

Nomination Committee's Report

The Nomination Committee was appointed by CAT Board of Directors responsible for nominating new directors or recruiting the company's Managing Director under systematic and transparent criterion within the company regulation and related laws, to seek approval in the shareholder meeting including nominating an Acting Managing Director to be approved by the Board of Directors as well as other issues assigned by the Board of Directors.

In 2013, the Nomination Committee consisted of Mr.Kraisorn Barameeauychai, Mr.Kasem Makarapirom, Assoc.Prof.Prapas Praisuwanna, Mr.Taweessin Hiranwatsiri, and Wing Commander Sompong Pokasem as members. On June 17, 2013, the company Director, Mrs.Chaweewan Kongcharoenkitkul, was later appointed as member of the Nomination Committee to replace the outgoing Wing Commander Sompong Pokasem, who resigned from the company Director.

The summary of the Nomination Committee's duty in 2013 is as follows:

1 Periodically Outgoing Position

During the 2013 Ordinary Shareholding Meeting, there were 15 Directors of which 5 would be outgoing during the period namely:

- 1.1 Directors holding the longest position include Mr.Montri Sotangkul, Mr.Siripol Yodmuangcharoen, Mr.Taweessin Hiranwatsiri, and Mr.Kraisorn Barameeauychai.
- 1.2 Directors holding the second longest position, who was outgoing by Drawing during the period, is Mr.DussadeeSinchermsiri.

2 Selection of new Directors to replace the Periodically Outgoing Positions

The five outgoing Directors in this period will be dismissed from the Director positions on the day of the 2013 Ordinary Shareholding Meeting whose date would be specified by the Ministry of Finance in accordance with the company regulations clause 14 and 29, by applying authorization set forth in clause 43 of the company regulation.

In the Board of Directors meeting No. 5/2013 on March 13, 2013, the Nomination Committee was assigned to recruit a replacement for the outgoing position.

whereas the outgoing Directors may be reappointed according to the Public Company Act 1992 Article 71 (Mr.Taweessin Hiranwatsiri, Committee Member, who was the periodically outgoing Director, was an interested person and therefore, did not attend the committee meeting) in accordance with the company regulation clause 43 beside the fact that the State Enterprise's Director qualification must meet that of the Standard Qualification for State Enterprise's Directors and Employees Act 1975, Public Company Act 1992 Article 68, and Company Regulation clause 27. The Committee may consider performing as follows:

Prescribe rules and methods of the recruiting personnel qualified by law and the company regulation to be nominated into the Shareholding Meeting for further consideration

Nominate the periodically outgoing Directors to the Shareholder Meeting to be reappointed as the Director for another term in accordance with the Public Company Act 1992 Article 71

After the Committee has completed the task, it would seek approval from the Board of Directors to seek approval from the Ordinary Shareholder Meeting in 2013 to appoint the new recruits as the Directors, and to further be listed in the agenda of the 2013 Ordinary Shareholder Meeting.

The Nomination Committee has carefully considered the issue and believed that the five outgoing Directors held enough experience in monitoring the company's management, and were qualified in accordance with the Public Company Act 1992 Article 68 and 71, without holding prohibitive qualification against the Standard Qualification for State Enterprise's Directors and Employees Act 1975 Article 5, and in line with the Company Regulation Clause 27 and therefore, they are qualified to be reappointed as the Directors for another term.

The Nomination Committee has concluded to seek approval from the Board of Directors to consider seeking approval from the Ordinary Shareholder Meeting to reappoint the 5 periodically outgoing Directors namely Mr.Montri Sotangkul, Mr.Siripol Yodmuangcharoen, Mr.Taweessin Hiranwatsiri, Mr.Kraisorn Barameeauychai, and Mr.Dussadee Sinchermsiri as Directors for another term as they are well qualified with enough experience in monitoring the company's management as well as being qualified by law and related regulations.

The Committee was well aware of the role to recruit new Directors and Managing Director for the highest benefit in the company's operation management. We have also emphasized on nominating the fully qualified persons along the guidelines comparable to leading state enterprises, by strictly observing the Standard Qualification for State Enterprise's Directors and Employees Act 1975 and related laws.



(Mr.Kraisorn Barameeauychai)
Chairman of the Nomination Committee
CAT Telecom Public Company Limited