

► Appointment and Responsibilities of Committees

Under the supervision of the Board of Directors, a number of Directors have been appointed as members of specific committees according to each experience and expertise to screen and perform some specific tasks as assigned and abide by law, company regulation, government policy, and corporate policy as follows:

Corporate Relations Affair Committee

Constituent (Only members of the Board)

Lieutenant General Suchart Pongput Chairman

Responsibilities

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

Audit Committee

Constituent (Only members of the Board)

1. Mr.Arthid	Nanthawithaya	Chairman
2. Major General Atthapong	Siriwan	Director
3. Mr.Apinetr	Unakul	Director
4. Mr.Thaworn	Phanichaphan	Director
5. Mr.Rathapol	Bhakdibhumi	Director

Responsibilities

1. Supervise the adequacy of the internal control system, risk management, reliability of financial and operational data, and compliance with relevant 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 (Only members of the Board)

1. Mr.Pansak	Siriruchatapong	Chairman
2. Lieutenant General Suchart	Pongput	Director
3. Major General Artapong	Siriwan	Director
4. Mrs.Songporn	Komolsuradej	Director
5. Mr.Rathapol	Bhakdibhumi	Director

Responsibilities

1. Select suitable persons to be nominated as new Board members or recruit the President by specifying transparent criteria for recruitment method in accordance with company regulations and related laws to be submitted to the shareholder meeting for approval and to nominate Acting President to be submitted to Board of Directors for approval.
2. Carry out other duties assigned by Board of Directors

Remuneration Committee

Constituent (Only members of the Board)

1. Mrs.Pankanitta	Boonkrong	Chairman
2. Major General Artapong	Siriwan	Director
3. Mr.Apinetr	Unakul	Director
4. Mr.Thaworn	Phanichaphan	Director

Responsibilities

1. Consider remuneration for Board of Directors, e.g., Board meeting allowances, committee meeting allowances, bonuses, etc.
2. Consider remuneration for President and Executives
3. Consider remuneration for staff and employees
4. Carry out other duties assigned by Board of Directors

Good Corporate Governance and Social Responsibility Committee

Constituent (Only members of the Board)

1. Mr.Rathapol	Bhakdibhumi	Chairman
2. Mr.Apinetr	Unakul	Director
3. Colonel Sanpachai	Huvanandana	Director
4. Mr.Arthid	Nanthawithaya	Director

Responsibilities

1. Propose Good Corporate Governance guidelines to Board of Directors
2. Advise Board of Directors on Good Corporate Governance and social responsibility issues
3. Supervise Board of Directors' and the Management operations to be in line with Good Corporate Governance principles
4. Revise the Good Corporate Governance guidelines corresponding to international practice to be submitted to Board of Directors for approval
5. Assign Good Corporate Governance policies to the Good Corporate Governance and Social Responsibility Implementation Working Group

Management Committee**Constituent (Only members of the Board)**

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| 1. Lieutenant General Suchart | Pongput | Chairman |
| 2. Mr.Surapant | Meknavin | Director |
| 3. Mrs.Pankanitta | Boonkrong | Director |

Responsibilities

1. Consider and propose corporate goal, and business strategies in accordance with Board of Directors' Policy
2. Advise on operations, business planning, project management, strategic implementation, general administration, organization development as well as supervision, verification and monitoring of joint venture/concessions approved by Board of Directors
3. Procurement
 - 3.1 Procurement budget of THB 50 – 400 million (excluding VAT)
 - 3.1.1 Approval of procurement method, technical specification, and terms of reference
 - 3.1.2 Approval of technical specification proposed by the auction committee as preliminary qualified bidders for auction process
 - 3.1.3 Approval of procurement result to inform Board of Directors
 - 3.2 Procurement budget of over THB 400 million (excluding VAT)
 - 3.2.1 Approval of procurement method, technical specifications, and terms of reference
 - 3.2.2 Approval of technical specification proposed by the auction committee as preliminary qualified bidders for auction process
 - 3.2.3 Consideration of procurement result to be submitted to Board of Directors for approval with periodical reports

4. Screen, inspect, and propose opinions to Board of Directors on other issues not directly under specialized committees' responsibilities
5. Appoint sub-committees or working groups to deal with related issues
6. Invite staff for providing necessary information for the committee's deliberation
7. Consider other issues assigned by Board of Directors

Project Supervision Committee

Constituent (Only members of the Board)

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| 1. Mr.Apinetr | Unakul | Chairman |
| 2. Colonel Sanpachai | Huvanandana | Director |
| 3. Mr.Arthid | Nanthawithaya | Director |

Responsibilities

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

Risk Management and Internal Control Committee

Constituent (Only members of the Board)

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| 1. Mrs.Songporn | Komolsuradej | Chairman |
| 2. Mrs.Pankanitta | Boonkrong | Director |
| 3. Mr.Surapant | Meknavin | Director |
| 4. Mrs.Chawewan | Kongcharoenkitkul | Director |

Responsibilities

1. Risk Management
 - 1.1 Supervise Risk Management procedures in accordance with Good Corporate Governance principles prescribed by Ministry of Finance or Securities and Exchange Commission
 - 1.2 Prescribe Risk Management policy and framework to ensure corporate-wide implementation and become part of corporate culture
 - 1.3 Prescribe strategies and preventive measures against significant risks including evaluations and monitoring to ensure appropriate and timely operations
 - 1.4 Support operational unit under responsibility to improve efficiency and effectiveness of the risk management

2. Internal Control

2.1 Supervise the internal control improvement to conform with internal control standards

2.2 Support operational unit under responsibility to improve 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 any third party to attend committee meetings for expert opinions or to be appointed as sub-committee members or to perform other duties as deemed appropriate

5. Report the Risk Management and Internal Control Committee's performances to Board of Directors periodically

6. Carry out other duties assigned by Board of Directors.

Information Technology Management Committee

Constituent (Only members of the Board)

1. Mr.Surapant	Meknavin	Chairman
2. Lieutenant General Suchart	Pongput	Director
3. Mr.Montri	Sotangkur	Director

Responsibilities

1. Prescribe policy and provide suggestion on corporate Information Technology Management system
2. Consider and screen Information Technology Improvement and Information Technology Management to be submitted to Board of Director for approval
3. Appoint sub-committees or working groups to deal with related issues
4. Invite staff for providing necessary information for the committee's deliberation
5. Consider other issues assigned by Board of Directors

Human Resource Management Committee

Constituent (Only members of the Board)

1. Mr.Montri	Sotangkur	Chairman
2. Mrs.Chawewan	Kongcharoenkitkul	Vice Chairman
3. Colonel Sanpachai	Huvanandana	Director

Responsibilities

1. Prescribe policy and provide suggestion on corporate Human resource Management
2. Consider and screen the Human Resource Development and Human Resource Management plan to be submitted to Board of Directors for approval
3. Appoint sub-committees or working groups to deal with related issues
4. Invite staff for providing necessary information for the committee's deliberation
5. Consider other issues assigned by Board of Directors

Presidential Performance Evaluation Committee

Constituent (Only members of the Board)

1. Mr.Pansak	Siriruchatapong	Chairman
2. Major General Atthapong	Siriwan	Director
3. Mr.Arthid	Nanthawithaya	Director

Responsibilities

1. Consider President's action plans to be submitted to Board of Directors for approval
2. Specify President's performance evaluation criterion and methods corresponding to benchmarks of the corporate goals or missions including key performance indicators under President's responsibilities according to the corporate task to ensure utmost management efficiency
3. Carry out President's performance evaluation to be submitted to Board of Directors for approval
4. Carry out other issues assigned by Board of Directors

Budget Approval Ad-hoc Committee

Constituent (Only members of the Board)

1. Mrs.Chawewan	Kongcharoenkitkul	Chairman
2. Mr.Rathapol	Bhakdibhumi	Director

Responsibilities

1. Revise annual budget for efficient allocation and effectiveness corresponding to corporate urgency and business plan to be submitted to the Board of Directors
2. Request relevant information from concerning department or invite staff for further information
3. Consider other related issues

Legal, Contract, and Appeal Committee

Constituent (Only members of the Board)

1. Mr.Thaworn	Phanichaphan	Chairman
2. Mr.Montri	Sotankur	Director
3. Mrs.Songporn	Komolsuradej	Director

Responsibilities

1. Supervise, Investigate, and monitor operations related to concessions and other contracts as deemed necessary
2. Consider and provide legal opinion
3. Screen staff's appeal on disciplinary action on termination of employment filed with Board of Directors
4. Screen staff's appeal on Corporate Relation Affair Committee's decision beyond President's authority but under Board of Directors
5. Provide opinions to Board of Directors
6. Carry out other issues assigned by Board of Directors
7. Request for further information from related departments and staff
8. Appoint sub-committees as assigned by Board of Directors

Corporate Strategic Supervision Committee**Constituent (Only members of the Board)**

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| 1. Mr.Pansak | Siriruchatapong | Chairman |
| 2. Lieutenant General Suchart | Pongput | Vice Chairman |
| 3. Mrs.Pankanitta | Boonkrong | Director |
| 4. Colonel Sanpachai | Huvanandana | Director |
| 5. Mr.Surapant | Meknavin | Director |
| 6. Mr.Apinetr | Unakul | Director |

Responsibilities

1. Supervise operations corresponding to corporate strategic plan and provide suggestion to meet with corporate goals according to strategic plan including supervising other operations for highest corporate benefit
2. Specify negotiation framework with other external units, provide suggestion, and supervision corresponding to corporate strategic plan for highest corporate benefit
3. Specify guidelines on business cooperation or other cooperation with government agencies, state agency, independent agency, private companies, individuals, or any juristic person domestically or internationally for highest corporate benefit or fulfill government policy in economic, social, and national security
4. Specify operational guidelines for highest corporate benefit or fulfill government policy in economic, social, and national security among ongoing or future disputes either during judicial process, arbitration process, or under Dispute Settlement Committee
5. Invite staff or request further information document from related staff or departments as deemed appropriate and invite any third party as deemed necessary

6. Appoint sub-committee, working group, and undersecretary to support necessary tasks
7. Report to Board of Directors if necessary or at least quarterly
8. Carry out other duties assigned by Board of Directors

Investigation Committee on Wrongful Dispute Settlement between CAT and Huawei Thailand Consortium

Constituent (Only members of the Board)

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| 1. Mr.Thaworn | Phanichaphan | Chairman |
| 2. Mr.Montri | Sotangkul | Director |
| 3. Mrs.Songporn | Komolsuradej | Director |

Responsibilities

1. Summon staff or inviting related persons to give testimony as deemed necessary for investigated case
2. Investigate or notify CAT's related departments to testify operational facts and rationale requested by the committee as an immediate urgency
3. Request CAT's related departments to deliver document or any evidence required by the committee
4. Perform investigation as urgently as possible and propose investigation report to Board of Directors for further approval