

Nomination Committee's Report

Pertaining to regulation of CAT Telecom Public Company Limited (CAT), which requires nomination committee, whereas the committee's member must be appointed from at least three (3) directors of the company's committee, and at least one (1) independent director; in order for such Nomination Committee to nominate qualified person as a new director or the president; whereas such committee must select the nominee with appropriate and transparent criterion.

The Nomination Committee has Lieutenant General Suchart Pongput, as the chairperson; and comprised of 4 other directors, namely, Mr. Surapant Meknavin, Mrs. Songporn Komolsuradej, Mr. Rathapol Bhakdibhumi, and Mr. Narin Kalayanamit.

Operation of the Nomination Committee, in accordance to the Nomination Committee's Carter, in the year 2016, can be summarized, as follow.

Selecting the President of CAT

During the 1/2559 Meeting of the Nomination Committee, on February 10th 2016, the Nomination Committee's meeting has passed a resolution that approved the concept of the drafts for recruitment notice and application form, and approved the secretary department to perform preliminary verification of application document, pertaining to the proposal; whereas the committee has suggested further modification and additional content to those documents thereof, in accordance with the meeting's opinion, as well as instructed the secretary department to verify the specification of applicant's qualification, and to make sure that it will be correctly, in accordance with the law and regulation; and then present the outcome to the committee's next meeting.

During the 2/2559 Meeting of the Nomination Committee, on March 16th 2016, the Nomination Committee's meeting has passed a resolution that approved the drafts for recruitment notice and application form for the position of the president of CAT, as well as document that will be publicized in the newspaper. The meeting instructed some modification, in accordance with the meeting's opinion, as well as approved operational plan for the recruitment process and estimation of the expenses for the recruitment process of the president of CAT, pertaining to the proposal.

During 3/2559 Meeting of the Nomination Committee, on May 16th 2016, the Nomination Committee's meeting has considered the scoring criterion for selection of the president.

During the 4/2559 Meeting of the Nomination Committee, on May 24th 2016, the Nomination Committee's meeting has given the applicants to express their vision, and has interviewed the applicants for the position of the president of CAT; and summarized the score so that the Nomination Committee may consider and propose the list of names of the applicant, who has passed the selection and been nominated for the position of the president of CAT, to further consideration by the company's committee of CAT.

During the 5/2559 Meeting of the Nomination Committee, on June 7th 2016, the Nomination Committee's meeting has considered and passed the resolution to nominate, the nominee who earned the highest score, Colonel Sanpachai Huvanandana, as the nominee for the position of the president of CAT; and summarized the details of scoring process; whereas, the Remuneration Subcommittee for the President will further negotiate the president's compensation afterward, and inform the result of the nomination to every applicant.

Selecting the director of CAT to substitute those who had resigned

During the 15/2558 Meeting of the Company's Committee of CAT, on November 6th 2014, the Meeting of Company's Committee of CAT has passed the resolution to acknowledge to resignation from their position as directors of CAT from Mr. Pansak Siriratchatapong and Mr. Arthit Nantawittaya.

During the 9/2558 Meeting of the Nomination Committee, on December 14th 2015, the Nomination Committee's meeting has considered Mr. Praisun Wongsmith and Mr. Winai Dumrongmongkolgul, as the new directors of CAT. During the 3/2559 Meeting of the Company's Committee of CAT, on January 28th 2016, the Meeting of Company's Committee of CAT has passed the unanimous resolution to appoint, General Thawip Netniyom, Mr. Praisun Wongsmith and Mr. Winai Dumrongmongkolgul, as the new directors of CAT, in substitution of those directors who had resigned. For the case of Mr.

Winai Dumrongmongkolgul, his appointment will be in effect on the day that it has been approved by the Public Prosecutor Commission.

Afterward, the Office of the Attorney General has issued the letter No. Aor. Sor. 0003 (Kor. Gor. 1)/4975, dated May 11th 2016, on the subject of 'Appointing public prosecutor as a director of state enterprise; whereas, the letter said: the Office of the Attorney General hasn't submit this issue to the consideration of the Public Prosecutor Commission, pertaining to the current governing law. This was because the Office of the Attorney General has already represented its standpoint to the public that it doesn't intend to have any public prosecutor sit in the position of director in any state enterprise.

During the 8/2559 Meeting of the Company's Committee of CAT, on April 25th 2016, the Meeting of Company's Committee of CAT has passed the resolution to acknowledge the resignation from the position of the director of CAT, and the position of Acting President, from Colonel Sanpachai Huvanandana; pertaining to resignation letter, dated April 22nd 2016, which would be in effect on April 26th 2016 and so forth.

Ministry of Information and Communication Technology has issued the letter from the Communication Bureau of the Office of Permanent Secretary, No. Tor. Gor. 0211.2/5572, dated May 17th 2016, on the subject of 'resignation from the position of director of CAT'; whereas, the letter said: and for this, Minister and Permanent Secretary of the MICT had acknowledged the resignation from the position of director of CAT of Colonel Sanpachai Huvanandana; and therefore suggest CAT to recruit new qualified person, who doesn't has prohibit characteristic under the regulation, and to nominate that person as the new director, in accordance with the regulation.

The Nomination Committee has considered potential nominees for the new director of CAT, in order to suggest the nominees to the Company's Committee of CAT, namely:

1. Mr. Whannachai Boonbamrung, Deputy Secretary of the Council of State.
2. Mr. Numchai Lorwattnatrakul, from the Directors' Pool.

During the 6/2559 Meeting of the Nomination Committee, on August 31st 2016, the Nomination Committee's meeting has considered and verified nominees' qualification, pertaining to the data that management has proposed. The Nomination Committee has also received the nominees' undertaking and declaration, and regarded that is was in compliance with the regulation of the Prime Minister's Office, on specifying the policy and governing state enterprise 2557BE; to regulation of CAT Telecom Public Company Limited; and to Standard Qualifications for State Enterprise Board Members and Staff Act, 2518BE, and its amendment. The Nomination Committee's meeting has considered the two nominees to be qualified persons, who didn't possess any prohibited characteristics, pertaining to Article 5 of Standard Qualifications for State Enterprise Board Members and Staff Act, 2518BE, and pertaining to Article 34 of the regulation of CAT; and that these nominees were knowledgeable, competent, and suitable to attend the position of director of CAT.

Therefore, the Nomination Committee hence proposed to the Company's Committee of CAT to appoint Mr. Whannachai Boonbamrung and Mr. Numchai Lorwattnatrakul, as the new directors of CAT, in substitution of those directors who had resigned; and submitted their proposal for further consideration of the Company's Committee.

The Nomination Committee was well aware of its role and responsibility to recruit and nominate the new director and the president, for the best profits for the company's management. Therefore, the Nomination Committee has prioritized selection of qualified person, in accordance with similar guideline and regulation of other leading state enterprises, in compliance with Standard Qualifications for State Enterprise Board Members and Staff Act, 2518BE, and any other concerned law.

Lieutenant General



(Suchart Pongput)

Chairman of the Nomination Committee
CAT Telecom Public Company Limited

