

### Criteria and Procedures on the Nomination of Directors

In nominating directors, the Company seeks out persons who have adequate knowledge, ability, experience, good working records, leadership qualities, farsightedness, morality, ethics and good attitude towards the Company. Such persons must dedicate adequate time to oversee the Company's business operations and have appropriate qualifications suitable to the Directors' composition and structure following the Company's business strategy. The nomination process shall be both transparent and credible to the shareholders.

In electing directors to the Board, the Nomination and Remuneration Committee is responsible for recruiting and selecting persons. However, the election of new directors shall be approved at a meeting of the Board of Directors and/or a shareholders' meeting (as the case may be). The person appointed as the Director shall be fully qualified under the Section 68 of the Public Limited Companies Act, B.E. 2535 (1992) (As amended).

In addition, the Nomination and Remuneration Committee will consider the proposal and recommendation from the minority shareholders to propose any candidates to be elect as a director in the Annual General Meeting of Shareholders as per the Company's criteria. The Company provided the opportunity to shareholders to propose the agenda items and nominate candidates for election as directors in advance for the 2021 Annual General Meeting of Shareholders during the period of 1 October 2020 to 31 December 2020. There were no shareholders proposed the agenda items and nominate candidates for appointment as directors for the 2021 Annual General Meeting of Shareholders.

The Company determined the definition of the Independent Director is more stringent than the prescribed by the Notification of the Capital Market Supervisory Board with the qualifications as follows:

1. Holding shares not exceeding 0.75%\* of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons, including shares held by related persons of such independent director;
2. Neither being nor having been directors participating in the management, employees, staff or advisor receiving a regular salary from the Company, or controlling person of the Company, parent company, subsidiaries, associates, subsidiary company in the same level, major shareholders or controlling persons of the Company, unless the foregoing status has ended not less than 2 years. However, such prohibited characteristic shall not include the case where an independent director used to be a government official or an advisor of a government unit which is a major shareholder of or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including the spouse of child, executive, major shareholder, controlling person, or persons to be nominated as executive or controlling person of the Company or its subsidiaries;
4. Neither having or used to have a business relationship with the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, in the manner which may interfere

with his independent judgment, and neither being nor used to be significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended not less than 2 years.

Such business relationships as stated in paragraph one include commercial transactions made in the ordinary course of business, renting or leasing property, transactions in relation to assets or services, granting or receipt of financial support by receiving or giving loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount equivalent to 3% or more of the Company's net tangible assets or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according, *mutatis mutandis*, the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions. Moreover, in considering such indebtedness, it shall include the indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the same person commences;

5. Neither being nor having been the auditor of the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of an audit firm carrying out the audit of the Company, the parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended not less than 2 years;
6. Neither being nor having been a professional service provider, including legal advisor or financial advisor receiving fees exceeding Baht 2 million per annum from the Company, the parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of such professional service provider, unless the foregoing relationship has ended not less than 2 years;
7. Not being a director appointed to be a representative of directors of the Company, major shareholder or shareholder who is a related person of the major shareholder;
8. Not undertaking any business of similar nature to and which significantly competes with the Company or its subsidiaries, or not being a significant partner in a partnership or being a director participating in management, employee, staff, advisor receiving a regular salary or holding shares in a proportion exceeding 1% of the total number of shares with voting rights of another company operating a business of similar nature to and which competes with the Company or its subsidiaries; and
9. Not having any other characteristics which may prevent him or her from expressing an independent opinion on the Company's operations.

Remarks: \* The Company determined the definition of the Independent Director is more stringent than the prescribed by the Notification of the Capital Market Supervisory Board which is holding shares not exceeding 1%.

Profiles of the Nominated Candidates to Replace the Directors who will Retire by Rotation

1. Name-Surname : Mr. Poolsak Tansitthipun
- Age : 62 years
- Director Type : Independent Director
- Position : Vice Chairman of the Board of Directors  
Chairman of the Audit Committee  
Member of the Risk Management Committee  
Member of the Nomination and Remuneration Committee
- Appointment Date of Directorship : 12 May 2011  
(Directorship tenure as of December 2020 is 9 years and 7 months)
- Appointment Date of Independent Director : 12 May 2011  
(Directorship tenure as of December 2020 is 9 years and 7 months)
- Education : Master of Business Administration, Kasetsart University  
Bachelor of Laws, Ramkamheang University
- Training Program for Director : Director Accreditation Program Class No. 50/2006, Thai Institute of Directors  
Audit Committee Program Class No. 31/2010, Thai Institute of Directors  
Director Certification Program Class No. 144/2011, Thai Institute of Directors  
Anti-Corruption for Executive Program Class No. 13/2014, Thai Institute of Directors  
Role of the Chairman Program Class No. 35/2014, Thai Institute of Directors



**Board Member/Management in Other Listed Company:** 2 Companies

- |         |   |  |
|---------|---|--|
| Present | Vice Chairman and Chairman of the Audit Committee | FN Factory Outlet Public Company Limited   |
| Present | Chairman of the Audit Committee                   | Union Petrochemical Public Company Limited |

**Position / Other Organizations :** 4 Companies

- |         |          |                               |
|---------|----------|-------------------------------|
| Present | Director | C.E.O. Private Club Co., Ltd. |
| Present | Director | C.E.O. Private Park Co., Ltd. |
| Present | Director | Sappakit Dhurakarn Co., Ltd.  |
| Present | Director | B. Brothers Co., Ltd.         |

**Working Experience (During the past 5 years)**

- |         |   |  |
|---------|---|--|
| Present | Vice Chairman and Chairman of the Audit Committee | FN Factory Outlet Public Company Limited   |
| Present | Chairman of the Audit Committee                   | Union Petrochemical Public Company Limited |
| Present | Director  | C.E.O. Private Club Co., Ltd.              |
| Present | Director  | C.E.O. Private Park Co., Ltd.              |

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Present	Director	Sappakit Dhurakarn Co., Ltd.
Present	Director	B. Brothers Co., Ltd.

- Meeting Attendance in 2020 :**
- The Board of Directors' Meeting 15/15 times (100.00%)
  - The Audit Committee Meeting 17/17 times (100.00%)
  - The Risk Management Committee Meeting 16/16 times (100.00%)
  - The Nomination and Remuneration Committee Meeting 5/5 times (100.00%)

Shareholding in ANAN's securities - None -  
As of 31 December 2020

Legal Dispute during the past 10 years: - None -

**Qualifications of Director:**

The Board of Directors has carefully considered and opined that he is qualified for the business operation of the Company and he does not take any position in other organization that compete with/related to the Company. In addition, he has an expertise in legal, accounting, tax, business management and risk management and his qualifications has reviewed by the Nomination and Remuneration Committee.

**Qualifications of being an Independent Director over 9 years:**

The Board of Directors has carefully considered and opined that he is qualified and beneficial to the Company. The Company is required to have an independent director who graduated in law so he is able to give opinions on various legal matters which will provide benefits to the Company's business operations and his qualifications has reviewed by the Nomination and Remuneration Committee.

**Additional Qualifications of Nominated Independent Director:**

The Board of Directors has carefully considered that he can express his opinions independently and prescribe by the relevant regulations which has been reviewed by the Nomination and Remuneration Committee.

**Relationship of the Candidate for Independent Director Nomination:**

The present and past 2 years relationship between the candidate and the Company, parent company, subsidiary company, associate company, major shareholder or controlling person of the Company are as follows:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on regular retainer		✓
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such as sale and purchase raw material/ goods/ service/ lease or lease out the property/provide or receive financial support etc.) which incur debt to the Company or contract party amounting to Baht 20 million up. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship.		✓
4. Being as a significant shareholder or a controlling person of the party having businesses relationship as mentioned in clause 3.		✓

2. Name-Surname : Mr. Wiboon Rasmeepaisarn

Age : 59 years

Director Type : Independent Director

Position : Director of the Board of Directors  
Member of the Audit Committee  
Member of the Risk Management Committee  
Member of the Nomination and Remuneration Committee

Appointment Date of Directorship : 12 May 2011  
(Directorship tenure as of December 2020 is 9 years and 7 months)

Appointment Date of Independent Director : 12 May 2011  
(Directorship tenure as of December 2020 is 9 years and 7 months)

Education : Master of Business Administration, Thammasat University  
Bachelor of Accounting, Chulalongkorn University

Training Program for Director : Director Accreditation Program Class No. 28/2004, Thai Institute of Directors  
Director Certification Program Class No. 147/2011, Thai Institute of Directors  
Role of Compensation Committee Class No. 13/2011, Thai Institute of Directors  
Monitoring Fraud Risk Management Class No. 8/2012, Thai Institute of Directors  
Monitoring of the Quality of Financial Reporting Class No. 16/2012, Thai Institute of Directors  
Monitoring of the Internal Audit Function Class No. 13/2012, Thai Institute of Directors  
Monitoring System of Internal Control and Risk Management Class No. 13/2012, Thai Institute of Directors  
Audit Committee Program Class No. 41/2012, Thai Institute of Directors  
Anti-Corruption for Executive Program Class No. 13/2014, Thai Institute of Directors  
Role of the Chairman Program Class No. 35/2014, Thai Institute of Directors



**Board Member/Management in Other Listed Company:** 1 Company

Present	Member of the Risk Management Committee	NFC Public Company Limited
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**Position / Other Organizations :** 3 Companies

Present	Chairman of the Audit Committee	Mena Transport Public Company Limited
Present	Director	Eltek Power (Thailand) Co., Ltd.
Present	Director	Warach Paisarn Co., Ltd.

**Working Experience (During the past 5 years)**

Present	Member of the Risk Management Committee	NFC Public Company Limited
Present	Chairman of the Audit Committee	Mena Transport Public Company Limited
Present	Director	Eltek Power (Thailand) Co., Ltd.
Present	Director	Warach Paisarn Co., Ltd.

- Meeting Attendance in 2020 :**
- The Board of Directors' Meeting 15/15 times (100.00%)
  - The Audit Committee Meeting 17/17 times (100.00%)
  - The Risk Management Committee Meeting 16/16 times (100.00%)
  - The Nomination and Remuneration Committee Meeting 5/5 times (100.00%)

**Shareholding in ANAN's securities** - None -

**As of 31 December 2020**

**Legal Dispute during the past 10 years:** - None -

**Qualifications of Director:**

The Board of Directors has carefully considered and opined that he is qualified for the business operation of the Company and he does not take any position in other organization that compete with/related to the Company. In addition, he has an expertise in accounting, finance, tax, business and management and risk management and his qualifications has reviewed by the Nomination and Remuneration Committee.

**Qualifications of being an Independent Director over 9 years:**

The Board of Directors has carefully considered and opined that he is qualified and beneficial to the Company. The Company is required to have an independent director who graduated in accounting so he is able to review the financial statements in accordance with the principle of accounting standards and his qualifications has reviewed by the Nomination and Remuneration Committee.

**Additional Qualifications of Nominated Independent Director:**

The Board of Directors has carefully considered that he can express his opinions independently and prescribe by the relevant regulations which has been reviewed by the Nomination and Remuneration Committee.

**Relationship of the Candidate for Independent Director Nomination:**

The present and past 2 years relationship between the candidate and the Company, parent company, subsidiary company, associate company, major shareholder or controlling person of the Company are as follows:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on regular retainer		✓
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such as sale and purchase raw material/ goods/ service/ lease or lease out the property/provide or receive financial support etc.) which incur debt to the Company or contract party amounting to Baht 20 million up. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship.		✓
4. Being as a significant shareholder or a controlling person of the party having businesses relationship as mentioned in clause 3.		✓



3. Name-Surname : Miss Patcharavalai Ruangkritya

Age : 39 years

Director Type : Executive Director

Position : Director of the Board of Directors  
Member of the Executive Committee

Appointment Date of : 12 May 2011

Directorship : (Directorship tenure as of December 2020 is 9 years and 7 months)

Education : Bachelor of Hospitality Administration, Boston University, U.S.A

Training Program for Director : Director Accreditation Program Class No. 85/2010, Thai Institute of Directors



Board Member/Management in Other Listed Company: - None -

Position / Other Organizations : 14 Companies

Present Director Companies under the Ananda Development Public Company Limited, 13 companies

Present Director Pimanda Development Co., Ltd.

Working Experience (During the past 5 years)

Present Director Companies under the Ananda Development Public Company Limited

Present Director Pimanda Development Co., Ltd.

Meeting Attendance in 2020 : • The Board of Directors' Meeting 14/15 times (93.33%)  
• The Executive Meeting 39/42 times (92.86%)

Shareholding in ANAN's securities 165,650,100 shares or equivalent to 4.97%

Legal Dispute during the past 10 years: - None -

Qualifications of Director:

The Board of Directors has carefully considered and opined that she is qualified for the business operation of the Company and she does not take any position in other organization that compete with/related to the Company. In addition, she has an expertise in real estate business, business management and business strategy, and her qualifications has reviewed by the Nomination and Remuneration Committee.