

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 2022 Annual General Meeting of Shareholders during the period of 1 October 2021 to 31 December 2021. There were no shareholders proposed the agenda items and nominate candidates for appointment as directors for the 2022 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. Nopporn Thepsithar
- Age : 68 years
- Director Type : Independent Director
- Position : Chairman of the Risk Management Committee
Member of the Audit Committee
Member of the Nomination and Remuneration Committee
Member of the Good Corporate Governance
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- Appointment Date of Directorship : 12 May 2011
(Directorship tenure as of December 2021 is 10 years and 7 months)
- Appointment Date of Independent Director : 12 May 2011
(Directorship tenure as of December 2021 is 10 years and 7 months; however, the number of years together with this election term will be 13 years and 11 months)
- Education : Honorary Degree of Arts in Logistics and Supply Chain Management, Sripatum University
Bachelor of Engineering in Electrical Engineering
Chulalongkorn University
- Training Program for Director : Director Certification Program Class No. 62/2005, Thai Institute of Directors
Director Accreditation Program Class No. 43/2005, Thai Institute of Directors
Finance for Non-Finance Director Program Class No. 21/2005, Thai Institute of Directors
Audit Committee Program Class No. 14/2006, Thai Institute of Directors

Board Member/Management in Other Listed Company: 2 Companies

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| Present | Chairman of the Nomination and Remuneration Committee | Tipco Asphalt Public Company Limited |
| Present | Member of the Audit Committee
Chairman of the Board of Directors
Member of the Audit Committee | Meena Transport Public Company Limited |

Position / Other Organizations : 1 organization

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| Present | Advisor | Thai National Shipper Council |
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Working Experience (During the past 5 years)

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| Present | Chairman of the Nomination and Remuneration Committee | Tipco Asphalt Public Company Limited |
| Present | Member of the Audit Committee | Meena Transport Public Company Limited |

Chairman of the Board of Directors

Member of the Audit Committee

Present Chairman of the Audit Committee Union Petrochemical Public Company Limited

- Meeting Attendance in 2021 :**
- The Board of Directors' Meeting 12/12 times (100.00%)
 - The Audit Committee Meeting 27/27 times (100.00%)
 - The Risk Management Committee Meeting 21/21 times (100.00%)
 - The Nomination and Remuneration Committee Meeting 4/4 times (100.00%)
 - The Good Corporate Governance Committee Meeting 1/1 times (100.00%)

Shareholding in ANAN's securities - None -

As of 31 December 2021

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 with various background in management and engineering so he is able to give opinions on the company projects 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. Chanond Ruangkriya

Age : 48 years

Director Type : Authorized Director

Position : Chairman of the Executive Committee
 Member of the Nomination and Remuneration Committee
 Member of the Good Corporate Governance Committee
 President and Chief Executive Officer

Appointment Date of : 12 May 2011

Directorship (Directorship tenure as of December 2021 is 10 years and 7 months)

Education : Master of International Accounting and Finance, London School of Economics, UK
 Bachelor of Economics, University of California at Berkeley, USA

Training Program for Director : Director Accreditation Program Class No. 23/2004, Thai Institute of Directors



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

Position / Other Organizations : 10 Companies

Present	Director	Urban Tech Ventures Co., Ltd.
Present	Director	Sea of Tree Resort Co., Ltd.
Present	Director	Nameste Hill Resort and Spa Co., Ltd.
Present	Director	New Blue Moon Villa Co., Ltd.
Present	Director	SCB 10X Co., Ltd.
Present	Director	ADC-JV20 Co., Ltd.
Present	Director	ADC-JV21 Co., Ltd.
Present	Director	ADC-JV14 Co., Ltd.
Present	Director	December Sun Co., Ltd.
Present	Director	Closet Design Co., Ltd.

Working Experience (During the past 5 years)

Present	Director	Companies under the Ananda Development Public Company Limited
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Meeting Attendance in 2021 :

- The Board of Directors' Meeting 12/12 times (100.00%)
- The Executive Committee Meeting 38/38 times (100.00%)
- The Nomination and Remuneration Committee Meeting 4/4 times (100.00%)
- The Good Corporate Governance Meeting 1/1 time (100.00%)

Shareholding in ANAN's securities 343,770,259 shares or equivalent to 41.257%

As of 31 December 2021

Legal Dispute during the past 10 years: - None -

Qualifications of Director:

The Board of Directors have 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 real estate business, business management and business strategy, and his qualifications has reviewed by the Nomination and Remuneration Committee.

3. Name-Surname : Mr. Tanyalak Nunthanavorasiri
 Age : 57 years
 Director Type : Authorized Director
 Position : Member of The Risk Management Committee
 Member of The Executive Committee
 Deputy Chief Executive Officer
 Appointment Date of Directorship : 12 May 2011 (Directorship tenure as of December 2021 is 10 years and 7 months)
 Educaiton : Master of Business Administration in Management
 Ramkhamhaeng University
 Bachelor Degree in finance, Bangkok University
 Training Program for Director : Director Accreditation Program Class No. 85/2010



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

Position / Other Organizations : 15 Companies

Present	Director	Ananda MF Asia Chidlom Co., Ltd.
Present	Director	Ananda MF Asia Tahpra Co., Ltd.
Present	Director	Ananda MF Asia Bangna Co., Ltd.
Present	Director	Ananda MF Asia Rajathevee Co., Ltd.
Present	Director	Ananda MF Asia Senanikom Co., Ltd.
Present	Director	Ananda MF Asia Taopoon Co., Ltd.
Present	Director	Ananda MF Asia Ramkhamhaeng Co., Ltd.
Present	Director	Ananda MF Asia Petchburi Co., Ltd.
Present	Director	Devika Hill Co., Ltd.
Present	Director	Bliss Pho Tree Estate Co., Ltd.
Present	Director	ADC-JV14 Co., Ltd.
Present	Director	ADC-JV29 Co., Ltd.
Present	Director	ADC-JV30 Co., Ltd.
Present	Director	Ananda MF Asia Saphankwai Co., Ltd.
Present	Director	Helix Co., Ltd.

Working Experience (During the past 5 years)

Present	Director	Ananda Development Public Company Limited
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Meeting Attendance in 2020 :

- The Board of Directors' Meeting 9/12 times (75.00%)
- The Executive Committee Meeting 35/38 times (92.10%)
- The Risk Management Committee Meeting 17/21 times (80.98%)

Shareholding in ANAN's securities 4,658,800 shares or equivalent to 0.112%

Legal Dispute during the past 10 years: - None –

Qualifications of Director:

The Board of Directors have 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 real estate business, business management and business strategy, and his qualifications has reviewed by the Nomination and Remuneration Committee.