

**Criteria for Proposal to Propose Questions, to Suggest Agenda Items
and to Nominate Candidates for Directorship in Advance of the
Annual General Meeting of Shareholders of Ananda Development Public Company Limited**

Ananda Development Public Company Limited realizes the importance of encouraging shareholders' participation which supports Corporate Good Governance for the support shareholders' rights and for shareholders to be treated equally and transparently. Therefore, the Company would like to invite shareholders propose questions, to suggest agenda items and to nominate candidates for Directorship in advance of the Company's Annual General Meeting of Shareholders.

Definition

"Company" means Ananda Development Public Company Limited

"Proposal" means the proposal of questions and/or suggestion of agenda items for the Annual General Meeting of shareholders and/or to nominate qualified candidates for directorship

Criteria

1. Shareholders' Qualification

The shareholders qualified for making proposals must hold not less than 0.05 percent of the total shares with the voting rights of the Company (1,666,500 shares), which can be owned either by one shareholder or several shareholders combined, and also must be shareholders of the Company on the day of proposal.

2. Proposal Period

For adequate consideration by the Board of Directors, the proposal may be submitted from October 1, 2023 to January 31, 2024.

3. Proposal Procedure

In order to enable the Good Corporate Governance Committee and the Nomination and Remuneration Committee to consider the proposed questions, agenda items and the candidates' qualifications carefully and cautiously, and provide recommendations to the Board of Directors for further consideration; the proposal forms and all relevant documents are to reach the Company by January 31, 2024 (based on the arrival postmark at the destination post office).

In this regard, shareholders shall complete and initial all pages of the attached forms. In case of director nomination, a written consent and personal profile signed by the candidates are required. The complete forms and all supporting documents shall be sent to:

Company Secretary
Ananda Development Public Company Limited
2525 FYI Center Building, 11th Floor, Rama 4 Road,
Klongtoei, Klongtoei District,
Bangkok 10110

4. Supporting Documents

- Documents from the proposing shareholder
 1. Name, address and phone number of the shareholder proposing (if there is more than one shareholder, the details of all shareholders are to be provided).
 2. Evidence of shareholding i.e. certified true copy of certificate of shares or certificate of shares issued by a broker or Thailand Securities Depository Co., Ltd. or any other evidence from the Stock Exchange of Thailand.
 3. Evidence of Identification
 - 1) For Individual
Certified true copy of the identification card or government officer identification card or passport (in case of foreigners) or alien identification card of the shareholder, which has not expired.
 - 2) For Juristic Person
Certified true copy of the certificate of juristic person, issued no longer than 1 (one) month ago and copy of the identification card or alien identification card which has not expired or passport (in case of foreigners) of the authorized directors who signed in the Director Nomination Form and affixed with juristic person's seal (if any).
- Documents of the eligible person nominated as a Company's director
 1. A certified copy of I.D. card / passport
 2. A certified copy of household registration
 3. A certified copy of education evidence
 4. A "1" or "2" photograph of the eligible person

5. Conditions

The Company reserves the right to reject proposals in which the following conditions are not met:

- 5.1 The proposing shareholders are fully qualified under the criteria, contactable, and have provided complete and valid documents.
- 5.2 The proposed questions are relevant to the Company and beneficial to shareholders as a whole.
- 5.3 The proposed agenda items are beneficial to the Company and not to the interest of an individual or any group in particular; as well as not against the laws, notifications, rules and regulations of government authorities or regulatory bodies; and not against the objectives, articles of association, shareholders' resolutions and good corporate governance principles of the Company.
- 5.4 In nomination of candidates for directorship, the candidates must:
 1. Not possess prohibited characteristics according to the Limited Public Companies Act and the Securities and Exchange Act;

2. Possess, in case of nomination for independent directors, eligible independent director qualifications in accordance with the notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (including amendments thereto);
3. Be able to fully perform the duties, and able to regularly attend the Board of Directors meetings, with due preparation.
4. Possess valuable ability and knowledge that can support the Company's business, e.g. management, finance, accountancy, economics, marketing, and laws, etc.
- 5.5 Proposals may be declined in case deemed by the Board of Directors not necessary to be included in the meeting agenda, where the Board can provide the shareholders reasonable and clear explanation thereof.

6. Decision Announcement

The Company's decisions on acceptance of proposals will be released after the Board meeting, or within 23 February 2024. Details of accepted proposals will be included in the Invitation Letter to the 2024 Annual General Meeting of Shareholders.



Agenda Proposal Form for Annual General Shareholders Meeting
Ananda Development Public Company Limited

Date _____

I, Mr. / Mrs. / Ms. _____

ID Card No./ Passport No. _____ Expiry date _____

Correspondence Address _____

Telephone No. _____ Mobile Phone Number _____

Facsimile No. _____ E-mail address _____

No. of shareholding _____ share, as at date of _____

(Please attach the evidence of shareholding, i.e. certified letter of the securities company or other evidences issued by SET or TSD.)

Agenda Proposed _____

Objective/Reason For Consideration For Acknowledgement For Approval

Details _____

Supporting documentation No Yes, total _____ page(s)

I hereby certify that the information and evidence attached hereto are accurate and complete and that the Company has my permission to disclose the information or the said supporting documents.

Signed _____ Shareholder
(_____)



Director Nomination Form
Ananda Development Public Company Limited

Date _____

I, Mr./Mrs./Ms. _____

ID Card No./Passport No. (in case of foreigner) _____ Expiry date _____

Correspondence Address _____

Telephone No. _____ Mobile Phone Number _____

Facsimile No. _____

E-mail address _____

No. of shares held _____, as of date _____

(Please attach the evidence of shareholding, i.e. certified letter of the securities company or other evidence issued by SET or TSD.)

Would like to nominate _____ as a candidate
for the Director Independent Director of the Company's directorship.

Relevantly, I have already obtained consent from the nominated person. Information of such candidate as well as his/her supplementary documents are attached herewith.

Signed _____ Shareholder
(_____)

Candidate Information Form
Ananda Development Public Company Limited

Date _____

Part I : Statement of Consent

I, Mr./Mrs./Ms. _____

ID Card No./Passport No. (in case of foreigner) _____ Expiry date _____

Correspondence Address _____

Telephone No. _____ Mobile Phone Number _____

Facsimile No. _____

E-mail address _____

Consent to Mr./Mrs./Ms. _____ nominating myself as a candidate for the
Company's director independent director.

Part II : Personal Data

1. Name in English _____

2. Previous Name-Surname (in case of name change) _____

3. Date of Birth _____

4. No. of shares held in the Company _____ shares

5. Current Business Office

Name of Organization _____

Address _____

Telephone _____ Mobile Phone Number _____

Facsimile _____

6. Marital Status Single Married Divorced Other _____

Spouse's Name _____ Previous Name (if any) _____

Holding _____ shares of the Company

Occupation _____ Position _____

Name of Organization _____

No. of Children _____ (include adopted child) which are

<u>Name</u>	<u>Year of Birth</u>	<u>No. of shares hold</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

7. Highest Education Qualification

<u>Institution</u>	<u>Degree / Major</u>	<u>Year Graduated</u>
_____	_____	_____
_____	_____	_____

8. Work Experience (previous 5 years)

<u>Name of Organization</u>	<u>Type of Business</u>	<u>Position</u>	<u>Since (mth/yr)</u> <u>To (mth/yr)</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Trainings or Seminars Relevant to Director's Duty

<u>Course</u>	<u>Year Taken</u>
[] Director Certification Program (DCP)	_____
[] Director Accreditation Program (DAP)	_____
[] Audit Committee Program (ACP)	_____
[] The role of Chairman (RCM)	_____
[] Finance for Non-Finance Director (FN)	_____
[] Others (please specify)	_____
[] _____	_____

10. Shareholding and position in others businesses, including advisor to other companies.

<u>Company's Name</u>	<u>Position</u>	<u>Shareholding, Spouse's Holding and Underage Children's Holding (% of Share Capital)</u>	
_____	_____	_____	<input type="radio"/> Full Time
_____	_____	_____	<input type="radio"/> Full Time
_____	_____	_____	<input type="radio"/> Full Time
_____	_____	_____	<input type="radio"/> Full Time
_____	_____	_____	<input type="radio"/> Full Time

11. Legal Dispute (except misdemeanor)

<u>Court</u>	<u>Status (plaintiff/ defendant/claimant)</u>	<u>Case (civil/ criminal/bankruptcy)</u>	<u>Charges/Offense</u>	<u>Claim Amount</u>	<u>Ruling Result</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

12. Direct and Indirect Interests in the Company and its Subsidiaries (please specify description of transaction and interest in monetary terms)

13. Certification of the proposed person

I, hereby certify that

13.1 I have no prohibited characteristics according to the Law by the Ministry of Commerce, Securities and Exchange Act.

13.2 I have full qualifications for the director the independent director position.

13.3 I acknowledge the roles and responsibility of the Company's executive according to the SEC's Director Handbook.

13.4 I certify that the information and documents provided are complete and true with my signature on each page. I accept the responsibility of any untrue information provided.

Signed Proposed person
(.....)

Supporting Documents for consideration

- A certify copy I.D. card / passport
- A certify copy of household registration
- A certify copy of education evidence
- A "1" or "2" photograph of the eligible person
- Other Document (If any)