

Total Access Communication Public Company Limited
and its subsidiaries
Review report and consolidated interim financial statements
For the three-month period ended 31 March 2014

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of Total Access Communication Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Total Access Communication Public Company Limited and its subsidiaries as at 31 March 2014, the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for the three-month period then ended, as well as the condensed notes to the consolidated financial statements. I have also reviewed the separate financial information of Total Access Communication Public Company Limited for the same period. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*.

Emphasis of matters

Without expressing a qualified conclusion on the aforementioned interim financial information, I draw attention to the following matters:

- a) As discussed in Note 26 to the consolidated financial statements, the Company is involved in proceedings and commercial disputes with TOT Public Company Limited (“TOT”) in relation to the access charge payment. For the period from 18 November 2006 to 7 November 2007, the Company accrued the access charge in the financial statements at the interconnection charge rate payable, and this amounted to Baht 1,973 million. On 8 November 2007, the Company sent TOT a notice to terminate the two Access Charge Agreements, and so from 8 November 2007 to 31 March 2014 the Company did not accrue the access charge in its financial statements because the Company’s management believes that its obligation to pay access charges under the Access Charge Agreements is ended. To date, TOT has not entered into an interconnection charge agreement with the Company. In addition, on 9 May 2011, TOT had filed a plaint with the Central Administrative Court, and a petition to amend the plaint on 7 September 2011, demanding that CAT Telecom Public Company Limited and the Company jointly pay damages resulting from the access charge up to 9 May 2011 (the filing date of the plaint) which, including VAT and default interest, amounted to Baht 113,319 million.

Based on advice from the Company’s legal counsel, the Company’s management is confident that the Company is not obliged to make payment of access charge under the agreements because the Company’s management believes that such agreements do not comply with current legal principles (NTC notification) and the Company has already terminated the Access Charge Agreements.

Currently, the commercial dispute is under discussion and in the legal process, and litigation is under court proceedings. The outcome of the dispute cannot be determined and depends on the results of the discussion and future proceedings as part of the legal and judicial processes.

- b) As discussed in Note 27.2 to the consolidated financial statements, the Company has significant outstanding commercial disputes in relation to the agreement to operate cellular telephone services. At present, such disputes are under legal and formal arbitration proceedings. Their outcomes cannot be determined and depend on the future judicial process.
- c) As discussed in Note 28 to the consolidated financial statements regarding the risk from changes in laws and regulations concerning the telecommunications business.

Other matters

- a) This interim financial information has been prepared under Thai Financial Reporting Standards. Appendix 1 describing significant differences between Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS) is not a required part of basic financial statements prepared under Thai Financial Reporting Standards and is presented for the purpose of giving preliminary information only. I have applied certain limited procedures to this information which consisted principally of enquiries of management regarding the methods of its measurement and presentation. However, I did not audit nor review such information and do not express any audit opinion or review conclusion on it.

Sophon Permsirivallop
Certified Public Accountant (Thailand) No. 3182

EY Office Limited
Bangkok: 30 April 2014