

**Annual Registration Statement
For the Year Ended 31 December 2011**



CIMB Thai Bank Public Company Limited

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Executive Summary

" This topic has been canceled by the Capital Market Supervisory Board's notification No.Tor Chor. 11/2552, Re: Application for and Approval of Offer for Sale of Newly Issued. ".

Part 1
Securities Issued Company

1. General Information

Company Name : CIMB Thai Bank Public Company Limited
Registration No. : 0107537002338 (former Bor. Mor. Jor. 480)
Business Type : Commercial Banking
Head Office : Langsuan Building, 44Langsuan Road, Lumpini,
Patumwan, Bangkok 10330
Telephone : 0-2638-8000, 0-2626-7000
CIMB Thai Care Center : (66)-2-626-7777 Press 0
Facsimile : (66)-2-633-9026
Website: : www.cimbthai.com

Reference:

Registrar: **Thailand Securities Depository Co. Ltd.**
(ordinary shares) 62, The Stock Exchange of Thailand Building
1st Floor, Rachadapisek Road, Klongtoey, Bangkok
10110, Thailand
Tel: (66)-2-229-2800, (66)-2-654-5599
Fax: (66)-2-359-1263

Auditor: PricewaterhouseCoopers ABAS Ltd.
15th Floor Bangkok City Tower
179/74-80 South Sathorn Road
Bangkok 10120, Thailand
Tel: 66 (0) 2334 1000, 66 (0) 2286 9999
Facsimile: (66)-2-264-0790
Auditors in charge:
- Mr. Boonlert Kamolchanokkul, Certified Public Accountant (Thailand) No. 5339
- Mrs. Anothai Leekijtwattana, Certified Public Accountant (Thailand) No. 3442
- Mrs. Unakorn Phruithithada, Certified Public Accountant (Thailand) No. 3257

Senior Legal Experts: **Mr. Damrong Jamsutee**
(Former Vice President of the Supreme Court)
No. 272 North Tesabalarangrak, Soi 8 Prachanivet 1,
Chatuchak, Bangkok 10900,
Tel: (66)-2-589-3023, 0-2954-2494

The companies that CIMB Thai invests direct and indirect 10% or more than of their issued shares are as follows (As of December 31, 2011)

	Company Name / Address	Type of Business	Type of Share	Paid-up Capital (No. of shares)	Number of Shares Holding	%
1	CIMB Securities (Thailand) Co., Ltd. 44 CIMB Thai Bank Building, Ploenchit Road, Lumpini, Patumwan, Bangkok Tel. 0-2657-9000	Securities	Ordinary	110,000,000	109,999,993	99.99
2	Center Auto Lease Co., Ltd. 889 Thai CC Tower 25 th , 32 th Floor, South Sathon Road Yannawa, Sathon, Bangkok Tel. 0-2673-9111-8	Leasing	Ordinary	150,000,000	149,999,994	99.99
3	CT COLL Co.,Ltd. 44 Langsuan Road, Lumpini, Patumwan, Bangkok Tel. 0-2638-8269	Debt collection service	Ordinary	385,000	384,993	99.99
4	Worldlease Co., Ltd. 889 Thai CC Tower, 34 th Floor, South Sathon Road, Yannawa, Sathon, Bangkok Tel. 0-2675-6300 Fax. 0-2675-6299	Leasing	Ordinary	24,000,000	18,010,000	75.04
5	Srithephthai Plaschem Co., Ltd. 109 Moo 8, Bangna-Trad Road, Bangna, Bangkok Tel. 0-2398-0027 Fax. 0-2383-0201	Plastic	Ordinary	83,332	31,410	37.69
6	M-Home SPV 3 Co., Ltd. 1006/420 Masterview Executive Place Building, 1 st Floor Charoennakorn Road., Banglumphu, Klongsan, Bangkok	Asset Management	Ordinary	10,000	1,282	12.82
7	Tawanna Hotel Co., Ltd. 80 Surawongse Road, Bangkok Tel. 0-2236-0361 Fax. 0-2236-3738	Hotel	Ordinary	33,909	3,390	10.00
8	Sanwa Interfood Co., Ltd. 255 Moo 5 Suwansorn Raod, Kabinburi, Prachinburi Tel. 0-2543-6730-3	Food	Ordinary	10,000,000	1,000,000	10.00
*9	Samchai Pcl. 522 Ratchada Complex, Ratchadaphisek Road, Huaykhuang, Bangkok Tel. 0-2541-4006	Electrical Appliance	Ordinary	40,000,000	4,000,000	10.00
*10	P.C.Patanasub Co., Ltd. 44 Langsuan Road, Lumpini, Patumwan, Bangkok Tel. 0-2626-7000	Commerce	Ordinary	10,000	9,993	99.93
*11	Krungthai Thanakit Plc Sermmit Tower, 15-16 th Floor, 159 Sukhumvit 21, Asoke Road, Bangkok	Financial Institute	Ordinary	1,076,976,000	1,067,229,773	99.10

	Company Name / Address	Type of Business	Type of Share	Paid-up Capital (No. of shares)	Number of Shares Holding	%
*12	Executive Management Services Manpower Ltd. 295 Rama III Road, Bangkholaem, Bangkok Tel. 0-2689-2626	Service	Ordinary	2,000	340	17.00
*13	Global Leasing Co., Ltd. 518/5 Maneeya Center, 9 th Floor, Ploenchit Road, Lumpini, Pratumwan, Bangkok 10330 Tel. 0-2652-0730	Leasing	Ordinary	2,000,000	200,000	10.00
*14	TPF Leasing Co., Ltd. Sangthongthani Tower, 25 th Floor, North Sathon Road, Silom, Bangrak, Bangkok	Leasing	Ordinary	6,000,000	600,000	10.00
*15	UTM Advisory & Capital Management Co., Ltd. 44 Langsuan Road, Lumpini, Patumwan, Bangkok Tel. 0-2626-7000	Service	Ordinary	100,000	10,000	10.00
16	SPL Development Co., Ltd. (abandoned) 149 Modern Home Tower, Nontri Road, Yannawa, Bangkok	Real Estate Development	Ordinary	500,000	499,999	99.99
17	Thai-Ultra Auto Part Co., Ltd. (abandoned) 59/1 Moo 14 Highway Road, Nikompattana, Bankai, Rayong	Auto Parts	Ordinary	6,500,000	650,000	10.00
18	Advance Manufacturing Leasing Co.,Ltd. (abandoned) 246 Time Square Building, 11 th Floor, Sukhumvit Road 12-14, Khongteoy Bangkok	Leasing	Ordinary	20,000,000	2,000,000	10.00
19	Zigma Paint (Thailand) Co.,Ltd. 36 Moo 4, Bangshan Industrial Estate, Serithai Road, Meanburi, Bangkok	Chemical Industry	Ordinary	60,600,000	8,400,000	13.86

Remark - * under liquidation process

2. Risk Factor and Risk Management

CIMB Thai focuses on effective and sound risk management principles in ensuring not only the financial soundness and integrity but also sustainability of the organisation. The risks to which a bank is particularly exposed in the conduct of business are credit risk, market risk, liquidity risk, operational risk and strategic risk. The Bank's undertakings of risk management and mitigation include risk identification, measurement, monitoring and managing under a robust risk management framework, in which returns must be commensurate with the risks taken. The Risk Management Committee (RMC) has been appointed by the Board of Directors, comprising members with relevant experience and expertise. The committee's key responsibilities are to review and recommend to the Board risk management policies and frameworks as well as to establish a corresponding governance structure in ensuring not only that risks are managed efficiently and effectively but also decisions are made in a transparent manner. The Risk Management Group was established to act as a catalyst for the development and maintenance of sound risk management policies, strategies and procedures within the Bank. The Risk Management Group provides functional support to the RMC and Credit Committee as well as assists the Management in managing risks inherent to the Bank and banking businesses. The Risk Management Group is independent of other business units which are involved in risk-taking activities.

Strategic Risk

Inaccurate formulations and inappropriate implementation of strategic and operational plans could affect the Bank's revenues, capital and viability. Strategic risk management and mitigation have always been a key focus for CIMB Thai and its subsidiaries. The Bank's strategic and annual business plans are formulated and developed with full participation from all stakeholders in close collaboration with the Risk Management Group. SWOT analysis is rigorously conducted to ensure both the feasibility and deliverability of the business plans and targets. Senior management and the Board are closely involved and engaged throughout the formulation process. Subsequent to the implementation stage, the Board and designated committees regularly monitor and review actual results against targets and plans.

Key strategic risks are:

1. Risk resulting from inappropriate organisational structure and management.

CIMB Thai is convinced that a proper organisational structure is one of the critical factors in achieving desired targets. Adhering to the best governance and practice, committees and units are established with prescribed functions and responsibilities as well as proper check-and-balance procedures to ensure the integrity of their undertakings as well as the deliverability of business plans.

2. Risk resulting from economic volatility and competition

Economic conditions and competition are two external factors of which the Bank must remain vigilant. Implementation of business plans in an unfavorable external environment may lead to missed targets. To mitigate against risk emerging from operating environments, the Bank's Research Office, together with the Strategy Division, closely monitor and analyse both economic conditions and competitive environments. In particular, they conduct peer banks analysis and assessment on a regular basis. These research and strategic findings and recommendations are then reported to relevant committees for consideration and further action as needed.

3. Risk resulting from capital inadequacy

Capital adequacy is dependent on sound risk management and robust mitigation mechanisms. This includes the maintenance of adequate capital under both normal conditions and in "extreme but plausible events" as prescribed in stress tests. The capital management plan, together with prescribed action plans, are formulated and set in place to ensure prudent positioning of the Bank's capital levels in accordance with regulatory requirements. One particular measure, the CAR Trigger (Capital Adequacy Ratio), is employed by the Strategy and Finance Group and Risk Management Group as an early warning indicator in monitoring and maintaining adequacy of capital.

Credit Risk

Credit risk arises from clients or counterparties who are not able to or are not willing to fulfill their contractual obligations under loan agreements or other credit facilities. Credit risk results in the deterioration of credit and affects the Bank's profitability and capital funds. The overriding objective of credit risk management at CIMB Thai is to create value for shareholders by ensuring that revenue generated is balanced against acceptable levels of risk and credit appetite. Under the credit risk management policy, the Bank has put in place a credit risk management process, namely techniques and controls to maintain a "check and balance" system with clearly defined responsibilities for relationship managers, credit analysts, evaluators, credit approvers and risk management officers.

The Bank develops and employs different risk assessment tools for different types of clients. For example, the Risk Grading Tool has been developed and implemented for corporate clients. There is also an SME Filter for SME clients and credit scoring tools for secured and unsecured retail clients. The Risk Management Framework for the Bank and its subsidiaries, which was initiated in 2009 and implemented over the last three years, will continue to be enhanced to support its business and to ensure overall adherence to the Risk Management Policy of the Bank and CIMB Group.

Non-performing loans (NPLs) are a key risk affecting profitability and capital adequacy. As such, the Bank closely and prudently monitors and manages NPLs, thus ensuring adequate provisions for bad debts are maintained. In addition, as a pre-emptive measure, problem accounts are proactively monitored and managed before they turn into NPLs. For portfolio risk management, particular attention is given to credit concentration risk by imposing appropriate risk limits, namely, country risk limits, internal lending limits and business sector limits.

Market Risk

Market risk occurs when the Bank undertakes transactions which expose it to fluctuations in market parameters, namely interest rates, foreign exchange rates, securities prices in stock and commodity markets. This could negatively affect both its revenue and capital position. The Bank employs a Market Risk Policy to ensure that transactions are entered into in compliance with both regulatory requirements and its policy. An independent unit is dedicated to monitor and control market risk. The Bank also regularly assesses and determines its capital reserves for market risk to comply with Bank of Thailand (BOT) regulations.

Market Risk comprise of**1. Interest Rate Risk**

The Bank monitors the interest rate risk for both the banking book and trading book. For the banking book, it uses the Re-Pricing Gap Analysis method. This method analyses the interest rate movement of assets and liabilities in different time periods. The analytical results are reported to the Assets and Liabilities Management Committee (ALCO). It also evaluates the effect of interest rate risk on the loss of earnings (net interest income) and/or economic value of the bank as a result of changes in interest rates under both normal and stressed circumstances. The MAT (Management Action Trigger) is set as a pre-emptive measure to control risk arising from the effect on net interest income (NII effect) as well as economic value of equity (EVE effect). The re-pricing gap report and effect of interest rate risk reports are also submitted to ALCO, the RMC and the Board on a monthly basis. ALCO's key responsibilities are to determine that the desired assets and liabilities structure is in line with the appropriate risk level prescribed by the Bank's policy.

For the trading book, the interest rate risks transacted in the trading book falls under the supervision of the RMC, under the framework prescribed by the Board. The calculation of fair value for trading transactions is performed on a daily basis in order to monitor the mark-to-market profits and losses. Daily risk status reports are independently produced by the Risk Management Unit. The One Basis Point Shift (PV01) Limit, Value-at-Risk (VaR) Limit and Stop Loss Limit approaches are adopted to assess the risk associated with movements in interest rates which might affect the revenue and capital reserves of the Bank.

2. Foreign Exchange Risk

In managing foreign exchange risk in accordance with the Bank's policy, the Bank tries to match the currency of the funding source with the currency of its loans, or employs derivative instruments to hedge its foreign exchange exposure. Risk limits are determined by products and risk types using approaches such as FX Net Open Position Limit, Value-at-Risk (VaR) Limit and Stop Loss Limit. Daily mark-to-market on the foreign exchange is also conducted and periodic stress tests are thoroughly analyses.

3. Market Risk of Equity Securities and Commodity Related Transactions

The Bank does not trade in equity securities other than investments in subsidiaries or affiliated companies and common shares resulting from restructured loans. The Bank does not enter into any commodity-related transactions hence it is not exposed to market risk from trading equity securities or commodities.

Liquidity Risk

Liquidity risk refers to the inability to make a required payment within a specified period. This may result from the inability to convert assets into cash or the failure to obtain adequate funding on time. The Bank plans and manages liquidity risk efficiently and optimally. It monitors and controls its liquidity level to ensure liquidity is sufficient to meet both current and future obligations. The major source of funds is deposits and the major use of funds is loans. The Bank also maintains the appropriate level of high quality liquid assets. Treasury Group is responsible for managing the Bank's liquidity risk under the supervision of ALCO. ALCO is responsible for overall management and oversight of liquidity and it reviews and recommends liquidity risk management policy to the Board. ALCO also approves the level of liquidity risk tolerance while Risk Management Group monitors and controls liquidity risk in accordance with approvals set by ALCO.

The Bank employs a range of methods to monitor and control liquidity risk namely, liquidity ratios, cumulative liquidity gap in each time period (under normal business conditions and under bank-specific crises) and deposit concentration. The Bank regularly prepares a liquidity risk status report, at the very least on a monthly basis. If the liquidity risk exceeds MAT (Management Action Trigger), Risk Management Group will report to ALCO and inform the relevant units to promptly take corrective actions and proceed as required by the Bank's escalation procedures.

The Bank is also equipped with the Contingency Funding Plan, which serves as an operational and procedural guide to avoid, minimize and manage potential funding threats.

As of 31 December 2011, the Bank's liquid assets stand at THB 31,042 million or 19.6% of its Baht assets. The liquid assets comprise THB 3,121 million in cash, government bonds totaling THB 23,939 million and corporate bonds worth THB 3,983 million. The Bank's loan to deposit ratio (including bills of exchange) is 87.2%.

Operational Risk

Operational risk is the risk of direct or indirect loss resulting from inadequate or failed internal processes, people, systems or from external events. Other risk factors include a lack of corporate governance, and management incompetence. All these factors can negatively affect the Bank's financial performance and capital.

In order to effectively manage operational risks, the Bank has set up appropriate policies, processes and procedures that not only bring it in line with international standards, but also contribute towards enhancing transparency and good governance. In this respect, the RMC was authorised to establish policies and procedures which correspond with international best practice and to make recommendations to the Board for approval and deployment as the Bank's policy. To increase effectiveness, the Bank has also appointed the Operational Risk Management Committee to discuss, deliberate, assess and advise on all issues relating to operational risks including fraud.

The Bank's guiding principle on operational risk is that the responsibility to manage operational risks associated with business ventures, products, services and systems lies with line management and all staff performing the operations. Their responsibility includes compliance with all internal and external laws, regulations, policies and standards. A risk coordinator is appointed within their units to coordinate and assist in building a risk management culture in their own area and to ensure that operational risk management policies and procedures are well-implemented and complied with. The Operational Risk Management Team is responsible for developing tools, systems and processes for identifying, assessing, controlling, reporting and monitoring operational risks in compliance with Bank-wide operational risk policies and international standards.

Each business unit in the Bank and its subsidiaries is required to manage its operational risks along the following lines

1. Risk & Control Self Assessment

Each business unit is required to conduct risk & control self-assessments and report the results to the Risk Management Group. These reports will be used to assess and analyse the overall operational risk exposure and

provide a basis for determining corrective actions and follow-up. This makes it incumbent upon individual business units to regularly ensure their working processes are structured and managed, thereby mitigating operational mishaps and enhancing their ability to redress problems in a coherent and timely manner. In this context, continuous attention has been given to providing effective and efficient oversight across the organisation, including defining a clear scope of responsibilities and approval authority, establishing checks and balances, and securing data and information. Particular attention has also been given to ensure the continuity of business activities in accordance with international standards while enhancing sound corporate governance.

2. Loss Incident Reports

The Bank requires every business unit to submit loss event reports through designated channels. The information captured by each unit helps determine the real cause(s) of the event and where necessary to recommend enhancement to the existing operational controls or workflow to ensure lessons are learnt and such events do not reoccur. These reports also facilitate statistical analysis of developing models for calculating operational risk capital requirements.

3. Key Risk Indicators (KRIs)

KRI is used by the Bank as a tool to monitor and manage key operational risk exposures over time to predict upcoming changes in operational risk profiles. KRI provides early warning signals to the management on changes to the risk environment and the effectiveness of control. This is a forward looking tool to facilitate monitoring and management of key risks before they translate into operational losses. Hence, management will be able to take appropriate action to mitigate the risk before it happens.

4. New Product Approval Process

In line with the Bank's focus on developing new products, it now enforces a stricter production process that includes the identification, assessment and control of credit, market and operational risks. All products are subject to a suitable review process by working groups and related business units before they can be signed-off and launched in the market.

5. Complaint Management Process

To manage reputation risk and improve client satisfaction, the Bank has set up a complaints unit and proper procedures to handle customer complaints. Customers can direct their grievances to the Complaint Centre or the CIMB Thai Care Centre. The complaints unit will investigate the issue with the relevant business unit to verify the facts and seek a solution to the problem. This includes preparing and sending out explanatory letters directly to the customers. The Complaint Centre is responsible for preparing and sending out explanatory letters to government departments. All customer complaints will be gathered and presented to the task force to consider and find solutions to the problems raised. This process aims to improve customer satisfaction and prevent the same problems reoccurring. In addition, the task force will consider these customer complaints and prepare performance summary reports for Management Committee and Audit Committee members every month.

6. Business Continuity Plan

The Bank has developed and implemented a business continuity plan to ensure that critical business functions can be recovered within a specified time in the event of a disaster or calamity that disrupts its operations. Having business continuity measures in place will help preserve the Bank's reputation and instill customer confidence in the Bank's service.

7. Internal Audit Process

CIMB Thai established the Internal Audit Division and Compliance Department as independent units to assist the Audit Committee in auditing, monitoring and following up on operations of units within the Bank to ensure they are compliant with relevant laws and regulations. These units report directly to the Audit Committee.

Risk related to foreign investment

As of 31 December 2011, the Bank holds THB debentures issued by 2 foreign financial institutions worth THB 550 million with a market value of THB 550.41 million or approximately 100.1% of their face value.

Although the issuers are foreign financial institutions, these debentures are THB debentures issued in Thailand. Thus there is no foreign exchange risk but the Bank still faces credit risk and interest rate risk. These 2 debentures are rated at “AAA” and “AA” and the Bank closely monitors market risk factors and manages interest rate risk within the approved limits.

3. Nature of the Business

Background and key developments

CIMB Thai Public Company Limited (the “**Bank**”) ¹ was established through the amalgamation of the Union Bank of Bangkok Public Company Limited, the 12 state-intervened finance companies² and Krungthai Thanakit Finance Public Company Limited³ pursuant to the governmental order on 14 August 1998, a Cabinet resolution of 27 October 1998 and the notification of the Ministry of Finance, dated 22 December 1998. The consolidated entity subsequently changed its name to “BankThai Public Company Limited”, a new commercial bank established on 21 December 1998. The Financial Institutions Development Fund (the “**FIDF**”) acquired a major shareholding in the Bank and subsequently, the SET approved the trading of the Bank’s ordinary shares on 30 March 2001 with “BT” designated as its stock trading sign.

Details of the Bank’s major developments are summarised below:

The Bank of Thailand (the “**BOT**”) issued an order to the Union Bank of Bangkok Public Company Limited to reduce its registered capital via a par value reduction from THB 10 per share to THB 0.01 per share, resulting in a decrease of the registered capital from THB 1.8 billion to THB 1.8 million. The Bank of Thailand then ordered Union Bank to increase its registered capital from THB 1.8 million to THB 12 billion through the issuance of increased ordinary shares totaling 1,233,220 million shares at 0.01 THB per share, all of which were allotted to the FIDF. As a result, the Bank’s registered and paid-up capital was THB 12 billion with the FIDF holding 100%. With that, the Bank’s capital funds were sufficient to facilitate the consolidation between the Union Bank of Bangkok PCL, the 12 state-intervened finance companies and Krungthai Thanakit Finance and Securities Public Company Limited, into a new commercial bank, with the FIDF being the major shareholder.

Pursuant to the resolution of the Cabinet on 27 October 1998 and the notification of the Ministry of Finance on 22 December 1998, the following steps taken were:

- transfer of all assets and liabilities of 12 finance companies to Krungthai Thanakit Finance Public Company Limited; and
- transfer of all assets and liabilities of Krungthai Thanakit Finance Public Company Limited to the Union Bank of Bangkok Public Company Limited.

Upon completion of the above processes, Krungthai Thanakit Finance Public Company Limited and the other 12 controlled finance companies surrender their finance business licenses to the Ministry of Finance. The Union Bank of Bangkok Public Company Limited changed its name on 21 December 1998 to BankThai Public Company Limited.

In 1999, the Bank changed the par value of its ordinary shares from THB 0.01 per share to THB 10 per share and increased capital amounting to THB 40 billion via the issuance of non-cumulative preferred shares, of which can be converted into ordinary shares with the right to receive capital reduction upon conversion into ordinary shares for 4,000 million shares with a par value of THB 10 per share to the FIDF. The allotment was made through a private placement to the FIDF for the entire amount at a price equal to par value, i.e. THB 10 per share. The FIDF paid for 3,706.80 million shares at the price of 10 THB per share, totaling THB 37 billion. As a result, the Bank’s registered capital increased to THB 52 billion and the issued shares to THB 49 billion, with the FIDF holding 100%.

Subsequently in 2000, the Bank reduced its registered capital by THB 3 billion by canceling un-issued preferred shares and then increasing registered capital via the issuance of 260.05 million ordinary shares with a par value of THB 10 per share. The increased capital was allotted through a private placement offering to shareholders of Krungthai Thanakit Finance Public Company Limited at the price of THB 5.6184 per share. The purchase was paid with the ordinary shares of Krungthai Thanakit Finance Public Company Limited. The value of the bank’s ordinary shares, as appraised by the Bank, was equal to THB 1.3566 per share, resulting in a share swap ratio of 0.2414478 the Bank’s share per 1 share of Krungthai Thanakit Finance Public Company Limited. Upon completion of the share swap, the Bank’s registered and paid-up capital stood at THB 52 billion with the FIDF being the major shareholder holding 5,145.3 million shares (1,438.5 million ordinary shares and 3,706.8 million preferred shares), representing 98.94% of total issued shares.

¹ To registered the name change to CIMB THAI Bank Public Company Limited on 1 May 2009.

² Comprises:

Nava Finance and Securities Plc.	Vajiradhanathun Finance Co., Ltd.	First City Investment Plc.
Thai Summit Finance and Securities Co., Ltd.	Erawan Trust Co., Ltd.	Ksit Finance and Securities Plc.
Mahatun Finance Co., Ltd.	Progressive Finance Co., Ltd.	Union Asia Finance Plc.
Bangkok Asian Finance Co., Ltd.	Dhana Siam Finance and Securities Plc.	IFCT Finance and Securities Plc.

³ Previously named Krungthai Thanakit Finance and Securities Public Company Limited

At the end of 2000, the Bank complied with the resolution with regards to the compensation of non-performing assets as approved by the Cabinet on 19 September 2000. The Bank reduced capital via the cancellation of all preferred shares and returned the total preferred share capital of THB 37 billion to the FIDF, in order to relieve the FIDF's burden and to adjust the amount of capital to an appropriate level. The Bank subsequently recorded the FIDF as a creditor and issued promissory notes to the FIDF, which were to be payable by 1 January 2006. The Bank gradually made partial repayment of THB 15 billion of the promissory notes in cash, and the remaining THB 22 billion was mutually agreed by the FIDF and the Bank to be used against the compensation of non-performing asset transactions the Bank recorded as receivables from the FIDF under a gain/loss sharing and yield maintenance agreement. The Bank had fully set off such an amount by the end of 2005.

Additionally, as the FIDF had been the sole absorber of the burden incurred from the Bank's financial difficulties and capital increase in the past, to provide an opportunity for the Bank to compensate the FIDF and to improve the Bank's business status and operations, on 9 May 2001, the Bank issued 10-year warrants to purchase its preferred shares ("**Warrants**"), totaling 3,706.80 million units and maturing on 8 May 2011 to the FIDF, at no cost. The Warrants carried transfer restrictions, and each Warrant may be converted into 1 preferred share of the Bank at THB 10 per share. The Bank increased its registered preferred share capital by 3,706.80 million shares at THB 10 per share as full reserve for the Warrants and registered the same with the Registrar of public limited companies. With that, the Bank's registered capital was equal to THB 52 billion, consisting of 1,493.45 million ordinary shares with a par value of THB 10 per share and 3,706.80 million preferred shares with a par value of THB 10 per share. The Bank's issued shares stood at THB 15 billion with the FIDF being the major shareholder holding 1,438.45 million ordinary shares, or equivalent to 96.32% of the Bank's total ordinary shares.

In 2002, the FIDF decreased its shareholding in the Bank in line with the government's privatisation policy through the disposal of 707 million of the Bank's ordinary shares held by the FIDF to the public. Accordingly, the FIDF's shareholding declined from 96.32% to 48.98% of the Bank's total shares. In terms of the Warrants issued to the FIDF, to prevent any negative impact on the Bank's share price and to limit the FIDF's holding in the Bank's shares to less than 50% of the total issued shares, the Bank's Board of Directors' meeting No. 13/2002, held on 28 August 2002, passed a resolution to cancel the Warrants by buying them back from the FIDF. Subsequently, on 23 September 2002, the Bank entered into a Warrant buyback option agreement with the FIDF (the "**Agreement**"). The Bank paid a total of THB 300 million to the FIDF for its reacquisition rights.

On 16 February 2007, the Bank's Board of Directors passed a resolution ratifying the accrual of the Warrants buyback transaction at a total price of THB 1 billion plus interest of THB 111.18 million (a total of THB 1 billion, retrospectively, and effective until 31 December 2006, and the recording of the buyback transaction was made directly against the Bank's deficit with the corresponding credit of amounts due to FIDF in the 31 December 2006 financial statements.

After obtaining approval from the Extraordinary General Meeting of Shareholders No. 1/2007, held on 30 May 2007, the Bank repurchased and canceled its Warrants by way of a payment to the FIDF of THB 1 billion (inclusive of interest calculated from 1 January 2007 – 30 May 2007 of THB 16 million), recorded on the balance sheet, and increasing registration via the cancellation of preferred shares and all remaining unsold shares (3,706.8 million shares) on 12 July 2007.

Additionally, in 2007 the Board of Directors' approved the sale of 556.23 million new ordinary shares to investors, i.e. Newbridge Sukhothai Netherlands B.V. ("**Newbridge**"), representing approximately 24.99% of the total paid up shares at the price of THB 4.17 per share, for a total amount of THB 2 billion, and to Blum Strategic III BT Hong Kong Limited, and MSOF Hong Kong BT Limited for a total of 175.23 million shares or 7.90% of the total paid-up capital at the price of THB 4.17 per share, for a total amount of THB 730.69 million. The Annual General Meeting of Shareholders No.13 (2007) approved a whitewash to the abovementioned investors, and approved a capital reduction via the reduction of par value from THB 10 per share to THB 3.75 per share. On 13 November 2008, Newbridge Sukhothai Netherlands B.V., Blum Strategic III BT Hong Kong Limited and MSOF Hong Kong BT Limited acquired the shares of the Bank, representing approximately 36.74%, 3.95% and 1.31% of the total paid-up shares, respectively.

On 20 June 2008, the FIDF entered into a share purchase agreement with CIMB Bank. Under the agreement, the FIDF agreed to sell its 2,811.86 million shares in the Bank (equivalent to 42.13% of the total and paid up shares of the Bank) at the price of THB 2.10 per share, totaling of THB 6 billion.

5 November 2008, upon necessary approvals from the BOT, the Ministry of Finance and other regulatory authorities, CIMB Bank completed its purchase of ordinary shares from the FIDF, and as a result, emerged as the largest shareholder of the Bank with a shareholding of 42.13%. On 17 November 2008, the Bank was notified that CIMB Bank would undertake a tender offer to purchase all the remaining shares of the Bank it did not own (3,862.83 million shares or 57.87% of the total issued and paid-up shares of the Bank) at the price of THB 2.10 per share, which was equivalent to a total consideration of THB 8 billion. Upon completion of the tender offer on 6 January 2009, CIMB Bank's shareholding in the Bank had increased to 6,143.54 million shares, representing 92.04% of the total issued and paid-up shares of the Bank

On 3 September 2008, the Extraordinary General Meeting of Shareholders No.2/2008 approved an increase in the registered capital, from THB 25 billion to THB 50 billion by issuing 6,674.70 million new ordinary shares with a par value of THB 3.75 each.

On 20 February 2009, the Extraordinary General Meeting of Shareholder No. 1/2009 approved to make an amendment on the resolution of Extraordinary General Meeting of Shareholders No. 2/2009 subjected to the previous stipulated offering price not lower than THB 0.66 per share amended to THB 0.38 per shares and approved the transfer of THB 6,053.48 million from the Bank's legal reserves to offset its deficit and approved a capital reduction via the reduction of par value from THB 3.75 per share to THB 0.50 per share. The premium arising from the capital reduction exercise was used to offset the share discount and the deficit respectively. After such capital reduction, the registered share capital of the Bank was reduced from THB 50,060.25 million to THB 6,674.70 million. Post share offering to the existing shareholders in proportion to the number of shares for the capital increase purpose, the existing shareholders had fully booked the shares issued and offered totaling 6,674.70 million shares or total value of THB 3 billion. After the completion of share offered on 18 March 2009, CIMB Bank hold the total of THB 12,435.06 million shares or 93.15% of the total shares issued and offered, and registered the name on change from BankThai Public Company Limited to CIMB THAI Bank Public Company Limited on 1 May 2009. with "CIMBT" designated as its stock trading sign.

On 29 April 2010, the General Meeting of Shareholders No.16 approved an increase in the registered capital, by THB 1,483.27 million from THB 6,674.70 million to THB 8,157.97 million by issuing 2,966.53 million new ordinary shares with a par value of THB 0.50 each to existing shareholders, in proportion to each shareholding at the ratio of 2 new shares for 9 existing share held, at a price of THB 1.00 per share. After the completion of share offered on 15 October 2010 CIMB Bank holds 15,198.42 million shares, or equivalent to 93.15 percent of total issued and offered shares of the Bank.

CIMB Group is Malaysia's second largest financial services provider and one of Southeast Asia's leading universal banking groups. It has the largest retail network in the region with 1,105 branches, offering full universal banking capabilities in Malaysia, Indonesia, Thailand and Singapore and serving over 14 million customers. With staff strength more than 40,000, the Group reaches 81% of the ASEAN population, representing 89% of ASEAN's gross domestic product. Present in 12 countries, CIMB Group is also the single largest shareholder of CIMB Thai in Thailand and the majority shareholder of CIMB Niaga in Indonesia. CIMB Group is listed on the Main Board of Bursa Malaysia via CIMB Group Holdings Berhad

Business Activities

The Bank is licensed by the Ministry of Finance and related authorities to engage in commercial banking , which constitutes the primary business of the Bank. In commercial banking, the Bank focuses on innovative and value-added products and services, particularly fee-based products and services such as to cash management, financial advisory and treasury.

The main business areas of the Bank can be summarised as follows:

- (1) Commercial banking: the Bank provides a full suite of commercial banking products and services, such as deposits, loans, discounting, aval/acceptance of bills of exchange, letters of guarantee, foreign exchange trading, letters of credit, tele-banking and ATM services;
- (2) Insurances: life and non-life insurance brokerage as licensed by Office of Insurance Commission, Ministry of Commerce;
- (3) Securities businesses and other related businesses as licensed by the Office of the Securities and Exchange of Commission (SEC) and/or Ministry of Finance such as:
 - (3.1) Financial advisory;
 - (3.2) Registrar and paying agent services
 - (3.3) Debt securities dealing and underwriting ;
 - (3.4) Bondholders' representative;
 - (3.5) Brokerage, dealing and underwriting of investment unit trusts;
 - (3.6) Custodian services; and

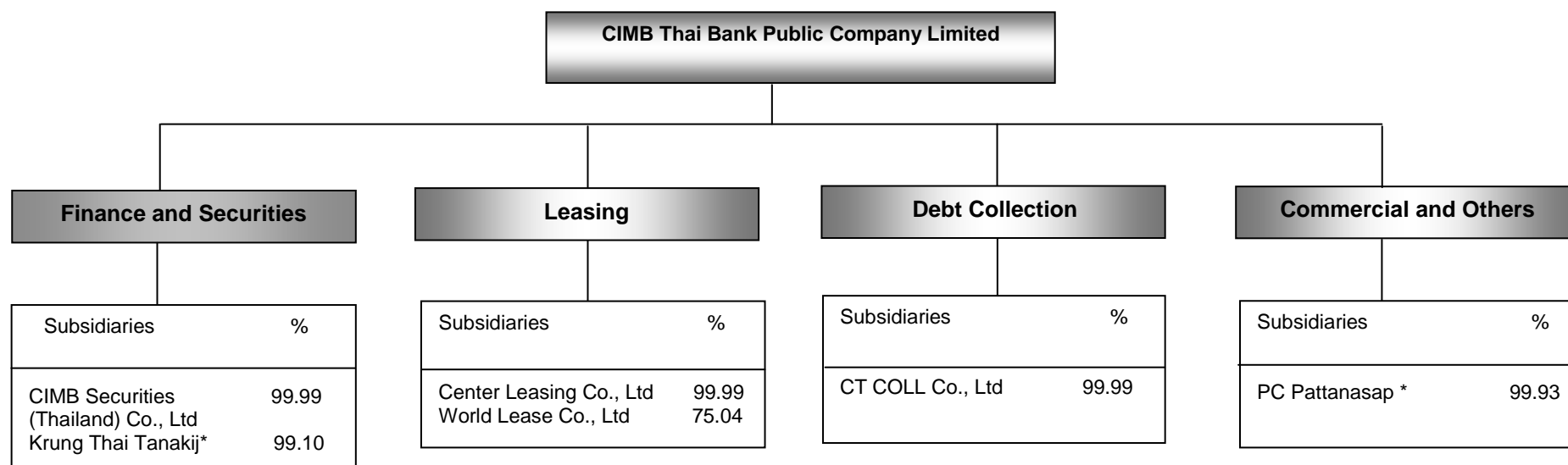
- (3.7) Derivatives dealing;
- (3.8) Business consultancy; and
- (3.9) Asset management;

In all cases, the Bank holds a stake in businesses that contribute, either directly or indirectly, towards promoting its growth.

The Bank's policy remains focused on building synergies between its strategic business units and its subsidiary and associate companies. With this in mind, the Bank intends to retain only those companies with growth potential and which are able to generate good investment returns.

The Bank's strength lies in its well-established and extensive network of domestic branches. As at 31 December 2012, the Bank operated 23 main offices with credit facilities and 157 branches, all of them equipped with foreign exchange facilities. In addition, clients enjoy easy and convenient access to 533 ATM terminals across the country.

The Corporate Structure of the Bank, its Subsidiaries
(as of 31 December 2011)



Remark * Under liquidation

Revenue structure of the Bank, its Subsidiaries

1. CIMB Thai Bank Public company Limited

Million Baht	2011	%	2010 *	%	2009 *	%
Interest Income						
1. Interest on Loans	6,467.2	98.9	5,066.3	85.5	5,572.2	107.7
2. Interest on Interbank and money market items	267.1	4.1	129.3	2.2	416.4	8.1
3. Investments	689.4	10.5	587.3	9.9	1,110.8	21.5
4. Other	1.7	0.0	1.0	0.0	0.7	0.0
Total Interest Income	7,425.4	113.5	5,783.9	97.6	7,100.1	137.3
Interest Expenses						
1. Deposits	2,014.4	30.8	1,020.3	17.2	2,511.0	48.6
2. Interest on Interbank and money market items	94.2	1.4	82.2	1.4	126.3	2.4
3. Contribution fee to The Deposit protection agency (DPA)	385.8	5.9	350.0	5.9	598.6	11.6
4. Debt securities issued and borrowings	943.1	14.4	477.5	8.0	348.0	6.7
5. Fee on Borrowings	0.0	0.0	0.0	0.0	0.0	0.0
6. Other	3.6	0.1	3.5	0.1	1.2	0.0
Total Interest Expenses	3,441.1	52.6	1,933.5	32.6	3,585.1	69.3
Net Interest Income	3,984.3	60.9	3,850.4	65.0	3,515.0	68.0
Operating income	2,556.9	39.1	2,074.6	35.0	1,656.0	32.0
Total Income	6,541.2	100.0	5,925.0	100.0	5,171.0	100.0

* 2010,2009 figures have been reclassified in order to be comparable 2011 figures

2. CIMB Thai Subsidiaries

In Million Baht	2011	%	2010 *	%	2009 *	%
1. CIMB Securities (Thailand) Co., Ltd.						
Interest income	32.3	8.2	12.4	3.9	16.4	8.7
Interest expense	19.1	4.9	9.2	2.9	6.0	3.2
Net interest income	13.2	3.4	3.2	1.0	10.4	5.5
Operating income	379.7	96.6	318.8	99.0	178.9	94.5
Total income	392.9	100.0	322.0	100.0	189.3	100.0

	In Million Baht	2011	%	2010 *	%	2009 *	%
2. Center Leasing Co., Ltd.							
Interest income		556.6	172.7	333.4	141.7	256.6	119.6
Interest expense		285.7	88.6	144.7	61.5	66.7	31.1
Net interest income		270.9	84.0	188.7	80.2	189.9	88.5
Operating income		51.5	16.0	46.5	19.8	24.7	11.5
Total income		322.4	100.0	235.2	100.0	214.6	100.0
3. World Lease Co., Ltd.							
Interest income		468.9	100.1	331.0	122.7	277.3	94.2
Interest expense		90.2	19.3	53.2	19.7	50.4	17.1
Net interest income		378.7	80.9	277.8	103.0	227.0	77.1
Operating income		89.6	19.1	(8.0)	(3.0)	67.6	22.9
Total income		468.3	100.0	269.8	100.0	294.5	100.0
4. CT Coll Co., Ltd.							
Interest income		0.1	0.1	0.0	0.0	0.0	0.0
Interest expense		0.0	0.0	0.2	100.0	0.3	N/A
Net interest income		0.1	0.1	(0.2)	(100.0)	(0.3)	N/A
Operating income		48.6	(99.9)	0.0	0.0	0.3	N/A
Total income		48.7	(100.0)	(0.2)	(100.0)	0.0	N/A

* 2010,2009 figures have been reclassified in order to be comparable 2011 figures

4. Business Operataion

4.1 Product and Services

Retail Banking

In 2011, Adhering to precise and selective strategies, Retail Banking focused on launching innovative products catering to various customer segments, and strengthening sales force and distribution channel.

Despite intense competition, the Bank's retail deposit volume rose moderately 11% from December 2010, mainly driven by newly launched term deposit campaigns for tenures ranging from 3 to 12 months with special interest rates offered. The Bank launched life stage products including "CIMB Thai Junior Saver", a savings account for children offering free Personal Accident Insurance, and "Extra Savings", a high interest rate savings account aimed at the white collar segment. Meanwhile retail loans grew 9.2% year-on-year, largely due to mortgage loan growth which was successfully driven by several promotional campaigns with prime developers. Also, process improvements led to shorter turnaround times, increase in customer satisfaction and smoother operations.

In order to grow its fee income and create a presence in the insurance sector, the Bank forged an exclusive partnership with the Thai Life Insurance Company to launch several products including Super Saving 15/7, Premier Saving 10/5 and Sabai Retirement.

In August 2011, the Bank successfully launched CIMB Clicks, its new internet banking portal which allows individuals to conveniently manage their accounts and conduct transactions such as fund transfers and bill payments on a secure system.

Private Banking

In 2011, Private Banking team focused on creating additional value within the products and services provided to high net worth clients. Besides sophisticated relationship managers and a suite of products and services catering to its clients' particular financial needs, Private Banking team offered invitations to exclusive events and advice on investing in subordinated debt and other investment vehicles.

CIMB Preferred

Today, CIMB Thai has 10,000 CIMB Preferred members nationwide. Of particular interest for 2011 was the launch of CIMB Preferred Current Plus, a current account with interest rates aimed at business owners. The Bank also offers investment products tailored for its affluent customers such as the CIMB Principal Global Bond Fund, Trinity Property Fund, Sub Sri Thai Property Fund and other funds offering competitive returns. Meanwhile, mobile booths were rolled out in prime areas to enhance customers' awareness of CIMB Preferred's benefits and privileges.

2011 saw the CIMB Preferred teams across the key ASEAN markets work together to produce new regional product initiatives and service solutions. This coordinated effort led to the successful launches of Pre-arrival account opening document preparation and CIMB Preferred regional referral programme, which aim to assist CIMB Preferred customers with needs to open account or invest in countries with CIMB Group's presence.

Besides product launches, special events were organised for CIMB Preferred members. The highlight of 2011 was the CIMB Asia Pacific Classic held in Malaysia where CIMB Preferred members throughout the region competed for slots to play alongside the world's best golfers in the Pro-Am session of the tournament.

Transacting Banking

CIMB Thai's Transaction Banking Group provides an array of services including cash management, trade finance and securities services. Its team of highly experienced bankers provides advisory and tailored solutions to clients to help manage their day-to-day banking requirements as well as optimise their operations by using the Bank's services and technology.

In 2011, Transaction Banking continued its transformation, product development and systems and technology development in tandem with the transformation of CIMB Thai. In particular, it improved workflows, after-sales service and customer information systems to handle increasing numbers of clients in the future. Its priorities are to build a longer term strategy of new products and services using CIMB Group's strong regional presence and know-how in order to provide differentiated solutions to clients and ensure CIMB Thai's transaction banking services are competitive in the local market as well as the region. It continued to deepen existing client relationships throughout Thailand using the Bank's physical branch presence and alternate channels, namely, its internet banking solutions.

Cash Management and Trade Finance Services offer a wide range of products and services to manage clients' risk and working capital. The internet banking solution, "BizChannel" offers clients access to the new eRemittance, eLC, Bulk Payments services and e-Treasurer services in addition to existing services such as account information and transaction services. Other services introduced in 2011 include Cheque Distribution at specified CIMB Thai branches in business areas, MIST USD Same Day, Bank@Post, Foreign Currency Account (Australian Dollars) and IFC Guarantee Program. Under Securities Services, the Bank currently holds the following licences: registrar, bond representative, fund supervisory and custodian. These licences allow it to offer a complete range of services including bondholder representative, registrar and paying agent, custodial services, agency services and safe-keeping. The Bank's Securities Services are fully supported by a strong technology platform that provides efficiency and flexibility, as well as a dedicated team committed to providing solutions to meet its clients' complex requirements.

As at 31 December 2011, the Bank was involved in the following transactions:

- a) 'Bondholders' representative for 35 debenture transactions valued at THB 83.79 billion
- b) Fund supervisor and custodian for 45 funds valued at THB 12.17 billion
- c) Securities registrar for ordinary shares, bills of exchange, government bonds and corporate bonds with a total value of THB 97.13 billion
- d) Long-term facility agent and security agent for a syndicate loan valued at THB 7.4 billion
- e) Safekeeping agreements of 1,334 agreements held in custody
- f) Escrow account valued at THB 8 billion

Investment Banking

The Investment Banking team is responsible for originating corporate financial solutions through various capital market and non-capital market initiatives which will add value to the overall business strategy of the Bank's corporate clients. The team is tasked with marketing the full suite of products and services of the Bank with the aim of providing corporate clients with complete solutions for their banking requirements.

The team is strategically positioned to take the role of a partner for Thai companies looking to invest regionally as well as ASEAN-based companies looking to invest in Thailand. With coverage across various products and services such as debt and equity capital markets transactions, corporate banking, financial advisory, treasury and structured products, cash management and transaction banking, it works closely with product development teams and regional CIMB peers to deliver the most ideal solutions that fulfill its clients' objectives. Moving forward, the team strives to leverage further on CIMB Group's regional strength to expand the depth and coverage of products and services.

Some of the key transactions originated by the investment banking team in 2011 included:

- Joint Lead Underwriter of Initial Public Offering of LH Financial Group PCL totalling THB 2 billion
- Co-Underwriter of Initial Public Offering of Asia Precision PCL totalling THB 475 million

- Co-Underwriter of Initial Public Offering of Asian Phytoceuticals PCL totalling THB 140 million
- Co-Underwriter of Initial Public Offering of QTC Energy PCL totalling THB 100 million
- Co-Underwriter of Initial Public Offering of Union Intraco PCL totalling THB 100 million
- Co-Underwriter of Property Fund Public Offering of Trinity Property Fund totalling THB 710 million
- Joint Lead Underwriter of Dual Listing for Sri Trang Agro-Industry PCL totalling THB 8 billion
- Independent Financial Advisor for Serm Suk PCL's Tender Offer
- Independent Financial Advisor for Glow Energy PCL's Acquisition
- Joint-lead arranger of a debenture issued by Toyota Leasing Ltd worth THB 2.8 billion
- Joint-lead arranger of a debenture issued by Bangkok Dusit Medical Services PCL worth THB 2.5 billion
- Sole lead arranger of a debenture issued by Quality House PCL amounting to THB 2 billion
- Joint-lead arranger of a debenture issued by Central Pattana PCL worth THB 1 billion
- Sole lead arranger of a debenture issued by Ticon Industrial Connection PCL amounting to THB 650 million
- Joint-lead arranger of a debenture issued by Krungthai Card PCL worth THB 7 billion
- Lead underwriter of a state enterprise bond worth THB 3.6 billion
- Sole lead arranger of subordinated debentures issued by CIMB Thai Bank PCL worth THB 3 billion

Treasury

Treasury Group provides services to clients covering foreign exchange, derivatives, money markets, fixed income origination and trading. Internally it provides the Bank with specialised management of the balance sheet, monitoring the net interest margin of the business. Aside from this, Treasury Group is responsible for the investment of the Bank's shareholders' funds and also the investment in subsidiaries and other companies arising from previously restructured loans.

In 2011, the Bank continued to play a leading role in the origination of fixed income instruments for its clients, leveraging on its network of retail and institutional clients to place these bonds for issuers. Treasury Group also continued to leverage on CIMB Group's expertise in providing risk management, debt capital market, alternative investment and loans for BOTH local and international clients.

In 2011, Treasury Group successfully closed a number of cross-border deals within the region and further cemented CIMB Group's presence in ASEAN local currency markets. CIMB Thai retained its position as the third Most Active Bond House with a market share of 9.65% and also ranked as the third Best Foreign Exchange Service Provider among foreign banks in Thailand in the Asia Money Poll. To promote BIBOR (Bangkok Interbank Offered Rate) in the money market, it has begun quoting rates as a BIBOR contributor for the Bank of Thailand.

Going forward into 2012, Treasury Group will continue to take on opportunities and build on the regional synergies provided through CIMB Group while ensuring risks are managed and expanding opportunities for stable income generation. The Bank remains committed to becoming the best provider of treasury products and services by understanding clients' needs and providing comprehensive financial solutions. Treasury Group also focuses on providing innovative products to help BOTH borrowers and depositors with products that are flexible and suitable for their risk appetite. The team is committed to play a key role in the development of CIMB Thai as a leading financial institution in Thailand, leveraging on CIMB Group's treasury expertise in local currency products.

Corporate Banking

The Corporate Banking Group services a diverse range of industries, from commercial businesses and industrial manufacturing to property development and transport. Most of these clients have had a long relationship with the Bank, who supports them like a partner as they navigate their business.

In 2011, corporate loans grew 27%, or THB10.46 billion, from the previous year to reach THB 49.6 billion. Much of this expansion came from loans to the industrial sector, which grew 36% year-on-year, followed by the real estate and wholesale and retail sectors, which BOTH posted growth of 18%. Loans to the hospitality and consumer segments showed a modest increase of 6% year-on-year, while loans to the transport sector expanded 5%. Long-term loans formed the bulk of lending, at 43%, with the rest comprising short-term loans 27% and trade finance 30%.

The Bank continues to support efforts to generate efficient energy, with corporate loans approved for this segment standing at THB 1.98 billion in 2011. As a result, the Bank was honoured with two accolades: the Thailand Energy Award 2011 in the category of Energy Efficiency and Alternative Energy from the Department of Alternative Energy Development and Efficiency, Ministry of Energy and the ESCO Excellent Supporting Bank Award from the Institute of Industrial Energy of the Federation of Thai Industries.

As a unit of CIMB Group, which operates across Southeast Asia in the key markets of Malaysia, Indonesia, Singapore, Cambodia and Thailand, CIMB Thai is able to provide the full suite of banking services for any of its customers who are interested in exploring or expanding their investment in ASEAN, including investment loans, remittance transactions or other financial services, through affiliated banks within the CIMB Group network.

Looking ahead to 2012, the Corporate Banking Group will continue to provide comprehensive financial solutions to its clients via cross-selling and focus on expanding its mid-size customer base. Other core objectives include increasing marketing efficiency via the corporate loan approval process and streamlining loan approval procedures.

SME Banking

In 2011, SME (small and medium-sized enterprise) banking continued its growth momentum and marked another highly successful year in terms of BOTH business expansion and asset quality management. Loans grew from THB 18.9 billion to THB 28.1 billion in 2011, a hefty increase of 48.7%, while its non-performing loans (NPL) ratio was kept below 1.2%. Through its 23 SME business centres and 157-branch network in Bangkok and key provinces nationwide, the SME team provides comprehensive financial products and services to suit its clients' needs. These products and services are tailored to their specific industries, in particular, their requirements in capital financing, fixed asset investment, cash management and trade financing.

In 2011, the Bank's SME team continued to take on opportunities to increase market presence throughout its targeted segments and areas.

Internally, it continued to improve operational efficiency and infrastructure. It also tightened risk management practices and adherence, resulting in its NPL ratio falling to 1.2% as at December 2011, below the industry average and lower than the ratio of 1.4% in 2010. It extended its product offerings, and solutions such as Micro SME and Car Dealer Financing were introduced to better serve and meet the needs of its diversified SME client base. Micro SME Biz Line offers a flexible credit facility and convenience to small business entrepreneurs through a shorter loan approval process and branch distribution network.

Throughout the year, the Bank collaborated with BOTH government and private organisations to organise various seminars and activities as value-added services for its clients. Among others, with its regional leverage and expertise, the Bank co-sponsored a business briefing with MATRADE for 40 Malaysian companies at THAIFEX and participated in regional events, including the "International Trade Expo", organised by the Penang State Government in Penang and "Thailand Business Know-How Investment Business Opportunities in Thailand", organised by the Singapore Business Federation.

4.2 Products and services

Source of funding

As of 31 December 2011, deposits managed by the Bank stood at THB 103.4 billion (including interbank and money market deposits), whilst borrowings (including interbank and money market borrowings) amounted to THB 42.7 billion. Of that total, 80.4% was used for gross loans, while the balance was applied towards interbank items, money market transactions and investments. The Bank was fully aware of its liquidity gap in each period, and has an existing policy for acquiring and effectively utilising funds in an optimal manner.

Comparing the Bank's loans and deposits, total gross loans (excluding accrued interest) with maturity of not more than one year stood at THB 54.3 billion while loans with maturity of more than one year amounted to THB 63.3 billion. Meanwhile deposits with maturity of not more than one year stood at THB 102.5 billion and those with maturity of over one year amounted to THB 0.9 billion.

Capital Adequacy Ratio

BOT regulations require commercial banks to maintain a capital adequacy ratio of not less than 8.5%, with Tier-I capital of not less than 4.2% while Tier-II capital shall not exceed the Tier-I ratio.

As of 31 December 2011, the Bank has overall capital of THB 18.8 billion (13% of risk-weighted capital), comprising Tier-I capital of THB 11.1 billion (7.7% of risk-weighted capital) and Tier-II capital of THB 7.7 billion (5.4% of risk-weighted capital). These ratios are computed in accordance with the Basel II requirements. Therefore, the Bank's capital is much higher than regulatory capital requirements. Accordingly, the Bank is confident that this level of capital is more than adequate in responding to any economic uncertainties or adverse conditions that may have an impact on the operations of the Bank in the years ahead. If necessary, the Bank may increase its Tier-II capital by mobilising funds in the capital market.

In Billion Baht

Capital Funds	2011	2010	2009
Tier 1 capital	11.1	10.6	6.2
Tier 2 capital	7.1	6.6	6.2
Total Capital Funds	18.8	17.2	12.4
Total Tier 1 Capital / Total Risk Assets (%)	7.7	9.0	6.0
Total Tier 2 Capital / Total Risk Assets (%)	5.4	5.6	6.0
Total Capital / Total Risk Assets (%)	13.0	14.7	12.0
Total Risk Assets	132.6	116.8	103.9

Liquidity Risk Management

The Board of Directors and the senior management of the Bank take a very important role in managing the Bank liquidity. Liquidity risk is defined as the risk of the Bank's inability to meet its present and future funding needs on a timely basis, as a consequence of not being able to convert assets into cash or not being able to obtain adequate funding on time. The Board has delegated its authority to the Assets and Liabilities Management Committee ("ALCO") to supervise all business units, including Treasury Group, to handle the Bank's liquidity. The committee proactively and dynamically manages the Bank's balance sheet through monthly and ad-hoc meetings.

The Bank also has a Risk Management Group to perform annual reviews of its liquidity risk and to propose a Liquidity Risk Management Policy to the Board for approval. To ensure proper and prudent liquidity management, the policy also applies to the Bank's subsidiaries.

The Bank will continue to emphasise and improve its retail customers acquisition to match its assets expansion.

The Bank's liquidity management strategy is to drive the accumulation of current accounts, saving accounts (CASA) and retail fixed deposits as more economical and stable sources of funding while using the more price sensitive corporate deposits and bill of exchange as a means to balance out the funding and liquidity of the Bank. The Bank has specific teams of employees responsible for the proper marketing strategy for each segment and to strengthen the Bank's relationship with clients to sustain long-term deposit growth. In addition, the Bank has in place an early warning system which is closely monitored, together with a contingency funding plan, to alert and enable management to take effective and efficient measures during a liquidity crunch and in prevailing adverse market conditions.

Collateral Policy

In the Bank's lending policies, the primary basis of assessing creditworthiness is the borrower's ability to repay loan obligations, most often from cash flow generated through normal business operations and other primary sources of repayment. Nevertheless, collateral also represents an important component of many credit transactions because they will be the secondary source of repayment and will help alleviate loss in the event of default. Among the different types of collateral which the Bank accepts are deposits, government bonds, debt and equity instruments, machinery and properties. The loan to collateral value ratio will vary based upon the risk level of each credit product, the borrower's creditworthiness and liquidity of the collaterals. The Bank has established a collateral valuation policy to ensure effective risk management as well as to comply with BOT guidelines. When the collateral is accepted, it is important to adhere to the Bank's policy which prescribes, among others, a valuation policy and valuation frequency.

Debt Monitoring Policy and Follow-up Procedures

The Bank has set up guidelines for closely managing and monitoring watch-list and problem loan accounts in order to speedily resolve the Bank's problem loans and standardise the problem loan monitoring process. The guidelines prescribe a monitoring process for watch-list, special mention, substandard or worse accounts and the guidelines will be periodically revised to ensure their effectiveness and relevance. In addition to mandatory debt classification in accordance with BOT guidelines, the Bank has established additional qualitative criteria for early classification of debt with signs of deterioration prior to default. For watch-list and special mention accounts, a pre-NPL monitoring report is prepared for close follow-up of the pre-NPL group of accounts. A pre-NPL account's performance will be further classified into two groups comprising Special Alert List (SAL) for high risk accounts and Non Special Alert List (Non SAL) for other accounts. Regarding NPLs (substandard, doubtful and doubtful for loss classifications), an NPL management report is also required to be prepared monthly. BOTH the Pre-NPL monitoring report and NPL management report are reported to the Bank's senior management and credit committee for notation and direction. The debt monitoring policy and follow-up procedures stated above will help the Bank resolve problem loans in a timely manner and mitigate risk as well as help clients with debt restructuring.

Debt Restructuring Policy

The Bank has set a policy to undertake debt restructuring for borrowers who have cooperated with the Bank as well as have the potential to comply with the newly agreed conditions. The objective of the policy is to ensure that the Bank and the borrowers have mutually benefited from the debt restructuring, namely that the Bank has the maximum opportunity to recover the debt or has minimised loss while the borrowers are able to continue their business but may incur some loss on their part. The Bank will undertake the debt restructuring work in accordance with the regulations of BOT and such work will be carefully undertaken so that it does not avoid guidelines regarding debt reclassification, additional provisioning and suspension of recognition of accrued interest income.

The Bank will undertake the debt restructuring on BOTH general debts and troubled debts, taking into consideration the criteria, process and method provided for the debt restructuring process, including debtor analysis, approval, preparation of agreement, follow-up and assessment. This process can be supervised

and undertaken in accordance with rules and regulations of the authorities and the Bank. The responsibility for coordinating debt restructuring activities lies primarily with the internal departments of the Bank. However, other reputable and experienced third parties which specialise in this area may be allowed to conduct financial advisory services or undertake debt restructuring for the Bank. However, debt restructuring conditions are required to be approved by the Board or the Credit Committee or other persons duly authorised by the Bank.

Policy on Asset Classification and Loan Loss Provisions

The Bank has complied with BOT regulations for asset classification and loan loss provisions at the rate for each asset category as prescribed in No. SorNorSor. 31/2551 regarding criteria for debt classification and provisioning of financial institutions, dated 3 August 2008 or as may be amended by BOT from time to time. However, the Bank's internal guidelines are more stringent than these regulatory requirements, combining the qualitative and quantitative criteria prescribed by BOT, and prudently adopting a final classification which is based on the worse of the two sets of criteria.

In addition, the Bank has set loan loss provisions according to the criteria prescribed by BOT, as well as increased provisions for doubtful debts which are unlikely to be collected from borrowers, by analysing and assessing the borrowers' financial status according to risk measures and collateral values. Amounts written off or amounts recovered in respect of bad debts will be deducted from or added to the provision for doubtful accounts respectively.

Research and Development

" This topic has been canceled by the Capital Market Supervisory Board's Notification No.Tor Chor. 11/2552 Re: Application for and Approval of Offer for Sale of Newly Issued. ".

5. Business Assets

(1) Land, Building and Equipment

As at 31 December 2011, CIMBT and its subsidiaries have land valued at THB 1,402 million, buildings THB 3,073 million, equipment THB 2,963 million, and assets under construction THB 249 million. Net of accumulated depreciation and provisions for impairment of THB 3,856 million, the net book value of this land, buildings and equipment is THB 3,831 million. Land, buildings and condominiums under the Bank and subsidiaries's ownership are occupied by the Bank's headquarters, business center, branches, and subsidiaries office.

(2) Commitments under long-term leases

As at 31 December 2011 and 2010, the Bank and its subsidiaries had entered into a number of agreements to lease land, buildings and vehicles for periods of longer than 6 months, under which future rental fees can be summarised as follows:

(Unit: Million Baht)

Lease periods	Consolidated financial statements		Separate financial statements	
	2010 Million Baht	2009 Million Baht	2010 Million Baht	2009 Million Baht
1 - 3 years	407	311	312	269
4 - 5 years	18	18	16	17
6 - 10 years	6	14	6	14
11 - 30 years	7	10	7	10
Total	438	353	341	310

(3) Other commitments

As at 31 December 2011, the Bank has other commitments as the Bank entered into various agreements relating to computer system development consultancy services and computer system and software development. As at 31 December 2011, the Bank is obligated to pay a further Baht 15 million and USD 0.01 million under such agreements (31 December 2010: Baht 170 million and USD 0.09 million).

Policy Governing Subsidiaries and Associate Companies

A subsidiary company means a company that the Bank has the power to determine its financial and business policies, whereby the Bank holds shares in the particular whether directly or indirectly not less than half of its issued and paid-up share capital.

An associate company means a company that the Bank has a right to participate in the formulation of its financial and business policies, whereby the Bank holds shares in the particular company whether directly or indirectly not less than 20% of its issued and paid-up share capital.

Companies in the Financial Group as approved by The Bank of Thailand means companies that their main business is to provide financial services and/or companies that their main business is to provide supporting business to financial services as defined by The Bank of Thailand. The Bank also must have power to control businesses of companies in the Financial Group.

The Bank's investment policy in subsidiary and affiliates is set according to the consolidated supervision guidelines of The Bank of Thailand which means the bank will not make investment and holding shares in any company more than 10% of total issued shares, except when the bank gets approval from The Bank of Thailand in following cases.

1. Investment in companies in the Financial Group that the Bank has management control over the company as approved by The Bank of Thailand which consist of companies engaging in financial service businesses and

companies engaging in supporting businesses whereby such companies will operate business mainly to support and promote business of the bank and companies in the Financial Group.

Bank of Thailand has granted approval to the Bank to establish a Financial Group on March 10, 2008. As at December 31, 2011, the Bank Financial Group consisted of

1.1 Financial Service Businesses

- (1) CIMB Thai Bank Public Company Limited
- (2) Center Auto Lease Company Limited
- (3) Worldlease Company Limited
- (4) CIMB Securities (Thailand) Company Limited

1.2 Supporting Businesses

- (1) CT Coll Company Limited

2. Investment in companies outside the Financial Group, the Bank can only make investment in a company outside the Financial Group with a shareholding more than 10% of the total issued shares provided that such company must fall within following categories:

- 2.1 Main business of the company is to provide financial service business but the Bank has no management control over the company provided that such investment was prior received approval from Bank of Thailand.
- 2.2 Main business of the company is to provide supporting businesses beneficial to the Bank's business and the overall financial system, such as National Credit Bureau Co., Ltd, National ITMX Co., Ltd, S.W.I.F.T. Co., Ltd and Thai Rating and Information Services Co., Ltd.(TRIS), etc.
- 2.3 Shares of companies in which the Bank received as a result of Trouble Debt Restructuring, debt to equity conversion, debt enforcement or foreclosure of collateral as allowed by Bank of Thailand.
- 2.4 Companies which were prior received approval from Bank of Thailand, and companies that now are in liquidation process.
- 2.5 Companies engaging in financial businesses or supporting businesses for which the Bank does not have management control. For companies engaging in other businesses will only be allowed when the invest is made through company that engaging in financial businesses which is under supervision of specific authority, provided that approval criterion of Bank of Thailand for such investment will be in accordance with rules and guidelines of as specified by the relevant authority.

For overall management policy, with a view to directing and overseeing policies governing the management of subsidiary and associate companies, the Bank has appointed directors to sit on their respective boards of directors. The directors are responsible for keeping the Bank's board of directors apprised of all related developments and issues on a monthly basis. In addition, the Bank's board of directors has established a Risk Management Committee to monitor and supervise companies in the Financial Group to ensure that all companies are comply with the Bank's risk management policy and the BOT's guidelines. Furthermore, the Bank's board of directors have given full support to the Audit Committee to also oversee all subsidiaries and affiliates in order to ensure that the Bank can supervise and monitor the operations of every company in the Financial Group in accordance with predetermined policy, including to review all financial reports of companies in the Financial Group and ensure that the reports are accurately and properly disclose.

Future Projects

" This topic has been canceled by the Capital Market Supervisory Board's notification No.Tor Chor. 11/2552 Re: Application for and Approval of Offer for Sale of Newly Issued. ".

6. Legal Disputes

As of 31 December 2011, the Bank has an unsettled dispute which may have a negative impact on its assets as the claimed amount is worth over 5% of shareholders net equity..

The case is a civil case between Thai Melon Polyester Plc., the plaintiff, and 5 defendants namely Thai Asset Management Corporation (TAMC) the 1st defendant, Mr.Somjet Moosirilert the 2nd defendant, BankThai Plc. the 3rd defendant, Bangkok Bank Plc. the 4th defendant and Siam Commercial Bank Plc. the 5th defendant (the 3rd, the 4th and the 5th defendants are hereafter collectively referred to as "the banks"). The case was filed on 21 March 2007 with the Civil Court (case no. Black 1215/2550) for the revocation of the transfer of a Non-Performing Loan (NPL) and the transfer of mortgages between the banks and TAMC along with the claims in tort. The total amount of claims was THB 24,500 million comprising damages for loss of reputation of THB12,250 million and damages from the halt of business operations of THB 12,250 million, together with interest at the rate of 7.5% p.a. on the principal from the filing date to the date of full payment.

According to the claim, the Central Bankruptcy Court had issued a temporary receivership order upon the plaintiff's assets, therefore, the plaintiff's NPL did not fulfil the criteria of the Thai Asset Management Decree B.E.2544 and, henceforth, could not be transferred to TAMC. The Bank as the 3rd defendant, submitted a defending motion on 5 June 2007 based upon the following facts:

- on 28 March 2001, the Central Bankruptcy Court issued an order for temporary receivership over the plaintiff's assets (case no.Red 391/2543);
- on 14 August 2001, the Central Bankruptcy Court dismissed the interim receivership order and disposed of the case;
- on 12 October 2001, the banks transferred the plaintiff's NPL to TAMC along with the rights over the mortgages, and TAMC already issued the receipt of the plaintiff's NPL to the banks.

Therefore, during the time the banks transferred the plaintiff's NPL to TAMC, the plaintiff's assets were no longer protected under the temporary receivership order issued by the Central Bankruptcy Court. As a result, the banks had duly transferred the plaintiff's NPL to TAMC in accordance with the laws.

On 30 May 2008, the Civil Court dismissed the case based on the transfer between the banks and TAMC over the plaintiff's NPL was in accordance with the laws and there was no need to make further decision on other issues.

On 10 September 2008, the plaintiff filed an appeal and the Bank submitted a defence against the appeal on 10 November 2008. The case is now under consideration of the Court of Appeals and it is more likely that the Court of Appeals will concur with the Civil Court. However, the Bank views that if the Court of Appeals rules against the Bank, the Bank's liability will be proportionately for the principal amount of THB 857.87 million.

7. Capital Structure

7.1 Securities Information

The registered and issued and paid-up share capital of the Bank as of 31 December 2011 are as follows:

Registered Share Capital

THB 8,157,967,378 (eight billion, one hundred and fifty-seven million, nine hundred and sixty-seven thousand, three hundred and seventy-eight), which comprises:

- : Ordinary shares 16,315,934,756 shares (sixteen billion, three hundred and fifteen million, nine hundred and thirty-four thousand, seven hundred and fifty-six) ordinary shares, with a par value of THB 0.50 (fifty satang)
- : Preference shares -none-

Issued and Paid-up Share Capital

THB 8,157,967,378 (eight billion, one hundred and fifty-seven million, nine hundred and sixty-seven thousand, three hundred and seventy-eight), comprising 16,315,934,756 shares (sixteen billion, three hundred and fifteen million, nine hundred and thirty-four thousand, seven hundred and fifty-six) ordinary shares, with a par value of THB 0.50 (fifty satang)

Issuance of Debt Securities

Classified by type	Interest rate	Maturity	Collateral	Restrictions and Requirements	Debentures in issue and value as at 31 December 2011 (THB)	Credit ratings (Moody's / Fitch Ratings)	Proxy
1. US\$40,000,000 Subordinated Floating Rate Notes due 2017, callable with Step Up in 2012 (Issue Date: 16 February 2007)	Six-month LIBOR US dollar deposit rate plus 350 bps for the first 5 years; and six-month LIBOR US dollar deposit rate plus 525 bps after an early redemption call option in 2012	20 Feb 2017	-none-	Call option in the cases when: (1) there are significant changes in tax laws resulting in increased tax liability for the issuer; (2) the issuer decides to redeem the debentures at the end of the first five years; or (3) the debentures do not qualify as Lower Tier II Subordinated Debt.	1,267,648,000 (US\$40,000,000)	-none-	-none-
2. Subordinated long term notes ¹	-none-	22 Dec 2003	-none-	-none-	544,502,520	-none-	-none-
3. Subordinated long 10-year long term notes ²	-none-	1 Feb 2009	-none-	-none-	2,600,000	-none-	-none-
4. Cumulative Hybrid Tier 2 Debt Capital Securities No. 1/2009, due 2019 (Issue Date: 27 March, 2009)	5.25 percent; and for the period after the 5 th anniversary till the maturity date, 6.75	27 Mar 2019	-none-	Call option in the cases when: (1) the issuer is solvent at the time of any	2,500,000,000	A- (tha)	-none-

Classified by type	Interest rate	Maturity	Collateral	Restrictions and Requirements	Debentures in issue and value as at 31 December 2011 (THB)	Credit ratings (Moody's / Fitch Ratings)	Proxy
	percent			redemption of the securities and immediately thereafter, (2) the issuer is not in breach of the BOT's minimum BIS ratio requirements applicable to the issuer; and (3) the issuer has obtained the written approval of the BOT prior to redemption of the securities.			
5. Subordinated and unsecured debentures, with a debenture holder's representative (Issue Date: 14 July, 2011)	5.35 %per annum throughout the term of the debentures	14 July 2021	-none-	The debentures are redeemable subject to the following conditions: 1. prior to the 5-year anniversary from the issue date, if the Issuer is informed by BOT that 1.1 the debentures are no longer qualified as Tier II Capital of the issuer or 1.2 the debenture can be counted as Tier II Capital of the issuer, but they shall be below 50 per cent of the Tier I Capital of the issuer; or 1.3 The proceeds from the issuance of this debenture, which count as Tier II capital, has to be amortized upon calculated as Tier II capital; or 2. at the 5-year anniversary from the issue	3,000,000,000	issue rating A+(tha) by Fitch Thailand	-none-

Classified by type	Interest rate	Maturity	Collateral	Restrictions and Requirements	Debentures in issue and value as at 31 December 2011 (THB)	Credit ratings (Moody's / Fitch Ratings)	Proxy
				date or any interest payment date after the 5 year anniversary from the issue date; or 3. the issuer can prove that interest payable under the debentures cannot be deducted as expense of the issuer for the taxation benefit of the issuer; or 4. any other conditions as the BOT may prescribe.			

Notes:

1. THB 544.50 million transferred from the state-intervened financial institution, Union Asia Finance and Securities Public Co., Ltd.
2. THB 2.60 million transferred from the state-intervened financial institutions, Dhana Siam Finance Public Co., Ltd.

Major shareholder agreements regarding share issuance or the Company management

- None -

7.2 Shareholders

A. The top 10 shareholders of the Bank as at 30 December 2011 are as follows:

	Name of shareholders	Number of Shares	% of Total
1.	CIMB BANK BERHAD	15,198,418,595	93.15
2.	SOCIETE GENERALE BANK & TRUST, SINGAPORE BRANCH	647,452,040	3.97
3.	Thai NVDR Co., Ltd.	114,574,989	0.70
4.	Mr. Pisit Prukpaiboon	24,148,044	0.15
5.	Mr. Sombat Panichsheewa	21,788,700	0.13
6.	Mrs. Sujitra Dusitanon	9,228,800	0.06
7.	Thailand Securities Depository Co.,Ltd, for Depositors	8,986,852	0.06
8.	Mr. Nattapong Phanrattanamongkol	6,779,800	0.04
9.	Mr. Prawit Phansaichue	6,764,300	0.04
10.	Mrs. Jaroonluk Panichsheewa	6,300,000	0.04
	Other shareholders	271,492,636	1.66
	Total 5,207 shareholders	16,315,934,756	100.00

B. Major Shareholders with Significant Influence over the Planning and Direction of the Bank's Operations

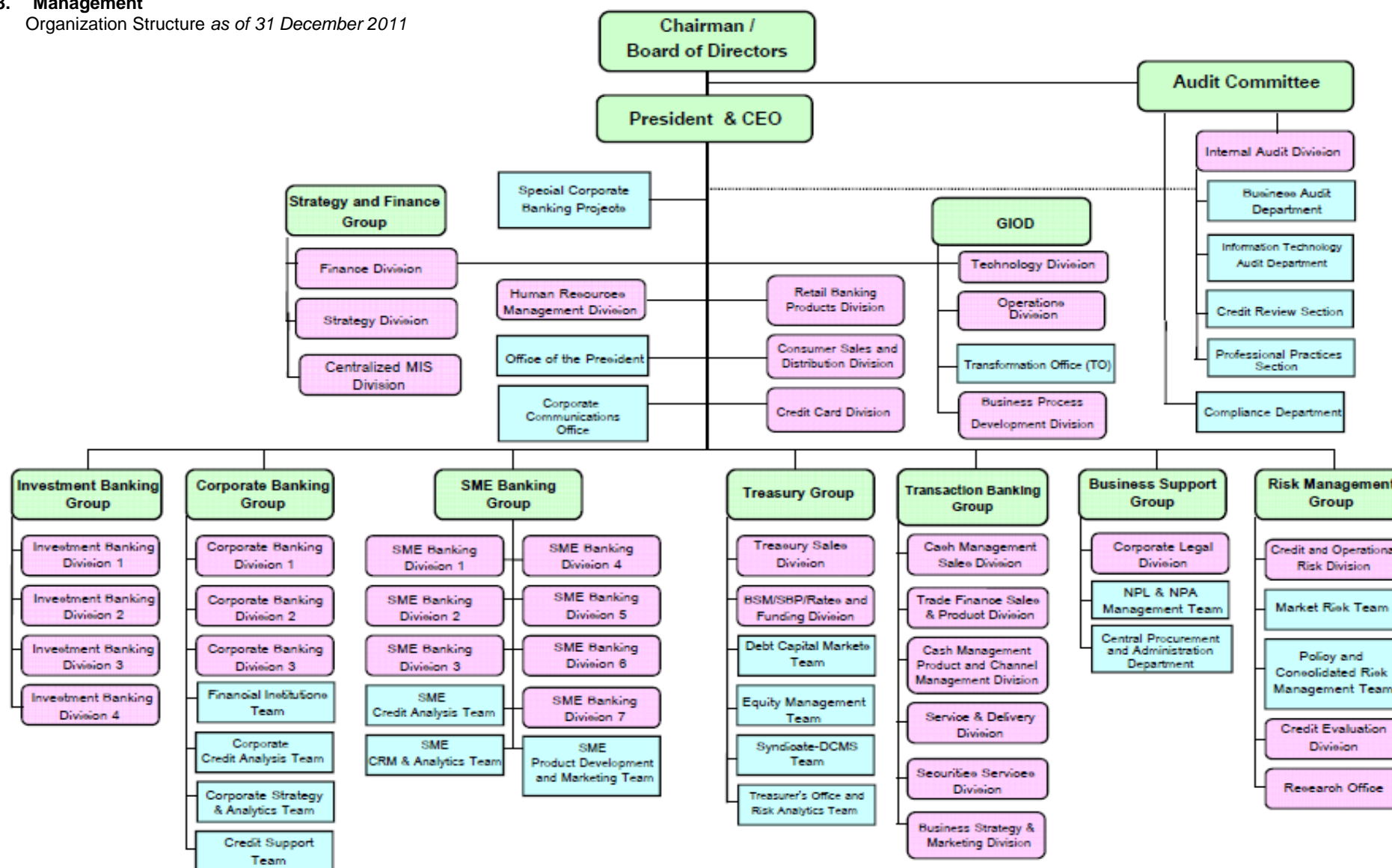
Major shareholders with significant influence over the planning and direction of the Bank's operations is CIMB Bank Berhad hold the total of 15,198,418,595 of the Bank's million shares, representing 93.15% of the total issued and paid-up shares of the Bank.

7.3 Dividend Policy of CIMB Thai

The Bank's policy is to allocate dividends to shareholders at not over than 40% of its net profit (after corporate income tax) of the operational year. Article 43 of the Bank's Articles of Association states: "No dividend shall be paid otherwise than out of profits. The remaining profit from dividend expense can be allocated as reserve funds if the Board of Directors considers fit. The Board of Directors may also pay interim dividend from time to time if the bank considers it has enough profit to do so and the payment of such dividend shall be reported to the shareholders in the next meeting. The payment of dividend shall be made within the time as prescribed under the law and the payment notice shall be sent to the shareholders and published in the newspaper." With respect to the Bank's subsidiary companies, the decision to declare a dividend is at the discretion of the respective subsidiaries' Boards of Directors and is dependent upon the subsidiaries' net earnings.

8. Management

Organization Structure as of 31 December 2011



CIMB Thai Management structure

1. Board of Directors.
2. Board Committees: Audit, Nomination and Remuneration, Shariah Sub-Committee, Management, Risk Management, Credit Risk, Credit Committee Level 2, Retail Business, Assets and Liabilities Management, IT Strategic Planning, Market Risk Committee Thailand, Marketing and Communications, Basel II Steering, Credit Card, Community Link Project Task Force, Credit Committee Level 3.

A. Board of Directors**1. Non-executive director**

A director who does not hold any other position at the Bank other than as a member of the Board. A non-executive director may or may not be an independent director.

2. Executive director

Any director who holds an executive position, or any director who is in charge of any actions deemed to be taken by an executive, and shall include any authorised director.

3. Director who is delegated authorised signatory

A director or several directors may be authorised to execute contracts or other written instruments on behalf of the Bank.

4. Independent director

A director who does not have any related business, hold any position or have any beneficial interest in financial institutions that may affect his or her independent decision. An independent director of a public listed company ("the applicant" below)] is also required to comply with the Capital Market Supervisory Board No. TorChor.28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares as follows:

- (a) not hold shares exceeding one per cent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- (b) neither be nor been an executive director, employee, staff, advisor who receives a salary, or controlling person of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the applicant;
- (c) not be a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the applicant or its subsidiary company;
- (d) neither have nor had a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither be nor been a significant shareholder or controlling person of any person having a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or THB20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurring during the period of one year prior to the date on which the business relationship with the person commences;

- (e) neither be nor been an auditor of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not be a significant shareholder, controlling person,

or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship ended not less than two years prior to the date of filing an application with the Office;

- (f) neither be nor been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding THB2 million per year from the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship ended not less than two years prior to the date of filing an application with the Office;
- (g) not be a director appointed as representative of directors of the applicant, major shareholder or shareholder who is related to the major shareholder;
- (h) not undertake any business in the same nature and in competition to the business of the applicant or its subsidiary company or not be a significant partner in a partnership or be an executive director, employee, staff, advisor who receives a salary or hold shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the applicant or its subsidiary company;
- (i) not having any other characteristics which cause the inability to express independent opinions with regard to the applicant's business operations.

After being appointed as independent director with the qualifications under (a) to (i) of the first paragraph, the independent director may be assigned by the Board to take part in the business decisions of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decisions shall be in the form of collective decisions.

B. Powers of the Board of Directors

1. To appoint and dismiss full-time and temporary employees; determine the levels of remuneration for full-time and temporary staff or any other persons having a pecuniary relationship with the Bank; and declare dividends to shareholders;
2. To establish committees as the Board deems necessary to assist the Board in overseeing the Bank's business affairs, including determining the appropriate remuneration for committee members;
3. To appoint advisers in the context of the needs of the Board, including determining their appropriate remuneration;
4. To delegate certain functions or any of its powers to an individual Director or to a group of Directors or any other persons in a manner most appropriate to the business at hand; and
5. At board meetings, each director shall be entitled to cast one vote. Directors with material interests in the matter being considered are required to abstain from discussions and voting on the matter. In the event of a vote tie, the Chairman of the Board shall have the deciding vote.

C. Duties and Responsibilities of the Board of Directors

The basic responsibility of the Board is to exercise business judgment in good faith, in a manner that they reasonably believe to be in the best interests of the Bank, while complying with the applicable laws and regulations, the Bank's Articles of Association and resolutions adopted by the shareholders. In addition, the Board is responsible:

1. To set the direction, vision and policies of the Bank and determine objectives and strategies to ensure the effective discharge of the Bank's functions and the most efficient use of the Bank's resources.
2. To identify individuals qualified to become Directors and recommend to the shareholders' meeting nominees for election as directors, and encourage the shareholders to nominate candidates to stand for election as directors.
3. To seek individuals from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity for appointment to executive management positions.
4. To review and approve, together with executive management, specific financial objectives such as budgets proposed by executive management.
5. To delegate responsibility for day-to-day management to executive management based on agreed targets and objectives except when the matter warrants the Board's attention such as changes to the Bank's capital structure and major acquisitions, mergers, disposals and capital expenditure, or if the Board is required to ratify agreements involving conflicts of interest. In such cases, the Board is responsible for making its recommendations to the shareholders, as appropriate.
6. To determine the issues to be brought to its attention by executive management.
7. To require executive management to discharge its duties based on the Bank's strategic objectives and to regularly communicate those strategic objectives to the staff at all levels.

8. To require executive management to comply with all relevant laws and regulations as well as the terms and conditions of various agreements.
9. To ensure that the Bank has in place effective systems of risk management.
10. To ensure that the Bank has in place effective internal controls; formulate and implement a well-defined conflict of interest policy; put in place policies and processes requiring executive management and other concerned parties to refrain from using confidential information for personal gain; assess and provide assurance on the effectiveness of the Bank's internal controls at the end of every year.
11. To ensure fair treatment of all stakeholders.
12. To assume responsibility for the financial statements of the Bank and its subsidiary companies and in that process, ensure that the notes to the financial statements contain all important disclosures. The Board is also responsible for ensuring that processes are in place not only for implementing a sound accounting system, but also for ascertaining that proper accounting records are kept for future references.
13. To ensure that processes are in place for reviewing the implementation of output delivery and progress made on the achievement of expected accomplishments, as well as identifying the obstacles, so that appropriate policy responses can be formulated.
14. To establish procedures for evaluating the performance of senior executives to determine the appropriate levels of remuneration, with consideration given to the risks and responsibilities involved as well as the need to deliver long-term value to shareholders.
15. To review the pay structure and criteria for authorising bonuses, incentives and benefits for full-time and temporary staff, including suppliers and contractors, as recommended by executive management.
16. To appoint advisers to the Board or seek professional advice, at the expense of the Bank, according to the needs of the Board, and determine the appropriate levels of remuneration.
17. To establish as many Board committees as necessary to assist the Board in overseeing the Bank's business affairs, including determining the appropriate levels of remuneration. Board committees have access to independent expert advice and can engage regular staff to provide logistics support, at the Bank's expense.
18. To ensure that information is disclosed in the public domain in an accurate, consistent and timely manner.
19. To appoint a Board secretary to assist the Board in managing its business affairs, while ensuring compliance with the relevant laws and regulations as well as the Bank's Articles of Association.
20. To put in place corporate governance guidelines and a code of business conduct and ethics, including board and committee charters as well as policies governing human resources management
21. To provide oversight and direction throughout the organisation, including ensuring its continued relevance and effectiveness.
22. To conduct an annual self-evaluation.

The Board shall adhere to its decisions despite undue influence or opposition and pre-empt potential conflicts of interest. It shall also be responsible for approving all matters which require its approval, or recommending them to the shareholders for approval, as it deems fit, based on the following principles:

Sufficiency:

- Acts in the best interest of the Bank;
- Exercises sound and prudent judgment; and
- Decides dispassionately without consideration of personal gain.

Caution:

- Exercises due care and diligence by taking all the steps that he or she ought to take as a Director;
- Makes informed decisions; and
- Poses intelligent questions.

Integrity:

- Acts in good faith;
- Makes decisions free of possible or even appearance of conflict of interest; and
- Does not abuse power or authority by using classified information for personal gain.

D. Selection, Appointment and Removal of directors

- The Board of Directors shall be elected by the shareholders.
- The Bank has put in place a director nomination procedure that is transparent and open for inspection. The Nomination and Remuneration Committee shall be appointed to take charge of selecting and nominating qualified persons who have no disqualifications according to the law for appointment as directors by recommending them through the Board of Directors before submitting their names to the meeting of the shareholders for approval and appointment. This process shall comply with the rules and procedures on appointment and removal of directors as specified in the Bank's Articles of Association as follows:
 1. According to the shareholders' resolution, the Board of Directors shall comprise no less than 5 and no more than 12 members, with at least half the board members domiciled in Thailand.
 2. Clause 16 of the Bank's Articles of Association provides for the following voting procedure:

- (1) Each shareholder shall have the number of votes equal to the number of shares held. One share is entitled to one vote;
 - (2) Votes shall be cast for either an individual or several directors in the number required to be elected at the respective meeting and as deemed appropriate by the meeting. In the election for either an individual or several directors, each elected person shall receive votes from the shareholder in the full amount of shares held by the shareholder pursuant to (1). The shareholder shall not allot his or her votes to any person in any number; and
 - (3) After the voting, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order in the amount required in the election. Where the votes cast for candidates in the descending order are tied, and would otherwise cause the number of directors to exceed the number required to be elected at the respective meeting, the remaining appointments shall be made by drawing lots in the procedure to be determined by the Chairman.
3. At every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. In any subsequent years, the directors who have been in office the longest shall retire.
 4. Whenever any person vacates his or her seat as a Board member for any reason other than expiry of term of office, the remaining members shall, before the next Board meeting takes place, appoint another qualified and suitable director to fill that position for the remainder of the term of office of his or her predecessor except in the event that the vacant position has fewer than two months left in the term. The motion shall require the majority consent of 75% of the Board.

In addition, in accordance with the Financial Institutions Businesses Act B.E. 2551(2008), the BOT has the right to issue an order requiring a commercial bank to dismiss from office any director or any employee whose business conduct or practice has posed serious harm to society at large, or if they have failed to comply with the directives prescribed by the BOT. In this instance, the Bank has the obligation to select a suitable replacement and make its recommendation to the BOT. The decision taken by the BOT to appoint or dismiss anyone is conclusive.

Board of Directors

As of 31 December 2011, the Board of Directors consisted of the following 8 directors:

	Name	Positions
1.	Mr. Chakramon Phasukavanich	Chairman
2.	Dato' Robert Cheim Dau Meng	Vice Chairman
3.	Mr. Sukont Kanjana-Huttakit	Independent Director/Chairman of the Audit Committee
4.	Dato' Shaarani bin Ibrahim	Independent Director/Member of the Audit Committee
5.	Mrs. Watanan Petersik	Independent Director/Member of the Audit Committee
6.	Mr. Preecha Unchitti	Director
7.	Mr. Kenny Kim	Director
8.	Mr. Subhak Siwaraksa	President and Chief Executive Officer

Directors Nominated by Major Shareholders

CIMB Bank Berhad ("CIMB Bank") has appointed two representatives to the Board, namely, Dato' Robert Cheim Dau Meng and Mr. Kenny Kim.

Authorised Signatories

The directors who are authorised signatories of the Bank are Mr. Preecha Unchitti and Mr. Subhak Siwaraksa, with both these directors jointly signing and affixing the company seal.

E. Committees of the Board (as of 31 December 2011)

The Board has appointed the following principal committees to assist it in overseeing the objectives and effectiveness of the Bank's work:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Shariah Sub-Committee
4. Management Committee
5. Risk Management Committee

6. Credit Risk Committee
7. Credit Committee Level 2
8. Retail Business Committee Committee
9. Assets and Liabilities Management Committee
10. IT Strategic Planning Committee
11. Market Risk Committee Thailand
12. Marketing and Communications Committee
13. Basel II Steering Committee
14. Thai Credit Card Committee
15. Community Link Project Task Force Committee
16. Credit Committee Level 3

1. Audit Committee (AC)

The Audit Committee consists of:

1.	Mr. Sukont Kanjana-Huttakit	Independent Director	Chairman
2.	Dato' Shaarani bin Ibrahim	Independent Director	Member
3.	Mrs. Watanan Petersik	Independent Director	Member
Secretary to the Audit Committee:			
	Ms. Siriporn Sanunpairaue	Executive Vice President Internal Audit Division	Secretary
	Mr. Thaphop Kleesuwan	Executive Vice President Compliance Department	Secretary

Powers, Duties and Responsibilities:

1. Examine, evaluate and ensure the adequacy of systems of internal controls.
2. Ensure that processes are in place for maintaining the integrity of the Bank's financial statements and financial disclosures, including those of related parties.
3. Monitor compliance with the relevant laws and regulatory requirements, including the Bank's Articles of Association.
4. Review the effectiveness of the Bank's internal controls with a view to enhancing its value and ensuring the long-term organisational health of the Bank.
5. Examine and evaluate the effectiveness of risk management and governance processes; and provide credit review as required by the Bank of Thailand.
6. Review and approve the audit plan and annual budget for the Internal Audit Department and Compliance Department, and ensuring its relevance and effectiveness.
7. Review the financial statements and recommend to the Board and shareholders the appointment of external auditors, including the appropriate remuneration.
8. Review the internal audit report, including the issues observed and recommendations made by the internal auditors, the examiners from the Bank of Thailand, the external auditors and other competent authorities, and to ensure that tangible steps are taken to implement the recommendations, as appropriate.
9. Produce and publish the Audit Committee's report signed by the Chairman of the Audit Committee in the Bank's annual report, taking into account the Bank's Corporate Governance Guidelines.
10. Perform any other assignments delegated to it by the Board.

Scope : CIMB THAI Bank Group-wide (excluding CIMB Securities (Thailand))

2. Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee consists of:

1.	Mrs. Watanan Petersik	Independent Director	Chairwoman
2.	Dato' Robert Cheim Dau Meng	Vice Chairman	Member and Alternate Chairperson
3.	Dato' Shaarani bin Ibrahim	Independent Director	Member
4.	Mr. Kongpob Watanasin	Executive Vice President Human Resource Management Division	Secretary

Powers, Duties and Responsibilities:

1. Nomination:

- To formulate policy, criteria and methods for proposing candidates for directors and persons with management authority (executive vice president and above) to the Board for consideration and appointment and submit the policy to the Bank of Thailand upon request.
- To consider qualified candidates for the following positions to the Board for approval:
 - Director,
 - Member of the Board of Directors who sits in subcommittee,
 - Persons with management authority
- To recommend the size and composition of the Board that is appropriate for the organisation and the dynamic business environment. Board members shall possess appropriate expertise and experience.
- To disclose the nomination policy and process in the financial institution's annual report.
- To consider the appointment and appropriate remuneration of the Bank subsidiaries' directors and recommend them to the Board of subsidiaries for approval

2. Remuneration:

- To recommend a remuneration and benefit policy as well as remuneration and benefit provided for the Board and persons with management authority with clear and transparent criteria for consideration and approval by the Board and submit these policies to the Bank of Thailand upon request (Remuneration and benefit policy should cover all aspects of remuneration including director's fees, salaries, allowances, bonuses, options and benefits-in-kind).
- To ensure that the remuneration of the Board and persons with management authority are commensurate with their duties and responsibilities. Board members who take on extra assignments should be compensated accordingly.
- To advise performance assessment criteria for Board members and persons with management authority for the annual remuneration review, taking into account their responsibilities and risks as well as that enhancement of long-term shareholder value.
- To disclose the remuneration policy and actual payment in various forms in the remuneration committee's report for the Bank's annual report, which should include the objectives, activities and opinion of the committee.
- To review the remuneration and compensation schemes for employees in CIMB Thai in line with industry practice and the remuneration framework of CIMB Group.
- To recommend the annual salary adjustments and bonuses framework for CIMB Thai Group to the Board for approval.

- The Board may assign any additional assignment to the NRC for consideration and approval.

3. Shariah Sub-Committee

The Shariah Sub-Committee members are independent Islamic finance experts, and not Bank employees. They are not employed by, nor act as advisers to, any other banks. The committee currently comprises:

- Dr. Ismaae Alea
- Dr. Maroning Salaming

Power, Duties and Responsibilities

1. Explore all possibilities in conducting a financial service of Shariah business by the Bank and its subsidiaries
2. Give opinions and propose relevant issues of Shariah business to the Board of Directors and/or other Sub-Committees involved.

4. Management Committee (MC)

The Management Committee consists of:

1. Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2. Mr. Surachai Chitratsenee	Senior Executive Vice President SME Banking Group	Member and Alternate Chairperson
3. Mrs. Duangphorn Sucharittanuwat	Senior Executive Vice President Special Corporate Banking Projects	Member
4. Mr. Vorakan Dhepchalerm	First Executive Vice President Acting Corporate Banking Group	Member
5. Mr. Subhak Siwaraksa	Acting Head Investment Banking Group	Member
6. Mr. Sutee Losoponkul	First Executive Vice President Treasury Group	Member
7. M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group	Member
8. Mr. Ekajai Tivutanond	Senior Executive Vice President Business Support Group	Member
9. Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy & Finance Group	Member
10. Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Member
11. Mr. Wee Kim Peng	Senior Executive Vice President Group Information and Operations Division	Member
12. Mr. Thanachai Thanachaiary	Senior Executive Vice President Consumer Sales and Distribution Division	Member
13. Mr. Kongpob Watanasin	Executive Vice President Human Resources Management Division	Member
14. Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division	Member
15. Mr. Prapas Thongsuk	Executive Vice President Corporate Communications Office	Member
16. Mr. Thaphop Kleesuan	Senior Vice President Office of the President	Secretary

By invitation

Ms. Siriporn Sanunpairaue	Executive Vice President Internal Audit Division
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Powers, Duties and Responsibilities:

1. Advise the President and CEO;
2. Monitor and evaluate the performance of each business division;
3. Review financial and other management reports of the Bank;

4. Devise strategy, business and capital management plans and budgets for the Bank;
 5. Identify cross-divisional and cross-border synergies;
 6. Deliberate on key regulatory issues;
 7. Review and recommend for Board approval the non risk-related delegated authorities for the Bank;
 8. To approve the revision of Delegation of Authority and Policies related to the Bank's reorganisation;
 9. Review, consider and approve the proposed legal procedures in case the Bank and executives are sued for damages as recommended by the corporate legal division;
 10. Approve third party products which are not materially different from existing third party products already approved by the Risk Management Committee;
 11. Other matters as directed by the Board or President & CEO.
- Scope : CIMB Thai Bank Group-wide

5. Risk Management Committee (RMC)

The Risk Management Committee consists of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Kenny Kim	Director	Member and Alternate Chairperson
3.	Mr. Vorakan Dhepchalerm	First Executive Vice President Acting Corporate Banking Group	Member
4.	Mr. Surachai Chitrasene	Senior Executive Vice President SME Banking Group	Member
5.	Mr. Sutee Losoponkul	First Executive Vice President Treasury Group	Member
6.	M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group	Member
7.	Mr. Ekajai Tivutanond	Senior Executive Vice President Business Support Group	Member
8.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy & Finance Group	Member
9.	Mrs. Panute Na Chiangmai or Mrs. Thitawat Pothanant	Senior Executive Vice President Risk Management Group Executive Vice President Credit Evaluation Division	Member
10.	Mr. Wee Kim Peng	Senior Executive Vice President Group Information and Operations Division	Member
11.	Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division	Member
12.	Representative from Risk Management Group		Secretary

Powers, Duties and Responsibilities:

1. Allocation of risk capital and determination of global risk limits.
Allocation of capital-at-risk (CAR) for different lines of businesses and for different categories of risks. In the process of allocating capital, the Committee seeks to ensure adequate diversification of risk and the Group has sufficient capital to cushion against stress scenarios;
2. Enhancing shareholder value through evaluation of risk-return profiles of business activities and ensuring that they are within the parameters set by the Board;
3. Risk Management Policies
 - 3.1 Review and recommend to the Board for approval the appropriate risk policies so that the risk management framework is in line with the corporate plan, best practices and legal and regulatory requirements;
 - 3.2 Recommend, for Board approval, appointments of members to the various risk committees;

- 3.3 Evaluate and review proposals on new products, investments, businesses and product variations, and subsequently grant the approval in principle prior to operational readiness or recommend to the Board for approval;
 - 3.4 Establish and revise guidelines on operational risk management, and approve tools and methodologies for risk
 4. Approve the guidelines and conditions for approval of any credit-related products of corporate banking, SME banking, retail banking and subsidiaries in the Financial Group; and the guidelines and conditions for investment in debt instruments or hybrid financial instruments (the guidelines and conditions for investment in debt instruments with embedded derivatives must be proposed to the Board for approval);
 5. Compliance
Enforce compliance with all risk policies and limits allocated by the various risk committees.
 6. Risk Identification and Measurement
 - 6.1 Deploy proper methodologies to identify and measure risks for all positions;
 - 6.2 Set strategies to evaluate, monitor and control risks so that they stay at a reasonable level;
 - 6.3 Approve methodology and tools for the measurement of credit risk, market risk and operational risk.
 7. Maintenance of Asset Quality
To ensure the Group maintains its asset quality through close monitoring of the processing and approval of new loans and the prompt recovery of NPL;
 8. Review contingency plans and business continuity management including business continuity plans of various departments of the Bank and the Group for implementation whenever necessary and propose them to the Board for approval;
 9. Review and recommend for Board approval the risk-related delegated authorities for the Bank;
 10. Review and recommend for Board approval the investment policy related to investment in equity, debt or hybrid securities;
 11. Approve the composition of and appointment of members to the Credit Committee Level 3 as deemed appropriate.
 12. Approve the composition of and appointment of members to the Operational Risk Management Committee and Credit Risk Committee as deemed appropriate.
- Scope : CIMB Thai Bank Group-wide.

6. Credit Risk Committee (CRC)

The Credit Risk Committee consists of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Alternate Chairperson
3.	Mr. Vorakan Dhepchalerm	First Executive Vice President Acting Corporate Banking Group	Member
4.	Mr. Surachai Chitrasene	Senior Executive Vice President SME Banking Group	Member
5.	Mr. Ekajai Tivutanond	Senior Executive Vice President Business Support Group	Member
6.	M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group	Member
7.	Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division	Member
8.	Mr. Sutee Losoponkul	First Executive Vice President Treasury Group	Member
9.	Mrs. Thitawat Pothanant	Executive Vice President Credit Evaluation Division	Member
10.	Mrs. Kampoo Visuthiphol	Senior Vice President Policy and Consolidated Risk Management Team	Member
11.	Ms. Apinya Punjajitti	Senior Vice President Credit Evaluation 2	Secretary

Powers, Duties and Responsibilities:

The Credit Risk Committee reports to the Risk Management Committee on all credit related activities of the Group. The responsibilities of the Credit Risk Committee include the following:

1. Review the change or improvement of policies on credit granted transactions and investments in debt instruments or hybrid financial instruments, covering all credit-related products and transactions in the Financial Group; and provide recommendations to the Risk Management Committee or the Board for approval;
2. Concur on guidelines and conditions for approval of any credit-related products of corporate banking, SME banking, retail banking, and subsidiaries in the Financial Group; and guidelines and conditions for investment in debt instruments or hybrid financial instruments; and recommend these to the Risk Management Committee or the Board for approval (if required);
3. Monitor the credit quality of the Bank and subsidiaries in the Financial Group as well as recommend recovery actions to be taken against troubled-debt cases;
4. Assign inter-bank limits, global counterparty credit limits and global country limits within the framework approved by the Board; and review and propose the sectorial exposure limits to the Risk Management Committee and Board for approval;
5. Set policy and guidelines on the management of non-performing assets (NPAs) received from the transfer of collateral to the Bank to settle debt or from the public auction of the collateral;
6. Review and concur on methodology and tools for the measurement of credit risk before it is submitted to the Risk Management Committee for approval.
7. Any other functions as and when directed by the Risk Management Committee.

Scope: CIMB Thai Bank Group-wide

7. Credit Committee Level 2 (CC2)

Credit Committee Level 2 consists of:

1. Mr. Preecha Uonchitti	Director	Chairman
2. Mr. Subhak Siwaraksa	President and Chief Executive Officer	Alternate Chairperson
3. Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Member
4. Mr. Vorakan Dhepchalerm	First Executive Vice President Acting Corporate Banking Group	Member
5. Mr. Surachai Chitrasene	Senior Executive Vice President Retail Banking Group	Member
6. Mr. Ekajai Tivutanond	Senior Executive Vice President Business Support Group	Member
7. M.L. Nathchanya Davivongse or Mrs. Wadaporn Techasuwanna	Senior Executive Vice President Transaction Banking Group	Member
8. Mrs. Thitawat Pothanant	Executive Vice President Credit Evaluation Division	Member
9. Ms. Sumalee Boonanan	Senior Vice President Treasurer's Office and Risk Analytics Team	Member
10. Credit Committee Secretary Team		Secretary

Powers, Duties and Responsibilities:

The Credit Committee Level 2 reports to the Board on all credit related activities of the Group. Its responsibilities include the following:

1. Review and approve credit facilities including investments in debt instruments or hybrid financial instruments without embedded derivatives for customers and/or a group of customers having aggregate limits not exceeding THB 500 million;
2. Review and approve changes in terms and conditions for credit facilities extended to the customer and/or a group of customers having aggregate limits of up to the legal lending limit;
3. Recommend to the Board for approval, all credit proposals and/or investments in debt instruments or hybrid financial instruments without embedded derivatives which exceed THB 500 million, all proposals for investment in debt instruments with embedded derivatives and all lending to related parties;

4. Approve, on a case-by-case basis, transactions for which there are no pre-approved credit limits, or which exceed pre-approved credit limits;
5. Ensure the Group's overall loans portfolio complies with the guidelines of regulatory authorities and approved credit policies and procedures;
6. Review and approve recovery action to be taken for cases within its purview and review loan classification, loan loss provisions and write-offs. This includes:
 - 6.1 the approval of debt restructuring or debt settlement with or without hair cuts or write offs (if any) within the existing loan loss provision for credit facilities extended to the customer and/or group of customers having aggregate limits not exceeding THB 500 million;
 - 6.2 the approval of debt restructuring or debt settlement with no hair cuts or write offs for credit facilities extended to the customer and/or group of customers having aggregate limits up to the legal lending limit;
7. Assess the risk return trade-off when approving credit facilities to ensure that the facilities granted are within the risk appetite of the Group;
8. Determine and review the internal credit rating of each loan;
9. Review and approve the management of NPAs received from the transfer of collateral to the Bank to settle debt or from the public auction of the collateral including approval of offering sale price, sale procedures, payment conditions and sale of NPAs to a person or group of persons where the costs of such NPAs do not exceed THB 500 million;
10. Recommend to the boards of companies in the Bank Financial Group for approval of credit facilities, investments and debt restructuring or debt settlement with or without hair cuts or write offs (if any) within the existing loan loss provision for the customer and/or group of customers having aggregate limits up to the legal lending limit including the management of NPAs; and
11. Any other functions directed by the Board.

Note: Aggregate limit is total credits granted to and/or contingent liabilities undertaken for and/or investments made in the customer and/or group of customers or principal outstanding and accrued interest plus investments, whichever is higher.

Scope: CIMB Thai Bank Group-wide

8. Retail Business Committee (RBC)

The Retail Business Committee consists of:

1. Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2. Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy & Finance Group	Alternate Chairperson
3. Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Member
or Mrs. Kampoo Visuthiphon	Senior Vice President Policy and Consolidated Risk Management Team	Member
4. Mr. Thanachai Thanachaiary	Senior Executive Vice President Consumer Sales & Distribution Division	Member
5. Mr. Nuekruk Baingern	Executive Vice President Operations Division	Member
6. Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division	Member
7. Mr. Prapas Thongsuk	Executive Vice President Corporate Communications Office	Member
8. Mr. Sutee Tantana	Senior Vice President Retail CRM and Analytics Team	Member and Secretary

Powers, Duties and Responsibilities:

1. Formulate strategies and initiatives for business growth of retail business taking into consideration the prevailing market conditions and the Bank's resources, competitive environment and risk appetite;
2. Analyze the medium to long-term development strategies and investment decisions of the Retail Banking Product Division, Cards and Unsecured Loans Division and Consumer Sales & Distribution Division and the

subsidiaries in retail business (including lending, collection, deposit-taking, branch and branch services and back office infrastructure) (hereon referred to as “Retail Business”) for submission to Management Committee;

3. Give concurrence to business plans and budgets; review and approve campaign calendars; and review and monitor overall performance of Retail Business including campaign execution;
4. Approve new campaigns including but not limited to the concept, schedule, marketing plan, incentive* scheme and sales target allocation;
5. Give concurrence to the launching of new Retail Business products and services prior to submission to the Risk Management Committee and the Board of Directors for approval for the case that the product/service is considered new to the Bank;
6. Facilitate effective campaign execution including but not limited to sales force training program, after-sales service, operational efficiency, help-desk setup;
7. Approve Retail Business product programs or changes in features of existing products or services and propose recommendation of approval guidelines and conditions of credit related products to relevant committees for approval;
8. Approve credit related product campaigns which are under existing approval guidelines and conditions;
9. Approve the execution of marketing plans, including ATL and BTL campaigns that have been approved by the Marketing and Communications Committee;
10. Approve the expenditure for advertisement, sales promotion and others in relation to marketing plan based on the annual business plan and annual budget approved by the Board of Directors;
11. Approve special interest rates and fees for marketing and sales promotion. Representative(s) from Treasury needs to be present in the meeting as well;
12. Approve of new incentive scheme designed for the bank’s sales force and any changes in relation to framework and payout of the existing scheme, as delegated by the Board of Directors and Nomination and Remuneration Committee to the President and CEO; and
13. Perform any other functions as designated by the Management Committee or the President and CEO

* Incentive: any form of payment to the bank’s employees in the form of cash or other properties on top of compensation in the form of salary.

9. Assets and Liabilities Management Committee (ALCO)

The Assets and Liabilities Management Committee consists of:

1. Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2. Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy & Finance Group	Member and Alternate Chairperson
3. Mr. Vorakan Dhepchalerm	First Executive Vice President Acting Corporate Banking Group	Member
4. Mr. Surachai Chitrasene	Senior Executive Vice President SME Banking Group	Member
5. Mr. Sutee Losoponkul	First Executive Vice President Treasury Group	Member
6. Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Member
7. M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group	Member
8. Head	Balance Sheet Management/ Structured Banking Products/ Rates and Funding Division	Member
9. Mr. Thanachai Thanachaiary	Senior Executive Vice President Consumer Sales & Distribution Division	Member
10. Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division	Member

11. Head	Balance Sheet Management Team	Member
12. Head	Interbank Funding Team	Member
13. Head	Market Risk Team	Member
14. Mrs.Kanyaparnch Boonbandarn	First Vice President Balance Sheet Management Team	Member

Powers, Duties and Responsibilities:

1. Ensure that the Bank is able to meet its cashflow obligations in a timely and cost effective manner even in times of financial market stress;
2. Ensure there is diversification of funding source and avoid over-dependence on volatile sources of funding; (This will be monitored via reports on the top 10 depositors and limit on amount of funds from a single source as a percentage of the funding requirement.
3. Decide on the level of liquidity reserves that needs to be maintained in the form of liquid assets;
4. Ensure compliance with the Bank of Thailand liquidity requirements and periodically review all assumptions made as a consequence of this;
5. Approve the contingency funding plan (CFP) and thereafter monitor the liquidity management action triggers and early warning system of the CFP. Review the CFP periodically and ensure operational readiness and testing;
6. Oversee development of the stress test and the stress scenarios for liquidity risk and ensure the Bank is able to meet its obligations in a stress scenario;
7. Review all new product programmes to ensure that the liquidity risk and market risk on banking book associated with such new products are properly recognised and managed;
8. Recommend the risk and return objective for the banking balance sheet to the Board and thereafter to approve all balance sheet-related matters;
9. Review, evaluate and approve strategic hedging proposals within limits approved by the Board;
10. Provide guidelines for determining special interest rates for business groups, except for capital markets and treasury products;
11. Deliberate and decide on all FTP (fund transfer pricing) matters;
12. Analyse, review and evaluate the performance of each product focusing on profitability, volume and market share;
13. Review and track the performance of deposit accumulation initiatives against targets for retail banking, SME banking and corporate banking;
14. Review and recommend to the Board liquidity risk management policy and interest rate risk management policy on banking book.

Scope: CIMB Thai Bank Group-wide

10. IT Strategic Planning Committee (ITSPC)

The IT Strategic Planning Committee consists of:

1. Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2. Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy & Finance Group	Alternate Chairperson
3. Mr. Wee Kim Peng	Senior Executive Vice President Group Information and Operations Division	Member
4. M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group	Member
5. Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Member
Delegated Risk		
6. Mr. Nuekruk Baingern	Executive Vice President Operations Division	Member
7. Mr. Arichai Numlamun	Senior Vice President	Member

	Financial Strategy and Implementation	
8. Mr. Krishna Trithavornyuanyong	Executive Vice President	Member &
	Technology Division	Secretary
9. Mr. Boonkiat Ekwanich	First Vice President	Advisor
	Information Technology Audit	

Powers, Duties and Responsibilities:

1. Define short and long-term IT plans, project priorities and appropriate budget and resources;
 2. Formulate the IT strategic plan to support the overall organisational strategic business plan;
 3. Consider and determine technical projects, acquisitions and efficiencies of technologies as well as relevant equipment;
 4. Define and monitor the effectiveness of implementing key IT policies and procedures, such as IT security policy, IT governance policy, IT risk management framework;
 5. Monitor the overall efficiency, performance and effectiveness of IT services;
 6. Monitor the progress of each IT project in association with approved strategies;
 7. Appoint appropriate sub-committees or working groups to carry out assignments;
 8. Review and approve IT projects costing between THB 1 million and THB 100 million;
 9. Review and endorse recommendations for IT projects costing over THB 100 million;
 10. Approve purchases or the hiring under a special process for IT projects;
 11. Ensure the 1Platform project is successfully implemented by engaging stakeholders and updating relevant bodies.
 12. Decide on the strategy, direction, timeline, resources, staffing and budget of each IT project;
 13. Review status and approve key project deliverables of the projects;
 14. Remove roadblocks and provide on-going support for the project teams;
 15. Review the status of the projects.
 16. Ensure compliance with the governance and administrative structure of the 1Platform project.
 17. Resolve business-critical IT performance issues;
 18. Resolve cross-functional project delivery issues;
 19. Analyse PIR (Post Implementation Review) papers for implemented projects to ascertain project management quality and whether the business case deliverables are met;
 20. Establish priorities, and monitor status of IT projects and compliance with service level agreements.
 21. Appoint Pre-ITSPC review team to vet business case papers before they are submitted to ITSPC.
- Scope: CIMB Thai Bank Group-wide.

11. Market Risk Committee Thailand (MRCT)

The Market Risk Committee Thailand consists of:

1. Mr. Subhak Siwaraksa	President and	Chairman
	Chief Executive Officer	
2. Mr. Vorakan Dhepchalerms	First Executive Vice President	Member
	Acting Corporate Banking Group	
3. Mr. Ekajai Tivutanond	Senior Executive Vice President	Member
	Business Support Group	
4. Mr. Narongchai Wongthanavimok	Senior Executive Vice President	Member
	Strategy & Finance Group	
5. Mrs. Panute Na Chiangmai	Senior Executive Vice President	Member
	Risk Management Group	
6. Mrs. Thitawat Pothanant	Executive Vice President	Member
	Credit Evaluation Division	
	Representative from Risk Management Group	
7. Head	Treasurer's Office and Risk Analytics Team	Member
	Mr. Konthee Prasertwongse	Alternate member
	Debt Capital Market Teams	
8. Mr. Somchai Yongkrittaya	Senior Vice President	Member
	Market Risk Team	
9. Representative from Risk Management Group		Secretary

Powers, Duties and Responsibilities:

1. Evaluate underwriting proposals for primary and secondary market and off-market (resulting from mergers and acquisitions) deals for debt and equity instruments from the Group, namely:
 - Underwriting of IPO, equity offerings and rights issues and underwriting or ['of?'] bought deals for debt securities issuance
 - Secondary market block placements and ensure that the pricing of any proposal is adequate to compensate for risk, sufficient measures are taken to mitigate against adverse market movement and assessment is conducted on the extent to which market conditions are conducive for the success of the deals.
2. Review and recommend approval to the Board of Directors/delegated Board member(s) of CIMB Thai the firm underwriting or bought deal for debt securities issuance.
3. Review and recommend approval to the EXCO/BOD of CIMB Securities (Thailand) Co.,Ltd. the firm underwriting of equity and right issues.
4. Review and recommend to the Board for approval the holding amount of any debt securities for market-making purpose on the following conditions:
 - The debt securities are underwritten by CIMB Thai
 - Within 90 days after the issue date, the holding amount must be within the limit approved by the Board
 - After 90 days from the issue date, the holding must not exceed 15% of the underwriting amount subject to the overall cap on the market-making portfolio.

Scope: CIMB Thai Bank Group-wide (including CIMB Securities (Thailand) Co., Ltd.)

12. Marketing and Communications Committee (Marcomm)

The Marketing and Communications Committee consists of:

1. Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2. Mr. Vorakan Dhepchalerm	First Executive Vice President Acting Corporate Banking Group	Alternate Chairman
3. Mr. Surachai Chitratsene	Senior Executive Vice President SME Banking Group	Member
4. Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy & Finance Group	Member
5. Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division	Member
6. Mr. Wee Kim Peng	Senior Executive Vice President Group Information and Operations Division	Member
7. Mr. Kongpob Watanasin	Executive Vice President Human Resources Management Division	Member
8. Mr. Prapas Thongsuk	Executive Vice President Corporate Communications Office	Member and Secretary

Powers, Duties and Responsibilities:

1. Provide strategic direction and guidance on CIMB Thai Group's brand management and positioning, ensuring it is aligned with that of CIMB Group across all businesses and markets;
2. Review and approve all marketing plans, including all ATL campaigns and major BTL campaigns;
3. Address all elements with regards to general advertising spend and associated media exposure; and
4. Review and approve all internal and external communications processes and mediums.

Scope: CIMB Thai Bank Group-wide

13. Basel II Steering Committee

Basel II Steering Committee consists of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Vorakan Dhepchalerm	First Executive Vice President Acting Corporate Banking Group	Member
3.	Mr. Surachai Chitratsenee	Senior Executive Vice President SME Banking Group	Member
4.	Mr. Sutee Losoponkul	First Executive Vice President Treasury Group	Member
5.	Mr. Ekajai Tivutanond	Senior Executive Vice President Business Support Group	Member
6.	Mr. Wee Kim Peng	Senior Executive Vice President Group Information and Operations Division	Member
7.	Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Member
8.	Ms. Ng Wai Yee	Executive Vice President Finance Division	Member
9.	Mr. Nuekruk Baingern	Executive Vice President Operations Division	Member
10.	Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division	Member
11.	Mr. Thaphop Kleesuwan	Executive Vice President Compliance Section	Member
12.	Ms. Suchada Phokasub	Senior Vice President Credit and Operational Risk Division	Secretary

Roles and Responsibilities:

1. Ensure that CIMB Thai and its Financial Group are well-prepared and have appropriate processes and procedures in order to meet Basel II requirements imposed by the regulator(s)
2. Perform cost-benefit analysis on various options to achieve optimal benefit for CIMB Thai Group.
3. Review progress of Basel II project milestones to ensure that all initiatives are executed within the scope and framework of the implementation plan.
4. Ensure sufficient resources and support to achieve all milestones and implementation timeline.
5. Approve engagement of external system solutions and consultant services based on the Board's approved budget.
6. Appoint Basel II Implementation Working Committee to review progress, resolve issues arising from each work stream and appoint sub-working groups to work on any particular issues related to Basel II.

Scope: CIMB Thai Bank Group-wide

14. Thai Credit Card Committee

Thai Credit Card Committee consists of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy & Finance Group	Member
3.	Mr. Krishna Trithavornyuenyong	Executive Vice President Technology Division	Member

4.	Mr. Nuekruk Baingern	Executive Vice President Operations Division	Member
5.	Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division	Member
6.	Mr. Kongpob Watanasin	Executive Vice President Human Resources Management Division	Member
7.	Mr. Thaphop Kleesuan	Executive Vice President Compliance Department	Member
8.	Mrs. Savitree Kittisuwan	Senior Vice President Operational Risk Team	Member
9.	Ms. Pimonpan Tiyaprasertkul	Senior Vice President Credit Card Division	Member & Secretary

Powers, Duties and Responsibilities:

1. To ensure the success of the Thai credit card project implementation by engaging with various stakeholders
2. To decide on the strategy, direction, timeline, resources, staffing and budget for the project
3. To review the project's status and approve key project deliverables
4. To ensure compliance with the governance and administrative structure of the Thai credit card project

15. Community Link Project Task Force Committee

Community Link Project Task Force Committee consists of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Thanachai Thanachaiary	Senior Executive Vice President Consumer Sales and Distribution Division	Member
3.	Mr. Kongpob Watanasin	Executive Vice President Human Resources Management Division	Member
4.	Mrs. Hathaitip Hengtrakul	Senior Vice President Bangkok Metropolitan Branch Management Team	Member
5.	Senior Vice President	Provincial Branch Management Team	Member
6.	Mr. Tanit Onnuch	Vice President SMEs Service and Support Team	Member
7.	Mr. Prapas Thongsuk	Executive Vice President Corporate Communications Office	Member and Secretary

Powers, Duties and Responsibilities:

1. To consider guidelines and directions for CIMB Thai Community Link projects
2. To support and give guidance to CIMB Thai's CSR Team in implementing Community Link and achieving its objectives
3. To consider criteria and appropriateness in selecting Community Link projects
4. To track progress and advise on implementing Community Link projects

16. Credit Committee Level 3

Credit Committee Level 3 consists of:

Set 1 shall consist of :

1.1	Ms. Suwanna Leewiraphan	Chairperson
1.2	Mr. Narong Ongartmaneerut	Member
1.3	Mr. Suwat Summashipvitsavakul	Member
1.4	Mr. Suraphol Thipvilai	Member
1.5	Mr. Chalernpol Decharit	Member
1.6	Credit Committee Secretary Team	Secretary

Set 2 shall consist of :

1.1	Ms. Apinya Punjajitti	Chairperson
1.2	Mr. Samchai Benchapathomrong	Member
1.3	Mr. Wongkasem Karnthanat	Member
1.4	Ms. Siriporn Sirisingha	Member
1.5	Mr. Songwud Boakhew	Member
1.6	Credit Committee Secretary Team	Secretary

Powers, Duties and Responsibilities:

The Credit Committee Level 3 reports to Credit Committee Level 2 on all credit related activities of the Group. The responsibilities of Credit Committee Level 3 include to:

1. Review and approve credit facilities extended to a customer and/or group of customers having aggregate limits not exceeding THB150 million;
2. Recommend for Board approval all lending to related parties for credit proposals which do not exceed THB 150 million;
3. Ensure the Group's overall loan portfolio meets with the guidelines of regulatory authorities and approved credit policies and procedures;
4. Review and approve recovery action including troubled-debts which were purchased from others and review loan classification, loan loss provisions and write-offs including the approval of debt restructuring or debt settlement with or without hair cuts or write-offs (if any) within the existing loan loss provision for credit facilities extended to a customer and/or group of customers having aggregate limits not exceeding THB150 million;
5. Assess the risk return trade-off when approving loans and advances to ensure that facilities granted are within the risk appetite of the Group;
6. Determine and review the internal credit rating of each loan;
7. Recommend to the boards of companies in the Bank Financial Group for approval of credit facilities, and debt restructuring or debt settlement with or without hair cuts or write offs (if any) within the existing loan loss provision for a customer and/or group of customers having aggregate limits not exceeding THB150 million; and
8. Any other functions as and when directed by Credit Committee Level 2.

Note: Aggregate limit is total credits granted to and/or contingent liabilities undertaken for and/or investments made in a customer and/or group of customers or principal outstanding and accrued interest plus investments, whichever is higher.

Scope: CIMB Thai Bank Group-wide

Meeting Attendance of Directors

In 2011, the attendance of Directors at Board committee meetings was as follows:

Unit: Attendance

Name		Board of Directors					
		(1) Bank	(2) Audit	(3) Nomination Remuneration	(4) Management	(5) Risk Manage ment	(6) Credit Risk Committe
1.	Mr. Chakramon Phasukavanich	12/12	-	-	-	-	-
2.	Dato' Robert Cheim Dau Meng	12/12	-	9/9	-	-	-
3.	Mr. Sukont Kanjana-Huttakit	10/12	14/15	-	-	-	-
4.	Dato' Shaarani bin Ibrahim	12/12	14/15	9/9	-	-	-
5.	Mrs. Watanan Petersik	7/12	11/15	5/9	-	-	-
6.	Mr. Preecha Unchitti	12/12	-	-	-	-	-
7.	Mr. Kenny Kim	11/12	-	-	-	6/19	-
8.	Mr. Subhak Siwaraksa	12/12	-	-	49/49	19/19	13/13

Unit: Attendance

	Name	Board of Directors								
		(7) Credit Committee Level 2	(8) Retail Business	(9) Asset s and Liabili ties Mana ge ment	(10) IT Strategi c planning	(11) Mark et Risk Com- mitte e Thail and	(12) Marketi ng & Commu ni cation	(13) Basel II Stee- ring	(14) Thai Credit Card Commit tee	(15) Com munity Link Project*
1.	Mr. Chakramon Phasukavanich	-	-	-	-	-	-	-	-	-
2.	Dato' Robert Cheim Dau Meng	-	-	-	-	-	-	-	-	-
3.	Mr. Sukont Kanjana-Huttakit	-	-	-	-	-	-	-	-	-
4.	Dato' Shaarani bin Ibrahim	-	-	-	-	-	-	-	-	-
5.	Mrs. Watanan Petersik	-	-	-	-	-	-	-	-	-
6.	Mr. Preecha Oonchitti	53/53	-	-	-	-	-	-	-	-
7.	Mr. Kenny Kim	-	-	-	-	-	-	-	-	-
8.	Mr. Subhak Siwaraksa	39/53	18/18	28/28	21/26	17/17	6/7	4/4	3/4	-

* In 2011, there was no meeting of the Community Link Project Task Force Committee

F. Selection of Executives

In 2011, the principal focus was on attracting talent from diverse professional backgrounds who could combine a broad spectrum of experience and expertise with integrity and drive to deliver on the Bank's business strategy. An interview panel was set up in accordance with Bank policy and a selection and nomination process was formulated for all new senior executive appointments.

1. Executive Management

As at 31 December 2011, the Bank's executive management comprised:

1. Mr. Subhak Siwaraksa President and Chief Executive Officer
2. Mr. Narongchai Wongthanavimok Senior Executive Vice President Strategy & Finance Group
3. Mrs. Duangphorn Sucharittanuwat Senior Executive Vice President Special Corporate Banking Projects
4. Mr. Surachai Chitratsenee Senior Executive Vice President SME Banking Group
5. Mr. Ekajai Tivutanond Senior Executive Vice President Business Support Group
6. M.L. Nathchanya Davivongse Senior Executive Vice President Transaction Banking Group

7.	Mr. Wee Kim Peng	Senior Executive Vice President Group Information and Operations Division
8.	Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group
9.	Mr. Thanachai Thanachaiary	Senior Executive Vice President Consumer Sales and Distribution Division
10.	Mr. Sutee Losoponkul	First Executive vice President Treasury Group
11.	Mr. Vorakan Dhepchalerm	First Executive vice President Acting Corporate Banking Group
12.	Ms. Dusanee Klewpatinontha	Executive Vice President Retail Banking Product Division
13.	Mr. Kongpob Watanasin	Executive Vice President Human Resources Management Division
14.	Mr. Prapas Thongsuk	Executive Vice President Corporate Communications Office
15.	Ms. Siriporn Sanunpairaue	Executive Vice President Internal Audit Division

Based on the criteria defined by SEC Executive Office, CIMB Thai executives in the Accounting & Finance Division as of 31 December 2011 are listed below;

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer
2.	Mrs. Duangphorn Sucharittanuwat	Senior Executive Vice President Special Corporate Banking Projects
3.	Mr. Surachai Chitratsene	Senior Executive Vice President SME Banking Group and
4.	M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group
5.	Mr. Ekajai Tivutanond	Senior Executive Vice President Business Support Group
6.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy & Finance Group
7.	Mr. Wee Kim Peng	Senior Executive Vice President Group Information and Operations Division
8.	Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group
9.	Mr. Thanachai Thanachaiary	Senior Executive Vice President Consumer Sales and Distribution Division
10.	Mr. Sutee Losoponkul	First Executive Vice President Treasury Group
11.	Ms. Ng Wai Yee	Executive Vice President Finance Division
12.*	Ms. Winita Kimsawadi	Senior Vice President Finance Division

Note: * Ms. Winita Kimsawadi as Senior Vice President, Finance Division has replaced Mrs. Teeraporn Ratanopas, effective from 16 August 2011.

2. Director and Management Remuneration as of 31 December 2011

Financial Remuneration

A. Remuneration of Board Members

This report describes the current components of the remuneration policy and details the remuneration of each person who served as a Director in 2011. The aggregate remuneration for Directors comprising salaries as well as meeting and auditing allowances amounted to THB 8,352,000 (compared with THB 9,300,000 in 2010), as described below.

1.	Board of Directors	THB	5,040,000 (2010: 5,788,000 THB)
2.	Audit Committee	THB	1,584,000 (2010: 1,464,000 THB)
3.	Nomination and Remuneration Committee	THB	1,104,000 (2010: 1,104,000 THB)
4.	Credit Committee Level 2	THB	624,000 (2010: 624,000 THB)
5.	Retail Business Committee	THB	- None - (2010: 320,000 THB)

Name	Positions	Financial Remuneration			
		Board of Directors			
		Bank	Audit	Nomina - tion & Remunera tion	Credit Level 2
1	Mr. Chakramon Phasukavanich	Chairman	2,400,000	-	-
2	Dato' Robert Cheim Dau Meng *	Vice Chairman	-	-	-
3	Mr. Sukont Kanjana-Huttakit	Independent Director	528,000	624,000	-
4	Dato' Shaarani bin Ibrahim	Independent Director	528,000	480,000	480,000
5	Mrs. Watanan Petersik	Independent Director	528,000	480,000	624,000
6	Mr. Preecha Oonchitti	Director	528,000	-	-
7	Mr. Kenny Kim *	Director	-	-	-
8.	Mr. Subhak Siwaraksa **	President and Chief Executive Officer	528,000	-	-
Total		5,040,000	1,584,000	1,104,000	624,000

Note:

* CIMB Bank Berhad has appointed two representatives to the Board, namely, Dato' Robert Cheim Dau Meng and Mr. Kenny Kim, both of whom will not receive any remuneration as directors and members of Board Committees.

** Most of the committees are chaired by the President. The President has declared he will not receive any allowance for his attendance at those committee meetings.

B. Remuneration for Senior Executives

The Board is responsible for determining the procedures for evaluating the performance of senior executives based on the responsibilities, challenges and risks faced by each of them, and how their personal contributions help deliver sustainable shareholder value. The Board is also responsible for determining the appropriate remuneration packages for full-time and part-time employees or any other persons having material relationship with the Bank, as recommended by executive management. In 2011, the aggregate remuneration for 12 Senior Executive Vice Presidents and above including the executive of Finance and Accounting (in accordance with the SEC definition of the term "executives") was THB 68,143,897.75. In addition, the aggregate remuneration for 29 Executive Vice Presidents and above (in accordance with the BOT definition of the term "executives") was THB 134,162,363.46.

C. Other Benefits

In 2011, the Bank's contribution towards the provident fund for 12 Senior Executive Vice Presidents and above including the Executive of Finance and Accounting (in accordance with the SEC definition of the term "executives") was THB 2,868,049.73. Meanwhile its contribution towards the provident fund for 29 executive vice presidents and above (in accordance with the BOT definition of the term "executives") was THB 6,225,231.08.

8.3 Corporate Governance

CIMB Thai firmly believes that its ongoing commitment and efforts to ensure a strong corporate governance structure and culture across the organisation will help it deliver value to all its stakeholders. Hence it strives to ensure good corporate governance practices are in place and the highest standards of business integrity are applied to all its activities.

The Principles of Corporate Governance

Processes have been developed for identifying, assessing and managing the significant risks and uncertainties facing the Bank. Internal control processes are established to ensure efficiency and effectiveness of business operations and controls in all areas including finance and operations, as well as compliance with relevant laws and regulations. The Internal Audit Department and the Compliance Department have been tasked to provide oversight and support to ensure that individual business units conduct their business and affairs in a manner that drives forward the Bank's strategic objectives, while complying with applicable laws and regulatory requirements. A strong focus is placed on educating and increasing awareness among directors, executive officers and employees on the Bank's Codes of Conduct, the relevant laws and regulatory requirements as well as disciplinary procedures.

The Bank's Corporate Governance policy, which contains guidelines for directors, executive officers, and employees, was formulated in February 2005 and updated in January 2011. The Bank manages its business in adherence to this policy, thereby increasing trust and confidence among investors and stakeholders, improving its competitiveness, enhancing its value and promoting long-term stability. Details of the Bank's corporate governance policy and guidelines are available on www.cimbthai.com

Corporate Governance Report

1. Rights of Shareholders and Equitable Treatment of Shareholders

The Bank is fully committed to ensure that fair treatment is extended to all shareholders and proactive communications is practised at all times with all shareholders. In this respect, it aims to ensure that shareholders have the opportunity to exercise their rights fully and fairly in an informed manner. Such rights include their rights to sell, purchase, or transfer shares, access Bank information, ensure a fair distribution of profits, and attend meetings to cast votes, express opinions and comments, and decide on important matters including appointment of directors and auditors, allocation of profits, dividend payments, increase or decrease of capital and approval of any special items. The Bank is required to hold its annual general meeting of shareholders ("AGM") within four months of the financial year end. Meetings of shareholders other than general meetings are called extraordinary general meetings. The Board can convene extraordinary general meetings at any time it deems fit. The 2011 AGM was held on 20 April 2011.

Before the AGM, namely from 1 to 30 December 2010, shareholders were granted the opportunity to propose matters for inclusion as agenda items and propose names of qualified candidates for election as directors of the Bank in accordance with the Bank's rules and criteria. For the 2011 AGM, no agenda items and no director nominations were proposed by the shareholders.

To convene the 2011 AGM, the Bank sent a notice of meeting in which each agenda item was clearly identified whether it was for acknowledgement or consideration, together with background, rationale, and recommendations of the Board, as well as supporting documents which comprised criteria of meeting attendance, voting, proxy grants by shareholders, and the 2010 annual report. The Bank has assigned the Thailand Securities Depository, the Bank's share registrar, to send a notice of meeting to shareholders for consideration 14 days before the meeting. This allowed shareholders to have time to study information before hand. The Bank also published the notice and other supporting documents on the Bank's website 14 days before the meeting. The notice was also made publicly available via the disclosure channel of the Stock Exchange of Thailand (SET). Furthermore, in accordance with regulatory requirements, the notice of meeting was published in newspapers daily, on the three consecutive days leading to the day of the AGM. On the day of the AGM, various measures were taken to facilitate effective participation by the shareholders or proxy holders, including assigning staff to verify their related credentials to preserve their rights and ensure equitable treatment is offered to all shareholders. Registration of attendees was conducted through a bar code system with separate voting slips provided for each agenda item. The shareholders and proxy holders had the opportunity to register at least two hours in advance. Also, during the meeting, shareholders could register their attendance to exercise their voting rights for any agenda item for which resolutions had not yet been passed. The Bank prepared proxy forms and details on proxy granting for shareholders who have appointed proxies to attend the Meeting on their behalf. The proxy form and details on proxy granting were submitted together with the meeting notice to all shareholders. The Bank also provided an additional option to shareholders by providing the names and backgrounds of

independent directors whom shareholders could consider as their proxy appointment. At the 2011 AGM, 18 shareholders took advantage of this option, by appointing the Chairman and members of the Audit Committee who are independent directors, to attend the AGM and vote on their behalf.

In the 2011 AGM, 90% of the Board and Board Committee members and 87 shareholders and proxies attended the meeting, with total shares held of 15,932,218,182 shares representing 97.64% of the total issued shares. Before the meeting began, the company secretary gave an explanation regarding voting rights and procedures to the attendees. The Chairman assured the shareholders that they will have the equal opportunity to speak, raise any issues or make recommendations. In addition, the Bank gave a multimedia presentation of the proposed information for the meeting and provided simultaneous English translation for foreign shareholders. At the meeting, members of the Board and related executive officers answered or clarified related issues clearly and comprehensively. Issues raised and recommendations were recorded in the meeting report. Voting was conducted in an open and transparent manner whereby vote casting for each agenda item followed the order specified in the notice and no modifications were made to the original agenda. Voting results on each agenda item were tallied through the bar code system and ballots of shareholders who disagreed and abstained from voting were kept.

After the meeting of shareholders, the report of the meeting was prepared in an accurate and comprehensive manner, and included a summary of issues raised and clarifications or views provided as well as detailed votes for each agenda item showing the number of votes cast for and against the motion, including absentees. The report of the 2011 AGM was submitted to the supervisory and regulatory bodies within 14 days of the meeting, with a copy posted on the Bank's website, www.cimbthai.com, for shareholders' reference.

With regard to the use of internal information by the Board, executive management and employees, the Board recognises the utmost importance of preventing the use of the Bank's internal information for personal gains. The Bank has thus put in place measures to prohibit unauthorised disclosure of material, non-public information which may affect the Bank's securities, by requiring members of the Board, executive management and employees, including spouses and underaged children thereof, to refrain from using information that has become privately known to them for purchase, sale, transfer or receipt of transfer of securities of the Bank during a one-month period before such information goes to public. Moreover, members of the Board and executive management from levels of senior executive vice-president or the equivalents upward, and those holding executive positions of department heads or the equivalents upward in Strategy and Finance Group are duty-bound to report their every sale or purchase of securities of the Bank and any change of the holding thereof when they occur, to the Office of the Securities and Exchange Commission (SEC), and keep copies of such reports at the Office of the President as evidence.

In addition, to ensure an efficient and transparent management, the Bank has formulated codes of conduct and guidelines for the Board, executive management and employees on the use of internal information and avoiding conflicts of interest.

2. Role of Stakeholders

The Bank places great importance on the rights of all its stakeholders including directors, executive officers, employees, shareholders, clients, business partners and the relevant authorities.

CIMB Thai Codes of Conduct

1. Clients

The Bank takes seriously its commitment to provide clients with high-quality products and services while safeguarding their interests and according them fair treatment in all aspects of their dealings with the Bank. To further this objective, it set up CIMB Thai Care Centre to efficiently handle client complaints and queries. To effectively manage complaints, the Centre maintains a database of client complaints and classifies them according to source and type. A report is prepared and forwarded to the Office of the President, the Internal Audit Department, the Compliance Department and other relevant offices, to resolve any complaints in an effective, fair and coordinated and timely manner. Client confidentiality is strictly observed at all time unless the disclosure is required by law or authorised in writing by the client.

2. Shareholders

The Bank recognises the critical importance of ensuring systems and processes are in place to provide assurance of effective and efficient operations, internal controls and compliance with laws and regulations. Business conduct and ethics policies are implemented and employees are bound by these policies. The Bank is focused on creating and delivering sustainable shareholder value, protection of assets and providing all shareholders with fair treatment whilst allowing them to exercise their rights fully and fairly in an informed manner except when they have a material interest in the matter being considered at the shareholders' meeting. In such situations, the shareholders concerned are required to abstain from voting on the matter, but are eligible to participate in the election of the board of directors.

3. Employees

The Bank believes in fair treatment being accorded to all employees, and is fully committed to enhancing the quality of its human capital. In this context, the Bank consistently offers training and support, opportunities to enhance performance and career development options. Such efforts will support the Bank's sustainable growth and expansion plans in an increasingly competitive marketplace.

4. Creditors and Business Partners

The Bank is committed to maintaining high standards of business conduct in compliance with all applicable laws and regulations. The Bank conducts business with its creditors and business partners fairly and in compliance with the relevant laws and regulations.

5. Competitors

The Bank recognises the importance of a fair and competitive business environment. It is committed to conducting business in a fair and confidential manner while not jeopardising the reputation of its competitors and ensuring best legal and ethical practices in the Bank.

6. Responsibility towards the community and the environment

The Bank recognises its ability to have a positive impact on the community and the environment. The Bank is actively involved in a range of charitable activities, including robe offerings, blood donation drives and fund-raising to help monks, underprivileged children and the local community at large.

3. Disclosure and Transparency

The Bank places great importance on ensuring that accurate, timely and clear information, both in English and Thai, is communicated to the shareholders and other concerned parties across a variety of media channels, including those provided by SET and the Bank's website. In addition, in compliance with various laws and regulations, the Bank's annual report contains relevant significant disclosures, as presented in Forms 56-1 and 56-2. In line with the practice of good disclosure and transparency, significant policies have been initiated to boost investor confidence in the Thai capital market, including the communication of clear and accurate information on the Bank's activities to regulatory bodies, investors, shareholders, analysts and the general public. These initiatives include:

- The establishment of the Investor Relations Unit and the Office of the President, which are responsible for disseminating the Bank's information and maintaining good communications with investors, securities analysts, media and other interested persons. Reports on financial results and material transactions are made in an accurate, fair, and transparent manner and in compliance with the applicable laws and regulatory requirements. Investors can contact the Investor Relations Unit at +66026388619 or shareholder.services1@cimbthai.com.
- The dissemination of information to the general public via the media when financial results are announced and clear directions to interested parties on how to access such information. This allows local and foreign investors and analysts to be well-briefed on the Bank's performance and growth.

4. Responsibilities of the Board

A. Board Structure as of 31 December 2011

- Members of the Board comprise professionals with diversified backgrounds in finance, banking, business management, marketing, legal, auditing, accounting and government affairs. At present, there are 8 Board members.
- The election of Board members follows the resolution of shareholders' meetings, as set out in the Bank's Articles of Association. The number of directors on the Board is determined by the meeting of shareholders and should not be less than 5 or more than 12. The structure of the Board of Directors and the setup of Board Committees is as per the Bank of Thailand's (BoT) notification No.Sor.Nor.Sor.13/2552 Re: "Corporate Governance of Financial Institutions" and the Capital Market Supervisory Board's notification No. Tor.Jor. 28/2551 Re: "Application and Permission for Initial Public Offering and Other Amendments." The composition of the Board is as follows:

2 executive directors

3 non-executive directors

3 independent directors (accounting for 37.50% of the Board)

The 3 independent directors who serve concurrently on the Audit Committee must satisfy the criteria for appointment to the Board based on the principles of good corporate governance.

The Board appoints one of its directors to be the Chairman, however the President is not eligible to be appointed as Chairman. In the interest of good governance, the roles of Chairman and President stay separate, with each of them having clearly defined responsibilities. A clear division of responsibilities helps ensure that no one individual has unfettered powers of decision-making and enables the Chairman to give an objective view of decisions made by executive management.

- Each director's term of office is prescribed in the Articles of Association, i.e. at every AGM, one-third of the directors shall retire. In any subsequent year, the directors who have been in office the longest shall retire. Retired directors may be re-elected.
- The Bank has incorporated a policy on directors holding positions in other companies into its corporate governance guidelines to be in line with the corporate governance practice at regulatory authorities such as the BoT and the SET, details of which are as follows:
 - Directors, managers and persons with managing authority of the Bank can take one or several positions of chairman, executive director, or authorised director in other companies subject to a maximum of three business groups.
 - Directors should hold a position of director in not more than five listed companies.
- The Board has appointed Mr. Thaphop Kleesuan as Company Secretary and Secretary to the Board of Directors to assist the Board in fulfilling its tasks. His duties include providing legal advice and ensuring compliance with the applicable laws and regulations, consistent with the statement of Corporate Governance principles, as well as the following services:
 - Providing preliminary advice and recommendations pertaining to legal, regulatory and governance issues and practices related to the Board.
 - Arranging board and shareholder meetings in accordance with the laws and the Bank's Articles of Association, preparing minutes of these meetings and monitoring compliance with the resolutions passed at those meetings.
 - Ensuring that corporate information disclosures to regulatory agencies are in accordance with laws and regulations.
 - Communicating with shareholders on their legal rights and material Bank information.
 - Maintaining the register of directors, reports of Board meetings, stakeholders' reports and meeting notices and complying with other rules and procedures as required by the relevant laws and regulations.

B. Board of Committees

The Board has established Board committees comprising Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Management Committee and other committees, to assist in screening and scrutinizing specific operations and support the performance of duties of the Board to ensure efficiency and effectiveness and maintain a good corporate governance system.

C. The Role and Responsibilities of the Board of Directors

1. Leadership and Vision

The Board of Directors consists of individuals from diverse professional backgrounds with a broad spectrum of experience and expertise and high standards of business ethics. The role of the Board, including the appointment and removal of directors, is set out in the Bank's Corporate Governance Guidelines and Articles of Association. The Board is committed to maintaining the highest standards of corporate governance and has a good understanding of the Bank's business and affairs. It is responsible for ensuring independent oversight of internal controls and risk management while providing an objective assessment of executive management in the execution of the Bank's policies and strategies.

2. Ethics and Conflict of Interests

The Bank has set out Codes of Conduct in its Corporate Governance Guidelines which the Board, executive management, and all employees must comply with when interacting with the Bank's customers, shareholders, employees, business partners or debtors. Emphasis is also placed on their responsibilities to the environment, society and competitors, preservation of client confidentiality, honesty, fairness, professional integrity, business capacities, strict compliance with laws and regulations, as well as cooperation with regulatory agencies. In performing their duties, employees are required to keep uppermost in their mind the principles of good corporate governance, use good judgement, act in compliance with rules and regulations and ensure that the Bank

discharges its legal and regulatory responsibilities accordingly. Alleged breaches of conduct are investigated in accordance with set procedures, and disciplinary penalties are imposed if someone is found guilty of a breach of conduct. Details of the Bank's Codes of Conduct are made available to employees online at CIMBnet, the Bank's intranet system.

In 2011, the Bank communicated to all staff guidelines for compliance with codes of conduct and Corporate Governance policy by making such information available online through the Learning Management System (LMS) and having them sign in acknowledgment of such guidelines and policy. The Bank has in place policies to prevent conflicts of interest, connected transactions or related-party transactions. These include:

- A policy for the consideration of the granting of credits and investments to, and undertaking contingent liabilities or other credit-like transactions with, the Bank's major shareholders or businesses of beneficial interest to directors or persons with managing authority of the Bank, which must adhere to the ratio stipulated by the BoT. Any such grant must be approved unanimously by the Board, and no director or person with managing authority who benefits from the granting of credits and investments, and the undertaking of contingent liabilities or other credit-like transactions can take part in the decision-making process.
- A policy for undertaking major transactions. Major transactions include an agreement to undertake connected transactions and/or an agreement to undertake transactions to acquire or dispose of major assets and/or rights to acquire or dispose of the Bank's major assets. The Bank must comply with requirements of regulatory agencies.

When considering related party transactions, if the transactions are related to major shareholders, directors, senior executive vice presidents or those holding the equivalent positions thereto, and executives in the Strategy and Finance Group, and other related parties pursuant to the SEC criteria, the Board must:

- 1) ensure that the transaction is legitimate and is in the best interest of the Bank, including ensuring that the terms and conditions are not different from similar transactions entered into with unrelated parties; and
- 2) ascertain that the procedures for considering and approving any given transaction are fair, transparent, and verifiable. Sufficient information on the transaction must also be disclosed to investors.

Connected transactions must be approved by the Board. Persons who review or recommend the transaction for approval must not have any interests in the transaction. Directors with a material interest in the transaction are not allowed to attend the meeting to discuss the transaction or vote on the matter. The Bank may request additional opinions from independent financial advisors if the transaction has to go before a meeting of shareholders.

D. Board Meetings

Board meetings are scheduled for the whole year, with at least one held every quarter. In addition to the scheduled Board meetings, further Board meetings can also be held as and when they are required. The Board secretary is responsible for providing all Directors with the agenda, supporting papers and relevant information for each meeting seven days before the meeting, to give the Directors advance notice of the business to be transacted. The Secretary is also responsible for taking the minutes of each meeting and preparing the meeting report, which is signed by the Board and filed. In 2011, the Bank held 12 Board meetings in total, details of which are disclosed under "Meeting Attendance of Directors."

E. Board Performance Review

The Board conducts an annual evaluation of its performance, where it also reviews problems and obstacles, and makes suggestions to increase the Bank's operational efficiency. The evaluation is conducted to assess compliance with the Bank's Corporate Governance Guidelines. The evaluation comprises six sections – 1) Structure and qualifications of the Board 2) Roles, duties, and responsibilities of the Board 3) The Board of Directors' meeting 4) Execution of directors' duties 5) Relationship with the management 6) Self-development of the Board and the management.

In 2011, each Director completed a self-evaluation form. The results of the evaluation were compared against the Board's terms of reference, before being presented to the Board.

F. Remuneration of Directors and Senior Executives

The Bank discloses information on the remuneration of its Directors and senior executives in compliance with the Public Company Act and the requirements of the supervisory and regulatory

bodies. The Board aims to ensure that the Bank maintains competitive policies on remuneration in accordance with the following guidelines:

Remuneration of Directors

- The Bank's Articles of Association set out broad policies and practices to allow flexibility in determining Directors' remuneration based on excellence in business and personal performance as well as the prevailing market conditions. The remuneration packages for Directors, as approved by the meeting of shareholders, comprise base salary, meeting allowance, pension, bonus and other benefits. In this respect, shareholders have the authority to determine the specific remuneration packages for Directors, or establish general guidelines by which the remuneration can be determined. Employees who also serve on the Board are entitled to receive a pay increase in line with their additional responsibilities.
- The Board is responsible for proposing the remuneration packages for Directors at the meeting of shareholders. The Board should always keep in mind the need to deliver sustainable value for the Bank and its shareholders, and ensure the reward is benchmarked against the industry in which the Bank competes for talents.

The 2011 Annual General Meeting of Shareholders (No. 17) held on 20 April 2011 passed a resolution approving remuneration packages for directors as follows:

1. Meeting and entertainment allowances for Board members:

- Meeting allowance:

Chairman	THB	130,000	per month
Vice Chairman	THB	88,000	per month
Director	THB	44,000	per month

- Entertainment allowance:

Chairman	THB	70,000	per month
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(The Chairperson and directors are responsible for settling their own income tax.).

2. Remuneration for Board Committee members as appointed by the Board shall be paid in the form of additional meeting allowances as below:

Chairperson of Board Committee	THB	52,000	per month
Member	THB	40,000	per month

(The Chairperson and members are responsible for settling their own income tax).

- Directors who are required to serve on other Board committees are entitled to receive additional fees based on an increase in responsibilities, as the Board sees fit.
- The Board has access to independent expert advice where needed, including to determine appropriate remuneration.
- The Board is responsible for disclosing information on remuneration packages in compliance with the Public Company Act and relevant regulatory requirements.

G. Executive Development Programme

The Bank encourages all Directors to participate regularly in the executive development programme, which is designed to further familiarise the Directors with the Bank's businesses and affairs, while providing them with an insight into their roles and responsibilities as Board members. The programme also aims to encourage and assist the Directors in developing visionary thinking,

including skills in adapting more effectively to a changing environment. So far, the Directors have participated in two programmes organised by the Thai Institute of Directors (IOD), namely the Director Certification Programme (DCP) and Director Accreditation Programme (DAP). Details on the Directors' IOD training programmes are in the Directors' profiles.

All new Directors undergo an in-house induction programme to provide them with a good overview of the Bank and its business plans. They also receive an information pack that explains the Bank's corporate governance policies and practices, and the roles and responsibilities of Directors and of the Board as a whole, including the various laws and regulations.

In 2011, Directors and executives who underwent the training under the Financial Institutions Governance Program (FGP) of the IOD included Mr. Subhak Siwaraksa, Mr. Narongchai Wongthanavimok, and Mrs. Panute Na Chiangmai.

H. Succession Plan

The Bank is fully aware of the necessity to operate its business efficiently and continuously. Thus, Human Resources Management Division has been tasked with formulating a succession plan to ensure that the Bank has identified executives or talents as successors and an appropriate training and development plan to up-skill each individual to be ready to replace key positions in case of unexpected conditions/situations within specified timeframes. The plan must undergo a proper review process and be approved by the Nomination and Remuneration Committee and the Board of Directors as follows:

1. Identify key positions in each Group/Division
2. Identify successor's required core competencies
3. Identify qualified managerial personnel/executives individually as appropriate successors to replace key positions with immediate effect or at least within a year
4. Identify qualified managerial personnel/executives individually as appropriate successors to replace key positions in more than a year
5. Identify talents in key areas as high potential resources to be successors within the respective timeframe
6. Provide training and development plan for the identified staff to up-skill and bridge any gaps
7. Review and complete annual succession plan for approval from the Nomination and Remuneration Committee and the Board of Directors

I. Organisation & Employees

As at 31 December 2011, the total staff strength of the Bank stood at 2,735 employees, comprising 1,081 staff working at Bank branches and 1,654 staff working at the head office.

Department	No of employees
President	1
Transaction Banking Group	49
Business Support Group	97
Strategy and Finance Group	103
SME Banking Group	145
Retail Banking Product Division	116
Consumer Sales and Distribution Division	1,153
Credit Cards Division	13
Corporate Banking Group	86
Risk Management Group	87
Treasury Group	50
Investment Banking Group	18

Group Information and Operations Division GIOD	650
Special Corporate Banking Projects	5
Internal Audit Division	54
Human Resources Management Division	58
Compliance Department	20
Office of the President	15
Corporate Communication Office	15
Total	<u>2,735</u>

Staff Development Programme and Human Resources Management Plan

In 2011, the Bank began using LMS (Learning Management System) an e-Learning tool, to manage key administrative processes in human resources management. This system made training more efficient and allowed employees to learn about bank policy such as Codes of Conduct, guidelines and standard operating procedures.

Employee Benefits

Staff welfare and benefits housing loans, motorcycle loans and general purpose loans were improved in 2011, in order to retain valuable staff as well as bring the Bank in line with its competitors. The total fixed salary paid to Bank employees for the financial year was THB 1,486.80 million. To become an employer of choice, the Bank continues to develop more ways to attract and retain talented staff.

Training Courses and Human Resources Development

In 2011, the Bank organized 170 training courses, comprising 87 internal and 83 external courses at a total cost of THB 19.92 million. The number of participants was 11,722 people, which meant some employees attended more than one course over the year. The average ratio of training for staff was 9.4 days per person per year. Courses conducted by the Bank included the Leadership Programme, Business English Programme, Mini MBA Programme and Branch Preparation. Employees were further encouraged to learn about the financial services industry via a regional competition called the CIMB ASEAN Smart Banker Challenge 2011.

Human Rights Policy and Procedure

The Bank has established human rights policy and procedures to ensure its directors, executives and employees comply with and respect the human rights as specified in the Thai constitution. This includes the right to equal treatment irrespective of differences in homeland, race, religion, sex, age, personal status, social or financial status, religious beliefs, education, or political view points which are not against the provisions of the Constitution. These policy and procedures also provide for the Bank to withdraw its support from, or not engage with, individuals or organizations which are proven to have acted in breach of these human rights.

Policy of Non-Violation of Intellectual Property Rights or Copyright

The Bank does not support its directors, executives and employees operating in violation of intellectual property rights or copyright. This includes duplicating, modifying or disseminating creative works with copyrights to the public without permission from the copyright owners.

Anti - Bribery and Corruption Policy

The Bank has set up a policy to act against bribery and corruption. It has determined that directors, executives and employees of the Bank shall strictly follow the principles of good governance and not seek unlawful gains for themselves or others. To this aim, it has instilled guidelines and procedures, in accordance with relevant laws, to prevent and eliminate bribery and corruption within the Bank.

Policy of Reporting of Interest of Directors and Executives

In order to control and monitor transactions made between the Bank and its directors, executives and related persons, the Bank has formulated a policy for reporting the interests of directors and executives ("reports of interests"). For now, directors and executives of the Bank shall submit their reports as well as reports of related persons within seven business days from the end of each financial quarter as well as when there are any changes (if any). In addition, they are required to submit copies of such reports to the Chairman of the Board and

Chairman of the Audit Committee for acknowledgement within seven working days from the date the reports are received by the Company Secretary.

9. Internal Controls

The Bank has put in an organizational structure, established policies and work procedures to ensure that effective risk management and internal control systems are put in place, enabling stable business growth and compliance with good corporate governance principles.

- **Organization and environment**

The Bank has structured its organization taking into account proper segregation of duties that will contribute to effective risk management and internal control as well as monitoring and audit systems. It has also consistently monitored the operations of its staff to be in line with the code of ethics and best practice in business operations with fair treatment of its customers. Short- and medium-term business plans have been worked out to determine business strategy and framework, which are communicated to the staff at managerial levels bank-wide for their awareness and implementation to achieve the plans and targets set forth.

- **Risk management**

The Bank has realized the significance of risk management covering both internal and external risk factors. Risk Management Committee has been appointed by the Board of Directors with relevant roles, duties and responsibilities defined and operations of which assessed to ensure conformity with the risk management plan in place. Risk Management Group is in charge of formulating risk management policy and procedures of the Bank.

- **Oversight of Executive Management**

The Bank has clearly defined, documented and regularly reviewed the scope of authority and responsibilities conferred on or delegated to executive officers at different levels. A clear division of responsibility between various management positions provides a mechanism for checks and balances between senior executives.

Executive Management is required to bring to the attention of the Board any transactions that concern major shareholders, directors, and senior executives or parties related to them. In addition, the Bank has put in place policies and procedures governing the approval of loans for, or investment in businesses in which the Bank or its senior executives have material interest, including in relation to shareholders or senior executives.

In addition to the above, the Bank has established the Compliance Department to provide oversight and support to ensure that the Bank conducts its businesses in compliance with all applicable laws and regulatory requirements. The Internal Audit Division has been set up as an independent unit to examine and ensure all Bank activities are effectively and efficiently managed and operated.

- **Information and communication infrastructure**

The Bank has established its accounting policies and procedures in line with generally accepted accounting principles that support the Bank's business requirements. It has developed and managed its information and database systems consistently so that significant information is accessible on an adequate and timely basis. The document management system provides an effective tool for retrieving and storing important electronic documents appropriately and safely. In addition, the policies and procedures have been communicated to relevant staff at all levels.

- **Follow-up and monitoring system**

The Bank has put in place processes for monitoring and reviewing the implementation of activities against the Bank's strategic objectives, procedures, relevant laws, regulations, and internal control systems. The Bank prepares an annual business plan, which is periodically reviewed to ensure its effectiveness in a rapidly changing environment. The Audit Committee is committed to ensure that concrete actions are taken to execute recommendations and regularly monitors resolutions to ensure that any identified issues are brought to a satisfactory conclusion.

10. Related Transactions

As of 31 December 2011, the Bank recorded significant business transactions with its subsidiary and affiliated companies (related by way of common shareholders), including related persons (directors or executives from the level of vice president upwards). These transactions were concluded on commercial terms and based on mutually agreed upon criteria in the ordinary course of business between the Bank and its subsidiary, associated and affiliated companies. Details are as disclosed in the Notes to Financial Statements item 38 of Financial Statements ended 31 December 2011.

- Connected Transactions with persons who may have conflicts of interest are as follows.

Name and relationship	Transaction characteristics and value	Necessity and reasonableness with Audit Committee's opinion
CIMB Securities International Pte Ltd ("CIMBSI"), a company 100% held by CIMB Group Holdings Berhad ("CIMB Group"), which indirectly holds shares of the Bank and CIMB Securities (Thailand) Co., Ltd. ("CIMBS")	The Bank's sale of 49,999,993 ordinary shares held in CIMBS, at a par value of THB 10 each, representing 99.99% of the registered capital of CIMBS, for a total cash consideration of THB 510,337,881.85 to CIMBSI	The Board of Directors meeting ("the Board meeting") No. 3/2011 held on 16 March 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the Bank would not suffer any damage or lose any interest from this transaction and this transaction is in the best interest of the Bank. The Annual General Meeting of Shareholders no. 17 on 20 April 2011 did not approve the sale of CIMBS shares to CIMBSI.
CIMB Bank Berhad ("CIMB Bank") is a major shareholder of the Bank, holding 93.15% of the Bank's total issued and paid-up capital	The Bank uses a validation service of CIMB Bank for Risk Model and Valuation Model for risk management of the Bank and its subsidiaries free of charge. This is a normal business supporting transaction of the Bank.	The Board meeting No. 3/2011 held on 16 March 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the Bank would not suffer any damage or lose any interest from such transaction. Furthermore, this transaction is to support operations of the Bank and its subsidiaries and the Bank will get economic benefits from this support, which is in the best interest of the Bank.
CIMB Bank Berhad ("CIMB Bank") is a company 100% held by CIMB Group which indirectly holds shares of the Bank.	The Bank implemented the Regional ATM Link on 22 April 2010 which provides cash withdrawal and balance inquiry services for CIMB Group's customers in 4 countries (Malaysia, Thailand, Singapore and Indonesia) through MEPS, an ATM Pool service provider. In the initial stage, this service covers only Malaysia, Thailand and Singapore.	The Board meeting No.6/2011 held on 24 June 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that this transaction be approved since CIMB Bank absorbed the first year cost in implementing the Regional ATM Link Project. Furthermore, this transaction is to support the Bank's operations, which is in the best interest of the Bank.

Name and relationship	Transaction characteristics and value	Necessity and reasonableness with Audit Committee's opinion
	<p>On 9 June 2010, CIMB Niaga started offering this service in Indonesia., All switching transactions of CIMB Group in 3 countries with CIMB Niaga must be done through Artajasa, an ATM Pool service provider. The Bank will pay service fees at the actual utilisation rate of about THB6.8 million via CIMB Bank to MEPS and Artajasa (total value under the 5-year service agreement). This is a normal business supporting transaction of the Bank.</p>	
<p>CIMB Bank Berhad ("CIMB Bank") is a company 100% held by CIMB Group which indirectly holds shares of the Bank.</p>	<p>The Bank implemented the Regional ATM Link on 22 April 2010 which provides cash withdrawal and balance inquiry services for CIMB Group's customers in 4 countries (Malaysia, Thailand, Singapore and Indonesia) through MEPS, an ATM Pool service provider. In the initial stage, this service covers only Malaysia, Thailand and Singapore.</p> <p>On 9 June 2010, CIMB Niaga started offering this service in Indonesia., All switching transactions of CIMB Group in 3 countries with CIMB Niaga must be done through Artajasa, an ATM Pool service provider. The Bank will pay service fees at the actual utilisation rate of about THB 6.8 million via CIMB Bank to MEPS and Artajasa (total value under the 5-year service agreement). This is a normal business supporting transaction of the Bank.</p>	<p>The Board meeting No.6/2011 held on 24 June 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that this transaction be approved since CIMB Bank absorbed the first year cost in implementing the Regional ATM Link Project. Furthermore, this transaction is to support the Bank's operations, which is in the best interest of the Bank.</p>
<p>CIMB Bank Berhad ("CIMB Bank") is a major shareholder of the Bank, holding 93.15% of the Bank's total issued and paid-up capital</p>	<p>The meeting of the Board of Directors held on 16 December 2010 approved of the Bank setting up a Core Banking system across four countries (Malaysia, Singapore, Indonesia, and Thailand). As for 1Platform Release 1, which will be implemented in Thailand first, the Bank will be responsible for all its hardware expenses as the system will be processed in Thailand and operators will be the Bank's own staff. However, software expenses including core banking and legacy system development fees as well as expenses of personnel of the Bank and CIMB Bank shall be borne by CIMB Bank which will be charged to the Bank at an actual utilisation rate as agreed once the system is ready in the first quarter of 2012.</p>	<p>The Board meeting No.6/2011 held on 24 June 2011 and No. 7/2011 held on 30 July 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) considered the opinion of Ernst & Young Co. Ltd, which was appointed by the Bank as the Independent Financial Advisor (IFA) on the fairness of the reasonableness of this transaction between the Bank and the major shareholder. It concluded that pricing is reasonable as CIMB Bank will charge the Bank based on a reasonable utilisation charge mechanism and the transaction value from such</p>

Name and relationship	Transaction characteristics and value	Necessity and reasonableness with Audit Committee's opinion
	The meeting of the Board of Directors on 30 July 2011 considered and approved the indicative utilization cost of the Core Banking system for CIMB Bank at THB135.13 per account created. This is a normal business supporting transaction of the Bank.	
CIMB-Principal Asset Management Co., Ltd ("CPAM"), a subsidiary of CIMB Group, which is an indirect major shareholder of the Bank	The Bank issued a letter of guarantee totaling THB 435,000 to prepare a register service contract with Provident Fund for CPAM. This is a normal business of the Bank.	The Board meeting No. 8/2011 held on 22 August 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the transaction constitutes normal business of the Bank with commercial terms and conditions of service fee, which is in the best interest of the Bank.
CIMB Bank Berhad, Labuan Offshore Branch ("CIMBBLOB") is a branch of CIMB Bank Berhad, a company 100% held by CIMB Group, which indirectly holds shares of the Bank and CIMB Securities (Thailand) Co., Ltd. ("CIMBS")	CIMBS provided a private fund management service, with a total fund size of THB 250 million, for CIMBBLOB, and the management fees charged to CIMBBLOB are at the same or higher rate than market rate. This is a normal business transaction of CIMBS.	The Board meeting No. 10/2011 held on 18 October 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the transaction forms part of the normal business of the Bank with the same terms and conditions of service fee as general commerce, which is in the best interest of CIMBS.
CIMB Bank Berhad ("CIMB Bank") is a major shareholder of the Bank, holding 93.15% of the Bank's total issued and paid-up capital.	The Bank uses the Credit Risk Model Development service of CIMB Bank for risk management of the Bank and its subsidiaries free of charge. This is a normal business supporting transaction of the Bank.	The Board meeting No. 10/2011 held on 18 October 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the transaction is to support operations of the Bank and its subsidiaries and CIMB Bank does not charge any fees to the Bank, which is in the best interest of the Bank.
CIMB Bank Singapore ("CIMB Singapore") a company 100% held by CIMB Group, which indirectly holds shares of the Bank	The Bank uses the Trade Risk Management (TRM) service of CIMB Singapore to monitor the assessment of inventories/collateral for Inventory Financing Program (IFP) free of charge. This is a normal business supporting transaction of the Bank.	The Board meeting No. 10/2011 held on 18 October 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the TRM is required to monitor the assessment of inventories/collateral for Loan to Value (LTV) according to terms and conditions of Credit Approval, which requires specialists/experts to perform. This service is offered by CIMB Singapore free of charge. Furthermore, this transaction is to support the Bank's operations, which is in the best interest of the Bank.

Name and relationship	Transaction characteristics and value	Necessity and reasonableness with Audit Committee's opinion
Sathorn Asset Management Co., Ltd. ("STAMC"), a subsidiary of CIMB Group, which is an indirect major shareholder of the Bank.	The Bank sold selected non performing loans ("NPL") comprising unsecured retail NPL with the cut off date of 1 December 2011 (approximately 76,680 accounts) to STAMC at a price equivalent to THB 200 million. This is a normal business transaction of the Bank.	The Board meeting No.11/2011 held on 25 November 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) considered the opinion of KPMG Phoomchai Advisory Business on the transaction between the Bank and STAMC. It concluded a sale price within this range is reasonable as it is equal to or greater than the upper end of valuation range. Furthermore, this transaction forms normal business of the Bank, which is in the best interest of the Bank.
Sathorn Asset Management Co., Ltd. ("STAMC"), a subsidiary of CIMB Group which is an indirect major shareholder of the Bank.	The Bank has provided IT and back office services (Insourcing) to STAMC for one year commencing on 30 November 2010 under the service agreement. STAMC has expressed its intention to continue using these services for another 4 years and the Bank will get fees of THB 32 million.	The Board meeting No.11/2011 held on 25 November 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the Bank will receive fee income from providing such services. Furthermore, this transaction forms normal business of the Bank, which is in the best interest of the Bank.
Sathorn Asset Management Co., Ltd. ("STAMC"), a subsidiary of CIMB Group which is an indirect major shareholder of the Bank.	<p>The Bank outsources sale of non-performing assets (NPA) to STAMC over a 4-year period at the following rates:</p> <p>1) The service fee shall be 1% of the value of NPA sold, payable upon the Bank's receipt of the full amount of the sale proceeds.</p> <p>2) If STAMC is able to perform better than agreed targets, it shall receive an additional fee of 0.5% of the total value of NPA sold.</p> <p>(The service fees shall be subject to annual review.)</p> <p>This is a normal business transaction of the Bank</p> <p>In addition, the Board meeting no. 11/2011 held on 25 November 2011 approved the current rates as the Bank has used STAMC's service for managing, tracking, and resolving Corporate, SME and Retail NPL (Outsourcing) since January 2011 (5-year period) which was approved in the Board meeting No.12/2010 held on 2 November 2010.</p> <p>This is a normal business supporting transaction of the Bank.</p>	The Board meeting No.11/2011 held on 25 November 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the Bank would not suffer any damage or lose any interest from such transaction since the services fee is reasonable with terms and conditions of service fee comparable to that in the general market. Furthermore, this transaction is to support the Bank's operations, which is in the best interest of the Bank.

Name and relationship	Transaction characteristics and value	Necessity and reasonableness with Audit Committee's opinion
CIMB Securities International Pte Ltd. ("CIMBSI"), a subsidiary 100% held by CIMB Group, which is an indirect major shareholder of the Bank	The Bank approved the foreign exchange spot transaction for THB 1,100 million to CIMBSI. This is a normal business transaction of the Bank.	The Board meeting No.11/2011 held on 25 November 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that it be approved, due to the short tenor of the transaction (2 business days). As such, the market risk is low and acceptable and there is no settlement risk as the Bank will receive an advice of payment from an acceptable bank for which the Bank has provided DSR limit prior to crediting Thai Baht to CIMBSI's account. Furthermore, this transaction forms normal business of the Bank, which is in the best interest of the Bank.
CIMB Securities Singapore Pte Ltd ("CIMBSG"), a company 100% held by CIMB Group, which indirectly holds shares of the Bank and CIMB Securities (Thailand) Co., Ltd. ("CIMBS")	CIMBS opened a TFEX Account for CIMBSG. CIMBS will receive the commission fee in accordance with the requirement of the Futures Industry Club (FIClub). This is a normal business transaction of CIMBS	The Board meeting No.11/2011 held on 25 November 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the commission fee is in accordance with the requirement of the FIClub which indicates that if the transaction is made between institutions, the price of the transaction is subject to negotiation. Moreover, when compared with the company cost, the transaction can still generate fee profits not less than 20% of direct cost and help increase market share. In addition, there is no risk of order keying because CIMBSG will key orders themselves via internet trading system. Lastly, this transaction is part of the normal business of CIMBS, which is in the best interest of CIMBS.
CIMB Group Holding Berhad ("CIMB Group"), which indirectly holds shares of the Bank	CIMB Group approved a Contingent Liquidity Facility amounting to USD 150 million to the Bank. This is a normal business supporting transaction of the Bank.	The Board meeting No.11/2011 held on 25 November 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the Bank would not suffer any damage or lose any interest as the Bank took action according to opinions of the BoT and Bank Negara Malaysia (BNM) which require the Bank to have a contingency funding line established with CIMB Group

Name and relationship	Transaction characteristics and value	Necessity and reasonableness with Audit Committee's opinion
		according to the contingency funding plan of the Bank. Furthermore, this transaction is to support the Bank's operations, with the same terms and conditions of service fee as the general market, which is in the best interest of the Bank.
CIMB Bank Berhad ("CIMB Bank") is a major shareholder of the Bank, holding 93.15% of the Bank's total issued and paid-up capital.	The Bank uses IT Outsourcing for Operational Risk Management System (ORM) of CIMB Bank. The project will be entirely invested by CIMB Bank and the cost will be charged back to the Bank at the actual utilization rate of about THB 2.11 million (under the 5-year service agreement based on an estimate of 110 users). This is a normal business supporting transaction of the Bank.	The Board meeting No.12/2011 held on 16 December 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that the ORM solution will improve its operational risk rating as set by the BOT. The system not only helps the Bank prevent operational losses using proper tools but is more acceptable to the regulator in terms of reputation. The project will be initially invested by CIMB Bank and the cost will be charged back to the Bank on an annual basis, based on the number of users in the system. Furthermore, this transaction is to support the Bank's operations and its subsidiaries, which is in the best interest of the Bank.
CIMB Securities (Singapore) Pte Ltd, CIMB Securities (HK) Ltd, PT CIMB Securities Indonesia, CIMB Securities (UK) Ltd, CIMB Securities (USA) INC ("CIMB Group"), a company 100% held by CIMB Group Holdings Berhad ("CIMB Group"), which indirectly holds shares of the Bank and CIMB Securities (Thailand) Co., Ltd. ("CIMBS")	CIMBS opened a securities trading and/or futures trading account with CIMB Group. This is a normal business transaction of the Bank.	The Board meeting No.12/2011 held on 16 December 2011 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deliberated and concluded that CIMBS will get commission fees from customers and can provide more comprehensive services, which can help increase clients' satisfaction. Furthermore, this is part of normal business at CIMBS with the same terms and conditions of service fee as the general market.

Loans, deposits and contingent liabilities (Awaiting financial statements)

a. Loans, contingent liabilities and deposits associated with businesses in which the Bank and its subsidiary companies, or directors or executives from the level of executive vice-president upwards, hold 10% or more of their paid-up capital were as follows:

(Unit: Million THB)

Company name	31 December 2011					Joint management
	Contingent liabilities	Outstanding loans / Investments in receivables	Deposits	Borrowings	% shares held by the Bank	
<u>Parent Company</u>						
CIMB Bank Berhad				678	93.15	-
Interest rate swap contracts		-		-		
- Fixed rate payee	4,775	-		-		
- Floating rate payee	10,486					
Forward and spot contracts		-		-		
- Bought	402					
<u>Subsidiary companies</u>						
CIMB Securities (Thailand) Co., Ltd	-	-	94	-	99.99	Director with delegated signature authority: Mr. Sutee Losoponkul
Center Auto Lease Co.,Ltd	-	6,208	31	-	99.99	Directors with delegated signature authority: Mr. Surachai Chitratsenee, Mrs. Kampoo Visuthiphol, Mr. Arichai Numlamun
CT COLL Co.,Ltd	-	-	11	-	99.99	Directors with delegated signature authority: Mr. Ekajai Tivutanond, Mr. Songwud Buakhem Mr. Surin Pakavaleetorn
Krungthai Thanakit Finance Plc.*	-	-	259	-	99.10	-
Worldlease Co., Ltd	400	915	28	-	75.04	Directors with delegated signature authority: Mr. Ekajai Tivutanond, Ms. Suwanna Leewiraphan On 22 February 2012, Mr. Ekajai Tivutanond, resigned as Executive of the Bank

Company name	31 December 2011				% shares held by the Bank	Joint management
	Contingent liabilities	Outstanding loans / Investments in receivables	Deposits	Borrowings		
<u>Company under common control</u>						
CIMB Bank (L) Ltd.				2,547	-	-
Cross currency and interest rate swap contracts - Sold	2,954					
Forward and spot contracts - Bought - Sold	256 95					
CIMB-Principal Asset management Co., Ltd.	1	-	25	-	-	Directors with delegated signature authority: Mr. Narongchai Wongthanavimok
CIMB-Principal Global Bond Fund	-	-	-	-	428	-
Sathorn Asset Management Co., Ltd.	-	-	562	-	-	Directors with delegated signature authority: Mr. Ekajai Tivutanond, Mr. Songwud Buakhem, Mr. Thaphop Kleesuan
<u>Other Companies</u>	-	119	2	-	-	-
<u>Related persons</u>						
The Bank's executives	-	-	83	9	-	-

*** Currently undergoing liquidation process**

The Bank pays interests on deposits made by related parties at the normal rates applicable to general depositors.

2) The Bank has no indicated person who is potentially able to create conflicts of interest holding more than 5% of voting shares in any of the Bank's subsidiary or associated companies.

2. Related party transactions and justification

Loans and contingent liabilities associated with directors or executives from the level of executive vice president upwards are subject to interest rates under the Bank's employee benefits scheme.

Loans, contingent liabilities and deposits associated with businesses in which the Bank or its subsidiary companies, or directors or executive officers from the level of executive vice president upwards, hold 10% or more of their paid-up capital were transferred to the Bank under the merger process, or have undergone debt restructuring. These loans which include some new loans have been concluded on commercial terms agreed upon in the ordinary course of business between the Bank and the parties concerned, and are subject to market interest rates.

3. Procedures for approving related party transactions and safeguarding shareholders' interest

According to the Bank's Articles of Association, all related party transactions are subject to the formal approval process, including the analysis and approval of the relevant Committees, Audit Committee and Board of Directors or Executive Management with material interest in the transactions are not allowed to take part in decision-making.

4. Trends in related party transactions

Related party transactions compose of the Bank's business functions and are subject to the formal approval process. There is a strong probability that related party transactions will continue to be an integral part of the Bank's business, and will be governed by clearly-defined review and approval procedures and practices.

11. Financial Conditions and and Operating Performance

Summary of Financial Statement and Ratios of CIMB Thai Bank Ltd. (PCL) for the year ended 31 December 2011, 2010 and 2009.

	2011	2010 (Restated)	2009 (Restated)
(THB : million)			
Financial Position			
Total Assets	166,551	139,203	125,517
Cash	3,121	2,743	2,821
Interbank and money market items - net	4,577	14,836	14,809
Derivatives assets	2,527	2,476	1,592
Investments - net	32,492	21,398	20,164
Investments in subsidiaries - net	1,923	1,323	1,464
Loans and accrued interest receivables - net	114,120	89,906	77,132
Other assets - net	7,791	6,521	7,535
Total liabilities	153,316	127,508	117,894
Deposits	101,291	94,540	88,360
Interbank and money market items-net	4,550	3,417	9,803
Derivatives liabilities	2,271	1,941	1,183
Debt issued and borrowings	40,210	22,554	15,167
Other liabilities	4,994	5,056	3,381
Shareholders' equity	13,235	11,695	7,623
Issued and paid-up share capital	8,158	8,158	6,675
Premium on share capital	1,483	1,483	-
Retained earnings and other reserves	3,594	2,054	948
Operating results			
Interest income	7,425	5,784	7,100
Interest expenses	(3,441)	(1,934)	(3,585)
Net interest income	3,984	3,850	3,515
Net fee and service income	433	583	486
Operating income	2,124	1,492	1,170
Total operating income	6,541	5,925	5,171
Other operating expenses	(4,253)	(4,122)	(3,957)
Bad and doubtful debts and impairment losses	(942)	(801)	(1,145)
Profit from continuing operation before income tax expenses	1,346	1,002	69
Income tax expenses	-	-	-
Net profit for the year	1,346	1,002	69
Basic earnings per share (THB per share)	0.08	0.07	0.01
Financial Ratios			
Net Interest Margin (%)	3.0	3.3	2.6
Return to Equity (%)	11.4	11.2	1.1
Return to Assets (%)	0.9	0.8	0.0
Capital Fund per Risk Assets (%)	13.0	14.7	12.0
1st Tier Capital Funds per Risk Assets (%)	7.7	9.0	6.0

Summary of Financial Statement and Ratios of CIMB Thai Bank Ltd. (PCL) and its subsidiaries for the year ended 31 December 2011, 2010 and 2009.

(THB : million)

	2011	2010 (Restated)	2009 (Restated)
Financial Position			
Total Assets	168,023	140,475	126,981
Cash	3,123	2,745	2,822
Interbank and money market items - net	5,205	15,248	15,392
Derivatives assets	2,527	2,476	1,592
Investments - net	32,543	21,478	20,509
Investments in subsidiaries - net	154	154	206
Loans and accrued interest receivables - net	116,212	91,403	78,299
Other assets - net	8,259	6,971	8,161
Total liabilities	154,612	128,539	119,037
Deposits	101,574	94,656	88,358
Interbank and money market items-net	4,787	3,612	9,877
Derivatives liabilities	2,271	1,941	1,183
Debt issued and borrowings	40,316	22,654	15,262
Other liabilities	5,664	5,676	4,357
Shareholders' equity	13,411	11,936	7,944
Issued and paid-up share capital	8,158	8,158	6,675
Premium on share capital	1,483	1,483	-
Retained earnings and other reserves	3,681	2,213	1,199
Equity attributable to Non-controlling interest	89	82	70
Operating results			
Interest income	8,112	6,273	7,345
Interest expenses	(3,459)	(1,947)	(3,602)
Net interest income	4,653	4,326	3,743
Net fee and service income	874	919	698
Operating income	2,245	1,114	1,146
Total operating income	7,772	6,359	5,587
Other operating expenses	(5,321)	(4,822)	(4,544)
Bad and doubtful debts and impairment losses	(1,075)	(827)	(1,168)
Profit from continuing operation before income tax expenses	1,376	710	(125)
Income tax expenses	(51)	(23)	(3)
Net profit from continuing operation	1,325	687	(128)
Profit after tax of discontinued operation	-	154	132
Net profit for the year	1,325	841	4
Non-controlling interests	9	12	2
Owners of the Bank	1,316	829	2

	2011	2010 (Restated)	2009 (Restated)
Basic earnings per share (THB per share)	0.08	0.06	0.00
Financial Ratios			
Net Interest Margin (%)	3.5	3.8	2.8
Return to Equity (%)	11.1	9.1	0.0
Return to Assets (%)	0.9	0.7	0.0
Capital Fund per Risk Assets (%)	13.2	14.9	11.9
1st Tier Capital Funds per Risk Assets (%)	7.8	9.3	5.9

Analysis of financial standing and operating performance

1. Performance results

Consolidated operating results

For the financial year ended 31 December 2011 (FY2011), the Bank and its subsidiaries (“the Group”) reported a net profit of THB 1,316.4 million, up THB 487.5 million or 58.8% from the net profit of THB 828.8 million recorded in 2010. The increase was mainly driven by shared gains from the management of non-performing loans (NPL) by Thai Asset Management Corporation (TAMC) and gains from the sale of unsecured NPL to an affiliate company in the fourth quarter of 2011 (4Q11).

Net interest margin (NIM) over earning assets decreased to 3.5% in FY2011 from 3.8% in FY2010, mainly due to the increase in deposit and borrowing (bills of exchange) rates as a result of intense competition in the deposit market.

The Group’s consolidated total gross loans less unearned interest stood at THB 119.3 billion, up 27.1% compared to the end of December 2010. Loans growth was largely underlined by corporate and SME (small and medium-sized enterprise) loan expansion. Deposits increased by 7.3% or THB 6.9 billion to THB 101.6 billion in 2011 compared to THB 94.7 billion in 2010. Deposits and bills of exchange, meanwhile, stood at THB 134.4 billion, up 20.7% from THB 111.4 billion at the end of December 2010. Given the aforementioned development in loans and deposits, the loan-to-deposit ratio (including bills of exchange) stood at 88.8%. Looking at the Bank alone, the loan-to-deposit ratio (including bills of exchange) stood at 87.2%.

(A) A summary of Group income

On a year-on-year basis, the Group’s consolidated FY2011 total operating income increased by THB 1,413.5 million, or 22.2%, from THB 6,358.9 million to THB 7,772.4 million. The higher operating income was mainly due to higher net interest income, gains on trading and foreign exchange transactions and other operating income arising from TAMC and the NPL sale to an affiliate company, which was offset by lower gains on investments and net fee and service income.

On the net interest income side, FY2011 recorded an increase of THB 327.4 million, or 7.6%, largely underlined by loan expansion. On the net fee and service income side, there was a decrease of THB 45.1 million, or 4.9%, due to the increase in collection fee expense in 2011. Meanwhile, there was an increase of THB 1,131.2 million on the non-interest and fee income side, or 101.5%, largely due to the exceptional gains sharing from TAMC and gains from the sale of NPL in 4Q11.

(B) Cost of Funds and Operating Expenses

The Group’s interest expenses for 2011 was THB3,459.2 million, an increase of THB1,511.9 million or 77.6% from 2010, mainly due to the increase in deposit and borrowing (bills of exchange) rates as a result of intense competition in deposit market.

On a year-on-year basis, FY2011 operating expenses were higher by THB499.3 million, or 10.4% from FY2010, mainly due to increased personnel costs, taxes and duties expenses and other operating costs especially from losses on properties foreclosed, offset by the decrease in premises and equipment expenses and lower commission expenses and consultancy fees. However, the cost-to-income ratio improved to 68.5% in FY2011

compared to 75.8% in FY2010 mainly due to the shared gains from TAMC and gains from the sale of unsecured NPL to an affiliate company.

(C) Net Profit

The Group's net profit for FY2011 was THB1,316.4 million compared to THB 828.8 million the previous year, representing an increase of THB 487.5 million or 58.8%. The increase in net profit was mainly due to an increase in net interest income and other operating income, particularly from the shared gains from TAMC and gains from the sale of NPL, offset by the increase in operational expenses, bad and doubtful debts and impairment losses.

(D) Return on Equity

For FY2011, the Group showed a return on equity of 11.1% compared to 9.1% in 2010. Taking the Bank alone, the return on equity was 11.4% compared to 11.2% in 2010. The improved ratio reflected better operating performance.

2. The Group's financial position

Assets

The Group's primary assets consist of loans, investments, interbank and money market items. As at 31 December 2011, it had total assets of THB168.0 billion, an increase of THB 27.5 billion or 19.6% as compared to 2010. Net loan and accrued interest receivables outstanding were THB 116.2 billion, an increase of THB 24.8 billion or 27.1%. Net investments stood at THB 32.5 billion, an increase of THB 11.1 billion or 51.5% from 2010. Cash balances were THB 3.1 billion, up THB 378.3 million or 13.8% whilst interbank and money market items amounted to THB 5.2 billion, a drop of THB 10.0 billion or 65.9%.

Asset Quality

(a) Loans and loan concentration

As at 31 December 2011, the Group's net outstanding loans were THB 116.2 billion, showing an increase of THB 24.8 billion or 27.1% compared to THB 91.4 billion at the end of 2010. Lending mainly comprised housing loans and loans extended to the manufacturing and services sector, making up 70.5% of total loans. The manufacturing and commerce segment were the largest borrowers, taking THB 47.5 billion worth of loans or 39.8% of total loans. Meanwhile, the public utilities and services segment borrowed THB 17.3 billion or 14.5% of total loans while housing loans amounted to THB 19.3 billion or 16.2% of the total loans. Sectors which saw high growth were real estate and construction, up 86.4%, and hire purchase and financial leases, up 49.1% from the end of 2010 as the Bank focused its efforts in these areas.

Classified by types of business and loan classification	2011		2010		Change	
	Million THB	%	Million THB	%	Million THB	%
Agricultural and mining	2,301	1.9	765	0.8	1,536	200.8
Manufacturing and commerce	47,536	39.8	39,025	41.6	8,511	21.8
Real estate and construction	10,200	8.6	5,472	5.8	4,728	86.4
Public utilities and services	17,324	14.5	14,434	15.4	2,890	20.0
Personal cash	5,521	4.6	5,993	6.4	(472)	7.9
Housing loans	19,297	16.2	16,384	17.5	2,913	17.8
Hire purchase receivable and financial lease receivable	8,710	7.3	5,844	6.2	2,868	49.0
Others	8,400	7.1	5,921	6.3	2,477	41.9
Total Loans net of deferred revenue	119,289	100.0	93,838	100.0	25,451	27.1

To avoid concentration risk in any particular industry, the Bank continued to diversify the proportion of loans granted to various business sectors, in compliance with its credit policy to extend loans to clients of vital business sectors with good growth potential and clients from all categories of large, medium and small enterprises and retail

sectors. Lending continued to focus on clients who are manufacturers in high-potential sectors and on the valued retail client portfolio.

(b) Classification of assets

As at 31 December 2011, the Group's gross loans (including accrued interest receivables, but excluding loans to financial institutions) stood at THB119.6 billion, whereas allowance for bad and doubtful debts was THB3.3 billion.

Loan loss coverage ratio decreased to 81.6% as at 31 December 2011, from 91.4% as at 31 December 2010, as reflected by the increase in gross NPL in FY2011. Meanwhile, excess reserves over Bank of Thailand (BoT) requirements rose to THB1,403 million.

The Bank has closely monitored the status of each loan by maintaining a database of loans with outstanding balances ageing by segregating loan balances into 4 categories, namely, (1) 1-3 months past due, (2) 3-6 months past due, (3) 6-12 months past due and (4) over 12 months past due, which is in line with loan classification rules prescribed by the BoT. Based on such information, the Bank reviews repayment records together with account history for debt reclassification, the collection process and forecasting trends for non-performing loans.

(c) Non-performing loans (substandard loans)

As at 31 December 2011, the Group's NPL (before allowance for doubtful debts) amounted to THB 4.1 billion or 3.4% of the outstanding loan portfolio. As at 31 December 2010, the non-performing loans were THB 2.9 billion or 2.7%. This was mainly due to the deterioration in credit quality of certain sizeable accounts and the impact of the floods on debt collection. We have made adequate provision for these accounts and continue to work on rectifying the status.

(d) Criteria for income recognition

Revenue is recognised on accrual basis based on the outstanding principal amount. With respect to defaulted loans where the last payment of principal or interest is more than three months overdue, interest accrual will no longer be recognised while already-accrued interest during the previous three months will be reversed. This interest reversal is made in compliance with BoT directives. Any subsequent interest received after this period will be recognised on a cash basis.

The interest income on restructured loans is recognised on an accrual basis except for loans that have yet to comply with the restructuring agreement. In this respect, the interest is recorded as income on a cash basis until the borrower is able to comply with the restructuring conditions for at least three consecutive months or at least by three consecutive instalments, whichever is longer.

The interest on investments is recognised on accrual basis based on the effective rate. Dividends from securities is recognised when the right to receive the dividends is established.

The gain or loss on sale of investment is recognised as income or expense on the transaction date.

Liabilities and Equity

As at 31 December 2011, the Group had total liabilities of THB 154.6 billion, representing an increase of THB 26.1 billion or 20.3% from 2010. The major contributor to the increase was total deposits, which increased by THB 6.9 billion or 7.3% to THB 101.6 billion, and the rise in borrowings by THB17.7 billion or 80.0% to THB 40.3 billion, mainly from the short term borrowings. Interbank and money market liabilities amounted THB 4.8 billion, an increase of THB 1.2 billion or 32.5%.

As at 31 December 2011, total equity stood at THB 13.4 billion, representing an increase of THB 1.5 billion or 12.4% compared to December 2010. The Bank's Board of Directors also gave its approval for THB 67.5 million to be appropriated from the Bank's net profit for the year of THB 1,346.0 billion into statutory reserve, to carry forward the remaining net profit into retained earnings and that no dividends be declared for the year ended 31 December 2011.

The decision to appropriate net profit to statutory reserve and retained earnings was made to sustain the Bank's growth momentum and ensure adequate capital going forward.

Outlooks

Foreign-currency Long-Term IDR
National Long-Term Rating

Stable
Stable

Financial Ratios**Capital funds and capital adequacy ratio**

As at 31 December 2011, the Bank's assets were THB 13.2 billion higher than its liabilities. The difference represents positive shareholders' equity. The Bank's total capital funds was THB 18.8 billion while capital adequacy ratio (BIS ratio) stood at 13.0%, exceeding the regulatory requirement. This is in line with the Basel II directives in relation to the calculation of capital funds.

At Group-level, the capital adequacy ratio was 13.2%, with consolidated capital funds amounting to THB 19.0 billion

Liquid assets ratio

The BoT requires all commercial banks to maintain a minimum liquid assets ratio of 6% of total deposits and offshore borrowings with less than one year to maturity. At the end of 31 December 2011, the Bank's total liquid assets were THB 33.3 billion, while its loan-to-deposit ratio stood at 115.5%. Its ratio of liquid assets to total assets was 20.0% and its ratio of liquid assets to total deposits was 32.9%. All of these ratios were within the minimum regulatory requirement.

Investment in subsidiaries

On 7 September 2011, the Bank increased its investment in a subsidiary, CIMB Securities (Thailand) Co., Ltd. by THB600 million in order to accommodate growth of the subsidiary and strengthen its capital funds.

As of 31 December 2011, the Bank's net investment in subsidiaries amounted to THB1.9 billion.

The remuneration of external auditors

For the year ended 31 December 2011, fees paid to the external auditors were as follows:

(1) Audit Fees

The Bank and its subsidiaries paid the auditors audit fees totaling THB 12.6 million. Other incidental expenses, such as transport and photocopying, did not exceed 10% of the audit fees.

(2) Non-Audit Fee

The Bank and its subsidiaries paid fees for non-audit services, namely, tax service engagements and consulting services not related to auditing, as follows:

- To the Bank's auditors :

Non-audit fees amounting to THB 0.18 million paid in the fiscal year 2011 for services provided in 2010.

In addition, payment of the agreed non-audit fee totaling THB 1.52 million will be due in the future, for services that have yet to be completed.

- To the audit firm, its auditor and individuals or business entities related to the audit firm and auditors:

Non-audit fees totaling THB 0.45 million for the fiscal year 2011 and due in the future, for services provided to a subsidiary that have yet to be completed

12. Related Information

12.1 Thai Economy in 2011 and Outlook for 2012

Thai Economy in 2011

political environments were conducive to economic growth, including rise in export value of 24.3%. Nevertheless, the Thai economy expanded only 3.2% in the first three quarters. The Thai economy faced a different challenge in the last quarter of 2011. The country experienced its most severe floods in fifty years, with a death toll of over 600 people. The economy contracted by 9.0% in the last quarter from the previous year. As a result, overall economic growth for 2011 expanded only 0.1%.

2012 Outlook

The Thai economy in 2012 is predicted to face strong headwinds from external factors of European debt crisis, uncertainties surrounding the US economy, a potential recession in Japan, and the slowdown of the Chinese economy, and internal factors of the persisting political uncertainties and the side effects of government measures. Overall, Thailand is anticipated to witness a flat economy of meagre growth or contraction of 0.5%, with relatively high downside risk.

2011 Performance and 2012 Priorities

2011 proved to be another flourishing year for CIMB Thai. As a result of successful strategic transformation, a profit of THB 1,316.4 million was recorded, representing 58.8% growth from 2010. The Bank continued to strengthen its capability to serve a broad spectrum of customers with top-notch quality by strengthening HR element, enhancing infrastructure via 1Platform project and expanding network and channels. At the end of 2011, the Bank had 157 branches, 533 ATMs and 32 FX booths in strategic locations

In 2012, the Bank will prioritise on:

- Accelerating growth and business momentum of business banking
- Continuing development of retail banking
- Realising new capability from IT infrastructure enhancement
- Exploring and promoting paradigm busters to attain critical mass
- Managing risk-return balance to achieve growth in a dynamic and sustainable manner
- Combining the strengths of CIMB Thai and CIMB Group to deliver customer solutions in line with the new Group tagline "ASEAN For You"
- Fostering a HR culture that truly emphasises and recognises teamwork, drive, innovation and responsibility

12.2 Corporate Responsibility

This is the heart of what the Bank does, the commitment to serve and add value, to allow its clients, employees and communities to experience the best that life has to offer.

"The activities to help society under the Community Link project will be financially supported by CIMB Foundation, Malaysia and can be considered as the Bank's way of giving back to the community it serves. Under Community Link, corporate responsibility will be carried out not only in the form of sponsorship but also through the long-term participation of branch employees to create sustainable and impactful projects in partnership with customers and NGOs."

Subhak Siwaraksa
President and CEO, CIMB Thai Bank

At the end of 2010, the Bank launched Community Link, a collaboration between the Bank and CIMB Foundation which empowers the community to propose initiatives or social causes that will enhance the lives of those within the neighbourhood. These projects are carried out in partnership with local non-profit organisations with an aim to creating sustainable benefits. Under Community Link, bank branches act as project creation centres to which the local community proposes causes relevant to that area. Various sectors of society are enlisted as allies including local organisations, NGOs, customers, state

governments, mass media, as well as the Bank's management and staff who volunteer in various ways according to their skills or expertise. In 2011, the Bank received over THB 3 million from CIMB Foundation to carry out the following projects:

• **Blood Donations and Free Health Checkups.**

Since 2010, the Bank has collaborated with Thai Red Cross Society for quarterly blood donation events with a total of 12 events so far, attracting nearly 3,000 blood donors. In 2011, a joint project with Vibharam Hospital to set up a Free Health Check up program at Zeer Rangsit and collaborated with Pathumwan Area office for special blood donation event during flood crisis.

• **Development of computer graphics curriculum and scholarships for teachers: Foundation for Support and Development of Disabled Persons, Pakkred district, Nonthaburi province**

Disabled teachers were encouraged to study computer graphic training courses to pass knowledge to students. Also, over 100 volunteers and staff help sprucing the premises through painting, landscaping and general cleaning.

• **Professional agricultural training: Wat Chaoboonkerd School, Chaiyo district, Angthong province**

In collaboration with Ang Thong Primary Educational Service Area office, students are trained with knowledge to support themselves once they return to their hometowns. Also, the Bank teamed up with Jamsai Publishing to build a new library for the school.

• **Computer centre and distance learning: Baan Nong Samong School, Wang Nam Khiao district, Nakhon Ratchasima province**

The Bank provided audio equipments and internet service to enable efficient distance learning to students and also partnership with Media Association Company Limited to provide textbooks and learning curriculums for the community

• **Computer Learning Centre: Chumchon Baan Mor School, Sri Chiangmai district, Nongkhai province**

The Bank promoted computer learning among primary students in remote areas; Courses to help local community to search for information on weather conditions and product prices and also partnership with MCOT to raise funds to donate sportswear and with Jamsai Publishing to build a library.

• **Science and community ecological system learning center at Wat Paklad School, Muang district, Samutsongkram province**

The Bank donated equipment for a science laboratory and provided funds to help build a herb garden and a mangrove plant learning centre and also provided learning materials on how to make biological fertilizer and coconut sugar.

• **Computer learning center in collaboration with Rotary Club, Office of the Non-Formal and Informal Education, and Huai Khwang District Community**

The Bank provided computer facilities for over 2,000 students, with scheduled to operate from the beginning of 2012.

• **Flood crisis in 2011**

Over THB 3 Million was raised to help flood victims in affected provinces in term of supply and habitat rehabilitation. Also, the Bank , together with CIMB Group, organized "Friend Help Friends" fund, to help affected staffs, and "CIMB Thai...Friends Help Friends" project with volunteers to help colleagues cleaning the houses.

• **Campaigning against corruption**

The Bank recognizes the importance of business transparency and social responsibility and has participated in various anti-fraud and corruption activities. In 25 September 2011, the Bank together

with the Thai Bankers' Association and Thailand's Anticorruption Network, joined the anti-corruption event at Lumpini Park.

12.3 Major Activities

The Bank hosted and took part in various events throughout the year to engage with customers, raise its profile and deepen links with the community. Notably, it participated in the Money Expo organized by Money and Banking Journal in four provinces: Hat Yai, Bangkok, Nakhon Ratchasima and Chiang Mai. Themed 'The Taste of ASEAN', the Bank's booth showcased its ASEAN advantage, namely by integrating financial diversity and expertise to provide comprehensive services for customers across the region. It won 'Best Booth' in the medium-booth category.

In its efforts to meet and exchange ideas with our corporate and SME customers across the country, the Bank held dinner parties for over 800 customers in Songkhla (Hat Yai), Khonkaen, Pattaya, Nakhon Ratchasima, Samui and Phuket. Mr. Chakramon Phasukavanich, chairman of the Bank and a known expert on macro-economics, spoke on trends for business and industry at these gatherings.

Part 2

Confirmation of Information Accuracy

We have reviewed all information disclosed in this Annual Information Disclosure Report with due care. We confirm that the information disclosed herein is accurate and complete without any false or missing material information. Furthermore, we would like to confirm that:

(1) The financial statements and the financial information summarized in the Annual Information Disclosure Report accurately and completely present material information concerning the financial position, performance, and cash flow of the Bank and its subsidiaries.

(2) It is our responsibility to arrange a sound information disclosure system, so as to ensure that we have accurately and completely disclosed material information of the Bank and its subsidiaries, and supervised system compliance accordingly.

(3) It is our responsibility to arrange a sound internal control system, and supervise system compliance accordingly. We have reported the internal control assessment as at 31 December 2011 to the Bank's auditor and the Audit Committee. The report covers deficiencies and significant changes in the internal control system, as well as any misconduct that may affect the financial reporting of the Bank and its subsidiaries.

As evidence that this documentation is the same as that confirmed by us, we have assigned Mr. Thaphop Kleesuwan to sign every page of the documentation. If any page is not signed by Mr. Thaphop Kleesuwan, it will be deemed unconfirmed information.

	Name	Positions	Signature
1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	- Subhak Siwaraksa -
2.	Mr. Preecha Oonchitti	Director	- Preecha Oonchitti -

	Name	Positions	Signature
Proxy	Mr. Thaphop Kleesuwan	Executive Vice President Office of the President	- Thaphop Kleesuwan -

Attachment 1

Information on Management and Authorized Person

Management and Authorized Person information of CIMB Thai Public Company Limited (As of 31 December 2011)

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
1. Mr. Chakramon Phasukavanich <i>Chairman</i>	64	- M.A (Economics), California State University, Northridge, USA.	- (0.00)	2011 - Present	Member	The Public Sector Development Commission Thailand (OPDC)
		- B.A (Economics), Chulalongkorn University		2011 - Present	Chairman	The Public Sector Development Sub-Commission Related to Enhancement and Development of Public Organizations and Other Organizations under Supervision of Administrative Sector which is not Government Sector
		- Certificate of Senior Executive Development Programme (Class 12)				The Negotiation and Assessment Committee, Ministry of Energy, Ministry of Science and Technology and Ministry of Industry Thailand
		- The National Defence Course, The National Defence College (Class 39)		2011 - Present	Chairman	The Ministry of Public Health
		- Certificate of Senior Executive Development Programme Capital Market Academy (CMA) (Class 11)		2009 - Present	Chairman of Senior Position Nomination	
				2009 - Present	Chairman of Senior Position Nomination	The Ministry of Science and Technology
		Training		2009 - Present	Member	Council Burapha University
		2011 Financial Institutions Governance Programme (FGP)		2004 - Present	Member	Office of the Council of State
		2010 Advanced Audit Committee Programme (adv. ACP)		2011 - Present	Director	CIMB Southeast Asia Research Sdn Bhd
		2010 Control and Risk Management (MIR)				Indorama Ventures PCL.
		2008 Role of the Chairman Programme (RCP)		2009 - Present	Independent Director and Audit Committee	
		2008 Current Issue Seminar (CIS)		2006 - 2008	Member	National Legislative Assembly
		2006 Director Certification Programme (DCP)		2004 - 2008	Permanent Secretary	Industry Ministry
		2006 Audit Committee Programme (ACP)		2004 - 2006	Secretary General	National Economic and Social Development Board
		2004 Financials for Non-Financial Director (FND)		2003 - 2004	Secretary General	The Board of Investment of Thailand
		2004 Director Accreditation Programme (DAP)		2010 - 2011	Chairman of Sub-Committee	Bangkok Mass Transit Authority Reform Consideration
				2009 - 2011	Economic Advisory Committee	The Prime Minister's Office
				2007 - 2008	Member	The Civil Service Commission
				2005 - 2008	Chairman	Small and Medium Enterprise Development Bank of Thailand
				2003 - 2009	Member	The Monetary Policy Committee of the Bank of Thailand
				2003 - 2004	Member	Bank of Thailand
				2002 - 2004	Member	Government Pension Fund (GPF)

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
				2002 - 2004 2007 - 2008 2005 - 2009 2005 - 2008 2004 - 2010 2004 - 2009 2004 - 2008 2004 - 2008 2004 - 2008 2004 - 2008 2004 - 2006 2002 - 2008 2000 - 2004	Member Chairman Independent Director and Chairman, Nomination and Remuneration Committee Chairman Foundation Independent Director and Chairman, Nomination and Remuneration Committee Director Director Chairman Chairman Chairman Chairman. Director, Audit Committee Independent Director and Audit Committee	The Civil Service Commission Electrical and Electronics Institute Thai Oil PCL. Thailand Productivity Institute PTT PCL. Industry Development Foundation Asian Productivity Organization Thai Productivity Institute Thailand Automotive Institute Thailand Textile Institute The Board Aviva (Thai) Co., Ltd. Thai Asset Management Corporation Siamfood PCL.
2. Dato' Robert Cheim Dau Meng <i>Vice Chairman</i> Member and Alternate Chairman of Nomination and Remuneration Committee	61	<ul style="list-style-type: none"> - Fellow of the Institute of Chartered Accountants in England and Wales - Member of the Malaysian Institute of Accountants Training <ul style="list-style-type: none"> - Shell Malaysia-Asian Strategy & Leadership Institute : Future Energy, Smarter Mobility Conference (8 July 2011) - CIMB Group: Global Developments in Islamic Finance (13 July 2011) - CIMB Group: Basel III-Overview and Opportunities (14 July 2011) - CIMB ASEAN Conference 2011 (27 October 2011) 	- (0.00)	2006 - Present 2006 - Present 2005 - Present 2005 - Present 1999 - 2006 1993 - 1999	Non-Executive Director Adviser Director Chairman Executive Director Chief Executive Officer	CIMB Group Holdings Bhd CIMB Investment Bank Berhad CIMB Securities International Pte Ltd Tanjong PLC CIMB Investment Bank Berhad Chief Executive Officer
3. Mr. Sukont Kanjana-Huttakit <i>Independent Director</i>	65	<ul style="list-style-type: none"> - M.A Finance Virginia Polytechnic and State University, USA 	- (0.00)	2006 - Present 1996 - Present	Executive Advisor Director	Tricor Outsourcing (Thailand) Co., Ltd. SA Corporate Restructuring Co., Ltd.*

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
Chairman of Audit Committee		<ul style="list-style-type: none"> B.A Finance Virginia Polytechnic and State University, USA Training <ul style="list-style-type: none"> Audit Committee Programme (ACP) Class 30/2010 Director Certification Programme (DCP) 		1988 - Present 1993 - Present 1980 - Present 1973 - Present 1996 - 2006 2007 - 2009 1978 - 2006	Director Director Director Director Director (Authorized Signatory) Member of Management Committee Chairman and Senior Partner	ES Services Co., Ltd. * CMC Consultant Services Co., Ltd.* AC Consultant Services Co., Ltd.* KB Advisory Co., Ltd.* Kanjapanich Leasing Co., Ltd TMB Asset Management Co., Ltd. PricewaterhouseCoopers Co., Ltd. * Under liquidation process
4. Dato' Shaarani Bin Ibrahim <i>Independent Director</i> Member of Audit Committee Member of Nomination and Remuneration Committee	62	B.A.(Hons) International Relations, Universiti Malaya Training <ul style="list-style-type: none"> April 2011 Director Certification Program (DCP 145/2011) English Program: Institute of Directors Thailand April 2010 Director Accreditation Program (DAP 83/2010) English Program: Institute of Directors Thailand Aug 2009 The Non-Executive Director Development Series August 2009 "Corporate Governance" by PriceWaterhouseCoopers, Malaysia 	- (0.00)	Jan 2011 - Present Sep 2010 - Present Sep 2010 - Present 2005 - 2008	Board Member, Chairman, Audit Committee Member, Investment Committee Chairman, Chairman Risk Committee Member, Audit Committee Independent Director Chairman, Remuneration Committee Member, Audit Committee Member, Nomination Committee Ambassador of Malaysia	Universiti Putra Malaysia (UPM) CIMB Bank PLC, Cambodia Dragon Group International Limited (DGI), Singapore Kingdom of Thailand
5. Mrs. Watanan Petersik <i>Independent Director</i> Chairwoman of Nomination and Remuneration Committee Member of Audit Committee	51	<ul style="list-style-type: none"> AB Bryn Mawr College, PA USA. Training <ul style="list-style-type: none"> Bursatra Sdn Bhd: Mandatory Accreditation Programme (MAP) for Directors of Public Listed Companies (17-18 March 2010) Director Accreditation Programme (DAP 83/2010) English Programme: 27 April 2010 	- (0.00)	2010 - Present Present Present Present 1996 - 2006	Independent Director Non-Executive Director Director Senior Advisor/Consultant Director Lien Centre for Social Innovation Chief of staff, Asia ex-Japan Managing Director, Investment Banking	CIMB Group Holdings Berhad Asia Capital Advisory PTE Ltd. TPG Capital Asia Singapore Management University Goldman Sachs Asia LLC, Hong Kong

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
		- Certificate, Singapore Institute of Directors course : Role of Directors				
6. Mr. Preecha Oonchitti <i>Director (Authorised Signatory)</i> Chairman of Credit Committee Level 2	66	B.A (Economics), Thammasart University Training - Director Certification Programme (DCP) - Finance for Non-Finance Director (FND)	- (0.00)	2003 - Present 2003 - Present 1979 - Present 2002 - 2010 2004 - 2007	Chairman of Audit Committee Director Director Chairman Director	Eastern Star Real Estate PCL Eastern Star Resort Co., Ltd Siamtrading Co.,Ltd BT Insurance Co., Ltd Con-Plus and Management Co., Ltd
7. Mr. Kenny Kim <i>Director</i> <i>Alternate Chairman of Risk Management Committee</i>	43	- M.Sc (Finance), University of Lancaster, UK - A fellow of the Association of Chartered Certified Accountants, UK - A member of the Malaysian Institute of Accountants - A member of Institute of Chartered Accountants in England and Wales, Finance Faculty Training Blue Ocean Strategy Course Certification Workshop, Various Invited Speakers	- (0.00)	2001 - Present	Group Chief Financial Officer and Head of Group Strategy and Finance Division	CIMB Investment Bank Berhad

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
8. Mr. Subhak Siwaraksa Director (Authorized Signatory) President and Chief Executive Officer Chairman of Management Committee Chairman of Risk Management Committee Chairman of Credit Risk Committee Alternate Chairman of Credit Committee Level 2 Chairman of Retail Business Committee Chairman of Assets and Liabilities Management Committee Chairman of IT Strategic Planning Committee Chairman of Marketing Risk Committee Thailand Chairman of Marketing and Communications Committee Chairman of Basel II Steering Committee Chairman of Thai Credit Card Committee Chairman of Community Link Project Task Force Committee	55	<ul style="list-style-type: none"> - Ph.D. Econometrics, University of Pennsylvania, U.S.A. - M.A. (Law and Diplomacy), Fletcher School of Law and Diplomacy, Tufts University, Massachusetts, U.S.A. - B.A. (English Literature (Honors Program) and Economics), Georgetown University, Washington D.C., U.S.A <p>Training</p> <ul style="list-style-type: none"> - 2011 Financial Institutions Governance Program (FGP) Class 3/2011 - 2006 Directors Certification Program (DCP) - 2005 Directors Accreditation Program (DAP) - 1993 Financial Executive Seminar, Bangkok (FINEX IV) - 2007 The National Defence College (Class 2007) - 2010 Capital Market Academy (Class 10 March – July 2010) 	- (0.00)	2011 - Present 2011 - Present 2011 - Present 2008 - 2009 2008 - 2009 2003 - 2008	Governor Member of Audit Committee Member of Lising Expansion and Development Committee Director, Executive Director, and Chairman of Compensation Committee Chairman of the Board of Directors Chief Executive Officer and President	The Stock Exchange of Thailand The Stock Exchange of Thailand The Stock Exchange of Thailand Export-Import Bank of Thailand TMB Asset Management Co., Ltd. TMB Bank PCL.
9. Assoc.Prof. Dr. Ismaae Alea Shariah Advisor	62	<ul style="list-style-type: none"> - Higher Cert.in Promotion of Peaceful Society, King Prajadhipok's Institute - Doctorate Degree, Al-Fiqh (First Class Hons), Islamic University of Madinah, Saudi Arabia - Master's Degree, Al-Fiqh (Excellence) Islamic University of 	- (0.00)	2007 - Present 2011 - Present 2008 - 2010 2007 - 2011	Member , Chairman of Halal Affairs Head of Thai Haj Member Member	The Central Islamic Council of Thailand (CICOT) Thai Haj Delegation Shariah Advisory Council, Securities Commission, Malaysia Advisory Council for Peach Building in Southern Border Provinces of Thailand College of Islamic Studies (CIS), Prince

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
		Madinah, Saudi Arabia - Bachelor's Degree, Sharia (Hons), Islamic University of Madinah, Saudi Arabia - Bachelor's Degree, Dawah and Usul al-din, Islamic University of Madinah, Saudi Arabia		2006 - 2010 2006 - 2010	Associate Professor of Islamic Law Head	of Songkla University (PSU) Doctoral Degree in Islamic Studies of CIS-PSU
10. Dr. Maroning Salaming Shariah Advisor	46	- Ph.D. Principles of Islamic Jurisprudence , Islamic University of Medina, Saudi Arabia - M.A. Principles of Islamic Jurisprudence, Islamic University of Medina, Saudi Arabia - B.A. Islamic Law , Islamic University of Medina, Saudi Arabia	- (0.00)	2011 - Present 2010 - Present 2009 - Present 2008 - Present 2007 - Present 2006 - Present 2006 - Present 2010 - 2011	Board Advisor Consultant and working committee Management Committee Ph.D Program Advisor Ph.D Thesis/ Docter of Philosophy Advisor of Master Degree Thesis Professor of Islamic Law Department Working Committee of Supporting Working Committee of Studying Model and Proceder	Shariah Binacoop Co.,Ltd. Mr. Shikhul Islam College of Islamic Studies, Prince of Songkla University, Pattani Campus College of Islamic Studies, Prince of Songkla University, Pattani Campus College of Islamic Studies, Prince of Songkla University, Pattani Campus College of Islamic Studies, Prince of Songkla University, Pattani Campus Mass Financial Institution with Islamic system Porject in Southernmast Porvinces Mass Financial Institution with Islamic System
11. Mrs. Duangphorn Sucharittanuwat Senior Executive Vice President Special Corporate Banking Projects	59	- MBA, Thammasat University. - B.A (Accounting) (2nd Class Hons.), Chulalongkorn University. Training - Director Certification Programme (DCP) by Thai Institute of Directors Association (IOD). - The Financial and Macro Economic Effects of the new Basel accord.	- (0.00)	2011 - Present 1997 - Present 2003 - Present 2006 - Present 2005 - Present Jun 2011 - Present	Independent Director and Audit Committee Councilor Board of Advisors Council Member Director Committee on Energy Project Steering Committee, Thailand	ICC International Plc Thailand Management Association Traim Udom Suksa Parents And Teachers Association Yuthasa Na Nagara Foundation The Thai Chamber of Commerce Industrial Energy Efficiency, United Nations Industrial Development Organization (UNIDO)

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
		<ul style="list-style-type: none"> - Customer Centricity and Enterprise Agility in Financial Service-Today's Global Industry Trends. - Managing The Recovery: Challenges Ahead. - DCP. Refresher Course (3/2006), Role of Chairman Programme (RCP). - Management Development Programme (CMA.8) Capital Market Academy - Top Executive Programme in Commerce and Trade (TEPCoT3) Commerce Academy - Leadership for CHANGE (1/2010) by Right Livelihood Foundation - Advanced Security Management Programme:ASMP 2/2011 by The National Defence College Association of Thailand (NDCAT) 		2010 - Present 1999 - 2010	Director Chairman	World Buddhist Television (WBTv) CIMB Securities (Thailand) Co., Ltd.
12. Mr. Surachai Chitratsene Senior Executive Vice President SME Banking Group	61	<ul style="list-style-type: none"> - M.A (Economics), State University of New York at Binghamton, USA - B.S (Economics), Central Missouri State University, USA 	- (0.00)	2005 - Present 2005 - 2010	Chairman Chairman	Center Auto Lease Co.,Ltd. World Lease Co.,Ltd.
13. M.L.Nathchanya Davivongse Senior Executive Vice President Transaction Banking Group	42	<ul style="list-style-type: none"> - MBA (International Business Management & Marketing) Oregon State University, Oregon, USA. - B.A (International Finance and Banking) Oregon State University, Oregon, USA. 	- (0.00)	Nov. 2009-Jun 2010 Nov. 2005-Oct 2009	Director – Regional Sales, Cash Management Corporate Head, Global	Deutsche Bank AG, Bangkok Deutsche Bank AG, Bangkok

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
14. Mr. Ekajai Tivutanond Senior Executive Vice President Business Support Group	59	<ul style="list-style-type: none"> - LL.M (Master of Law), Columbia University, New York, USA - Barrister at Law - LL.B (Bachelor of Law) (1st class honours), Thammasat University 	- (0.00)	2010 - Present 2006 - Present 2010 - Present 1999 - 2010 2009 - 2010	Director (Authorised Signatory) Director (Authorised Signatory) Director (Authorised Signatory) Director (Authorised Signatory) Chairman (Authorised Signatory)	Worldlease Co.,Ltd. Sathorn Asset Management Co., Ltd. CT COLL Co., Ltd. BT Insurance Co., Ltd. CIMB-Principal Asset Management Co., Ltd
15. Mr. Narongchai Wongthanavimok Senior Executive Vice President, Chief Financial Officer, Strategy and Finance Group	49	<ul style="list-style-type: none"> - M.S (Information Systems), Golden Gate University, San Francisco, CA, USA - MBA Finance, University of Pittsburgh, Pittsburgh, PA, USA - B.Econ, Thammasat University <p>Training</p> <ul style="list-style-type: none"> - Financial Institutions Governance Programme (FGP) Class 3/2011, Thai Institute of Directors - CIMB-Insead Leadership Programme, INSEAD - Director Certification Programme (DCP) 131/2010, Thai Institute of Directors - CFO Becoming a Strategic Partner, University of Pennsylvania, USA - Senior Finance Management Programme, Executive Development International, UK - Chulalongkorn University, Bangkok, Thailand : Certificate in System Analysis 	(0.00)	2009 - Present 2004 - 2009	Director First Senior Vice President, MIS & Planning Division Head, Finance Group	CIMB-Principal Asset Management Co.,Ltd. Siam Commercial Bank PCL
16. Mr. Wee Kim Peng Senior Executive Vice	51	<ul style="list-style-type: none"> - B.A (Hons) (subject?), University of Malaya 	-	2006 - 2009	Director/ Programme Director, Transformation	CIMB Investment Bank Berhad.

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
President, Group Information and Operations Division		Training <ul style="list-style-type: none"> - 16th World Congress on Information Technology by MDC - Global Operation Risk Management Forum(London), Risk Management Assessment (RMA) - “Entrepreneurship: Building and Growing New Venture” by Dr Michael J Roberts (Harvard Business School) - John Maxwell Leadership Development Seminar - AsiaPac CEO Forum by Prof David J. Collins and Prof Chris A, Barlett (Harvard Business School) 	(0.00)	2003 - 2006	Office and GIOD-PMO Head Chief Operation Officer	SBB Mutual Berhad (now CIMB Advisors Berhad)
17. Mrs. Panute Na Chiangmai Senior Executive Vice President Risk Management Group	55	<ul style="list-style-type: none"> - Master of Science Business (Marketing), University of Wisconsin-Madison - Master of Business Administration (Finance & Management), University of Wisconsin-Madison - Bachelor of Education (Education Psychology), Chulalongkorn University Training <ul style="list-style-type: none"> - Financial Institutions Governance Programme (FGP) Class 3/2011 	- (0.00)	Apr. 2006 – Sep. 2009	Director	BT Securities Co., Ltd.
18. Mr. Thanachai Thanachaiary Senior Executive Vice President Consumer Sales and Distribution Division	61	<ul style="list-style-type: none"> - Bachelor of Science, Applied Chemistry Thames Polytechnic, U.K. 	- (0.00%)	2010 - Present 2004 - 2010 2004 - 2010 2004 - 2008	Associate Judge Senior Executive Vice President Independent Director Chairman of Audit	Central Intellectual Property and International Trade Court. UOB PCL. Axa Insurance PCL. Siam City Securities Co.,Ltd.

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
		Training <ul style="list-style-type: none"> - Director Certification Program Class 65 		2003 - 2004	Committee Managing Director	Adkinson Securities PCL.
19. Mr. Sutee Losoponkul First Executive Vice President Treasury Group	51	<ul style="list-style-type: none"> - MBA National Institute of Development Administration (NIDA) - B.Sc (Industrial Engineering) Prince of Songkla University Training <ul style="list-style-type: none"> - Market Risk for Treasury Products, New York institute of Finance (Financial Times) - Asset and Liability Management, Chase Manhattan Bank, Singapore - Treasury Training Scheme, The Institute of Banking and Finance (IBF), Singapore <ul style="list-style-type: none"> • Offshore Deposit Market • Foreign Exchange Arithmetic • Financial Future • Options • Citibank Bourse Game 	- (0.00)	2011 - Present	Director	CIMB Securities (Thailand) Co.,Ltd.
20. Mr. Vorakan Dhepchalerms First Executive Vice President Acting Head, Corporate Banking Group	54	<ul style="list-style-type: none"> - B.B.A (Bachelor of Business Administration) Assumption University, Thailand - MBA, The University of Scranton, USA Training <ul style="list-style-type: none"> - Class 1/2011 Exchange Control Regulations - Class 1/2011 CIMB Thai Annual Management - Class 1/2010 Ex PSM 2009 - Class 2/2010 Information Security for FVP 	- (0.00)	2003 - Present 2009 - May 2011 2004 - 2009	Director Executive Vice resident Investment Banking Division 2 Executive Vice President Corporate Banking Division 5	Maxwin Builder Co.,Ltd. CIMB Thai Bank PCL. Bank Thai PCL.

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
21. Mr. Kongpob Watanasin Executive Vice President Human Resources Management Division	53	<ul style="list-style-type: none"> - Ph.D, Public Administration University of Cincinnati, Ohio, USA - Master of Public Administration Kentucky State University, Kentucky, USA - B.A (Political Science) Ramkhamhaeng University 	- (0.00)	2003 - 2009	Division Head, HR Client Services	Siam Commercial Bank
22. Ms. Dusanee Klewpatinontha Executive Vice President Retail Banking Product Division	45	<ul style="list-style-type: none"> - B.B.A (Accounting), Sukhothai Thammathirat Open University - LL.B, Sukhothai Thammathirat Open University - MBA, Drexel University - B. Econ, Chulalongkorn University 	- (0.00)	2005 - 2010	Senior Vice President	United Overseas Bank (Thai) PCL.
23. Mr. Prapas Thongsuk Executive Vice President Corporate Communications Office	48	<ul style="list-style-type: none"> - MBA National Institute of Development Administration (NIDA) - B.Ed, Chulalongkorn University 	- (0.00)	2004 - 2010	SVP Corporate	Krungthai Card Plc.
24. Ms. Siriporn Sanunpairaue Executive Vice President Internal Audit Division	47	<ul style="list-style-type: none"> - Master of Business Administration, Thammasat University - Bachelor of Accountancy, Thammasat University <p>Training</p> <ul style="list-style-type: none"> - Basel II Senior Management Understanding Standard Chartered Bank - Group Internal Audit Overview Training Standard Chartered Bank - CIA Preparation, the Institute of Internal Auditors of Thailand - Certified Professional Internal 		2007 - 2008 2006 -2070	Head of Internal Audit Department, Senior Vice President Senior Audit Manager, Group Internal Audit	Standard Chartered Bank (Thai) PCL Standard Chartered Bank

Name of Director, Management / Position	Age (years)	Education	Total company share holding (%)	Work experience (within last 5 years)		
				Period	Position	Company / Organization
		Auditor (CPIA) the Institute of Internal Auditors of Thailand				
25. Ms. Ng Wai Yee Executive Vice President Finance Division	46	<ul style="list-style-type: none"> - Emile Woolf, UK ACCA - University of Malaya Bachelor of Acctg (Hons) Training <ul style="list-style-type: none"> - PKMC Certificate Institute of Bankers Malaysia - Stockbroking Dealers Representative's Exam Securities Commission 	- (0.00)	2007 - 2009 2002 - 2006	Asst General Manager Senior Manager	CIMB Investment Bank BHD CIMB Investment Bank BHD
26. Ms. Winita Kimsawadi Senior Vice President Finance Division	46	<ul style="list-style-type: none"> - Master of Accountancy, Chulalongkorn University - BBA.(Accounting), Chulalongkorn University Training <ul style="list-style-type: none"> - Advanced Financial Leadership Program (AFLP) 	- (0.00)	2008 – 2011 2005 – 2007	Vice President, Data Management and Reporting Department, Finance Group Vice President, Accounting	Bank of Ayudhya PCL. GE Money Retail Bank PCL.

Remark : None of the Directors and executives are related by family

**Report of changing in securities holding of Directors' and Senior Executives
As at end 2011 compared with end 2010:**

Name	Official Title	Number share holding As at 31 Dec.11 (Shares)	Number share holding As at 31 Dec.10 (Shares)	Number share change
Mr. Songwud Buakhem	Executive Vice President Corporate Legal Division	4	4	-

**Directors' and Senior Executives' Share Ownership in Subsidiary Companies
As at end 2011 compared with end 2010:**

Particulars	Number share holding As at 31 Dec.11 (Shares)	Number share holding As at 31 Dec.10 (Shares)	Number share change
Mr. Ekajai Tivutanond - CT Call Co.,Ltd.	4	4	-
Mr. Songwud Buakhem - CT Call Co.,Ltd.	1	1	-
Mr. Thaphop Kleesuwan Executive Vice President Office of the President Executive Vice President Compliance Department			
1. CIMBT Securities (Thailand) Co., Ltd.	1	1	-
2. Center Auto Lease Co.,Ltd.	2	1	1
Mr. Surin Pakavaleetorn - CT Call Co.,Ltd. (Formerly Known as BT Consultants Co., Ltd.)	1	-	-
Mr. Tanit Onnuch - Center Auto Lease Co.,Ltd.	2	1	1

Attachment 2

Information on Directors of Subsidiaries

Remarks

A Chairman	B Vice Chairman	C Director
D Chairman of Audit Committee	E Audit Committee	F Independent Director
G Non-Executive Director	H Advisor	I Member Investment Committee
J Chairman Risk Management	K Chairman Remuneration Committee	L Member Nomination Committee
M Independent Director, Non-Executive Director	N Senior Advisor/Consultant	O Group Chief Financial Officer and Head of Group Strategy and Finance Division
P Governor Member of Audit Committee	Q Member of Lising Expansion and Development Committee	R Councilor Member
S President and Chief Executive Officer	T Senior Executive Vice President	U First Executive Vice President
V Executive Vice President	W Senior Vice President	X Associate Judge

Subsidiaries

- CIMB Securities (Thailand) Co.,Ltd
(Formerly known as "BT Securities Co.,Ltd.")
- Center Auto Lease Co., Ltd.
(Formerly known as "BT Leasing Co.,Ltd.")
- World Lease Co.,Ltd.
(Formerly known as "BT World Lease Co.,Ltd.")
- CT COLL Co.,Ltd.
(Formerly known as "BT Business Consulting Co.,Ltd.")

Others / Affiliate Companies

- Indorama Ventures PCL.
- CIMB Southeast Asia Research Sdn Bhd
- CIMB Group Holdings Berhad
- CIMB Investment Bank Berhad
- CIMB Securities International Pte Ltd
- Tanjong PLC
- Tricor Outsourcing (Thailand) Co.,Ltd.
- SA Corporate Restructuring Co., Ltd.
- ES Services Co., Ltd
- CMC Consultant Services Co., Ltd
- AC Consultant Services Co., Ltd
- KB Advisory Co., Ltd
- Universiti Putra Malaysia
- CIMB Bank PLC, Cambodia
- Dragon Group International Limited, Singapore
- CIMB Group Holdings Berhad
- Asia Capital Advisory PTE Ltd.
- TPG Capital Asia
- Lien Centre for Social Innovation, Singapore Management University
- Eastern Star Real Estate PCL
- Eastern Star Resort Co., Ltd.
- Siamtrading Co.,Ltd
- CIMB Investment Bank Berhad
- The Stock Exchange of Thailand
- ICC International Plc
- Thailand Management Association
- Sathorn Asset Management
- CIMB-Principal Asset Management Co.,Ltd.
- Central Intellectual Property and International Trade Court.

Attachment 3 Audit Committee Report

Attachment 4 Nomination and Remuneration Committee Report

Attachment 5 Statement on the Board of Directors Responsibility
Report for Financial Statement

Attachment 6 Certified Financial Statement Report (Form 56-3)

Attachment 3**Audit Committee Report**

In 2011, the Audit Committee performed specific responsibilities delegated to it by the Board of Directors. Every effort is made to ensure that the Bank complies with the relevant rules and regulations of the Bank of Thailand, Stock Exchange of Thailand, Securities Exchange and Commission, and the relevant regulatory bodies. In addition, it has in place adequate procedures and systems of internal control, good corporate governance and appropriate risk management systems that can enhance value for the Bank in line with the objectives and targets set by the Board.

The main areas of focus for the Committee cover the Internal Audit including Credit Review and Compliance of the CIMB Thai Bank Group. The main roles and responsibilities of the Audit Committee are as follows:

1. To assist the Board in discharging its statutory duties and responsibilities relating to accounting, reporting practices and corporate governance.
2. To review the effectiveness of the internal audit function and the compliance function, in particular, approval of annual audit plan and compliance plan, adequacy of scope, functions, competency and resources, review results of internal audit process and, where necessary, remedial action taken, and compliance with relevant guidelines on internal audit issued by the Bank of Thailand, the Securities of Exchange Commission and the Securities Exchange of Thailand.
3. To review the effectiveness of the external auditor, in particular, the appointment, the audit fees, objectivity, performance and independence of the external auditors.
4. To review the comments and recommendations rendered by the regulators, Internal Audit Division, Credit Review Section, Compliance Department and external auditors with an aim to compel the officers concerned to ensure prompt, continuous and effective compliance, and that outstanding issues are followed-up and resolved.
5. To ensure that the accounts are prepared in a timely and accurate manner in accordance with generally accepted accounting principles.
6. To meet with Executive Management and the external auditors periodically to acknowledge and exchange opinions. In particular, to meet with external auditors without the presence of Executive Management at least twice a year.

In accordance with the roles and responsibilities above, the Audit Committee is of the opinion that the Bank's financial statements and disclosure of information are complete and reliable, consistent with generally accepted accounting principles. Overall risk management, effective systems of internal control, procedures to ensure compliance with applicable laws and regulations, and independent internal audit systems conducted in accordance with internal audit standards are adequate and consistent with the current business environment.

- Sukont Kanjana-Huttakit -

(Mr. Sukont Kanjana-Huttakit)
Chairman of Audit Committee

Attachment 4**Nomination and Remuneration Committee Report**

In 2011, the Nomination and Remuneration Committee ensured that the Bank considered and nominated names of qualified candidates for the position of directors and senior executives, and that remuneration and benefits were appropriate to their duties and responsibilities.

The main roles and responsibilities of the Nomination and Remuneration Committee are as follows:

1. To nominate qualified directors and senior executives and recommend remuneration and benefits appropriate to their duties and responsibilities to the Board for approval.
2. To consider the appointment of directors and senior executives for the Bank subsidiaries and seek the Board's agreement on them.
3. To assess the performance of the Bank's senior executives against targets and performance criteria and refer the results to the Board, with recommendations regarding the appropriate remuneration and benefits.
4. To review and consider the annual salary adjustments and bonuses for the Bank and submit them for the Board's approval.

The remuneration of directors and senior executives in 2011 is set out in the Corporate Governance Report under the section titled "Director and Management Remuneration". In the committee's opinion, such remuneration is in line with their duties and responsibilities, individual performance, the overall economic situation and the performance of the Bank.

- Watanan Petersik -

(Mrs. Watanan Petersik)
Chairwoman of Nomination and Remuneration Committee

Attachment 5**Statement on the Board of Directors Responsibility for Financial Statements**

The Board of Directors is responsible for the financial statements of CIMB Thai Bank Public Company Limited and its subsidiaries as well as the financial information presented in this annual report. The aforementioned financial statements were prepared in accordance with Thailand's generally accepted accounting standards and International generally accepted accounting standards, applying appropriate and consistent accounting policies and prepared with careful judgment and best estimates. Important information is adequately disclosed in the notes to the financial statements to ensure compliance with the Notifications of the Bank of Thailand and the Stock Exchange of Thailand.

The Board of Directors has established and maintained an appropriate and effective internal control system in order to rationally assure that the accounting information is correctly and completely recorded and adequate to sustain the Bank's assets so as to prevent any irregular operations or fraud.

The Board of Directors has appointed an Audit Committee comprising Independent Directors to be responsible for the quality of financial statements and the effectiveness of the Bank's internal control system. The Audit Committee's comments on these issues are included in the Audit Committee's report presented herewith in this annual report.

The Board of Directors is of the opinion that the Bank's overall internal control system is at a satisfactory level and provides reasonable reliability for the Bank and its subsidiaries in relation to the financial statements for the year ended 31 December 2011.

- *Chakramon Phasukavanich*-
(Mr.Chakramon Phasukavanich)
Chairman

- *Subhak Siwaraksa* -
(Mr.Subhak Siwaraksa)
President and Chief Executive Officer

Attachment 6**Form 56-3****Certified Financial Statement Report**

Financial Statement of CIMB Thai Public Company Limited
For The Accounting Period Ending December 31, 2011

Name of Auditor : **Mr. Boonlert Kamolchanokkul** Audit Office : **PricewaterhouseCoopers ABAS Ltd.**

We have reviewed the information disclosed in this financial statement with the information received via the carefully performing for the position of the highest executive of the company and the position of the highest management of Accounting function. We confirm that:

- (1) This financial statement presents the complete and correct information that material the financial position and cash flow of the Bank and its subsidiaries.
- (2) We are responsible to put in place of good disclosure system to ensure that the Bank have disclosed the material information of the Bank and its subsidiaries correctly and completely including supervision of control for the compliance such system.
- (3) We are responsible for the effectiveness of internal control and the supervision of compliance with such system and we have already reported the Internal Control Evaluation as at December 31, 2011 to the Auditors and the Bank's Audit Committee covering the deficiency and material change in the internal control system including the misconduct which may has an impact in the Banks and her subsidiaries financial statement preparation.

Name	Position	Signature*
1. Mr. Subhak Siwaraksa	President and Chief Executive Officer
2. Mr. Preecha Uonchitti	Directors

* **Remarks** If there is an incident that any signatory person can not sign the certified financial statement form on the date of submission to the office. The company that issued the securities must manage to have such person signing the document immediately when the circumstance is over. Except in the event that such person can not sign the document because he/she is under the self uncontrollable caused by the body or mental sickness, the company do not necessary to have that person signed the certified financial statement form.