

## Appointment and Responsibilities of Committees

Under the supervision of 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 Relation Affairs Committee

#### Constituent (Only members of the Board)

- |                               |         |          |
|-------------------------------|---------|----------|
| 1. 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. General Chaichan | Changmongkol  | Chairman |
| 2. Mr. Arthid       | Nanthawithaya | Director |
| 3. Mr. Apinetr      | Unakul        | Director |
| 4. Mr. Rathapol     | Bhakdibhumi   | Director |
| 5. Mr. Pinit        | Puapan        | 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, 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. Lieutenant General Suchart | Pongput      | Chairman |
| 2. Mr. Surapan                | Meknavin     | Director |
| 3. Mrs. Songporn              | Komolsuradej | Director |
| 4. Mr. Rathapol               | Bhakdibhumi  | Director |
| 5. Mr. Narin                  | Kalayanamit  | Director |

### Responsibilities

1. Select suitable persons to be nominated as new Board member 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. Mr. Poomsak      | Aranyakasemsuk | Chairman |
| 2. General Chaichan | Changmongkol   | Director |
| 3. Mr. Pinit        | Puapan         | Director |
| 4. Mr. Apinetr      | Unakul         | 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 Activity Promotion Committee

### Constituent (Only members of the Board)

- |                      |             |          |
|----------------------|-------------|----------|
| 1. Mr. Rathapol      | Bhakdibhumi | Chairman |
| 2. Mr. Apinetr       | Unakul      | Director |
| 3. Colonel Sanpachai | Huvanandana | Director |
| 4. Mr. Narin         | Kalayanamit | Director |

### Responsibilities

1. Propose Good Corporate Governance and social activity promotion guidelines to Board of Directors
2. Advise Board of Directors on the issues of Good Corporate Governance and social activity promotion
3. Supervise Board of Directors' and the Management operations to be in line with Good Corporate Governance principles and promote social responsibilities.
4. Review the Good Corporate Governance guidelines and promote corporate social responsibilities corresponding to international practice to be submitted to the Board of Directors for approval.
5. Assign the policies of the Good Corporate Governance and Social activity promotion the working Groups of Good Corporate Governance Development and Social Activity Promotion to the Good Corporate Governance and Social Responsibility Implementation Working Group.

## Management Committee

### Constituent (Only members of the Board)

- |                               |                |          |
|-------------------------------|----------------|----------|
| 1. Lieutenant General Suchart | Pongput        | Chairman |
| 2. Mr. Surapant               | Meknavin       | Director |
| 3. Mr. Poomsak                | Aranyakasemsuk | 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. Supervise, advise, verify, and monitor project management and business plan in accordance with capital budget/budget approved by Board of Directors.
4. Procurement
  - 4.1 Procurement budget over THB 50 million but not exceeding THB 400 million (excluding VAT)
    - 4.1.1 Approval of procurement method, technical specification, and terms of reference.
    - 4.1.2 Approval of technical specification proposed by the auction committee as preliminary qualified bidders for electronic auction process.
    - 4.1.3 Approval of procurement result and informing Board of Directors.
  - 4.2 Procurement budget over THB 400 million (excluding VAT)
    - 4.2.1 Approval of procurement method, technical specification, and terms of reference.
    - 4.2.2 Approval of technical specification proposed by the auction committee as preliminary qualified bidders for electronic auction process.
    - 4.2.3 Consideration of procurement result to be submitted to Board of Directors for approval with periodical reports.

5. Screen, inspect, and propose opinions to Board of Directors on other issues not directly under specialized committees' responsibilities.
6. Monitor operational performance in accordance with Board of Directors' resolutions.
7. Update and revise the annual action plan of CAT Telecom Public Company Limited.
8. Appoint sub-committees or working groups to deal with related issues.
9. Invite all levels of staff to clarify and provide necessary information for the committee's deliberation.
10. Consider other issues assigned by Board of Directors.

### Project Supervision Committee

Constituent (Only members of the Board)

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

Responsibilities

1. Supervise, suggest, verify, and monitor project and investment plans according to capital budget/budget 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 all levels of staff to clarify and provide 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)

- |                  |                   |          |
|------------------|-------------------|----------|
| 1. Mrs. Songporn | Komolsuradej      | Chairman |
| 2. Mr. Surapant  | Meknavin          | Director |
| 3. Mrs. Chawewan | Kongcharoenkitkul | Director |
| 4. Mr. Poomsak   | Aranyakasemsuk    | Director |

Responsibilities

1. Risk Management
  - 1.1 Supervise Risk Management procedures in accordance with Good Corporate Governance principles and guidelines 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 to 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. Ms. Nantika                | Thangsuphanich | Director |

### Responsibilities

1. Prescribe policy and provide suggestion on Corporate Information Technology Management System.
2. Consider and screen Information Technology Development and Information Technology Management Plan to be submitted to Board of Director for approval.
3. Appoint sub-committees or working groups to deal with related issues.
4. Invite all levels of staff to clarify and provide 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. Apinetr       | Unakul            | Chairman      |
| 2. Mrs. Chawewan     | Kongcharoenkitkul | Vice Chairman |
| 3. Colonel Sanpachai | Huvanandana       | Director      |
| 4. Ms. Nantika       | Thangsuphanich    | 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 all levels of staff to clarify and provide 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. | General Chaichan | Changmongkol    | 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 to be submitted to Board of Directors for approval.
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.

## CAT Telecom Public Company Limited Annual 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 as well as invite staff for further information.
3. Consider other related issues.

## Legal, Contract, and Appeal Committee

### Constituent (Only members of the Board)

- |    |             |                |          |
|----|-------------|----------------|----------|
| 1. | Mr. Pinit   | Puapan         | Chairman |
| 2. | Mr. Surapan | Meknavin       | Director |
| 3. | Ms. Nantika | Thangsuphanich | Director |

### Responsibilities

1. Supervise, investigate and monitor management and operations related to concessions and other contracts as deemed necessary.
2. Consider and provide legal opinion.
3. Screen staff's appeal on disciplinary action or termination of employment filed with Board of Directors of CAT Telecom Public Company Limited.
4. Screen staff's appeal on Corporate Relation Affair Committee's decision beyond President's authority to be submitted to Board of Directors of CAT Telecom Public Company Limited.

5. Provide opinions to Board of Directors.
6. Carry out other issues assigned by Board of Directors.
7. Request for further information and clarification from related departments and staff.
8. Appoint sub-committees as assigned by Board of Directors.

## CAT Telecom Public Company Limited Corporate Strategic Supervision Committee

### Constituent (Only members of the Board)

1. Mr. Pansak	Siriruchatapong	Chairman
2. Lieutenant General Suchart	Pongput	Vice Chairman
3. Colonel Sanpachai	Huvanandara	Director
4. Mr. Surapan	Meknavin	Director
5. Mr. Apinetr	Unakul	Director
6. Mr. Poomsak	Aranyakasemsuk	Director

### Responsibilities

1. Supervise operations corresponding to corporate strategic plan of CAT Telecom Public Company Limited and provide suggestion to meet with corporate goals according to strategic plan including supervising other operations for highest corporate benefit of CAT Telecom Public Company Limited.
2. Specify negotiation framework with other external units, provide suggestion, and supervision corresponding to corporate strategic plan for highest corporate benefit of CAT Telecom Public Company Limited.
3. Specify guidelines on business cooperation policy or other cooperation with government agencies, state agency, independent agency, private companies, individuals, or any juristic persons domestically or internationally for highest corporate benefit of CAT Telecom Public Company Limited or fulfill government policy in economic, social, and national security.
4. Specify operation guidelines for highest corporate benefit of CAT Telecom Public Company Limited 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 of CAT Telecom Public Company Limited 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.

## Committee to negotiate with Total Access Communication Public Company Limited Top Management

### Constituent (Only members of the Board)

1. Mr. Rathapol	Bhakdibhumi	Chairman
2. Mr. Arthid	Nanthawithaya	Director
3. Mr. Surapan	Meknavin	Director

### Responsibilities

1. Consider the business type, structure, investment ratio, process, and framework for the operation period that is suitable for the usage of concession assets, other assets, and other related rights to operate the business of CAT Telecom Public Company Limited and to generate sustainable income for CAT Telecom Public Company Limited by considering the competitive condition as well as related law and regulations.
2. Negotiate business with the mobile phone concession company or the company that used to receive the mobile phone concession from CAT Telecom Public Company Limited to achieve item number 1.
3. Invite related officers of CAT Telecom Public Company Limited to explain the details as necessary. Related documents or information from the related parties could be requested for consideration.
4. Invite independent experts outside CAT Telecom Public Company Limited to share or operate to achieve the objectives according to this order. The working group shall operate according to the regulations of CAT Telecom Public Company Limited.
5. Authorize sub-working group to operate as the working group assigned by Board of Directors.
6. Perform other operations as assigned by Board of Directors of CAT Telecom Public Company Limited.
7. Report the progress and operation results to the Board of Directors of CAT Telecom Public Company Limited.

## Committee to negotiate with True Corporation PCL to repurchase the communication system, telecommunication tower disputes, and other issues

### Constituent (Only members of the Board)

- |                 |                  |          |
|-----------------|------------------|----------|
| 1. Mr. Pansak   | Siriratchatapong | Chairman |
| 2. Mr. Surapan  | Meknavin         | Director |
| 3. Mr. Apinetr  | Unakul           | Director |
| 4. Mr. Rathapol | Bhakdibhumi      | Director |
| 5. Mr. Pinit    | Puapan           | Director |

### Responsibilities

1. Negotiate with BFKT (Thailand) Co., Ltd. to settle the method and repurchase price of the communication system according to the contract for radio communication machine and device lease for HSPA mobile phone service between CAT Telecom Public Company Limited and BFKT (Thailand) Co., Ltd. in order to provide the highest benefit to CAT Telecom Public Company Limited.
2. Negotiate and find agreement with True Corporation PCL Group to settle the telecommunication tower disputes and other related issues to provide the highest benefit to CAT Telecom Public Company Limited.
3. Invite related officers to explain the details as necessary. Related documents or information from the related parties could be requested for consideration.
4. Settle the negotiation and report to Board of Directors of CAT Telecom Public Company Limited within 3 months.