand nine hundred ninety-nine million eight hundred and fifty thousand shares)
	Value per share	0.50 Baht	(Fifty Satang)
	By divided into:		
	Ordinary shares	2,999,850,000 shares	(Two thousand nine hundred ninety-nine million eight hundred and fifty thousand shares)
	Preference shares	(None)”	

The Board of Directors of the Company, the Executive Committee or persons appointed by the Board of Directors would be authorized to determine and amend the terms, conditions and other details in connection with the amendment to Clause 4. of the Company's Memorandum of Association in order to be line with the reduction of registered capital, in accordance with the laws and/or relevant regulations.

Then, the Chairman asked if any shareholder had any question.

Mr. Hangchai Akkhawasakun, a proxy, requested that the discussion of the capital increase and the amendment to the Company's Memorandum of Association in agenda 4 and agenda 5 be merged with the discussion in this agenda as they were related to one another.

The Chairman stated that, in order for the Meeting to be conducted orderly and in accordance with the agenda specified in the Invitation Letter, shareholders were requested to discuss or give opinion on the respective agenda.

There was no further question from the shareholders. The Chairman then explained voting procedures in this agenda to the Meeting and requested the Meeting to vote.

Resolution: The Meeting had considered the matter and resolved to approve the amendment to Clause 4. of the Company's Memorandum of Association in order to be in line with the reduction of registered capital of the Company as proposed, by the vote of not less than third-fourths of the total vote of shareholders who attended the Meeting and were entitled to vote as follows:

Approved	1,467,873,860	shares	equaling to	99.97	%
Disapproved	417,416	shares	equaling to	0.03	%
Abstained	0	share	equaling to	0.00	%
Voided ballots	0	share	equaling to	0.00	%

Agenda 4 **To consider approving the increase of registered capital of the Company in the amount of 749,962,500 Baht, after the reduction of its registered capital to 1,499,925,000 Baht, to the new registered capital of 2,249,887,500 Baht by issuing 1,499,925,000 new ordinary shares, for the expansion of the Company's projects and to serve as the Company's working capital (for consideration)**

The Chairman proposed that the Meeting consider approving the increase of registered capital of the Company in the amount of 749,962,500 Baht to the new registered capital of 2,249,887,500 Baht by issuing 1,499,925,000 new ordinary shares, for the expansion of the Company's projects and to serve as the Company's working capital, as per the details appeared in the enclosure delivered together with the Invitation Letter. The increase of registered capital would take effect after the decrease of par value to 0.50 Baht per share and the registration of capital reduction of the Company to 1,499,925,000 Baht. The Board of Directors of the Company, the Executive Committee or persons appointed by the Board of Directors would be authorized to determine and amend the terms, conditions and other details in connection with the increase of registered capital and the listing of the increased ordinary shares of the Company on the Stock Exchange of Thailand, in accordance with the laws and/or relevant regulations.

Then, the Chairman asked if any shareholder had any question.

Mr. Hangchai Akkawasakun, a proxy, expressed his opinion that the Company should determine the book closing date, in order to determine the date on which the securities purchasers were not entitled to subscribe for newly issued shares (the XR: Excluding Right sign), after the Meeting had resolved to approve the capital increase. The purpose of that was for the book closing to reflect the response to the Meeting's resolution since the share price would be lower than the specified subscription price after the XR sign had been posed. In addition, according to the information in item no. 2 on page no. 2 of the Capital Increase Report Form (F53-4) delivered together with the Invitation Letter, the shareholders' right to subscribe for the increased ordinary shares which remained after the offering according to their shareholding ratio would not exceed the amount offered to them in accordance with their shareholding ratio. He expected that there would be shares remaining after the subscription due to substantial difference between the market price and the subscription price. Afterwards, the Company would allocate all remaining shares by offering them through private placement (PP). First, he would like to ask the reason why the Company limited the shareholders' oversubscription right to not exceeding the amount of

shares offered to them in accordance with their shareholding ratio. Secondly, he asked if there was any person expressing intention to purchase the shares through private placement (PP). Thirdly, he asked if such person would be entitled to the warrants carrying right to purchase ordinary shares.

The Chairman responded to the questions of Mr. Hangchai Akkhawasakun, a proxy, that the Board of Directors of the Company had considered the matter and viewed that the limitation on the shareholders' oversubscription right to not exceeding the amount of shares offered to them in accordance with their shareholding ratio was appropriate. With respect to the offering through private placement (PP), the price to be offered would correspond to the market environment at the time of the offering, in accordance with the relevant regulations. Additionally, the persons who purchased the shares through private placement would not be entitled to the warrants carrying right to purchase ordinary shares. Currently, the market price of the shares was at approximately 0.41-0.42 Baht but the subscription period would be scheduled after the capital reduction by decreasing the par value to 0.50 Baht per share which would take approximately 2-3 months. The next stage would be book closing and specification of the subscription date for the increased shares. Therefore, the current market price might be different from the market price during the subscription period.

Mr. Hangchai Akkhawasakun, a proxy, stated that he was not concerned about the offering price through private placement (PP) because the regulations of the Security and Exchange Commission (SEC) were clearly specified. Nonetheless, he disagreed with the limitation on the oversubscription right of the existing shareholders. He learnt from the opinion of a shareholder acting for Thai Shareholders Association that the shareholders' cost associating with purchasing the Company's shares was 2 Baht per share. However, through private placement (PP), a person could purchase the increased shares at the price of Baht 0.50 per share. Hence, the Company should offer the increased shares to the existing shareholders until the shares had no longer been subscribed. Afterwards, the shares could be offered through private placement (PP). Furthermore, in regards to the conditions of debentures, he viewed that the condition that the debentures were redeemable at anytime was improper although the Company was stable as a corporation operating businesses in connection with real estates in the Stock Exchange of Thailand. That was because payment defaults under bills of exchange were currently big issue. A company with a strong management could also be in default of payment under the bill of exchange due to the redemption of debentures. He further asked about the part of business in which the cash to be received from debentures and capital increase at the end of the year would be invested.

Mr. Prakai Cholahan, the Director, responded to the questions of Mr. Sakchai Sakulsrimontri, a proxy, that at present, the book closing date for determining the date on which the securities purchasers would not be entitled to subscribe for newly issued shares (the XR: Excluding Right sign) had not been scheduled. It awaited the Company's capital reduction by decreasing the par value from 1 Baht per share to 0.50 Baht per share which was expected to be completed at the end of October. Expectedly, the book closing date for determining the date on which the securities purchasers would not be entitled to subscribe for newly issued shares (the XR: Excluding Right sign), would be determined at the end of this year.

Mr. Chatchawan Triamvicharnkul, the Member of Audit Committee, responded to the question regarding the Company's loan of Mr. Sakchai Sakulsrimontri, a proxy, that according to the information in the financial statements of the 1st quarter reviewed by the auditor, the Company had a short-term loan in a form of bill of exchange in the approximate amount of 240 million Baht and a loan from financial institution in the approximate amount of 30 million Baht, totaling 270 million Baht approximately. There was no estimated liability as the Company

operated a real estate business and most of the Company's creditors were contractors who worked for the Company.

Mr. Sakchai Sakulrimontri, a proxy, stated that he would not get the benefit prescribed in item no. 7, benefits to be received by shareholders from capital increase/allotment of increased shares, of the Capital Increase Report Form (F53-4) because the Company could neither fully compensate for its accumulated deficit nor pay dividend. Therefore, he had no incentive to purchase the increased shares in addition to the warrants carrying right to purchase ordinary shares to be issued and offered by the Company, despite his concern about the price. In case the share price was lower than the warrant price, no shareholder would exercise the right to purchase shares and, as a result, the share price would be lower. Then, he requested the Chairman to explain the Company's investment plan, the expected timeline for profitability, as well as the adequacy of the Company's current cash flow.

The Chairman responded to the question of Mr. Sakchai Sakulrimontri, a proxy, that the main reason for increasing the Company's capital was to expand the projects according to the Company's action plan focusing on tourism, mostly on the famous hotels which were popular among foreigners and the residential projects for sale. After the success of the Company's Mövenpick Resort & Residences Project in Pattaya, an initial project that led to the Company's listing on the Stock Exchange of Thailand, the Company aimed to develop several good projects. The project that posed low risk and were the most profitable would be selected for development by the Company. Therefore, it was necessary for the Company to issue debentures and increase the capital. The projects according to the Company's action plan included Sheraton Phuket Grand Bay Resort and The Residences at Sheraton Phuket Grand Bay Project at Ao Po, Phuket Province, with an approximate area of 70 rai on the hill and with a length of 650 meters adjacent to sea, which achieved excellent sales volume. Another example was the project at Jomtien Beach, Pattaya, whereby the Company had purchased the 15-floor Sigma Resort Hotel in good condition, together with a land of 10 rai, and the Company planned to close the hotel for renovation and decoration for approximately 15 months and then re-open it as a 4-star hotel in the name of Four Points by Sheraton. The last example was the project at Mai Kao Beach, Phuket Province, with a length of 200 meters adjacent to sea, which would be developed as the Sofitel So Hotel and the residences for sale. The Company also had other projects which were in progress.

Mr. Chatchawan Triamvicharnkul, the Member of Audit Committee, responded to the question of Mr. Thanapoom Poombanjerd, a shareholder, that the Company's loan in a form of bill of exchange in the amount of 240 million Baht were divided into 10 bills, each with the amount of 25 million Baht at the interest rate of 5.5-7.25 percent. Those bills had short term and were renewable upon their expiry. The last bill would expire by the 4th quarter of 2017.

Mr. Tara Chonpranee, a shareholder, firstly asked about the list of projects in which the Company would invest, the deadline for their completion, the amount of fund to be utilized in each project and whether the Company had sufficient fund. He requested the Company to thoroughly explain the projects in which the Company planned to make additional investment to the shareholders. Secondly, he said that the Company would receive 2 amounts of money. The first amount of approximately 500 million Baht would be received from the offering of the increased shares to the existing shareholders in accordance with their shareholding ratio (RO). As indicated by the Company, the amount of 400 million Baht would be utilized for the development of Sheraton Grand Bay Resort & Grand Bay Residences Project in Phuket Province and the amount of 100 million Baht would be served as the Company's working capital. The other amount of money would be received from the exercise of right to purchase shares under the warrants carrying

right to purchase ordinary shares in the approximate number of 500 million shares equaling to the approximate amount of 250 million Baht. He requested the Company to clarify the necessity for or the purpose of utilization of such 250 million Baht in the next 3 years. Thirdly, in case the existing shareholders did not fully subscribe for the shares in accordance with their shareholding ratio (RO), which resulted in the Company failing to fully receive the amount of 500 million Baht, the Company might receive the full amount if the Company offered the remaining shares through private placement (PP). However, Company was to issue and offer the warrants carrying rights to purchase ordinary shares to the existing shareholders who subscribed for the increased ordinary shares (RO), without offering them to the persons who subscribed for the shares through private placement (PP). Hence, if the number of shares subscribed by the existing shareholders was lower than that entitled by the shareholders according to their shareholding ratio, the warrants carrying rights to purchase ordinary shares might not reach 500 million units. As such, the expectation that the warrants carrying rights to purchase ordinary shares would be converted to 500 million shares equaling to 250 million Baht in the next 3 years might not be achieved. So, he requested the Company to clarify its plan had such incident occurred.

The Chairman responded to the questions of Mr. Tara Chonpranee, a shareholder, that the Company planned to develop projects with a focus on sales volume and short-term profitability. The projects, in summary, included (1) Sheraton Phuket Grand Bay Resort and The Residences at Sheraton Phuket Grand Bay Project, which required a total development cost of 2,800 million Baht approximately and was expected to generate a total revenue of 3,700 million Baht approximately; (2) Four Points by Sheraton Project at Jomtien Beach, which required a total development cost of 1,400 million Baht approximately and was expected generate sales volume of 1,900 million Baht approximately; and (3) Sofitel So Mai Kao Resort and Residences Project at Mai Kao Beach, Phuket Province, which required a total development cost of 1,800 million Baht approximately and was expected generate sales volume of 2,800 million Baht approximately.

Then, the Chairman presented the video about Sheraton Phuket Grand Bay Resort and The Residences at Sheraton Phuket Grand Bay Project.

The Chairman responded to the questions of Mr. Sakchai Sakulsrimontri, a proxy, that the Company bought a land on which Sheraton Phuket Grand Bay Resort and The Residences at Sheraton Phuket Grand Bay Project was located in 2016. The project was currently under construction and part of the project was in the stage of application for environmental license. At present, the Company obtained a permission to construct 9 villas and the construction was expected to take around 2 years. The Company also bought land and buildings for the development of Four Points by Sheraton Project and bought land for the development of Sofitel So Project. The Company expected that Four Points by Sheraton Project would be completed first.

There was no further question from the shareholders. The Chairman then explained voting procedures in this agenda to the Meeting and requested the Meeting to vote.

Resolution: The Meeting had considered the matter and resolved to approve the increase of registered capital of the Company in the amount of 749,962,500 Baht to the new registered capital of 2,249,887,500 Baht by issuing 1,499,925,000 new ordinary shares, for the expansion of the Company's projects and to serve as the Company's working capital as proposed (in this regard, the increase of registered capital would take effect after the decrease of par value to 0.50 Baht per share and the registration of capital reduction of the Company to

1,499,925,000 Baht). The Board of Directors of the Company, the Executive Committee or persons appointed by the Board of Directors were authorized to determine and amend the terms, conditions and other details in connection with the increase of registered capital and the listing of the increased ordinary shares of the Company on the Stock Exchange of Thailand, in accordance with the laws and/or relevant regulations.

The Meeting approved so by the vote of not less than third-fourths of the total vote of shareholders who attended the Meeting and were entitled to vote as follows:

Approved	1,466,461,276	shares	equaling to	99.88	%
Disapproved	1,830,200	shares	equaling to	0.12	%
Abstained	0	share	equaling to	0.00	%
Voided ballots	0	share	equaling to	0.00	%

Agenda 5 **To consider approving the amendment to Clause 4. of the Company's Memorandum of Association in order to be in line with the increase of registered capital of the Company (for consideration)**

The Chairman proposed that the Meeting consider approving the amendment to Clause 4. of the Company's Memorandum of Association in order to be in line with the increase of registered capital, as per the content specified in the Invitation Letter as follows:

“Clause 4.	Registered capital	2,249,887,500 Baht	(Two thousand two hundred forty-nine million eight hundred eighty-seven thousand and five hundred Baht)
	Divided into	4,499,775,000 shares	(Four thousand four hundred ninety-nine thousand seven hundred seventy-five thousand shares)
	Value per share	0.50 Baht	(Fifty Satang)
	By divided into:		
	Ordinary shares	4,499,775,000 shares	(Four thousand four hundred ninety-nine thousand seven hundred seventy-five thousand shares)
	Preference shares	(None)”	

The Board of Directors of the Company, the Executive Committee or persons appointed by the Board of Directors would be authorized to determine and amend the terms, conditions and other details in connection with the amendment to Clause 4. of the Company's Memorandum of Association in order to be in line with the increase of registered capital, in accordance with the laws and/or relevant regulations.

Then, the Chairman asked if any shareholder had any question.

There was no question from the shareholders. The Chairman then explained voting procedures in this agenda to the Meeting and requested the Meeting to vote.

Resolution: The Meeting had considered the matter and resolved to approve the amendment to Clause 4. of the Company's Memorandum of Association in order to be in line with the increase of registered capital of the Company as proposed, by the vote of not less than third-fourths of the total vote of shareholders who attended the Meeting and were entitled to vote as follows:

Approved	1,467,879,277	shares	equaling to	99.97	%
Disapproved	412,200	shares	equaling to	0.03	%
Abstained	0	share	equaling to	0.00	%
Voided ballots	0	share	equaling to	0.00	%

Agenda 6 **To consider approving the issuance and allocation of the warrants carrying right to purchase ordinary shares of Apex Development Public Company Limited No. 1 (APX-W1) in the amount of 499,975,000 units to the existing shareholders of the Company who subscribed for the increased ordinary shares (for consideration)**

The Chairman proposed that the Meeting consider approving the issuance and allocation of the warrants carrying right to purchase ordinary shares of the Company No. 1 (APX-W1)* in the amount of 499,975,000 units to the existing shareholders of the Company who subscribed for the increased ordinary shares at the ratio of 2 newly increased ordinary shares to 1 unit of warrant (any fraction would be disregarded), without consideration. The warrants carrying right to purchase ordinary shares of the Company No. 1 had a tenure of 3 years, with the exercise ratio of 1 to 1, at the exercise price of 0.50 Baht per share. The exercise date would be on the last business day of June and December of every year, as per details in the enclosure delivered to the shareholders together with the Invitation Letter.

The Board of Directors of the Company, the Executive Committee or persons appointed by the Board of Directors would be authorized to determine and amend the terms, conditions and other details in connection with the issuance of the warrants carrying right to purchase ordinary shares of the Company No. 1 (APX-W1) in every aspect, including the details concerning the issuance, offer, allocation and exercise of the warrants carrying right to purchase ordinary shares of the Company, the preparation and submission of application to the SEC Office and the relevant government authorities, as well as the listing of the warrants carrying right to purchase ordinary shares of the Company No. 1 (APX-W1) on the Stock Exchange of Thailand, in accordance with laws and/or the relevant regulations.

* **Remark:** The Board of Directors' Meeting of the Company No. 6/2017 on 21st July 2017 had resolved to approve the change of the Company's securities symbol from "APX" to "APEX". Therefore, once the Meeting resolved to approve the issuance and allocation of the warrants carrying right to purchase ordinary shares of Apex Development Public Company Limited No. 1 (APX-W1) to the existing shareholders of the Company who subscribed for the increased ordinary shares and once the Company notified the request for changing its securities symbol to the Stock Exchange of Thailand and the change was completed, the securities symbol of the warrants carrying right to purchase ordinary shares of Apex Development Public Company Limited No. 1 (APX-W1) would be changed to the warrants carrying right to purchase ordinary shares of Apex Development Public Company Limited No. 1 (APEX-W1) in order to be in line with the Company's securities symbol.

Then, the Chairman asked if any shareholder had any question.

There was no question from the shareholders. The Chairman then explained voting procedures in this agenda to the Meeting and requested the Meeting to vote.

Resolution: The Meeting had considered the matter and resolved to approve the issuance and allocation of the warrants carrying right to purchase ordinary shares of Apex Development Public Company Limited No. 1 (APX-W1) in the amount of 499,975,000 units to the existing shareholders of the Company who subscribed for the increased ordinary shares at the ratio of 2 newly increased ordinary shares to 1 unit of warrant (any fraction would be disregarded), without consideration. The warrants carrying right to purchase ordinary shares of the Company No. 1 had a tenure of 3 years, with the exercise ratio of 1 to 1, at the exercise price of 0.50 Baht per share. The exercise date would be on the last business day of June and December of every year as proposed. The Board of Directors of the Company, the Executive Committee or persons appointed by the Board of Directors were authorized to determine and amend the terms, conditions and other details in connection with the issuance of the warrants carrying right to purchase ordinary shares of the Company No. 1 (APX-W1) in every aspect, including details concerning the issuance, offer, allocation and exercise of the warrants carrying right to purchase ordinary shares of the Company, the preparation and submission of application to the SEC Office and the relevant government authorities, as well as the listing of the warrants carrying right to purchase ordinary shares of the Company No. 1 (APX-W1) on the Stock Exchange of Thailand, in accordance with the laws and/or relevant regulations.

The Meeting approved so by unanimous vote of shareholders who attended the Meeting and voted as follows:

Approved	1,468,297,477	shares	equaling to	100.00	%
Disapproved	0	share	equaling to	0.00	%
Abstained	0	share			
Voided ballots	0	share	equaling to	0.00	%

Agenda 7 **To consider the allocation of the increased shares (for consideration)**

The Chairman proposed that the Meeting consider approving the allocation of the increased ordinary shares in the amount of 1,499,925,000 shares as per the following details:

1. The increased ordinary shares in the amount of 999,950,000 shares was to be offered to the existing shareholders in accordance with their shareholding ratio (RO) at the value of 0.50 Baht per share and at the ratio of 3 existing shares to 1 new share (any fractional share would be rounded down). The shareholders might oversubscribe for shares but not in excess of the number of shares offered to them according to their shareholding ratio. The oversubscribed shares would be allocated to the shareholders only if there were shares remaining after the subscription of shareholders according to their shareholding ratio.

The Board of Directors and/or the Managing Director would be authorized to allocate the shares remaining after the allocation to the shareholders in accordance with their shareholding ratio and the fractional shares which were rounded down to the shareholders who oversubscribed for the shares. The oversubscribed shares would be allocated to the shareholders on a pro rata basis at the same price of the shares that had been allocated to the existing shareholders in accordance with their shareholding ratio in the rights offering, per the following criteria:

1.1 In case the number of remaining shares was greater than or equal to the number of oversubscribed shares, the remaining shares were to be allocated to all shareholders who had oversubscribed and had paid subscription price therefor in accordance with the number of oversubscribed shares. The remaining shares, if any, were to be offered to non-related persons in accordance with item no. 3.

1.2 In case the number of remaining shares was smaller than the number of oversubscribed shares:

(a) Each shareholder who had oversubscribed for shares would be entitled to the allocation of shares in accordance with his existing shareholding ratio (fractional shares would be rounded down). The number of shares to be allocated would not exceed the number of shares that each shareholder had subscribed and paid subscription price for.

(b) The remaining shares after the allocation in item (a), if any, would be allocated to the shareholders, who had oversubscribed for the shares but to whom the shares had not been fully allocated, in accordance with the existing shareholding ratio of such shareholders (fractional shares would be rounded down). The number of shares to be allocated would not exceed the number of shares that each shareholder had subscribed and paid subscription price for. The allocation of shares under this item (b) was to be repeated until no shares were left.

Under no circumstances should the allocation of the oversubscribed shares result in any shareholder holding the Company's shares in an amount that reached or passed the tender offer threshold as prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or result in the shareholding ratio of foreign shareholders exceeding 49 percent. The Company reserved its right not to allocate the shares to any subscriber if such allocation resulted in or might result in non-compliance with laws or regulations relating to the issuance and offering of securities.

2. The increased ordinary shares in the amount of 499,975,000 shares was in favor of the exercise of the warrants carrying right to purchase ordinary shares of the Company No. 1 (APX-W1) in the amount of 499,975,000 units issued and offered to the existing shareholders who subscribed for the increased shares at the ratio of 2 new shares to 1 unit of warrant (any fraction would be rounded down) without consideration. The warrants had a tenure of 3 years, with the exercise ratio of 1 to 1, at the exercise price of 0.50 Baht per share. The exercise date would be on the last business day of June and December of every year.

3. In case there were remaining shares after the allocation to the existing shareholders in accordance with their shareholding ratio and the oversubscription in item no. 1, the remaining shares were to be allocated by offering through private placement (PP) to the persons who were non-related persons according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of the Information and

Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546. The Board of Directors of the Company or the persons appointed by the Board of Directors would be authorized to determine the offering price of such remaining increased shares at the best price correspondent to market condition at the time of offering, which must not less than the offering price stipulated in the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval on the Offering for Sale of Newly Issued Shares by Listed Companies through Private Placement. The price of the increase shares offered through private placement must not less than that offered to the existing shareholders in accordance with their shareholding ratio. In addition, the offering through private placement must be done within 12 months from the date on which the Meeting had resolved to approve the offering of the increased shares, according to the regulations and notifications of the Securities and Exchange Commission (SEC) and the relevant authorities in all respects.

The Board of Directors of the Company, the Executive Committee or the persons appointed by the Board of Directors were authorized to do things necessary and relevant to the allocation and the offering of the increased shares of the Company, the determination and amendment to the terms, conditions and other details concerning the issuance, allocation and offering of the increased shares in all respects, as well as the allocation of the increased shares for one time or more, the determination or change of date, time and place for the subscription and payment of the increased shares price, and the date for determining the list of shareholders who were entitled to the subscription and the allocation of the increased shares and/or the warrants carrying right to purchase ordinary shares of the Company No. 1 (APX-W1), the determination of price, conditions and other details concerning the issuance and offering of the increased shares as deemed appropriate. Those persons were also authorized to register the change of the Company's paid-up capital, by dividing into installments whereby each installment must not less than 25 percent of the number of shares offered in each time, in accordance with the laws and/or relevant regulations.

Then, the Chairman asked if any shareholder had any question.

There was no question from the shareholders. The Chairman then explained voting procedures in this agenda to the Meeting and requested the Meeting to vote.

Resolution: The Meeting had considered the matter and resolved to approve the allocation of the increased ordinary shares in the amount of 1,499,925,000 shares according to the proposed details, by the majority vote of shareholders who attended the Meeting and voted as follows:

Approved	1,467,879,377	shares	equaling to	99.97	%
Disapproved	412,200	shares	equaling to	0.03	%
Abstained	0	share			
Voided ballots	0	share	equaling to	0.00	%

Agenda 8 **To consider the cancellation of the Company's seal, the amendment to Article 2 and Article 31 of the Articles of Association and the cancellation of Article 49 of the Articles of Association (for consideration)**

The Chairman proposed that the Meeting consider approving the cancellation of the Company's seal accompanying the signatures of authorized directors of the Company, and the amendment to Article 2 and Article 31 of the Company's Articles of Association to be as follows:

"Article 2 Unless otherwise specified, the term "Company" in these Articles of Association shall mean Apex Development Public Company Limited."

"Article 31 The authorized directors whose signatures will bind the Company are two directors jointly sign.

The shareholders' meeting or the Board of Directors' meeting can fix the name of director who can sign to bind the Company."

Additionally, it was appropriate to approve the cancellation of Article 49 of the Articles of Association regarding the Company's seal and the renumbering of articles of the Company's Articles of Association in order to be in line with the amendment.

Then, the Chairman asked if any shareholder had any question.

There was no question from the shareholders. The Chairman then explained voting procedures in this agenda to the Meeting and requested the Meeting to vote.

Resolution: The Meeting had considered the matter and resolved to approve the cancellation of the Company's seal accompanying the signatures of authorized directors of the Company, the amendment to Article 2 and Article 31 of the Company's Articles of Association, as well as the cancellation of Article 49 of the Company's Articles of Association regarding the Company's seal and the renumbering of articles of the Company's Articles of Association as proposed, by unanimous vote of shareholders who attended the Meeting and were entitled to vote as follows:

Approved	1,468,291,577	shares	equaling to	100.0	%
Disapproved	0	share	equaling to	0.00	%
Abstained	0	share	equaling to	0.00	%
Voided ballots	0	share	equaling to	0.00	%

Agenda 9 **To consider the amendment to the name and number of authorized directors of the Company (for consideration)**

The Chairman proposed that the Meeting consider approving the amendment to the name and number of authorized directors of the Company in order to be in line with the cancellation of the Company's seal accompanying the signatures of authorized directors of the Company to be as follows:

"Mr. Pongphan Sampawakoo, Mr. Prakai Cholahan and Mr. Virat Lertsumpuncharoen, any two of these three directors jointly sign"

The Chairman responded to the question of Mr. Sakchai Sakulrimontri, a proxy, that this amendment proposal was to eliminate the Company's seal from the authorized signatory

of the Company in order to be in line with the cancellation of the Company's seal. Such amendment did not change the name and number of authorized directors of the Company.

Resolution: The Meeting had considered the matter and resolved to approve the amendment to the name and number of authorized directors of the Company as proposed, by unanimous vote of shareholders who attended the Meeting and voted as follows:

Approved	1,468,291,577	shares	equaling to	100.0	%
Disapproved	0	share	equaling to	0.00	%
Abstained	0	share			
Voided ballots	0	share	equaling to	0.00	%

Agenda 10 **Other matter (if any)**

The Chairman allowed the Meeting to ask question and give opinion in the matters relating to the operation of the Company.

The Chairman responded to the question of Mr. Jitti Usanajit, a shareholder, that the development of real estates at Patong Beach, Phuket Province was the future project. Currently, the project was in the stage of primary consultation. In regards to the source of funding for projects, the Company had a plan to undertake several projects in the future, and had an investment plan as well as the estimated investment amount for the projects to be undertaken in the following 3-year period. The Company expected that the fund to be received from the issuance of debentures and increased shares, the cash flow and the loan from financial institution would be sufficient for carrying out those projects.

As there was neither question nor opinion from the shareholders, the Chairman then thanked all shareholders for attending the Meeting and declared the Meeting adjourned at approximately 3.50 p.m.

Sign  Chairman
(Mr. Pongphan Sampawakoop)

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Shareholders who attend the meeting in person should bring this proxy to show at the meeting

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

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

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholder registration number Written at

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

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

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

(3) ขอมอบฉันทะให้
Hereby appoint

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 26 เมษายน 2561 เวลา 14.00 น. ณ ห้องบอลรูม 1 ชั้น 7 โรงแรมโซฟิเทล สุขุมวิท กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of these persons as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of shareholders 2018 on 26th April 2018 at 14.00 hours at the Ball Room 1, 7th Floor Sofitel Hotel, Bangkok or such other date, time and place as the Meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ/Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Shareholders who attend the meeting in person should bring this proxy to show at the meeting

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy (Form B)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

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

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

(2) เป็นผู้ถือหุ้นของบริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน) (“บริษัท”)
Being a shareholder of Apex Development Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้
Hereby appoint

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____

ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____

จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____

ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____

จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 26 เมษายน 2561 เวลา 14.00 น. ณ ห้องบอลรูม 1 ชั้น 7 โรงแรมโซฟิเทล สุขุมวิท กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of shareholders 2018 on 26th April 2018 at 14.00 hours at the Ball Room 1, 7th Floor, Sofitel Hotel, Sukhumvit, Bangkok or such other date, time and place as the Meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our desire as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2560 เมื่อวันที่ 11 สิงหาคม 2560

Agenda 1 To certify the Extraordinary General Meeting of Shareholders No.1/2017 held on 11st August 2017.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานในรอบปี 2560 ของบริษัท (เพื่อทราบ)

Agenda 2 To acknowledgement the operating results of the Company's in the year 2017. (for acknowledgement)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณาและอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560 ซึ่งได้ตรวจและรับรองโดยผู้สอบบัญชีของบริษัทแล้ว (เพื่ออนุมัติ)

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 2017 as certified by the auditor. (for approval)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณาเรื่องการงดจ่ายเงินปันผลและจัดเงินสำรองตามกฎหมาย (เพื่ออนุมัติ)

Agenda 4 To consider and approve the omission of dividend payment and legal reserve. (for approval)

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาแต่งตั้งกรรมการทดแทนกรรมการที่ออกตามวาระ (เพื่ออนุมัติ)

Agenda 5 To consider and the elect the Directors to replace those who are retired by rotation. (for approval)

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2561 (เพื่ออนุมัติ)

Agenda 6 To consider and approve the amount of remuneration to be paid of Directors for the year 2018. (for approval)

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2561 (เพื่ออนุมัติ)

Agenda 7 To consider and approve the appointment of the auditors and their remuneration for the year 2018. (for approval)

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other matters (if any)

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ/Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเพ็กซ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)

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

ในการประชุมประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันที่ 26 เมษายน 2561 เวลา 14.00 น. ณ ห้องบอลรูม 1 ชั้น 7 โรงแรมโซฟิเทล กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

For 2018 Annual General Meeting of shareholders on 26th April 2018 at 14.00 hours at the Ball Room 1, Sofitel Hotel, Bangkok or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____
Agenda No. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda No. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda No. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

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

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

Map of Sofitel Hotel Sukhumvit

- Meeting Room** : At The Ball Room No.1, 7th floor, Sofitel Hotel,
No. 189 Sukhumvit Road (between Soi Sukhumvit 13 and 15)
Klongtoey-Nua Sub-district, Wattana District, Bangkok 10110
- Telephone** : 66 (0) 2-126-9999 Fax. 66 (0) 2-126-9998
- Accessibility** : BTS (Sky Train), NaNa Station about 300 meter
MRT (Subway Train), Sukhumvit Station about 500 meter

