

Minutes of the 2022 Annual General Meeting of Shareholders
of
Peace & Living Public Company Limited

The meeting was held on 28 April 2022, 2.00 P.M. at Parichart meeting room, Golden Tulip Sovereign Bangkok, Rama IX Road, Bangkok.

Mr. Sumate Techakraisri, Chairman of the Board, acted as the Chairman of the meeting (the **"Chairman"**). The Directors, Executives, Auditors, and Legal Consultant of the Company attended the meeting as follows:

Directors present at the meeting

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| 1. Mr. Sumate Techakraisri | Chairman of the Board |
| 2. Mr. Prasobsak Sirisopana | Director/Chairman of Executive Committee/Chief Executive Officer |
| 3. Mr. Suthichai Poonlaptawee | Director/Executive Committee/Managing Director |
| 4. Mr. Chumpol Phornprapha | Director |
| 5. Miss Peeracha Sirisopana | Director |
| 6. Mr. Arthakrit Visudtibhan | Director/Executive Committee/Chairman of the Nomination and Remuneration Committee |
| 7. Mr. Nantaphol Pongspaibool | Director/Executive Committee/ Member of the Nomination and Remuneration Committee |
| 8. Mr. Panya Chanyarungrojn | Independent Director/Chairman of the Audit Committee |
| 9. Mr. Pisit Punjakunaporn | Independent Director/Member of the Audit Committee |
| 10. Mr. Mongkol Pruekwatana | Independent Director/Member of the Nomination and Remuneration Committee |

Director who absent from the meeting

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| 1. Mr. Vitoon Ngamboonanant | Independent Director/ Member of the Audit Committee |
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10 directors were presented at the meeting, representing 90.90% of the total number of directors.

Executives attended the meeting

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| 1. Mr. Chamroen Rungrasmechot | Deputy Managing Director of Land Procurement and Juristic Acts Department, and Company's secretary |
| 2. Mr. Dome Sirisopana | Assistant to Managing Director of Sales and Marketing Department |

3. Mr. Chantawit Oranrattanachai Assistant to Managing Director of Finance and General Administration Department
4. Mr. Kittidej Panya Assistant to Managing Director of Construction Department.

Other Attendees:

1. Miss Siraporn Ouaanunkun Auditor from EY OFFICE COMPANY LIMITED
2. Miss Wilai Sunthornwanee Auditor from EY OFFICE COMPANY LIMITED
3. Mr. Wasakarn Thanatthannonnamsakul Auditor from EY OFFICE COMPANY LIMITED
4. Miss Manunya Thitinuntawan Legal Consultant from CMT Counsellor Co., Ltd.
5. Ms. Anchalee Jittiwitkul Volunteer to protect the rights of the shareholders who is a proxy, and observer from the Thai Investors Association

Meeting Commenced:

Before considering the meeting's agenda, Miss Lalada Chiraphakkhaphat, the Assistant of the Company's Secretary and the moderator of the meeting, reported that there were shareholders attended the meeting in person and by proxy totaling 73 persons, representing 283,929,700 shares, and equivalent to 67.60 percent of the Company's total issued shares (the Company's total issued shares is in the amount of 420,000,000 shares) thereby constituting a quorum under the Article of Association. Before the meeting commenced, there was an introduction of Directors, Executives, Auditors and Legal Consultant as listed as above.

After the attendee's introduction, the Chairman assigned Miss Lalada Chiraphakkhaphat to inform the method for presiding the meeting and the vote casting procedures for each of the agenda as follows:

1. The shareholders attended the meeting in person and proxies shall receive the voting ballot distributed when registering for the meeting.
2. The meeting would be presided respectively in the agenda order as specified in the meeting invitation by proposing information for each agenda item. The shareholders who would like to ask questions regarding such agenda shall write down their questions in the document as annexed in the ballot and raise their hands for the staff to collect such inquiries. Any questions irrelevant to the proposing agenda shall be asked in Other Business agenda towards the end of the meeting.
3. For the vote calculation of each agenda shall be calculated from the disagree and/or abstain votes of the shareholders attending the meeting deducted by the total votes of the shareholders attending the meeting, the remaining shall be deemed as agree.

The shareholders attending the meeting by proxy and casted their votes in proxy forms, the Company had recorded such votes as specified in the proxy forms.

4. Each shareholder would have one vote for each share.

5. Vote calculation:

Agenda 2 is the agenda for acknowledgment, therefore voting is not required.

Agenda 5 shall be approved by no less than three-fourth of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 8 shall be approved by no less than two-thirds of the total votes of the shareholders attending the meeting and entitled to vote.

Other agenda shall be resolved by the majority vote of the total shares of the shareholders presented at the meeting and casted their votes.

Agenda 1 To acknowledge the minutes of the Extraordinary General Meeting of Shareholder No.1/2021

The Chairman proposed the meeting to consider and certify the Minutes of Extraordinary General Meeting of Shareholder No.1/2021 which was held on 2 June 2021 and the copy of the minutes was sent to the shareholders in the QR-Code format with the meeting invitation. The Board of Directors had considered and deemed it was accurately recorded according the resolution of the shareholders' meeting.

The Chairman allowed the shareholders to inquire about details and propose additional comments.

It appeared that no shareholder made any inquiries and comments.

The Chairman then proposed the meeting to consider and certify the minutes of the Extraordinary General Meeting of Shareholder No.1/2021.

Resolution The meeting considered and unanimously approved to certify the minutes of the Extraordinary General Meeting of Shareholder No.1/2021, with the following votes:

Approved	287,984,700	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		
Voided ballot	0	Votes		

Agenda 2 To acknowledge the Company's operating result for the year 2021

The Chairman assigned Mr. Prasobsak Sirisopana, Chief Executive Officer to report the Company's operating result for the year 2021 to the meeting.

Mr. Prasobsak Sirisopana reported that as the Company had published the details of the Company's operating result for the year 2021 as specified in the 56-1 Form One Report (Re: Management Analysis and Explanation and Re: Financial Statements) which was delivered to the shareholders in the QR-Code format with the meeting invitation.

The Chairman reported the meeting to acknowledge that the year 2021 is a challenging year due to the Coronavirus 2019 disease pandemic situation that impacts the economy, consumers' ability to purchase products, and the increase of the construction materials. During the government's intensive pandemic control policy that ordered to shut down the construction workers camp from late June to July, the Company had the policy and set the work practices as the Bubble & Seal form by providing the periodic screening for the Company's contractors from the end of 2020 and encouraging the Company's employees to be vaccinated since the situation is not severe which led to non-spread for disease within the site and office. During the outbreak in Thailand and many people got sick, the Company had participated in corporate social responsibilities activities (CSR) by donating necessary items to Khlong Toei slum, field hospital and Bangkok Health Department.

Throughout the past year, the Company has operated its business with cautiousness, close management, and quick adaptation to keep up with the situations. As a result, the Company was still able to stimulate sales, control expenses and maintain profit margins in the past year. The results can be summarized as follows:

- Revenue from sales of the Company of the year 2021 is 1,164.82 million Baht, increased from the year 2020 for 34.66%.
- Total revenue from the year 2021 is 1,166.99 million Baht, increased from the year 2020 for 34.62%.
- Cost of sales in real estate from the year 2021 is 710.95 million Baht, increased from the year 2020 for 31.96%.
- Sales and operating expenses from the year 2021 is 184.75 million Baht which increased for 22.82% from the year 2020. The advanced expenses derived from selling expenses which increased for 53.33% while administrative expenses are increased for only 3.39% from the previous year.

- Net profit from the year 2021 is 215.09 million Baht. The Company's profit increased 60.86% from the previous year.
- Gross profit margin from the year 2021 is 38.96%.
- The ratio of sales and operating expenses to revenue is 15.83%.
- Net profit margin is 18.43%.
- Earnings per share 2022 equals to 0.64 Baht/share.

Financial Summary	2020	2021	Percentage of variation from the previous year
Sales Income (Million Baht)	865.01	1,164.82	34.66%
Total Income (Million Baht)	866.88	1,166.99	34.62%
Cost of the real estate sales (Million Baht)	538.77	710.95	31.96%
Selling and Administrative Expenses (Million Baht)	150.42	184.75	22.82%
Selling Expenses (Million Baht)	58.52	89.73	53.33%
Administrative Expenses (Million Baht)	91.90	95.02	3.39%
Net Profit (Million Baht)	133.71	215.09	60.86%
Gross Margin	37.72%	38.96%	
Sales and operating Expenses to Revenue Ratio	17.35%	15.83%	
Net Profit Margin	15.42%	18.43%	
Earnings per share	0.40	0.64	

- Anti-corruption policy ensures that the anti-corruption policy developed by the Company is pragmatically and sufficiently implemented along with creating awareness, values, and right attitudes at all levels. The Company provides checks and balances and has an efficient internal control system without conflicts of interest. The anti-corruption policy has been published through the Company's website www.peaceandliving.co.th

The Chairman allowed the shareholders to ask question or propose comment.

It appeared that no shareholder made any inquiries or comment.

The Chairman then informed the Meeting that since this agenda is for an acknowledgment thus vote casting was not required.

Resolution The shareholders' meeting acknowledged the Company's operating results for the year 2021 as proposed.

Agenda 3 To consider and approve the audited financial statements for the year ended 31 December 2021, audited by the auditor

The Chairman assigned Mr. Chantawit Oranrattanachai, Assistant to Managing Director of Financial and Administration Department to report this agenda to the meeting.

Mr. Chantawit Oranrattanachai reported to the meeting that the Company's audited financial statements for the year ended 31 December 2021 which was audited by the certified public accountant and reviewed by the Audit Committee including approved by the Board of Directors. The details are specified in the 56-1 Form One Report which was delivered to the shareholders in the QR-Code format with the meeting invitation, the significant details are as follows:

- The statement of financial position as of 31 December 2021, the Company had total assets of 1,757.46 million Baht which decreased for 6.59% from the previous year due to the reduction of cost in real estate development projects for sales which are sold and transferred ownership to the customers.
- Total liabilities were at 188.18 million Baht which decreased for 61.40% due to the repayment of long-term loans from financial institutions.
- Shareholders' equity was 1,569.28 million Baht in total which increased for 12.58% compared to the previous year due to an increase in retained earnings which was consistent with the Company's normal operations.
- Income statements for the year ended 31 December 2021, the Company had the total revenue of 1,166.99 million Baht which increased for 34.62%, divided into revenue from the sales of real estate of 1,164.82 million Baht, increased for 34.66%, and other income. The Company's net profit was 215.09 million Baht which increased for 60.86% from the previous year. This was mainly due to an increase in real estate sales revenue from the new projects launching and basic earnings per share at 0.64 Baht per share.

The Chairman allowed the shareholders to ask question or propose comment.

It appeared that no shareholder made any inquiries or comment.

The Chairman then proposed the meeting to consider and approve the Company's audited financial statements for the year ended 31 December 2021

Resolution The meeting considered and unanimously approved the audited financial statements for the year ended 31 December 2021, with the following votes:

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		
Voided ballot	0	Votes		

Agenda 4 To consider and approve the allocation of net profit as legal reserve and the dividend payment of stock and cash from the operating result of the fiscal year ended 2021

The Chairman assigned Miss Lalada Chiraphakkhaphat to report this agenda to the meeting.

Miss Lalada Chiraphakkhaphat reported to the meeting that the Company has the policy to pay dividends at the rate of not less than 40% of the net profit after corporate income tax deduction and after the allocation of legal reserves. However, the Company may consider paying dividends different from the established policies dependable on the operating results, financial liquidity, the need for working capital for business management, and future business expansion plans, including economic conditions. The Board of Directors is authorized to consider changing or exempting from the policy from time to time.

The financial statements for the fiscal year ending on 31 December 2021, which have been audited by the auditor. The Company have retained earnings from operating results of the total amount of 1,220,371,987 Baht and according to the financial statements, the Company has a net profit of 215,085,203 Baht.

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of net profit as a legal reserve and the dividend payment from retained earnings and net profit for the operating result of the fiscal year ended 2021 as follows:

1. To allocate net profit as a legal reserve in the amount of 10,755,000 Baht for the operating results of the year 2021, representing 5% of the net profit in that period.

The total accumulated reserve funds are 33,805,199 Baht, or 8.05% of the registered capital.

2. To pay dividends for the Company's operating results for the year 2021. The Company will pay dividends in the form of stock dividends and cash as follows:

- 1) Stock dividends in the amount of not exceeding 84,000,000 shares with a par value of 1.00 Baht per share to the shareholders at the rate of 5 existing shares per 1 stock dividend (fractions of shares shall be disregarded), the total value is not exceeding 84,000,000 Baht or equivalent to a dividend payment at the rate of 0.20 Baht per share.

However, In the event that any shareholder has a fraction of shares that cannot be allocated stock dividends. The Company will pay in cash instead of paying stock dividends at the rate of 0.20 Baht per share.

- 2) Payment of cash dividends at the rate of 0.20 Baht per share or in the amount of not exceeding 84,000,000 Baht, of which a portion of the dividends at the rate of 0.04 Baht per share will be used to pay withholding tax for dividend payments according to the rate prescribed by law.

The total dividends pay out are paid at the rate of 0.40 Baht per share, equivalent to 168,000,000 Baht, representing the dividend payment to the net profit according to the financial statements rate of 78.11%, which is consistent with the Company's dividend payment policy. The Company has set 16 March 2022 as the date to determine the list of the shareholders who are entitled to receive dividends (Record Date) and the dividend payment date is scheduled for 19 May 2022.

The Chairman allowed the shareholders to ask question or propose comment.

It appeared that no shareholder made any inquiries or comment.

The Chairman then proposed the meeting to consider and approve the allocation of net profit as a legal reserve and the dividend payment of stock and cash from the operating result of the fiscal year ended 2021 as proposed.

Resolution The meeting considered and unanimously approved the allocation of net profit as a legal reserve in the amount of 10,755,000 Baht and the dividend payment of stock at the rate of 5 existing shares per 1 stock dividend (fraction of shares shall be disregarded) and cash at the rate of 0.20 Baht per share or in the amount of not exceeding 84,000,000 Baht

by determining 16 March 2022 as the date to determine the list of shareholders who are entitled to receive dividends (Record Date) and 19 May 2022 as the date of dividend payment with the following votes:

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		
Voided ballot	0	Votes		

Agenda 5 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital

The Chairman assigned Miss Lalada Chiraphakkhaphat to report this agenda to the meeting.

Miss Lalada Chiraphakkhaphat reported that according to the Company's policy to pay dividends in the form of stock, the Board of Directors deemed it appropriate to propose the meeting to consider and approve the increase of the Company's registered capital in the amount of 84,000,000 Baht from the existing registered capital of 420,000,000 Baht to the new registered capital of 504,000,000 Baht by issuing newly issued ordinary shares in the amount of not exceeding 84,000,000 shares at the par value of 1.00 Baht per share to reserve for the stock dividend payment and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the registered capital as follows:

“ Clause 4 Registered Capital 504,000,000 Baht (Five Hundred and Four Million Baht)
 Divided to 504,000,000 shares (Five Hundred and Four Million shares)
 At par value of 1.00 Baht (One Baht)
 And of which
 Common shares 504,000,000 shares (Five Hundred and Four Million shares)
 Preferred shares - none- (-share)”

The Chairman allowed the shareholders to ask question or propose comment.

It appeared that no shareholder made any inquiries or comment.

The Chairman then proposed the meeting to consider and approve the increase of the Company's registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as proposed.

Resolution The meeting considered and unanimously approved the increase of the Company's registered capital in the amount of 84,000,000 Baht from the existing registered capital of 420,000,000 Baht by issuing newly issued ordinary shares in the amount of not exceeding 84,000,000 shares as detailed as proposed with the following votes:

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes	equivalent to	0
Voided ballot	0	Votes	equivalent to	0

Agenda 6 To consider and approve the allocation of newly issued ordinary shares reserved for the stock dividend payment

The Chairman assigned Miss Lalada Chiraphakkhaphat to report this agenda to the meeting.

Miss Lalada Chiraphakkhaphat reported to the meeting that according to the Company's dividend payment policy, the Board of Directors deemed it appropriate to propose the meeting to consider and approve the allocation of the newly issued ordinary shares in the amount of 84,000,000 shares at the par value of 1.00 Baht per share to reserve for the stock dividend payment.

The Chairman allowed the shareholders to ask question or propose comment.

It appeared that no shareholder made any inquiries or comment.

The Chairman then proposed the meeting to consider and approve the allocation of the newly issued ordinary shares reserved for the stock dividend payment as detailed as proposed.

Resolution The meeting considered and unanimously approved the allocation of the newly issued ordinary shares in the amount of 84,000,000 shares at the par value of 1.00 Baht reserved for the stock dividend payment as detailed as proposed with the following votes:

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes	equivalent to	0
Voided ballot	0	Votes	equivalent to	0

Agenda 7 To consider and approve the appointment of directors replacing those retired by rotation

The Chairman assigned Miss Lalada Chiraphakkhaphat to report this agenda to the meeting.

Miss Lalada Chiraphakkhaphat reported to the meeting that according to the Public Limited Companies Act, B.E. 2535, Section 71 and the Company's Articles of Association Clause 18, at least one-third or nearest one-third of the number of directors shall vacate office at every Annual General Meeting of Shareholders. The directors to vacate office in the first and second years following the Company's registration shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office. At the 2022 Annual General Meeting of Shareholders, the following directors would retire by rotation

1. Mr. Arthakrit Visudtibhan Director
2. Mr. Panya Chanyarungrojn Independent Director
3. Mr. Prasobsak Sirisopana Director
4. Mr. Suthichai Poonlaptawee Director

The Nomination and Remuneration Committee had considered the Board of Directors' structure and the directors' qualifications in various fields individually. They deemed that four directors who retired by rotation had appropriate qualifications, knowledge, competence, and experience. Their last performance as a director was a benefit to the Company. Besides, four directors had not possessed any prohibited characteristics and did not engage or hold shares in any business competing with the Company's operations. The details of the profile of the four Directors are specified in Enclosure No.3 which has been delivered to the Shareholders in the QR-Code format with the meeting invitation.

The Chairman allowed the shareholders to ask question or propose comment.

It appeared that no shareholder made any inquiries or comment.

The Chairman then proposed the meeting to consider and approve the appointment of directors replacing those who retired by rotation to be re-elected as the Company's director for another term.

Resolution The meeting considered and unanimously approved the appointment of directors replacing those who retired by rotation to be re-elected as the Company's director for another term, with the following votes:

1. Mr. Arthakrit Visudtibhan

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		
Voided ballot	0	Votes		

2. Mr. Panya Chanyarungrojn

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		
Voided ballot	0	Votes		

3. Mr. Prasobsak Sirisopana

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		
Voided ballot	0	Votes		

4. Mr. Suthichai Poonlaptawee

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		
Voided ballot	0	Votes		

Agenda 8 To consider and approve the remuneration of the Company's Board of Directors and sub-committee for the year 2022

The Chairman assigned Miss Lalada Chiraphakkhaphat to report this agenda to the meeting.

Miss Lalada Chiraphakkhaphat reported to the meeting that according to the Nomination and remuneration Committee had considered the determination of the directors' remuneration for the year 2022 based on the responsibility and performance of the Board of Directors and referred to the benchmark available in the same industry and of similar size and nature as well as the survey results of the director's remuneration published by the Thai Institute of Directors (IOD). The results indicate that the Board of Directors' remuneration that the Company determines are precise with the total remuneration average in the market.

The Board of Directors had carefully considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the Company's Board of Directors and sub-committee's remuneration for the year 2022 in the amount of not exceeding 1,800,000 Baht in the form of meeting allowance, with the details as follows:

Committee	Position	Meeting allowance (Baht/Person/Time)
The Board of Directors	Chairman	20,000
	Director	10,000
Audit Committee	Chairman	15,000
	Director	10,000
The Nomination and remuneration Committee	Chairman	15,000
	Director	10,000
Executive Director	Chairman	15,000
	Director	10,000

The Chairman allowed the shareholders to ask question or propose comment.

It appeared that no shareholder made any inquiries or comment.

The Chairman then proposed the meeting to consider and approve the remuneration of the Company's Board of Directors and sub-committee for the year 2022 as detailed as proposed.

Resolution The meeting considered and unanimously approved the remuneration of the Company's Board of Directors and sub-committee for the year 2022 as detailed as proposed with the following votes:

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes	equivalent to	0
Voided ballot	0	Votes	equivalent to	0

Agenda 9 To consider and approve the appointment and the audit fee of the auditor for the year 2022

The Chairman assigned Miss Lalada Chiraphakkhaphat to report this agenda to the meeting

Miss Lalada Chiraphakkhaphat reported to the meeting that Audit Committee had considered the qualifications of the Company's auditors based on the independence of the auditor and the audit fee and deemed it appropriate to propose to appoint Mrs. Wilai Sunthornwanee, Certified Public Accountant No. 7356 or Miss Siraporn Ouaanunkun Certified Public Accountant No. 3844 or Mr. Chatchai Kasemsrithanawat Certified Public Accountant No. 5813 EY Office Company Limited as the Company's auditor for the year 2022. Any one of the auditors was responsible for auditing and expressing their opinion on the Company's financial statements. If the above auditors were unable to perform their duties, EY Office Company Limited would procure other of their auditors to perform duties on their behalf. The auditor does not provide other services to the Company and has no relationship or interest with the Company/subsidiary/executives/major shareholder or any person related to such person in any way. The audit fee for the year 2022 was determined in the amount of 1,640,000 Baht, excluding other expenses.

The Chairman allowed the shareholders to ask question or propose comment.

It appeared that no shareholder made any inquiries or comment.

The Chairman then proposed the meeting to consider and approve the appointment of the Company's auditor and the audit fee as detailed as proposed.

Resolution The meeting considered and unanimously approved the appointment of the auditors and the determination of the audit fee for the year 2022 as detailed as proposed with the following votes:

Approved	292,849,500	Votes	equivalent to	100
Disapproved	0	Votes	equivalent to	0
Abstained	0	Votes		
Voided ballot	0	Votes		

Agenda 10 Other business (If any)

Miss Lalada Chiraphakkhaphat asked if any shareholders would like to propose additional agenda to the meeting. When no shareholder proposed other matter to the meeting. The Chairman then allowed the shareholders to ask question and propose additional comments. It appeared that no shareholder made any inquiries or comment.

The Chairman then stated appreciation to the Shareholders that devoted their time to attend the meeting and declared the 2022 Annual General Meeting of Shareholders ended.

The meeting was adjourned at 3:10 p.m.

SignedChairman of the Meeting

(Mr. Sumate Techakraisri)

Chairman