



Date: 18th March 2022
Subject: Notification of the resolutions of the Board of Directors' Meeting, adding the meeting agenda and schedule for the Annual General Meeting of Shareholders for the year 2022
Attention: Directors and Management
The Stock Exchange of Thailand
Attachment: Capital Increase Report Form (F53-4)

Apex Development Public Company Limited ("the Company") held the Board of Directors Meeting No. 2/2022 on the 18th March 2022 at 2.00 p.m. at the Company's Board Room, at the address no. 900 TONSON TOWER, 18th Floor, Zone A, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330. The Meeting passed the following resolutions;

1. Resolved to approve the minutes of the Meeting of the Board of Directors No. 1/2022, held on 28 February 2022.
2. Resolved to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital by Baht 2,017,249,675.50, from originally Baht 2,017,249,675.50 to Baht 4,034,499,351, by issuing 4,034,499,351 new ordinary shares, with par value of Baht 0.50 each.
3. Resolved to propose to the shareholders' meeting to consider and approve the amendment to Article 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, the details of which are as follows:

"Article 4. Registered capital Baht 4,034,499,351
(Four thousand thirty-four million four hundred ninety-nine thousand three hundred fifty-one Baht)
Divided Into 8,068,998,702 shares
(Eight thousand sixty-eight million nine hundred ninety-eight thousand seven hundred two Shares)
Par value of Baht 0.50 each (Fifty Satang)
Representing
Ordinary Share: 8,068,998,702 shares
(Eight thousand sixty-eight million nine hundred ninety-eight thousand seven hundred two Shares)
Preferred share: - shares (-)".

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

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

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

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

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

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

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

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

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

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

- 4.2 In taking action related to the offering and allotment of the Company's new ordinary shares, the Board of Directors and/or Chief Executive Officer and/or person assigned by them shall have the authority to do so, including, but not limited to, the following.
- (1) To determine or amend the details and conditions necessary for offering and/or allotment of new ordinary shares, and to fix the record date for determining the list of shareholders entitled to receive allotment of new ordinary shares, rules on one-time allotment or multiple allotments, period of time, price, and subscription and payment methods (as the case may be).
 - (2) To amend the procedure for allotment of new ordinary shares and enter into transactions related thereto under the scope approved by the Board of Directors' meeting and the shareholders' meeting.
 - (3) To take any action necessary, appropriate and related to or required for offering and/or allotment of new ordinary shares, which includes to negotiate, enter into, sign and/or amend any application forms and/or documents required for or related to issuance, offering, or allotment of new ordinary shares, filing of application forms relating to allotment of new ordinary shares to relevant authorities, registration of capital increase and amendment to the Memorandum of Association with the Ministry of Commerce, and/or listing of new ordinary shares as listed securities on the Stock Exchange of Thailand, and appointment of any financial advisor, legal consultant, advisor and/or underwriter (if applicable or required).

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

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

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

5. Resolution to convene the Annual General Meeting of Shareholders for the year 2022 and approve the capital increase of the company in electronic format (E-AGM) on Wednesday, April 27, 2022 at 2:00 p.m., in the form via electronic media (E-AGM) from the Company's meeting room, 18th floor, Tonson Tower, No. 900 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330.

And cancel the previously record date (March 15, 2022). The record date for shareholders is scheduled on April 1, 2022 to exercise their rights to attend the meeting and vote for the Annual General Meeting of Shareholders for the year 2022 and the Company's Capital Increase Approval. The agenda for the Annual General Meeting of Shareholders for the year 2022 are as follows:

- Agenda 1 To consider and certify the Minutes of Annual General Meeting of shareholders of the year 2021 held on April 29, 2021.
- Agenda 2 To consider and acknowledge the operational result of the Company for year 2021
- Agenda 3 To consider and approve the audited balance sheet and the profit and loss statement of the Company for the accounting year ended 31 December 2021
- Agenda 4 To consider and approve the omission of dividend payment for the year 2021
- Agenda 5 To consider and approve the appointment of directors to replace those retiring by rotation
- Agenda 6 To consider and approve the amount of remuneration for the Directors for year 2022
- Agenda 7 To consider and approve the appointment of the auditors and their remuneration for year 2022

- Agenda 8 To consider and approve the reduction of the registered capital of the company in the amount of 2,232,537,824.50 baht
- Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in accordance with the decrease of the registered capital of the Company.
- Agenda 10 To consider and approve the increase of the Company's registered capital in the amount of 2,017,249,675.50 baht from the original registered capital 2,017,249,675.50 baht as registered capital 4,034,499,351 baht by issuing new ordinary shares 4,034,499,351 shares with a par value of 0.50 baht per share
- Agenda 11 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in accordance with the increase of the registered capital of the Company.
- Agenda 12 To consider and approve the issuance and allocation of 4,034,499,351 newly issued ordinary shares with a par value of 0.50 baht per share to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering: RO), price per share 0.08 baht
- Agenda 13 To consider and approve the business rehabilitation plan
- Agenda 14 To consider other topics (if any)

The President and/or Chief Executive Officer shall be entrusted with the authority to change the date, time and/or venue of the meeting and to take any action relating to calling and holding of the 2022 Annual General Meeting of Shareholders, in case of force majeure and subject to applicable laws and rules.

Please be informed accordingly.

Yours sincerely,

- Signed -

Mr. Pongphan Sampawakoop
Chairman of the Board of Directors

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

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

1. Capital increase

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

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

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

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

2. Allotment of new shares

2.1 Specific objectives of usage of funds

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2.1.1 The Company's action in case of fractional shares

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

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

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

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

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

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

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

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

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

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

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

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

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

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

-None-

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

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

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

Signature - Signed - Authorized Director
(Mr. Pongphan Sampawakoop)

Title: Director

Signature - Signed - Authorized Director
(Mr. Jamnong Singha)

Title: Director



Date: 28th February 2022

Subject: Notification of the resolutions of the Board of Directors' Meeting and Schedule of the Annual General Meeting of Shareholders for the year 2022

Attention: Directors and Management
The Stock Exchange of Thailand

Enclosure: Information Concerning the Financial Assistance, between Apex Development Public Company Limited (Borrower) and Connected Person of the Company (Lender) Date: February 28, 2022

Apex Development Public Company Limited (APEX) held the Board of Directors Meeting No. 1/2022 on the 28th February 2022 at 3.00 p.m. at the Company's Board Room, at the address no. 900 TONSON TOWER, 18th Floor, Zone A, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330. The Meeting passed the following resolutions:

1. Approved the Minutes of the Board of Directors' Meeting No. 8/2021, which was held on 15th November 2021.
2. Resolution to propose to the Shareholders Meeting for their consideration and acknowledgement of the company's operation result for the year 2021.
3. Resolution to propose to the Shareholders Meeting for their consideration and approval of the company's annual financial statements for the year ended December 31, 2021 which had been reviewed and certified by the audit committee.
4. Resolution to propose to the Shareholders Meeting for their consideration to approve the decrease of registered capital of the Company in amount of Baht 2,232,537,824.50, from the original registered capital of Baht 4,249,787,500 to Baht 2,017,249,675.50 by means of cutting off the listed shares offered to the existing shareholders (RO) remaining from the subscription amount of 3,965,101,082 shares with a par value of 0.50 baht per share and the remaining 499,974,567 shares of the Company's warrants (APEX-W1) which have expired to be congruent with the real current stock.
5. Resolution to propose to the Shareholders Meeting for their consideration to amend clause 4 of the Memorandum of Association to be congruent with the decrease of registered capital of the Company as follows:

"No 4. Registered capital	2,017,249,675.50 Baht	(Two Thousand and Seventeen Million and Two Hundred and Forty-nine Thousand and Six Hundred and Seventy-five Baht and Fifty Satang)
Divided in	4,034,499,351 Shares	(Four Thousand and Thirty-four Million and Four Hundred and Ninety-nine Thousand and Three Hundred and Fifty-one shares)
Baht per share	0.50 Baht	(Fifty Satang)
Divided in		
Ordinary share	4,034,499,351 shares	(Four Thousand and Thirty-four Million and Four Hundred and Ninety-nine Thousand and Three Hundred and Fifty-one shares)
Preferred share	-	(-)"

6. Resolution to propose to the Shareholders Meeting for their consideration to approve the omission of allocating profit as operational reserves by law, and approve the omission of dividend payment for the results ending as of December 31, 2021
7. Resolution to propose to the Shareholders Meeting for their consideration to approve the appointment of the auditor for the year 2022, namely Bunchikij Co., Ltd., by Mr. Pornchai Kittipanya-ngam Certified Public Accountant No. 2778 or Ms. Sudaporn Thawapi Certified Public Accountant No. 6862 or Mr. Tewa Damdaeng Certified Public Accountant No. 10777 and determine the audit fee for the year 2022 within the limit of not more than 3,390,000 Baht. In this regard, the appointment of the auditor and the determination of the Company's audit fee for the year 2022 has been considered and approved by the Audit Committee.
8. Resolution to propose to the Shareholders Meeting for their consideration to approve the appointment of directors who retired by rotation, who are Mr. Pongphan Sampawakoop, Mr. Padungphan Chantaro, Mr. Pansuang Chumsai Na Ayudhya, to be re-appointed for another term.
9. Resolution to propose to the Shareholders Meeting for their consideration to approve the determination of the Board of Directors' remuneration for the year 2022 as a meeting allowance of 10,000 Baht per person/meeting time, in the annual limit of not more than 1,200,000 Baht, and determine the audit committee's remuneration on a monthly basis of 20,000 Baht per person per month.
10. Resolution to approve the connected transaction (Renewal of the existing loan amount, Khun Pongphan) details in the Information Memorandum on Loan between Apex Development Public Company Limited (Borrower) and a person connected to the Company (Lender) on February 28, 2022 attached herewith.
11. Resolution to propose the rehabilitation plan and debt restructuring of the Company to the shareholders' meeting for approval as follows:
 1. Increase capital by offering new shares to existing shareholders (RO) or private placement (PP) in the amount of not less than 400 Million Baht.
 2. Complete the construction of the Sheraton Residences Phuket in order to transfer the ownership to the customers and recognize revenue onwards.
 3. Continue the development of Club Med Residences Krabi project and sell the remaining project land in Krabi to both domestic and foreign investors for revenue and profit.

The Company has appointed I V Global Securities Public Company Limited as a financial advisor to participate in the preparation of the Company's business rehabilitation plan for details and steps of the plan, including financial projections. The Company will notify through the system of the stock exchange.

12. Resolution to convene the Annual General Meeting of Shareholders for the year 2022 in electronic format (E-AGM) on Wednesday, April 27, 2022 at 2:00 p.m., broadcasted live from the Company's meeting room, 18th floor, Tonson Tower, No. 900 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330.

The record date for shareholders is scheduled on March 15, 2022 to exercise their rights to attend the meeting and vote for the Annual General Meeting of Shareholders for the year 2022. The agenda for the Annual General Meeting of Shareholders for the year 2022 are as follows:

- Agenda1 To consider and certify the Minutes of Annual General Meeting of shareholders of the year 2021 held on April 29, 2021.
- Agenda 2 To consider and acknowledge the operational result of the Company for year 2021
- Agenda3 To consider and approve the audited balance sheet and the profit and loss statement of the Company for the accounting year ended 31 December 2021
- Agenda 4 To consider and approve the omission of dividend payment for the year 2021
- Agenda5 To consider and approve the appointment of directors to replace those retiring by rotation.
- Agenda 6 To consider and approve the amount of remuneration for the Directors for year 2022
- Agenda 7 To consider and approve the appointment of the auditors and their remuneration for year 2022
- Agenda 8 To consider and approve the reduction of the registered capital of the company in the amount of 2,232,537,824.50 baht
- Agenda 9 To consider of the amendment of the Company's Memorandum of Association Clause 4 to be in accordance with the decrease of the registered capital of the Company.
- Agenda 10 To consider and approve the business rehabilitation plan
- Agenda 11 To consider other topics (if any)

Please be informed accordingly.

Yours sincerely,

Mr. Pongphan Sampawakooop
Chairman of the Board of Directors



**Information Concerning the Financial Assistance between
Apex Development Public Company Limited (Borrower)
and Connected Person of the Company (Lender)
Date: February 28, 2022**

At the Apex Development Public Company Limited Board of Directors Meeting 1/2022, On February 28, 2022, the Board of Directors resolved to issue a Ratification Certificate in the case of Apex Development Public Company Limited extend the period of taking a loan from Connected Person and Corporation Connected to Apex Development Public Company Limited for 1 year in the same amount, conditions and details remain the same from the resolution of the Board of Directors Meeting 4/2018 on 22 March 2018, and from the resolution approved at the Board of Directors Meeting No. 1/2019 held on March 22, 2019, No. 1/2020 on March 22, 2020 and No. 2/2021 on March 15, 2021, there was a resolution to renew the said loan amount 1 year per time. The financial assistance is a related transaction, which must be disclosed according to the Information Disclosure Declaration of Listed Companies with Related Transactions, 2003, announced by the Board of Directors of the Stock Exchange of Thailand, and the Board of Directors of Capital Market Commission, 21/2551, with the following details:

1. Date of Transaction:

Extend 1 year : 1 January 2022 until 31 December 2022

2. Relate Parties:

Borrower : Apex Development Public Company Limited / APEX
Lender : Mr. Pongphan Sampawakoop

3. Total Value and Criteria Used to access Total Value

Amount Loan : Ordinary Persons Lender Total amount of 150,000,000 Baht (Original loan)
By repaying the balance of the year 2021 in the amount of
87,510,000 baht as part in the amount of 150,000,000 baht
Interest Rate : Ordinary Persons Lender is 4% per year
Interest Payment : Monthly
Type : Loan Agreement
Payback Time : Within 1 year

4. Connected Persons and Relationships

The Lender is a connected person with APEX as the Chairman of the Board and a major shareholder of company.

5. General Description

The transaction is a related transaction, which must be disclosed according to the Information Disclosure Declaration of Listed Companies with Related Transactions, 2003, announced by the Board of Directors of the Stock Exchange of Thailand, and the Board of Directors of Capital Market Commission, 21/2551, concerning receiving financial assistance which must receive approval from the Board of Directors, and disclosed to the Stock Exchange of Thailand. The total interest value of the individual (Lender) is 6 million baht, without receiving approval from the shareholders, as the amount is less than 20 million baht (in this case, the calculation of the NTA transaction size of the company as of December 31, 2021 is negative, therefore choosing to use a comparison with the higher number is the transaction size is less than 20 million baht)



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6. Director with interest from this transaction

Mr. Pongphan Sampawakoop left the conference room and did not vote.

7. Board of Directors Conclusion

The Board of Directors see as appropriate for the Company to proceed with the transaction above due to the lower interest rate than the commercial bank lending rate. In addition, the Company does not need to present and guarantee to the lenders, which is beneficial to the Company as the Company will have a lower cost than borrowing from the commercial banks.

8. Opinions of the Audit Committee and/or directors which are different from the opinions of the Board of Directors.

- None -

9. Purpose

The financial assistance to the Company is to be used as working capital for company operation.

Please be informed accordingly.

Yours sincerely,

Mr. Pongphan Sampawakoop
Chairman of the Board of Directors