

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 2024 Annual General Meeting of Shareholders during the period of 1 October 2023 to 31 January 2024. There were no shareholders proposed the agenda items and nominate candidates for appointment as directors for the 2024 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 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 : 66 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 : 12 May 2011

Directorship (Directorship tenure as of December 2023 is 12 years and 7 months)

Appointment Date of : 12 May 2011

Independent Director (Directorship tenure as of December 2023 is 12 years and 7 months)

Education : Master of Business Administration Kasetsart University
 Bachelor of Laws Ramkamheang University

Training Program for : Anti-Corruption for Executive Program Class 13/2014

Director Role of the Chairman Program Class 35/2014
 Director Certification Program Class 144/2011
 Audit Committee Program Class 31/2010
 Directors Accreditation Program Class 50/2006
 by Thai Institute of Directors

Board Member/Management in Other Listed Company: 2 Companies

2005 – Present	Chairman of the Audit Committee	Union Petrochemical Public Company Limited
2015 – 2021	Vice Chairman / Chairman of the Audit Committee	FN Factory Outlet Public Company Limited

Position / Other Organizations : 4 Companies

Present	Director	C.E.O. Private Club Company Limited
Present	Director	C.E.O. Private Park Company Limited
1996 – Present	Director	Sappakit Dhurakarn Company Limited
1989 – Present	Director	B. Brothers Company Limited

Working Experience (During the past 5 years)

2015 – Present	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	Ananda Development Public Company Limited
2005 – Present	Chairman of the Audit Committee	Union Petrochemical Public Company Limited
Present	Director	C.E.O. Private Club Company Limited
Present	Director	C.E.O. Private Park Company Limited

1996 – Present Director

Sappakit Dhurakarn Company Limited

1989 – Present Director

B. Brothers Company Limited

Meeting Attendance in 2023 :

- The Board of Directors' Meeting 12/13 times (92.30%)
- The Audit Committee Meeting 17/17 times (100.00)
- The Risk Management Committee Meeting 10/10 times (100.00)
- The Nomination and Remuneration Committee Meeting 4/4 times (100.00%)

Shareholding in ANAN's securities as of 31 December 2023: - None -

Legal Dispute during the past 10 years: - None -

Family Relationship between Directors and Executives: - 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 legal 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. Wiboon Rasmeepaisarn	
Age	: 63 years	
Director Type	: Independent Director	
Position	: Member of the Risk Management Committee Member of the Audit Committee Member of the Nomination and Remuneration Committee	
Appointment Date of Directorship	: 12 May 2011 (Directorship tenure as of December 2023 is 12 years and 7 months)	
Appointment Date of Independent Director	: 12 May 2011 (Directorship tenure as of December 2023 is 12 years and 7 months)	
Education	: Master of Business Administration Thammasat University Bachelor of Accounting Chulalongkorn University	
Training Program for Director	: Corporate Secretary Program (CSP) Class 132/2022 Anti-Corruption for Executive Program Class 13/2014 Role of the Chairman Program Class 35/2014 Monitoring Fraud Risk Management รุ่นที่ 8/2012 Monitoring of the Quality of Financial Reporting Class 16/2012 Monitoring the Internal Audit Function Class 13/2012 Monitoring system of Internal Control and Risk Management 13/2012 Audit Committee Program Class 41/2012 Director Certification Program Class 147/2011 Role of the Compensation Committee Class 13/2011 Directors Accreditation Program Class 28/2004 by Thai Institute of Directors	

Board Member/Management in Other Listed Company: 3 Companies

2024 – Present	Independent Director / Member of the Audit Committee	Thai Stanley Electric Public Company Limited
2018 - Present	Chairman of the Audit Committee	Mena Transport Public Company Limited
2003 – Present	Member of the Risk Management Committee	NFC Public Company Limited

Position / Other Organizations : 4 Companies

2009 – Present	Director	Eltek Power Company Limited
1992 – Present	Director and Managing Director	Warach Paisarn Company Limited
2021 – Present	Director	Professional Laboratory Management Corp Company Limited
2021 – Present	Director	Sinuses Technology Company Limited

Working Experience (During the past 5 years)

2015 – Present	Member of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee	Ananda Development Public Company Limited.
2024 – Present	Independent Director / Member of the Audit	Thai Stanley Electric Public Company

	Committee	Limited
2018 - Present	Chairman of the Audit Committee	Mena Transport Public Company Limited
2003 – Present	Member of the Risk Management Committee	NFC Public Company Limited
2009 – Present	Director	Eltak Power Company Limited
1992 – Present	Director and Managing Director	Warach Paisarn Company Limited
2021 – Present	Director	Professional Laboratory Management Corp Company Limited
2021 – Present	Director	Sinuses Technology Company Limited

- Meeting Attendance in 2022 :**
- The Board of Directors' Meeting 13/13 times (100.00%)
 - The Audit Committee Meeting 17/17 times (100.00)
 - The Risk Management Committee Meeting 10/10 times (100.00)
 - The Nomination and Remuneration Committee Meeting 4/4 times (100.00%)

Shareholding in ANAN's securities as of 31 December 2023: - None -

Legal Dispute during the past 10 years: - None -

Family Relationship between Directors and Executives: - 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 accounting and finance 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.		✓

<p>3. Name-Surname : Ms. Patcharavalai Ruangkritya</p> <p>Age : 43 years</p> <p>Director Type : Authorized Director</p> <p>Position : Director</p> <p style="padding-left: 100px;">Member of Executive Committee</p> <p>Appointment Date of : 12 May 2011</p> <p>Directorship (Directorship tenure as of December 2023 is 12 years and 7 months)</p> <p>Educaiton : Bachelor of Hospitality Administration, Boston University, U.S.A.</p> <p>Training Program for : Directors Accreditation Program Class 85/2010</p> <p>Director by Thai Institute of Directors</p>	
--	---

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

Position / Other Organizations : 5 Companies

2018 – Present	Director	ADC-JV 26 Co., Ltd.
2018 – Present	Director	Ananda Apac 1 Co., Ltd.
2017 – Present	Director	Ananda APAC Phrama 9 Two Co., Ltd.
2016 – Present	Director	JV-CO1 Co., Ltd.
2016 – Present	Director	ADC-JV 7 Co., Ltd.

Working Experience (During the past 5 years)

2020 – Present	Director / Member of Executive Director	Ananda Development Public Company Limited.
2018 – Present	Director	ADC-JV 26 Co., Ltd.
2018 – Present	Director	Ananda Apac 1 Co., Ltd.
2017 – Present	Director	Ananda APAC Phrama 9 Two Co., Ltd.
2016 – Present	Director	JV-CO1 Co., Ltd.
2016 – Present	Director	ADC-JV 7 Co., Ltd.

Meeting Attendance in 2023 :

- The Board of Directors' Meeting 12/13 times (92.30%)
- The Executive Committee Meeting 34/41 times (82.92%)

Shareholding in ANAN's securities as of 31 December 2023: Held common stock (ANAN) in an amount of 207,062,625 shares or 4.970%

Legal Dispute during the past 10 years: - None -

Family Relationship between Directors and Executives: Mr. Chanond Ruangkritya's younger sister

Qualifications of Director:

The Board of Directors have 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.