APEX TECH ACQUISITION INC.
CORPORATE GOVERNANCE GUIDELINES

(Adopted by the Board of Directors effective as of Feb 25, 2026)

INTRODUCTION

The Board of Directors (the "Board") of APEX Tech Acquisition Inc., a Cayman Islands exempted company (the "Company"), has adopted these Corporate Governance Guidelines (these "Guidelines") to assist the Board in the exercise of its responsibilities and to promote the effective functioning of the Board and its committees. These Guidelines are intended to comply with Section 303A.09 of the New York Stock Exchange ("NYSE") Listed Company Manual and should be interpreted in the context of all applicable laws, the Company's Amended and Restated Memorandum and Articles of Association (the "Articles"), and the Company's other corporate governance documents. These Guidelines are subject to modification by the Board from time to time and will be reviewed at least annually by the Nominating and Corporate Governance Committee.

The Company is a blank check company formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (an "initial business combination"). Certain provisions of these Guidelines are applied in a manner appropriate to the Company's status as a special purpose acquisition company prior to the consummation of its initial business combination, including any phase-in periods available to newly listed companies under NYSE rules.

1. DIRECTOR QUALIFICATION STANDARDS

1.1 Independence. A majority of the members of the Board shall be independent directors within the meaning of Section 303A.02 of the NYSE Listed Company Manual, subject to any phase-in periods available to the Company as a newly listed company. The Board shall make an affirmative determination as to the independence of each director annually and shall disclose those determinations as required by applicable rules.

1.2 Selection Criteria. Candidates for the Board shall be selected on the basis of, among other factors, integrity, judgment, business and financial experience, familiarity with public company governance and reporting obligations, capital markets experience relevant to the evaluation and consummation of an initial business combination, diversity of background and perspective, and the ability to devote sufficient time to Board responsibilities. The Nominating and Corporate Governance Committee is responsible for developing, and recommending to the Board for approval, the criteria for Board membership and for identifying and recommending director candidates.

1.3 Other Directorships and Commitments. Directors are expected to advise the Chairman of the Board and the chair of the Nominating and Corporate Governance Committee before accepting membership on the board of directors of any other public company or any other significant commitment that could interfere with the director's service to the Company, including service with another special purpose acquisition company.

1.4 Changes in Circumstances. A director shall promptly inform the Board of any change in the director's principal occupation, employment or independence status. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, will determine whether any action is appropriate in light of the change.

1.5 Term. Directors are appointed and removed in accordance with the Articles. The Board does not believe that arbitrary term limits or a mandatory retirement age are appropriate for the Company at this stage; the contribution of each director is instead assessed through the annual evaluation process.

2. DIRECTOR RESPONSIBILITIES

2.1 Fiduciary Duties. The business and affairs of the Company are managed by or under the direction of the Board. Each director is expected to exercise his or her business judgment honestly and in good faith in what the director reasonably believes to be in the best interests of the Company, consistent with the director's fiduciary duties under Cayman Islands law.

2.2 Attendance and Preparation. Directors are expected to attend meetings of the Board and of the committees on which they serve, to review in advance the materials distributed for such meetings, and to devote the time necessary to discharge their responsibilities appropriately.

2.3 Business Combination Oversight. Prior to the consummation of the Company's initial business combination, a principal responsibility of the Board is to oversee management's identification, evaluation and negotiation of a potential initial business combination, including the determination of fair market value required by NYSE rules, the review of conflicts of interest, and the protection of the interests of the Company's public shareholders, including their redemption rights and the safeguarding of the trust account.

2.4 Executive Sessions. The non-management directors of the Company shall meet in regularly scheduled executive sessions without management present, and the independent directors shall meet in executive session at least once annually, in each case in accordance with Section 303A.03 of the NYSE Listed Company Manual. The director who presides at these sessions shall be chosen by the non-management or independent directors, as applicable, and the Company shall disclose the method by which interested parties may communicate with the presiding director or with the non-management or independent directors as a group.

2.5 Confidentiality. Directors shall maintain the confidentiality of all non-public information concerning the Company, including information regarding potential business combination targets, and shall comply with the Company's policies regarding insider trading and disclosure.

3. BOARD COMMITTEES

3.1 Standing Committees. The Board has established three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. Each committee operates under a written charter adopted by the Board, which is available on the Company's website, and each committee shall be composed of directors meeting the independence and qualification requirements of the NYSE and applicable law, subject to available phase-in periods.

3.2 Committee Reports and Evaluation. Each committee shall report regularly to the Board on its activities, shall review and reassess the adequacy of its charter annually, and shall conduct an annual evaluation of its own performance.

4. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

4.1 Access to Management. Directors shall have full and free access to the Company's officers and, following the initial business combination, its employees, and to the Company's books and records.

4.2 Independent Advisors. The Board and each of its committees shall have the authority, at the Company's expense, to retain and terminate independent legal counsel, financial advisors, accountants or other advisors as the Board or such committee deems necessary or appropriate to the discharge of its responsibilities.

5. DIRECTOR COMPENSATION

5.1 General. The form and amount of director compensation, if any, shall be determined by the Board upon the recommendation of the Compensation Committee, in accordance with the policies and principles set forth in the Compensation Committee's charter and applicable law. Prior to the consummation of the Company's initial business combination, no compensation of any kind, including finder's and consulting fees, will be paid by the Company to its directors, officers or initial shareholders, or any of their respective affiliates, for services rendered, except as disclosed in the Company's prospectus and filings with the U.S. Securities and Exchange Commission (the "SEC"), which permit the reimbursement of out-of-pocket expenses incurred in connection with activities on the Company's behalf.

5.2 Independence Considerations. The Board shall be mindful that the independence of directors may be jeopardized if director compensation and perquisites exceed customary levels, or if the Company makes substantial charitable contributions to organizations with which a director is affiliated.

6. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Each new director shall be provided with an orientation regarding the Company's structure as a special purpose acquisition company, the terms of the trust account and the redemption rights of public shareholders, the Company's governance documents and policies, the responsibilities of the Board and its committees, and the director's obligations under U.S. federal securities laws and NYSE listing standards. Directors are encouraged to participate in continuing education programs relevant to their service, at the Company's expense, and the Nominating and Corporate Governance Committee shall evaluate the participation of directors in orientation and continuing education activities.

7. MANAGEMENT SUCCESSION

The Nominating and Corporate Governance Committee shall conduct a periodic review of the succession planning process for the Chief Executive Officer and other members of executive management, and shall report its findings and recommendations to the Board. In light of the Company's status as a blank check company with a limited management team, succession planning prior to the initial business combination shall focus on contingency arrangements in the event of the unexpected departure or incapacity of the Chief Executive Officer, and on the anticipated management structure of the post-combination company in connection with the evaluation of any initial business combination.

8. ANNUAL PERFORMANCE EVALUATION OF THE BOARD

The Board shall conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee shall develop, subject to approval by the Board, the process for this annual evaluation and shall oversee its conduct. The results of the evaluation shall be reported to and discussed by the full Board.

9. CODE OF BUSINESS CONDUCT AND ETHICS; RELATED MATTERS

9.1 Code of Ethics. All directors, officers and employees of the Company are subject to the Company's Code of Business Conduct and Ethics, which is available on the Company's website. Any waiver of the Code for an executive officer or director may be made only by the Board or an appropriate Board committee and will be promptly disclosed as required by applicable rules.

9.2 Conflicts of Interest. Directors shall disclose to the Board any actual or potential conflict of interest, including any interest in a proposed business combination target, and shall recuse themselves from deliberations and decisions with respect to which they have a conflict, in each case in accordance with the Articles, the Code of Business Conduct and Ethics, and applicable law.

9.3 Communications. Interested parties, including shareholders, may communicate with the Board, the presiding director, or the non-management or independent directors as a group, by writing to the Company at its principal executive offices, 13501 Katy Freeway, Houston, TX 77079, Attn: Board of Directors, or by email to shaoren@apextech-inc.com.

10. REVIEW OF THESE GUIDELINES

The Nominating and Corporate Governance Committee shall review these Guidelines at least annually and recommend to the Board any changes it deems appropriate. These Guidelines shall be posted on the Company's website in accordance with NYSE requirements.