

<b>Qualifications of Independent Directors and Audit Committee's member</b>
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**The Qualifications of the Company's Independent Directors**

The qualifications of Independent Director of Samart Telcoms Public Company Limited which have been set under the Company's Corporate Governance Policy of which **have been defined more restrictive than** the minimum requirement of the Securities Exchange Commission (SEC) as follows:

1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person of the Company, including the shares held by related persons of the independent director;
2. Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment;
3. Not being a person related by blood or legal registration such as father, mother, spouse, sibling and child, including spouse of child of other director, executive, major shareholder, controlling persons, or persons to be nominated as a director, executive or controlling person of the Company or subsidiaries;
4. Neither having nor used to have a business relationship with the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis;

5. Neither being nor used to be an auditor of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.

**Qualifications of Independent Directors and Audit Committee's member**

On the appointment of directors who will retire by rotation, there are three independent directors to be considered for re-election, General Sumpun Boonyanun, Mr.Vichai Pokasamrit and Miss Rapeepan Luangaramrut. Such directors are complied with SEC's independent directors qualifications and has no relationship with major shareholders and the management of the Company as follows:

Relationship Characteristics	Proposed Independent Directors		
	General Sumpun Boonyanun	Mr. Vichai Pokasamrit	Miss Rapeepan Luangaramrut
<p>1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person of the Company, including the shares held by related persons of the independent director;</p> <p>Holding of SAMTEL ordinary shares</p> <ul style="list-style-type: none"> <li>- No. of shares</li> <li>- % of issued shares</li> </ul>	<p>100,000 shares 0.016%</p>	<p>100,000 shares 0.016%</p>	<p>- -</p>
<p>2. Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment;</p>	No	No	No
<p>3. Not being a person related by blood or legal registration such as father, mother, spouse, sibling and child, including spouse of child of other director, executive, major shareholder, controlling persons, or persons to be nominated as a director, executive or controlling person of the Company or subsidiaries;</p>	No	No	No
<p>4. Neither having nor used to have a business relationship with the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.</p> <p>The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis;</p>	No	No	No

**Qualifications of Independent Directors and Audit Committee's member**

Relationship Characteristics	Proposed Independent Directors		
	General Sumpun Boonyanun	Mr. Vichai Pokasamrit	Miss Rapeepan Luangaramrut
5. Neither being nor used to be an auditor of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No	No	No
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No	No	No
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;	No	No	No
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;	No	No	No
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.	No	No	No

<b>Qualifications of Independent Directors and Audit Committee's member</b>
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**Qualifications of Audit Committee's member**

Comparison Qualifications of General Sumpun Boonyanun, Mr. Vichai Pokasamrit and Miss Rapeepan Luangaramrut and Qualifications of the Audit Committee's member of the Securities Exchange Commission (SEC) are as follows:

Qualifications of the Audit Committee's member of the SEC	Proposed Audit Committee's member		
	General Sumpun Boonyanun	Mr. Vichai Pokasamrit	Miss Rapeepan Luangaramrut
1. Being an independent director.	Yes	Yes	Yes
2. Not being a person who has been empowered by the Board of Directors for any decision in the business operation of the Company, parent company, subsidiaries or affiliated Companies, same-level of subsidiaries as well as any juristic person, major shareholder, or controlling person of the Company.	No	No	No
3. Not being a director in parent company subsidiaries and any same-level of subsidiaries which is a listed company.	No	No	No
4. Having sufficient knowledge, experience, and time to perform duties as the Audit Committee members.	Yes	Yes	Yes
5. At least 1 member of the Audit Committee shall have sufficient knowledge and experience in accounting and finance to review the reliability of financial statement, the Company has to define in the Annual Registration Statement / Annual Report (Form 56-1 One Report) for name of the Audit Committee member who has that qualification, and has to define his/her qualification in the certification of the Audit Committee profile that should be sent to the SET.	No	Yes	No