

The Committee and the Authority

In the administration, The Board has appointed a committee of the board of directors series. Sufficient and appropriate as to experience and expertise of each Director Inorder to scrutinize the work and perfrom punctions as assigned in accordance with laws, Company's regulations, policies and government policies as follows.

Corporate Relations Affairs Committee

Constituent (as only for the Board of Directors)

Mr. Prapart Praisuwanna Chairman

Authorized Duties

There must be representatives from employer and employees whose burden specific in section 20 and 23 of the State Enterprise Labor Relations Act, B.E. 2543(2000).

Audit Committee

Constituent (as only for the Board of Directors)

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|------------------------------|----------|
| 1. Mr. Kasem Makarabhiromya | Chairman |
| 2. Mr. Taweesin Hirunwatsiri | Director |
| 3. Mr. Montri Sotangkur | Director |

Authorized Duties

1. Supervise the adequacy of the internal control system, risk management, reliability of financial and operational data, and compliance with relevent rules and regulations.
2. The Audit Committee must report the following operations to CAT Board of Directors:
 - 2.1 The reliability of corporate financial and management statements
 - 2.2 The efficiency, effectiveness and cost savings of the corporate performance
 - 2.3 The transactions with conflicts of interest and related reports
 - 2.4 The compliance with rules and regulations, and policies laid down by CAT Board of Directors
 - 2.5 The selection of external auditors
 - 2.6 The Audit Committee's operation and supervising activities
3. Carry out the duties stipulated in the Audit Committee's charter.
4. Carry out other duties assigned by CAT Board of Directors.

Nomination Committee

Constituent (as only for the Board of Directors)

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|---|----------|
| 1. Mr. Kraisorn Barameeauychai | Chairman |
| (Resigned on 4 July 2556 and has not appointed the Chairman.) | |
| 2. Mr. Kasem Makarabhiromya | Director |
| 3. Mr. Prapart Praisuwanna | Director |
| 4. Mr. Taweesin Hirunwatsiri | Director |
| 5. Mrs. Chawewan Kongcharoenkitkul | Director |

Authorized Duties

1. Select suitable persons to be nominated as new Board members or search for the President by specifying the relevant search method with appropriate criteria and transparency in accordance with the company regulations and related legislations to be submitted to the shareholder meetings for approval and to determine who should perform the duties of Acting President before proposing to CAT Board of Directors for approval.
2. Carry out other duties assigned by CAT Board of Directors.

Remuneration Committee

Constituent (as only for the Board of Directors)

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|-------------------------------|----------|
| 1. Mrs. Pankanitta Boonkrong | Chairman |
| 2. Mr. Kasem Makarabhiromya | Director |
| 3. Mr. Montri Sotangkur | Director |
| 4. Mr. Thosaporn Sirisumphand | Director |

Authorized Duties

1. Consider remuneration for CAT Board of Director such as meeting allowances, specific affair committees' meeting allowances, bonuses and others.
2. Consider remuneration for the president and executives.
3. Consider remuneration for staff and employees.
4. Carry out other duties assigned by CAT Board of Directors.

Good Corporate Governance and Corporate Social Responsibility Committee

Constituent (as only for the Board of Directors)

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|-------------------------------|----------|
| 1. Mr. Thosaporn Sirisumphand | Chairman |
| 2. Mr. Montri Sotangkur | Director |
| 3. Col. Sanpachai Huvanandana | Director |
| 4. Mr. Taweesin Hirunwatsiri | Director |

Authorized Duties

1. Propose Good Corporate Governance guidelines to CAT Board of Directors.
2. Advise CAT Board of Directors on Good Corporate Governance issues.
3. Supervise the operations of CAT Board of Directors and the managers to be in line with the Good Corporate Governance principles.
4. Revise the Good Corporate Governance guidelines in line with international practice and submit such revisions to CAT Board of Directors for approval.
5. Assign Good Corporate Governance policies to the Good Corporate Governance development working group.

Management Committee

Constituent (as only for the Board of Directors)

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|-------------------------------|----------|
| 1. Col. Sanpachai Huvanandana | Chairman |
| 2. Mr. Prapart Praisuwanna | Director |
| 3. Mr. Norrawit Larlaeng | Director |

Authorized Duties

1. Consider and propose targets, business strategies in accordance with CAT Board of Directors Policy.
2. Advise on operations, business plans of the projects, strategic implementations, administration, human resource development and organization development as well as supervision, verification and monitoring joint venture/ concessions approved by CAT Board of Directors.
3. Procurement
 - 3.1 The procurement budget that has more than 50 million baht, up to 400 million baht (excluding VAT).
 - 3.1.1 Approve on the procurement then seeing through the specification and terms of reference ;
 - 3.1.2 Agree on the specification proposed by the bidding committee as a screening for the qualified bidders to bid through electronic auction method.
 - 3.1.3 Approve procurement performance report to the Board of Directors informed.
 - 3.2 The procurement budget that has more than 400 million baht (excluding VAT).
 - 3.2.1 Approved methods of procurement, including detailed technical specifications. (Specification) and scope of work (Terms of Reference).
 - 3.2.2 The results of the Technical Committee of the Board of Directors of the bid. In the preliminary selection to be eligible to bid by electronic methods.
 - 3.2.3 Consider the evidence for approval a proposed procurement Board of Directors to consider approval of the report on the result of the actions of the Board of Directors informed periodically.
4. Screen, inspect and propose opinions to CAT Board of Directors on issues that are not under the jurisdiction of other committees.
5. Appoint sub-committees or working groups to deal with related issues.
6. Invite all levels of CAT staff to provide necessary information for the committee's deliberation.
7. Consider other issues assigned by CAT Board of Directors.

Project Supervising Committee

Constituent (as only for the Board of Directors)

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|-------------------------------|----------|
| 1. Col. Sanpachai Huvanandana | Chairman |
| 2. Mr. Prapart Praisuwanna | Director |

Authorized Duties

1. Supervise, suggest, verify and monitor projects and investment plans according to budgets approved by CAT Board of Directors.
2. Monitor operations in compliance with CAT Board of Directors' resolutions.
3. Appoint sub-committees or working groups to deal with related issues.
4. Invite all levels of CAT staff to clarify and provide necessary information for the committee's deliberation.
5. Consider other issues assigned by CAT Board of Directors.

Risk Management and Internal Control Committee

Constituent (as only for the Board of Directors)

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|------------------------------------|----------|
| 1. Mrs. Pankanitta Boonkrong | Chairman |
| 2. Mr. Norrawit Larlaeng | Director |
| 3. Mrs. Chawewan Kongcharoenkitkul | Director |

Authorized Duties

1. Risk Management
 - 1.1 Supervise the Risk Management in accordance with the Good Corporate Governance principles prescribes by the Ministry of Finance or Securities and Exchange Commission.
 - 1.2 Prescribe the risk management policy and framework to ensure that they are implemented throughout the organization and embedded in the corporate culture.
 - 1.3 Prescribe strategies and measures to deal with and prevent significant risks including evaluations and monitoring to ensure appropriate and timely operations.
 - 1.4 Support responsible units' operations to increase the efficiency and effectiveness of the risk management.
2. Internal Control
 - 2.1 Supervise the internal control development to conform to the internal control standards.
 - 2.2 Support responsible units' operations to increase the efficiency and effectiveness of the internal control.
3. Appoint sub-committees to assist and/ or support operations as deemed appropriate.
4. Invite qualified persons or outsiders to the meetings to give opinions or to be sub-committees members or to perform other duties for the benefit of the operations as deemed appropriate.
5. Report the Risk Management and Internal Control Committee's performances to CAT Board of Directors regularly.
6. Carry out other duties assigned by CAT Board of Directors.

Information Technology Management Committee

Constituent (as only for the Board of Directors)

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|------------------------------------|----------|
| 1. Mr. Thosaporn Sirisumphand | Chairman |
| 2. Mr. Prapart Praisuwanna | Director |
| 3. Mrs. Chawewan Kongcharoenkitkul | Director |

Authorized Duties

1. Consider and determine policy, provide suggestion on the company's Information Technology Management.
2. Consider and screen the plans of Information Technology Development and Information Technology Management before proposing to CAT Board of Director for approval.
3. Appoint sub-committees or working groups to deal with related issues.
4. Invite all levels of CAT staff to clarify and provide necessary information for the committee's deliberation.
5. Carry out other issues assigned by CAT Board of Directors.

Human Resource Management Committee

Constituent (as only for the Board of Directors)

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|----------------------------|----------|
| 1. Mr. Prapart Praisuwanna | Chairman |
| 2. Mr. Norrawit Larlaeng | Director |

Authorized Duties

1. Consider and determine policy, provide suggestion on the company' Human resource Management.
2. Consider and screen the plans of Human Resource Development and Human Resource Management before proposing to CAT Board of Directors for approval.
3. Appoint sub-committees or working groups to deal with related issues.
4. Invite all levels of CAT staff to clarify and provide necessary information for the committee's deliberation.
5. Carry out other issues assigned by CAT Board of Directors.

Presidential Performance Evaluation Committee

Constituent (as only for the Board of Directors)

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|----------------------------|----------|
| 1. Mr. Prapart Praisuwanna | Chairman |
| 2. Mr. Norrawit Larlaeng | Director |

Authorized Duties

1. Consider President's action plans before proposing to CAT Board of Directors for approval.
2. Set President's performance evaluation criterion and methods by considering the benchmarks of the successful corporate goals or missions including key performance indicators which are President's responsibilities according to the corporate task so as to ensure the utmost efficiency on the corporate management and propose to CAT Board of Directors for approval.
3. Carry out President's performance evaluation and propose to CAT Board of Directors for approval.
4. Carry out other issues assigned by CAT Board of Directors.

ICT Business Cooperation Committee between CAT Telecom Public Company Limited and TOT Public Company Limited

Constituent (as only for the Board of Directors)

1. Wing Commander Sompong Pokasem Chairman
(Resigned on 5 June 2556 and has not appointed the Chairman.)
2. Mrs. Pankanitta Boonkrong Director

Authorized Duties

1. Consider ICT business cooperation models between CAT Telecom Public Company Limited and TOT Public Company Limited for the highest benefits of consumers by means of in excellent services and to response government policies for people to be able to access telecommunications network to develop the country in economies, society and national stability.
2. Invite staff concerned to provide necessary information, opinions, suggestions or documents for further consideration, or invite external organizations for such issues if necessary.
3. Appoint sub-committees, working groups and assistant secretaries to support the committee's operation if necessary.
4. Report periodically the operation results to CAT Board of Directors.

Committee on coordination between CAT Telecom public company limited and the Office of the Director of business affairs, broadcasting, television and the national telecommunications

Constituent (as only for the Board of Directors)

1. Mr. Siripol Yodmuangcharoen Chairman
(Retired on 3 November 2556 and has not appointed the Chairman.)
2. Mr. Prapart Praisuwan Director
3. Col. Sanpachai Huvanandana Director
4. Mr. Norrawit Larlaeng Director

Authorized Duties

1. Negotiation, coordination with the Board of broadcasting. National Broadcasting and Telecommunications. To address and reduce the impact of the problem of determining the terms, declarations and guidelines.
2. Coordinate and cooperate with the Board of broadcasting. National Broadcasting and Telecommunications the missions. To establish a good relationship between the two agencies.
3. Invite staff concerned to provide necessary information, opinions, suggestions or documents for further consideration, or invite external organizations for such issues if necessary.
4. Appoint sub-committees, working groups and assistant secretaries to support the committee's operation if necessary.
5. Report periodically the operation results to CAT Board of Directors.

CAT Telecomm Public Company Limited Budget Approval Ad-hoc Committee

Constituent (as only for the Board of Directors)

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| 1. Mrs. Chawewan Kongcharoenkitkul | Chairman |
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Authorized Duties

1. Revise the budget for further budget allocation with maximum efficiency and effectiveness in accordance with policy urgent and the Company's business plan and then propose to the Board of Directors.
2. Make requests for relevant information from concerning units in the Company and may invite concerning representatives to explain it in details.
3. Revise on other concerning issues.

Appeal and Complaint Handling Committee

Constituent (as only for the Board of Directors)

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|--------------------------|----------|
| Mr. Kasem Makarabhiromya | Chairman |
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Authorized Duties

1. Investigate the appeal cases, disciplinary punishment, termination of employment due to redundancy or dismissal and pass on to CAT Board of Directors for further consideration.
2. Investigate cases which have been judged by Corporate Relations Affairs Committee and which is beyond the authority of the President, and pass on to CAT Board of Directors for further consideration.
3. Invite all levels of CAT staff to clarify and provide necessary information for the committee's deliberation.
4. Carry out other issues assigned by CAT Board of Directors.

Law and Contract Committee

Constituent (as only for the Board of Directors)

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|-------------------------------|----------|
| 1. Mr. Kasem Makarabhiromya | Chairman |
| 2. Mr. Norrawit Larlaeng | Director |
| 3. Mr. Taweessin Hirunwatsiri | Director |

Authorized Duties

1. Inspection and regulatory management and tracking operations, according to the concession contract, as well as other contracts that are deemed appropriate to supervise and follow up monitoring .
2. Considering on the law
3. Proposed comments for the Board of Directors
4. Perform and Implementation of the assignment by the Board of Directors.
5. Coordinate data and information from the relevant authorities
6. Appoint sub-committees to implementation of the assignment by the Board of Directors.

Working Group to consider Issues and Observations from CAT Telecom Public Company Limited Audit Committee Regarding CAT Telecom Operations at the End of the Concession Period

Constituent (as only for the Board of Directors)

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|-------------------------------|----------|
| 1. Col. Sanpachai Huvanandana | Chairman |
| 2. Mr. Taweessin Hirunwatsiri | Director |
| 3. Mrs. Pankanitta Boonkrong | Director |

Authorized Duties

1. Consider the facts and details about the establishment of the infrastructure Fund (Infrastructure Fund) on issues that affect the company both in the field of property law, contract terms and conditions, including the appropriate time interval operation to maintain the interests of the company and its shareholders. Under the laws and regulations related commands.

2. Consider the availability of the relevant authorities about the planned operation using the telecommunications network infrastructure, assets and property, according to the concession contract with troubleshooting guidelines if there are obstacles.

3. Consider the availability of the relevant authorities about the guidelines for verification of property according to the concession contract system, network system, connecting the operating system and how it is managed, so that the company can provide service users with continuity, as well as how to calculate log value in all systems and guidelines for action. Management at the end of the concession contract.

4. The committee has the power to summon employees to give facts and any evidence to support their operation. Considered by the working class by the working group as soon as possible. To notice that in any way, then at least one business day.

5. The Committee has the power to appoint a sub-working group to carry out the work within the jurisdiction of the Board. Including the power to employees with the facts under Article 4.

6. Presentation of operating results in accordance with articles 1 to 3, the Board of Directors following consideration.

7. Carry out other issues assigned by CAT Board of Directors.

Working Group to Negotiate with Concessionaire at the Eng of the Concession Period

Constituent (as only for the Board of Directors)

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|-------------------------------|----------|
| 1. Mr. Taweessin Hirunwatsiri | Chairman |
| 2. Mr. Kasem Makarabhiromya | Director |
| 3. Mrs. Pankanitta Boonkrong | Director |
| 4. Col. Sanpachai Huvanandana | Director |

Authorized Duties

1. Power in negotiations with True Move Company Limited and Digital Phone Company Limited, to the fulfillment of the condition subsequent to the termination of the concession contract is accurate and complete.

2. Power in negotiations with True Move Company Limited and Digital Phone Company Limited regarding the dispute has arisen. Or expected to occur Due to non-compliance with the concession agreement.

3. Power in negotiations with True Move Company Limited and Digital Phone Co. about the assets under the concession agreement, which is still in the process of dispute resolution used. Or lead others to use. Income or compensation.

4. Power to call for documents And other stakeholders to provide Or clarification For consideration next.

5. Power to appoint a sub-working group as appropriate.

6. Presented the results of negotiations Board of Directors For consideration.

7. Carry out other issues assigned by CAT Board of Directors.

Meetings and remuneration of the board of directors and various committees

Board of Director Meeting

The Board of Directors shall convene the meeting at least once a month in advance and schedule meetings throughout the year. The Directors are responsible for meeting the Board of Directors at all times, and Dedication. Company fully devoted to the interests of Directors in the meeting shall be at least one-half of the number of directors to constitute a quorum. In a meeting with significant stakeholders. Matters to be considered Must leave the meeting during consideration of the matter to a vote and if a majority votes against the resolution, the Board of Directors shall be recorded in the objection.

Secretary to the Board acts to support the Board of Directors by invitation letter Agenda And conference papers to the Board not later than seven days before the meeting. Every case, through the consideration of various committees appointed by the Board of Directors. Will be sent to the Board for at least 3 days before the meeting. Make a note of the meeting in writing and submitted to the Board no later than 14 days from the date of the meeting and the minutes approved by the Board of Directors for the relevant examination.

The remuneration of the Board of Directors

The Board of Director has appointed a Remuneration Committee. To do Compensation Committee of the Board, including meeting allowance. Committee meeting fees, bonuses and various other criteria by the Cabinet and the Ministry of Finance.

Conference details and Compensation Committee and the Board of Director

Board Name	Board of Directors (Meeting of 20 times)	Corporate Relations Affairs Committee (Meeting of 12 times)	Audit Committee (Meeting of 12 times)	Nomination Committee (Meeting of 2 times)	Remuneration Committee (Meeting of 3 times) (Meeting of 20 times)	Good Corporate Governance and Corporate Social Responsibility Committee (Meeting of 11 times)	Management Committee (Meeting of 18 times)	Project Supervising Committee (Meeting of 6 times)	Risk Management and Internal Control Committee (Meeting of 12 times)	Information Technology Management Committee (Meeting of 5 times)	Human Resource Management Committee (Meeting of 5 times)	Presidential Performance Evaluation Committee (Meeting of 4 times)
1. Mr.Kraisorn Barameeauychai	18/20	6/6	6/6	1/2	-	-	-	-	-	-	-	3/3
2. Mr.Prapart Praisuwana	18/20	4/6	-	2/2	-	-	17/18	5/6	-	4/5	5/5	4/4
3. Mr.Kasem Makarabhiromya	19/20	-	12/12	1/2	3/3	-	-	-	-	-	-	-
4. Mr. Taweessin Hirunwatsiri	16/20	-	3/3	2/2	-	9/11	-	-	-	-	-	-
5. Mr.Montri Sotangkur	6/20	-	7/12	-	1/3	2/11	-	-	-	-	-	-
6. Colonel Sanpachai Huvanandana	19/20	-	3/3	-	-	11/11	7/7	3/3	6/6	3/3	-	-
7. Mrs.Pankanitta Boonkrong	17/20	-	-	-	3/3	-	-	-	12/12	-	-	-
8. Mr.Norrawit Larlaeng	18/19	-	-	-	-	-	11/11	-	9/11	-	4/5	4/4
9. Mrs. Chawewan Kongcharoenkitkul	15/19	-	-	-	-	-	-	-	10/10	1/2	-	-
10. Mr.Thosaporn Sirisumphand	15/19	-	-	-	1/2	9/11	-	-	-	2/2	-	-
11. Mr.Kitisak Sriprasert	19/20	-	-	-	-	-	-	-	-	-	-	-
12. Mr.Siripol Yodmuangcharoen	11/17	-	-	-	-	9/9	-	-	-	-	-	-
13. Mr. Chaiyan Peungkiatpairrote	6/15	-	-	-	-	-	11/11	3/3	-	-	2/3	-
14. Mr.Dussadee Sinchirmsiri	9/9	-	-	-	-	-	-	-	-	-	-	-
15. Wing Commander Sompong Pokasem	8/8	-	-	2/2	-	-	7/7	2/2	-	3/3	1/1	-
16. Mr.Krisada Udyanin	1/1	-	-	-	-	-	-	-	-	-	-	-
Director's tenure in 2554	-	-	-	-	-	-	-	-	-	-	-	-

No. 8 – 10 Appointed by the Ministry of Finance The resolution of the General Meeting of Shareholders of the Company and CAT Telecom Public Company Limited, 2555. Announced on January 29, 2556.

No. 11 Appointed by the Ministry of Finance announced that the Extraordinary General Meeting of Shareholders of the Company and CAT Telecom Public Company Limited, 2555. No. 1 on March 19, 2555.

No. 12 Appointed by the Ministry of Finance announced that the Extraordinary General Meeting of Shareholders of the Company and CAT Telecom Public Company Limited, 2554. No. 1 on November 1, 2554. Retired at age 65 on November 3, 2556.

No. 13 Appointed by the Ministry of Finance announced that the Extraordinary General Meeting of Shareholders of the Company and CAT Telecom Public Company Limited, 2554. No. 1 on November 1, 2554. Resigned on September 19, 2556.

ICT Business Cooperation Committee between CAT Telecom Public Company Limited and TOT Public Company Limited (Meeting of 1 times)	Committee on Coordination between CAT Telecom Public Company Limited and The Office of the Director of Business Affairs, Broadcasting, Television and the National Telecommunications (Meeting of 1 times)	CAT Telecom Public Company Limited Budget Approval Ad-hoc Committee (Meeting of 1 times)	Appeal and Complaint Handling Committee (None meeting)	Law and Contract Committee (Meeting of 9 times)	Working Group to consider Issues and Observations from CAT Telecom Public Company Limited Audit Committee Regarding CAT Telecom Operations at the end of the Concession Period (Meeting of 6 times)	Working Group to Negotiate with Concessionaire at the Eng of the Concession Period (Meeting of 1 times)	Good Corporate Governance Committee (Meeting of 1 times Canceled on February 13, 2556.)	Properties and Assets Utilizing Coordination Committee between CAT Telecom Public Company Limited and Thailand Post Company Limited (Meeting of 1 times Canceled on April 10, 2556.)	Board of Directors's Allowances Attendance	Committee's Allowance Attendance	Bonus	Total
-	-	-	-	2/2	-	-	-	-	125,000.00	148,467.74	25,000.00	298,467.74
-	1/1	-	-	-	-	-	-	-	135,000.00	131,250.00	27,447.91	293,697.91
-	-	-	-	9/9	-	1/1	-	-	120,000.00	262,500.00	24,583.34	407,083.34
-	-	-	-	9/9	6/6	1/1	-	-	100,000.00	129,919.35	15,833.34	245,752.69
-	-	-	-	-	-	-	-	-	50,000.00	142,500.00	24,583.34	217,083.34
-	1/1	-	-	-	6/6	1/1	1/1	1/1	120,000.00	160,846.77	25,000.00	305,846.77
1/1	-	-	-	-	2/6	1/1	-	-	110,000.00	150,000.00	25,000.00	285,000.00
-	1/1	-	-	4/7	-	-	-	-	110,000.00	110,000.00	-	220,000.00
-	-	1/1	-	-	-	-	-	-	100,000.00	102,500.00	-	202,500.00
-	-	-	-	-	-	-	-	-	110,000.00	97,500.00	-	207,500.00
-	-	-	-	-	-	-	-	-	110,000.00	-	-	110,000.00
-	1/1	-	-	-	-	-	1/1	-	100,000.00	125,000.00	25,000.00	250,000.00
1/1	-	1/1	-	-	-	-	-	-	60,000.00	100,000.00	24,583.34	184,583.34
-	-	-	-	-	-	-	-	-	75,000.00	-	29,895.82	104,895.82
1/1	-	-	-	-	-	-	-	-	50,000.00	60,000.00	25,000.00	135,000.00
-	-	-	-	-	-	-	1/1	-	10,000.00	-	-	10,000.00
-	-	-	-	-	-	-	-	-	-	-	1,393,508.06	1,393,508.06

- No. 14 Appointed by the Ministry of Finance announced that the Extraordinary General Meeting of Shareholders of the Company and CAT Telecom Public Company Limited, 2554. No. 1 on November 1, 2554. Retired at age 65 on June 23, 2556.
- No. 15 Appointed by the Ministry of Finance announced that the Extraordinary General Meeting of Shareholders of the Company and CAT Telecom Public Company Limited, 2554. No. 1 on November 1, 2554. Resigned on June 5, 2556.
- No. 16 Appointed by the Ministry of Finance announced that the Extraordinary General Meeting of Shareholders of the Company and CAT Telecom Public Company Limited, 2555. No. 1 on March 19, 2555.
- Retire by rotation and the Ministry of Finance. The resolution of the General Meeting of Shareholders of the Company, 2555. CAT Telecom Public Company Limited announced on January 29, 2556.