

**Annual Registration Statement
For the Year Ended 31 December 2014**



CIMB Thai Bank Public Company Limited

Content

Part 1	Business Operation	Page
	1. Policy and Business Overview	1-7
	2. Nature of Business	8-18
	3. Risk Factors	19-23
	4. Business Assets	24-25
	5. Legal Disputes	26
	6. General and Other Important Information	27-33
Part 2	Management and Corporate Governance	
	7. Securities and Shareholders Information	34-38
	8. Management Structure	39-46
	9. Corporate Governance	47-74
	10. Corporate Social Responsibilities	75-78
	11. Internal Control and Risk Management	79-80
	12. Related Transactions	81-89
Part 3	Financial Position and Operating Performance	
	13. Key Financial Information	90-99
	14. Analysis of Financial Standing and Operating Performance	99-106
	15. Confirmation of Information Accuracy	107
Attachment		
Attachment 1	Information on Directors, Management, Persons with Power and Company Secretary	108-132
Attachment 2	Information on Directors of Subsidiaries	133-135
Attachment 3	Information on Internal Audit Head and Compliance Head	136
Attachment 4	Audit Committee Report	137
Attachment 5	Nomination, Remuneration and Corporate Governance Committee Report	138
Attachment 6	Statement on the Board of Directors Responsibility for Financial Statement	139
Attachment 7	Certified Financial Statement (Form 56-3)	140

Part 1 Business Operation

1. Policy and Business Overview

Business Overview

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 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 2013, the Bank operated 24 main offices with credit facilities and 165 branches, with 15 branches equipped with foreign exchanges facilities, 30 stand-alone and 2 versatile foreign exchange booths selectively concentrated in premises with high business potential.

1.1 Vision, Objectives and Corporate Value

Vision

"To be Thailand' Leading ASEAN Bank for all stakeholders."

Mission

"To be Thailand's Leading ASEAN Bank by providing innovative financial products, excellent service, and compelling cross border solutions through synergy with CIMB Group."

We are in our journey to achieve our Aspiration;

- To become Top 3 most Profitable Bank (by RoE)
- To be Market Leaders in at least 3 business segments
- To be Employer of Choice through strong brand equity driven by a high performance culture

Corporate Value

Core values reflects what is truly important for CIMB Thai. These are not values that change from time to time, situation or by person, but rather they are the foundation of our culture. It is the soul of our bank.

CTHAI:

- **Customer**

We appreciate the unique needs of each individual and organization. By putting their needs first and delivering quality solutions, we strive to create relationships of lasting value.

- **Teamwork**

We strive to deliver results by maximising our potential. We believe that true potential can only be unleashed from collaboration and teamwork.

- **Honesty**

We place a high value on integrity as professionals in a business where trust is essential. We are accountable and take responsibility for both our shortcomings and successes. This mindset allows our customers to entrust their business with us.

- **ASEAN**

As members of CIMB Group, we aspire to be the leading ASEAN bank in Thailand. It is through integration of our people, products and processes that we can bring the best ASEAN opportunities to our stakeholders.

- **Innovation**

We are always looking to improve ourselves through innovation. By constantly encouraging creativity, improving capability and identifying opportunities we are able to collectively ensure that we deliver market-leading solutions to our stakeholders.

1.2 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 2,932 million 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 register 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

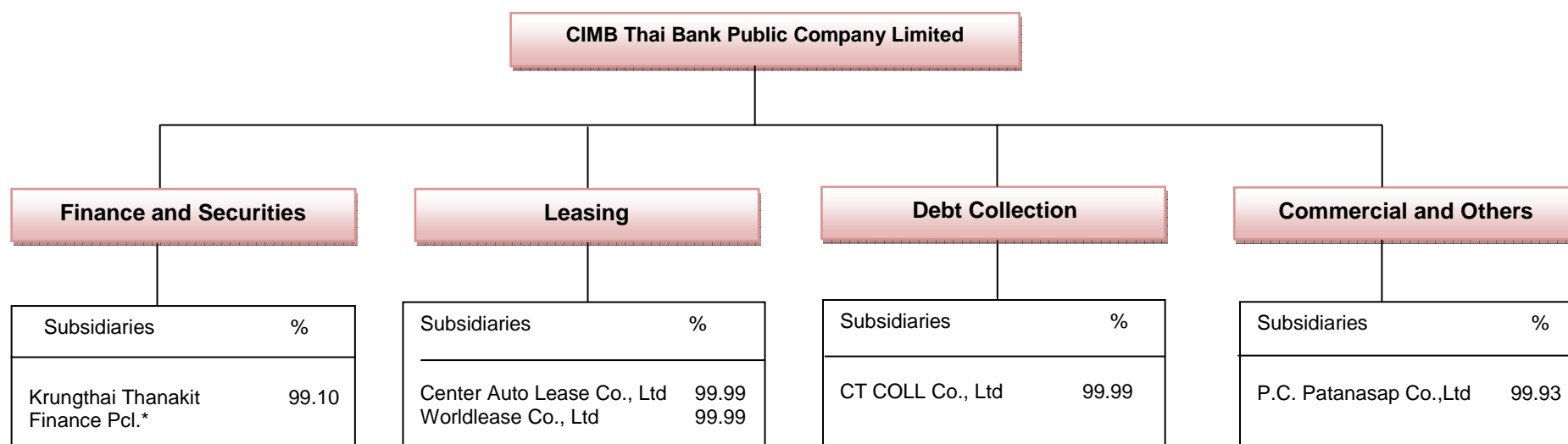
On 3 September 2008, the Extraordinary General Meeting of Shareholders No.2/2008 approved an increase in the registered capital, from THB 25 billion to THB 50 billion by issuing 6,674.70 million new ordinary shares with a par value of THB 3.75 each.

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.

On 12 April 2012 the Annual General Meeting of Shareholders No.18 approved an increase in the registered capital from THB 8,157.97 million to THB 13,052.74 million by issuing 9,789.56 million new ordinary shares with a par value of THB 0.50 per share. Later on, the Bank issued another 4,894.78 million new ordinary shares with a par value of THB 0.50 per share offered to the existing shareholders in proportion to their shareholding at the ratio of 3 new shares for 10 existing shares held, at a price of THB 1.00 per share. After the completion of share offering on 27 July 2012, CIMB Bank holds 19,757.95 million shares, or equivalent to 93.71% of total issued and offered shares of the Bank.

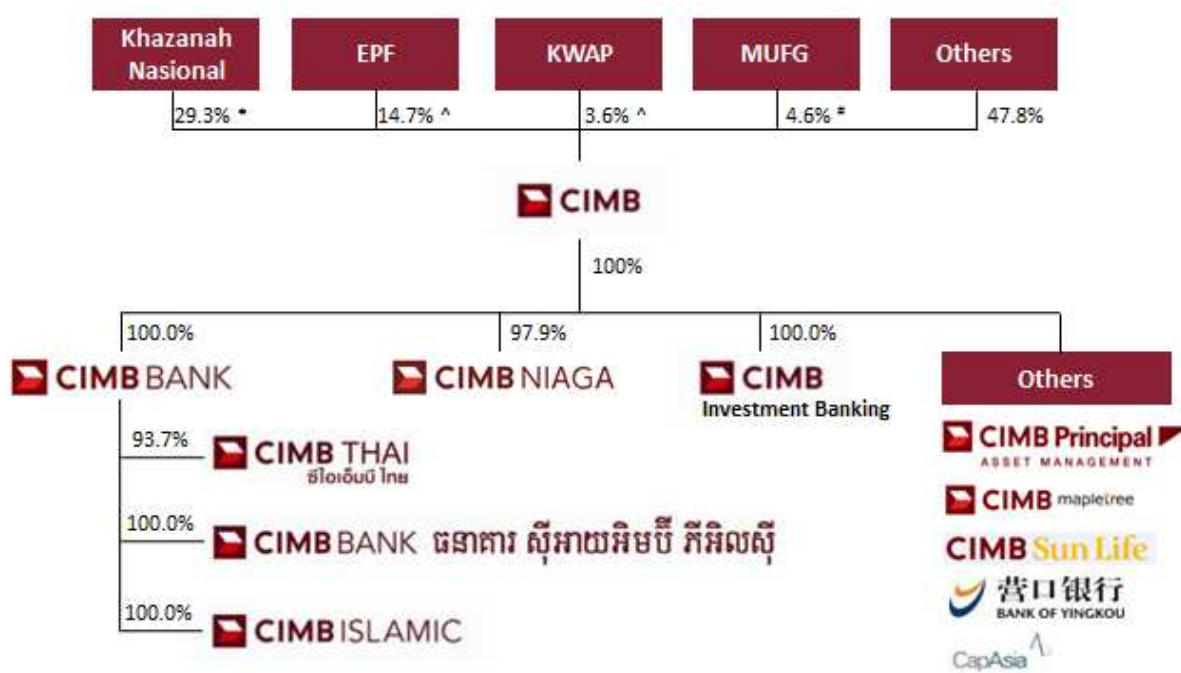
.3 The Corporate Structure of the Bank and its Subsidiaries
 (as of 31 December 2014)



Remark * Under liquidation

Leveraging on the universal banking franchise of CIMB Group, with over 1,000 branches and strong regional expertise in financial solutions across ASEAN, CIMB Thai reaps opportunities via cross-border business matching, supply chain networking and referrals.

Structure of CIMB Group's Shareholding (As of 31 December 2014)



Notes:

Data as at 31 December 2014

* *Khazanah Nasional* - Malaysia's strategic investment arm

^a EPF & KWAP - Malaysia's employee provident fund and pension fund

Mitsubishi UFJ Financial Group, Inc of Japan (only direct stake held via BTMU)

2. Nature of the Business

Revenue structure of the Bank and its Subsidiaries

1. CIMB Thai Bank Public company Limited

1.1 Total operating income

In THB Million

	For the years ended 31 December					
	2014	%	2013	%	2012	%
Interest Income						
1. Interest on Loans	10,767.3	125.2	9,317.4	109.6	7,803.8	108.8
2. Interest on Interbank and money market items	150.5	1.8	282.9	3.3	139.6	2.0
3. Investments	1,535.3	17.9	1,424.3	16.8	1,227.8	17.1
4. Other	7.6	0.1	3.4	0.0	0.6	0.0
Total Interest Income	12,460.7	145.0	11,028.0	129.7	9,171.8	127.9
Interest Expenses						
1. Deposits	3,922.9	45.6	3,637.4	42.8	3,160.1	44.1
2. Interest on Interbank and money market items	327.3	3.8	376.9	4.4	195.8	2.7
3. Contribution fee to The Deposit protection agency and FIDF	928.4	10.8	791.0	9.3	629.1	8.8
4. Debt securities issued and borrowings	838.4	9.7	977.8	11.5	930.9	13.0
5. Other	11.3	0.1	11.8	0.1	3.5	0.0
Total Interest Expenses	6,028.3	70.0	5,794.9	68.1	4,919.4	68.6
Net Interest Income	6,432.4	75.0	5,233.1	61.6	4,252.4	59.3
Operating income	2,167.5	25.2	3,268.3	38.4	2,918.4	40.7
Total Income	8,599.9	100.0	8,501.4	100.0	7,170.8	100.0

1.2 Non- Interest income

In THB Million

	For the years ended 31 December					
	2014	%	2013	%	2012	%
Fee and service income	1,236.4	57.0	1,160.0	35.5	899.8	30.8
Fee and service expenses	296.5	13.7	220.0	6.7	209.4	7.1
Net fee and service income	939.9	43.4	940.0	28.8	690.4	23.7
Gains on trading and foreign exchange transactions, net	1,804.9	83.3	714.3	21.8	488.0	16.7
(Losses) gains on financial liabilities at fair value through profit or loss, net	(1,093.7)	(50.5)	(100.8)	(3.1)	0.9	0.0
Gains on investments, net	329.5	15.2	316.9	9.7	125.7	4.3
Gain sharing from the management of the non-performing loans by Thai Asset Management Corporation	-	-	1,101.7	33.7	1,344.4	46.1
Other operating income	186.9	8.6	297.2	9.1	269.0	9.2
Non - interest income	2,167.5	100.0	3,268.3	100.0	2,918.4	100.0

2. CIMB Thai's Subsidiaries

In THB Million

	For the years ended 31 December					
	2014	%	2013	%	2012	%
1. CIMB Securities (Thailand) Co., Ltd.						
Interest income	-	-	-	-	26.6	8.5
Interest expense	-	-	-	-	6.1	2.0
Net interest income	-	-	-	-	20.5	6.5
Operating income	-	-	-	-	291.8	93.5
Total income	-	-	-	-	312.3	100.0
2. Center Auto Leasing Co., Ltd.						
Interest income	1,274.2	127.4	992.7	134.3	775.9	166.4
Interest expense	495.5	49.5	405.1	54.8	361.0	77.4
Net interest income	778.7	77.9	587.6	79.5	414.9	89.0
Operating income	221.3	22.1	151.6	20.5	51.2	11.0
Total income	1,000.0	100.0	739.2	100.0	466.1	100.0
3. World Lease Co., Ltd.						
Interest income	908.7	109.8	912.2	108.2	668.8	103.1
Interest expense	233.9	28.3	225.0	26.7	141.3	21.8
Net interest income	674.8	81.5	687.2	81.5	527.5	81.3
Operating income	152.7	18.4	155.7	18.5	121.1	18.7
Total income	827.5	100.0	842.9	100.0	648.6	100.0
4. CT Coll Co., Ltd.						
Interest income	1.1	1.2	0.8	0.9	0.5	0.8
Interest expense	0.2	0.2	0.2	0.2	0.2	0.3
Net interest income	0.9	1.0	0.6	0.7	0.3	0.5
Operating income	95.0	99.0	86.0	99.3	65.8	99.5
Total income	95.9	100.0	86.6	100.0	66.1	100.0

2.1 Nature of Products and Services

Wholesale Banking Group

Corporate Banking

Corporate Banking Group (CBG) provides financial services to a diverse range of business sectors, for example, commercial, manufacturing, property development and transportation. As most clients have had a long-time relationship with the Bank, we perform as their strategic business partners that help and support them toward strong and sustainable business growth. Also, we offer the clients business and investment opportunities through CIMB Group's regional network.

In early 2014, the Thai economy had been on a slowing trend from late 2013 due to the political unrest leading to a significant political change in May 2014. However, Wholesale Banking Group (WBG), established in the fourth quarter of 2013 covering both Corporate Banking and Investment Banking, was officially restructured in April 2014 recruiting additional high quality professionals and significantly revamping strategies, business plans and brands in order to be ready for the upcoming regional economic integration as the ASEAN Economic Community (AEC).

net interest income (Non-NII) by approximately 3% and 23% respectively through our strategy in upgrading our service being the main bank of the clients. According to our "To Be Important to Important Clients" tactics, for the major client groups which generate significant income to the Bank, we focused in supporting big lending projects that generated comprehensive income including interest, fee, financial advisory and others such as transactional banking, derivatives, hedging, equity and debt underwriting, to well respond to all of the clients' needs.

In addition, we improved its operational efficiency by grouping the function of relationship management and credit analysis by sector and by having sector specialists to be able to offer a complete range of financial services including strategic consulting and business advisory to the clients.

As the Bank is a member of CIMB Group which has strengths in capital, professionals and partnering network in ASEAN, in 2014, we were successful in doing business with big corporate clients who had high levels of investments both locally and regionally especially in ASEAN as we could provide solutions that met their expectations. The Bank worked closely with the parent company in cooperation with CIMB members in financial advisory, transactional banking, lending and derivatives products and services to the clients so that they achieved in business expansion to other countries in the region such as Malaysia, Singapore, Indonesia and Cambodia.

From 2015 onwards, Corporate Banking Group would continue focusing in providing comprehensive financial products and services to the clients and their business partners, creating opportunities, supporting their business expansions in ASEAN by synergized cooperation within CIMB Group, and driving more inbound investments from the foreign clients.

Investment Banking

2014 was the year of continued transformation after combining Corporate Banking Group and Investment Banking Group (IBG) under Wholesale Banking Group recruiting more experts in investment banking to well address the business challenges with fast moving growth. The Bank also reinforced its strengths with CIMB Group in having sector specialists who provided knowledge and insights of each industry so that we could offer a comprehensive financial services including strategic advisory to the clients. As a result, we could strengthen the relationship and added value to the clients and could increase the competitiveness through innovative financial products.

As part of the Wholesale Banking Group's performance in 2014, Investment Banking Group recorded a significantly strong growth through its achievements in being financial advisors in merger and acquisition (M&A) transactions for big local and regional corporates, being financial advisors in listing on the Stock Exchange of Thailand (SET) and issuing several debt instruments.

The collaboration and synergy among Corporate Banking Group, Investment Banking Group and CIMB network contributed to the Bank's potential as an important bank to our important clients, another progress toward being the clients' business partners in making investments in ASEAN.

In 2014, key successful deals included:

Debt Markets	Role	Deal Size (THB million)
Bank for Agriculture and Agricultural Cooperatives	Joint Lead Arranger	92,580
Property Perfect Public Company Limited	Joint Lead Arranger	6,600
Ananda Development Public Company Limited	Joint Lead Arranger	6,395
Krungthai Card Public Company Limited	Lead Arranger	6,100
TPI Polene Public Company Limited	Lead Arranger	5,000
Quality House Public Company Limited	Joint Lead Arranger	4,500
SPCG Public Company Limited	Joint Lead Arranger	4,000
Home Product Center Public Company Limited	Joint Lead Arranger	3,050
Asia Sermkit Leasing Public Company Limited	Lead Arranger	1,680
Prinsiri Public Company Limited	Joint Lead Arranger	1,450
SC Asset Corporation Public Company Limited	Lead Arranger	1,400
AEON Thana Sinsap (Thailand) Public Company Limited	Joint Lead Arranger	1,200
Expressway Authority of Thailand	Lead Arranger	1,000
Metropolitan Electricity Authority	Lead Arranger	1,000
Thitikorn Public Company Limited	Lead Arranger	1,000
Provincial Waterworks Authority	Lead Arranger	400
Ticon Industrial Connection Public Company Limited	Lead Arranger	200
Advanced Wireless Network Company Limited	Co-Manager	16,600

Capital Markets	Role	Deal Size (THB million)
Carabao Group Public Company Limited	Joint Financial Advisor/	7,000
Ichitan Group Public Company Limited	Joint Lead Underwriter	3,900
SAPPE Public Company Limited	Co-Underwriter	1,012
Srisawad Power 1979 Public Company Limited	Co-Underwriter	1,725
Thai Agro Energy Public Company Limited	Co-Underwriter	592
Bangkok Airways Public Company Limited	Co-Underwriter	13,000
Burirum Sugar Public Company Limited	Selling Agent/	1,150
Vichitbhan Palmoil Public Company Limited	Co-underwriter	637
Muangthai Leasing Public Company Limited	Co-Underwriter	2,997
Eastern Polymer Group Public Company Limited	Co-Underwriter	4,060

Real Estate Investment Trust (REIT)	Role	Deal Size (THB million)
WHA Premium Growth Freehold and Leasehold	Co-Underwriter	3,208
Real Estate Investment Trust	Selling Agent	15,714

Commercial Banking Group

Commercial Banking Group (CMG)'s target customers are small- and medium-sized enterprises (SMEs) to mid-corp clients across a wide range of industries. With the in-depth knowledge and expertise of the Bank's relationship managers and officers, we are able to provide full-fledged financial solutions to our clients through our business centres across the country.

In 2014, the Bank encountered several challenges both domestically and overseas, which were managed strategically in terms of business expansion and risk mitigation. We carried out a major change within the business unit with the restructure of the organisation in order to support business growth in the dynamic banking industry. Embracing a new mixed working culture, we have our staff undergo team building and friendly competition programs to develop synergy across the teams. Amidst the intensifying political uncertainties and fiercer competition in the banking sector, we maintained our business momentum with segmentation of customers to design the right value proposition products and develop specific processes to support each segment. A product program, Small SME Business, was launched to capture small SME market share. In addition, leveraging on CIMB's ASEAN network, we have assisted our customers to make their presence and expansion of trade and investment across the region.

The year 2014 came out to be another successful year for Commercial Banking Group, despite the domestic economic slowdown and global volatility. We grew our customer base in the medium-sized to mid-corp segment along with the small SMEs. Together with our customers, we grew significantly and ended the year well placed across key aspects of our core business. Compared with 2013, our lending portfolio increased by 19.5% to THB 52

billion. Asset quality remained manageable with gross NPL of as low as 0.7%. Our cost remained under control with lower cost to income ratio. The loan provision declined due to better control of asset quality. Fee income rose by 15% to THB 207 million which was mainly driven by our keen focus on more diversified products including foreign exchange and derivatives transactions. Overall, in 2014, the Bank's Commercial Banking Group achieved a remarkable profit before tax and cost allocation of THB 1.5 billion, or a 44% year-on-year growth.

We have adhered to one of the core values of the Bank, which is "people centric." With this core value in mind, we primarily focus on understanding the demand of customers and then offering a full array of financial solutions to deliver a satisfying experience to them. We also acquire new customers and retain the existing ones by strengthening the ties we have with them, and continually catering the right value proposition. In this regard, we consider our employees as the most valuable resource of the Bank, being a crucial key to drive the Bank to success. We have improved our employees' potential by providing various skill, knowledge and capability development training and activity programs. The significant programs undertaken in 2014 included the OMEGA course for better credit risk management, credit control and in-depth analytic skill of credit analysts, and cross business unit rotation program. We have also encouraged our employees towards career advancement by empowering them to make decisions and take responsibilities. Rewards and recognition have been made available to good performers to create a sense of shared ownership of the Bank. Furthermore, we have conducted an Employee Engagement Survey on a yearly basis to gather recommendations and suggestions to improve employees' satisfaction and engagement, and position the Bank as employees' first choice of workplace in the banking sector. With all such efforts, the satisfactory business performance in 2014 reflected the Bank's ambition to achieve sustainable profitability and growth which would lead to the increased value for the shareholders in the long run.

Looking forward to 2015, the prevailing economic challenges, e.g. the Russian financial crisis, falling oil prices, the currency woes among ASEAN countries, and the advent of the AEC would continue to pose both direct and indirect impacts on the Thai economy. The domestic economy is still in its recovering pace, and the government's infrastructure projects, aimed to help spur the country's economic revival, are yet to generate positive results on the economy. Commercial Banking Group adopted strategies which included expanding medium-sized enterprises to mid-corporations in selective sectors while enhancing portfolio diversification through its customised product program for small SMEs, and supporting AEC-related programs. With the upcoming AEC, and hence increasing trends of ASEAN trade and investments, we will continue to serve our customers in international and cross border trade and investments, supported by the newly set up ASEAN Business Solution (ABS) teams in each country across CIMB Group through joint activities, fully integrated services and information sharing, to generate higher revenues and further expand the customer base.

Retail Banking

In 2014, despite considerable challenges amid the highly competitive market and the negative economic environment from several external factors, various initiatives were sequentially introduced by Retail Banking Group (RBG) to respond to the needs of our customers.

- Two iconic flagship branches for the affluent segment opened in the central business district of Bangkok, i.e. Silom and Siam Paragon, serving as 'CIMB Thai's one-stop financial and advisory service centre.'
- 'Beat Banking' – a breakthrough banking platform on mobile devices with branchless mass customer acquisition model – was launched in collaboration with AIS, the biggest telecommunication service provider in Thailand.
- CIMB Thai Credit Card was introduced as 'the best credit card for travellers.'

Our Retail Banking's 2014 financial performance was outstanding, with growth of customer base and business volume as follows:

- Preferred segment which is the strategic focus of the Bank showed a strong growth of 50% in number of customers and 30% in assets under management (AUM).
- More than THB 40,000 million in new funds was mobilised through 146 branches nationwide.
- Lending portfolio continued to expand 30%.
- Net profit before provision grew as high as 155%.

Project Next – a sales competency enhancement course – was further carried on from 2013 through 2014. At the end of the journey, the Bank recognised significant improvement in branch sales productivity as below:

- Investment product sales productivity was doubled.
- Customer acquisition and deposit balance improved by 20%.
- As a result, profitability per branch improved by 60%.

Transaction Banking

Transaction Banking Group (TBG) of the Bank offers an array of services including cash management, trade finance and securities services. Our teams are composed of bankers highly experienced in advisory services and

tailored solutions to help clients manage their day-to-day banking requirements as well as optimise their operations leveraging on the Bank's services and technology.

2014 was a year in which Transaction Banking Group continued our transformation, product development, and system and technology development to be in line with the transformation of the Bank, especially in product development where our teams have customised in order to match with the clients' needs, and also in client service area where we have improved the workflows, after-sale services and customer information system in order to enhance readiness for taking care of the increasing number of clients, particularly clients with potential to expand business and investment into ASEAN or clients from other ASEAN members who wish to invest or do business in Thailand. Our teams' priorities were still to build a longer term strategy of new products and services leveraging on CIMB Group's strong regional presence and know-how in order to provide differentiated solutions to our clients, and fill in the gap in our value proposition to ensure the Bank's transaction banking services' competitiveness in both local and regional markets. We have continued to further deepen our relationship with the existing clients across the country through both the branch network and the internet banking solutions for more comprehensive client coverage.

Cash management and trade finance products and services from the Bank are diverse aiming to manage clients' risks and their working capital requirements. Our internet banking solution, i.e. BizChannel, offers clients access to our transactional services. Services and channel introduced in 2014 included trade finance quick guarantee and new cheque payment centre at the head office to efficiently serve our corporate clients in making payments to their suppliers, especially in respect of cheque outsourcing where the transaction volume went up more than threefold compared with that in 2013.

For securities services, the Bank currently holds the following licenses: registrar, bond representative, fund supervisory and custodian. With these licenses, we offer a complete range of securities services including bondholder representative, registrar & paying agent, custodian, and other agent and safekeeping services offered to our clients with full support by a strong technology platform that allows for both efficiency and flexibility, together with our dedicated teams committed to providing solutions to meet our clients' complex requirements.

Assets under custody come from the following transactions of the Bank (as of 31 December 2014):

- (a) Bondholders' representative for 38 debenture transactions valued at THB 87,284.6 million
- (b) Trustee and custodian for 21 funds valued at THB 16,340 million
- (c) Custodian and safekeeping contracts for 10 customers valued at THB 3,715.82 million
- (d) Securities registrar and paying agent for 18 ordinary shares, 153 corporate bonds, and 5 government bonds, with total value of THB 164,661.60 million
- (e) Long term facility agent and security agent valued at THB 24,700 million

In 2014, the Bank received awards for hedging products and services from Asiamoney Polls as follows:

- 1. The Best Foreign FX Provider for Overall Foreign Exchange Services
- 2. The Best Foreign FX Provider for Foreign Exchange Products and Services
- 3. The Best Foreign FX Provider for Foreign Exchange Options
- 4. The Best Foreign FX Provider for Foreign Exchange Research and Market Coverage
- 5. Overall Best for Credit in Thailand
- 6. The Best for Credit Derivatives in Thailand
- 7. The Best for Credit Sales in Thailand
- 8. The Best for Credit Services in Thailand
- 9. The Best for Credit Research and Market Coverage in Thailand
- 10. Overall Best for Interest Rates in Thailand
- 11. The Best for Interest Rate Products and Sales in Thailand
- 12. The Best for Interest Rate Derivatives in Thailand
- 13. The Best for Interest Rate Research in Thailand

In addition, CIMB Thai Bank also received another award from The Asset (Asset Asian Awards, Triple A) as follows:

- 14. The Best Structured Product House in Thailand

For 2015, we aim to be the customer choice of company with ASEAN aspirations. We will continue collaborating with our regional franchise in Malaysia, Singapore, Indonesia, Cambodia, Laos, Hong Kong and Shanghai, China, to offer full-fledged financial products and services to meet our customer needs.

Treasury Group

CIMB Thai's Treasury Group is responsible for the Bank's assets and liabilities management as well as liquidity management in line with the Bank's policy framework and regulatory criteria, including debt underwriting and trading, and offering of treasury products to the customers.

2014 was a notable year for the Bank's treasury operation. We have expanded our product and service coverage, including such new products as interest rate linked note, FX linked note and gold linked note, as well as commodity hedging facilities covering sugar and rubber, etc.

Moreover, we successfully raised long term funds via issuing a number of structured notes with maturities of over 10 years to financial institution clientele and also a subordinated debenture in Malaysia totaling MYR 400 million, the first ever of Thai commercial banks.

The Bank has also been an active debt underwriter for government and private sectors in Thailand ranking no. 7 with 6.8% market share and underwriting amount totaling THB 47,742 million in the primary market, while in the secondary market, we ranked no. 7 with 6.1% market share and trading value totaling THB 705,956 million.

CORPORATE FINANCE AND EQUITY CAPITAL MARKETS GROUP

Corporate Finance and Equity Capital Markets Group (CFG) provides financial advisory services, which also include advisory services for merger and acquisition (M&A) and equity offering transactions of leading companies in Thailand. 2014 was a challenging year for financial industry in Thailand. The political uncertainty which started in late October 2013 had negatively affected the capital market. The SET index dropped to 1,230.77 points on the first trading day of 2014. The market sentiment at the beginning of the year discouraged the launch of equity products, i.e. initial public offering (IPO) of securities, equity offering, and real estate investment trusts (REIT). Therefore, we shifted our focus towards M&A deals during the first half of the year. Emphasis on the right products at the right time enabled us to make available total solutions with maximum benefits to our clients.

As a result of the aforementioned strategy, we successfully carried out a diverse range of transactions in 2014.

A notable M&A deal was B.Grimm Power Co., Ltd.'s power plant acquisition worth THB 5.3 billion from Sime Darby Energy Pte Ltd., for which we acted as the sole financial advisor and lender. We also acted as a joint financial advisor and lead underwriter for a THB 7.0 billion IPO of Carabao Group PCL., which turned out to be a highly successful deal of the year. Significant equity transactions in 2014 included:

Deals	Roles	Deal Size (THB million)
Carabao Group Public Company Limited	Joint Financial Advisor/ Joint Lead Underwriter	7,000
WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust	Co-underwriter	3,208
IMPACT Growth Real Estate Investment Trust	Selling Agent	15,714
Bangkok Airways Public Company Limited	Selling Agent/ Co-underwriter	13,000

For 2015, Corporate Finance and Equity Capital Markets Group aims to increase the Bank's fee income through financial advisory role in M&A and equity offering transactions. In the advent of the ASEAN Economic Community (AEC), we expect a continuation of and an increase in large-size cross border M&A deals, as well as large IPO and REIT deals in various business sectors. With our strong regional platform and full collaboration among Corporate Finance and Equity Capital Markets Group, Investment Banking Group, Sector Team, and Corporate Banking Group, we are in a good position to offer a complete set of products and solutions tailored to clients' needs. Our proven record of continual visits of clients to use our services is key evidence that supports our core value: 'Go the extra mile' to delight customers.

2.2 Market Shares and Competitions

Competitive Environment - Market Shares						Unit (THB'Million)
BANK	Asset	Marketshare	Deposit	Marketshare	Loan	Marketshare
BANGKOK BANK	2,759,890	18.7%	2,058,779	18.8%	1,782,233	17.2%
KRUNG THAI BANK	2,739,350	18.5%	2,151,641	19.7%	1,897,995	18.4%
KASIKORNBANK	2,389,137	16.1%	1,629,831	14.9%	1,527,080	14.8%
SIAM COMMERCIAL BANK	2,699,703	18.2%	1,895,343	17.3%	1,777,135	17.2%
BANK OF AYUDHYA	1,214,268	8.2%	837,556	7.7%	1,012,761	9.8%
TMB BANK	810,167	5.5%	571,625	5.2%	530,360	5.1%
THANACHART CAPITAL	1,025,630	6.9%	696,949	6.4%	755,656	7.3%
TISCO FINANCIAL GROUP	317,657	2.2%	205,384	1.9%	262,784	2.5%
KIATNAKIN BANK	240,407	1.6%	132,315	1.2%	184,777	1.8%
CIMB THAI BANK	274,144	1.9%	183,895	1.7%	189,968	1.8%
Others*	324,380	2.2%	566,787	5.2%	418,423	4.1%
Total	14,794,733	100.0%	10,930,105	100.0%	10,339,172	100.0%

source: Commercial Bank's consolidated financial statement as of December 2014

2.3 Provision of Products and services

Source of Funding

As at 31 December 2014, deposits managed by the Bank stood at THB 194.2 billion (including interbank and money market deposits), whilst borrowings (including interbank and money market borrowings) amounted to THB 39.5 billion. Of that total, 80.7% was used for gross loans (including accrued interest), while the balance was applied towards interbank items, money market transactions and investments. The Bank has been fully aware of its liquidity gap in each period, and has a policy in place for acquiring and effectively utilising funds in an optimal manner.

Comparing the Bank's loans and deposits, total gross loans with maturity of not more than one year stood at THB 71.5 billion while loans with maturity of more than one year amounted to THB 118.5 billion. Meanwhile, deposits with maturity of not more than one year stood at THB 175.1 billion and those with maturity of over one year amounted to THB 19.1 billion.

Capital Adequacy Ratio

Starting in 2013, the Bank's CAR, CET1 capital and Tier 1 capital are calculated under Basel III criteria to increase capital base for better loss absorption. As at the end of December 2014, the Bank's capital adequacy ratio (CAR) under Basel III calculation was 15.0%, while CET1 capital and Tier 1 capital were 9.9% and 9.9%, respectively. The Bank has maintained a robust capital well above the Bank of Thailand's minimum requirement of 8.5%, 4.5% and 6.0% of CAR, CET1 and Tier1 capital ratios, respectively.

Capital Funds	As at 31 December		
	2014	2013 ⁽¹⁾	2012
Tier 1 capital	21.0	19.6	17.0
CET1 capital	21.0	19.6	-
Tier 2 capital	10.7	8.3	9.9
Total capital funds	31.7	27.9	26.9

In THB billion

Tier 1 capital to risk-weight assets (%)	9.9	9.9	10.3
CET1 capital to risk-weight assets (%)	9.9	9.9	-
Tier 2 capital to risk-weight assets (%)	5.1	4.2	5.9
Capital adequacy ratio (%)	15.0	14.1	16.2
Total risk-weight assets	211.5	198.0	166.0

⁽¹⁾ The BOT has announced the implementation of new international capital requirement standards under the Basel III regulatory framework, effective from 1 January 2013.

Liquidity Risk Management Policy

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 being unable to convert assets into cash or being unable to obtain adequate funding on time. The Board of Directors and the senior management of the Bank take a very important role in managing the Bank's liquidity. 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 Risk Management Group to propose Liquidity Risk Management Policy, and Treasury Group to regularly review liquidity risk for the Board's 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 customer acquisition to match its assets expansion. Its liquidity management strategy is to drive the accumulation of current accounts and saving accounts (CASA), as well as retail fixed deposits as more economical and stable sources of funding, while using the more price sensitive corporate deposits, bills of exchange, short-term debentures, and structured debentures as a means to balance out the funding and liquidity of the Bank. The Bank has designated teams of employees to be responsible for the proper marketing strategy for each segment and to strengthen the Bank's relationship with the 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 the 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 the creditworthiness is the borrower's ability to repay loan obligations, most often from cash flows generated through normal business operations and other primary sources of repayment. Nevertheless, collateral also represents an important component of many credit transactions because it 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 bond, debt and equity instruments, land, construction and machinery, etc. The loan to collateral value ratio will vary based upon the risk level of each credit product, the borrower's creditworthiness and liquidity of collaterals. The Bank has established a collateral valuation policy to ensure effective risk management as well as to comply with the Bank of Thailand's guidelines. When the collateral is taken, it is important to follow the Bank's policy comprising, among others, valuation policy and valuation frequency.

Debt Monitoring Policy and Follow-up Procedures

The Bank has set up the guidelines for closely managing and monitoring watch-list and problem loan accounts in order to speedily resolve its problem loans and standardise the problem loan monitoring process. The guidelines prescribe a monitoring process for watch-list accounts, special mentioned and substandard or worse accounts, and the guidelines will be revised periodically to ensure their effectiveness and relevance. In addition to mandatory debt classification in accordance with the Bank of Thailand's 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 mentioned 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 accounts under special mentioned class likely to migrate to NPL and Non Special Alert List (Non SAL) for other special mentioned accounts. Regarding NPLs (substandard, doubtful and doubtful for loss classifications), an NPL management report is also required to be prepared on a monthly basis. Both pre-NPL monitoring report and NPL management report are submitted to Risk Management Committee for acknowledgment and direction. In addition, the Bank has in place Problem Loan Management Working Group to review problem loans (Pre-NPL and NPL) with exposure of THB 10 million and over. The debt monitoring guidelines and follow-up procedures stated above

will help the Bank resolve problem loans as well as to help the clients with debt restructuring when required in a timely manner.

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 had potential to comply with the conditions newly agreed upon. The objective of the policy is to ensure that the Bank and the borrowers have mutually benefited from the debt restructuring, that is, the Bank has maximum opportunity to recover debt or has minimum possible loss, while the borrowers are able to continue their business with incurrance of some loss on their part. The Bank will undertake debt restructuring work in accordance with the Bank of Thailand's regulations and such work will be carried out prudently so that it does not avoid the requirements regarding debt reclassification, additional provisioning and suspension of income recognition of accrued interest.

Debt restructuring is undertaken on both general and troubled debts, taking into consideration the criteria, process and method provided for debt restructuring process, including debtor analysis, approval, preparation of agreement, follow-up and assessment. Such process must be in compliance with the applicable rules and regulations of the authorities and the Bank. The responsibility for coordinating debt restructuring activities lies primarily with the internal work unit of the Bank. However, a certified and experienced third party specialised in this area may be assigned to provide financial advisory services or undertake debt restructuring for the Bank. However, debt restructuring conditions are subject to approval of the Board or the Credit Committee or other persons as authorised by the Bank.

Policy on Asset Classification and Loan Loss Provision

The Bank has complied with the Bank of Thailand's regulations which require asset classification and loan loss provision at the rate for each asset category as prescribed by Bank of Thailand Notification No. SorNorSor. 31/2551 regarding criteria for debt classification and provisioning of financial institutions, dated 3 August 2008 or as may be amended by the Bank of Thailand from time to time. However, the Bank's internal guidelines are more stringent than the regulatory requirements, with combination of the qualitative and quantitative criteria prescribed by the Bank of Thailand, and prudent adoption of a financial classification which is based on the weaker result of the two sets of criteria to reflect real risk level of the debtor.

In addition to the specific provision on individual debtor/account, the Bank may determine to adopt general provision criteria as appropriate in order to safeguard against any unprecedented impacts from economic cycle or volatility, etc.

3. Risk Factors

Risk Management Overview

CIMB Thai focuses on sound and effective 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 businesses 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 having three sub-committees with responsibilities to review and recommend to RMC in various risk areas, i.e. Credit Risk Committee responsible for credit risk related matters, Operational Risk Committee for operational risk related matters, and Basel Steering Committee for any related matters to ensure compliance with Basel regulatory requirements. RMC is composed of members with relevant experience and expertise. The Committee's key responsibilities are to review and recommend to the Board of Directors of the risk management policies and frameworks as well as to establish a corresponding governance structure in ensuring that not only risks are managed efficiently and effectively but also decisions are made in a transparent manner. In addition, the Board Risk Committee (BRC) was appointed by the Board of Directors in April 2014 to have independent and greater board risk governance and accountability for all types of risks and to report directly to the Board of Directors. BRC is composed of four members in total who have to be members of the Board of Directors and having Head of Risk Management Group as BRC's secretary.

The Risk Management Group was established to act as catalyst for the development and maintenance of sound risk management policies, strategies and procedures within the Bank. It provides functional support to the Risk Management Committee, Risk Management Sub-committees and Credit Committee, and assists the Management in managing risks inherent to the Bank and banking businesses. The Risk Management Group is independent from other business units involved in risk taking transactions or activities.

Strategic Risk

Strategic Risk

Strategic risk is the risk of losses as a result of insufficient consideration of possible threats to the Bank's activities, insufficiently substantiated prospective business where Bank could gain advantage over its competitors, lacking or incomplete provision of necessary resources and organisational measures that are required to achieve strategic objectives.

The major goal of strategic risk management is to maintain the risks taken by the Bank at levels determined in accordance with its strategic tasks and to ensure safety of assets and capital by minimisation of possible losses. The Bank defines risk appetite subject to approval by the Board of Directors. It uses the following strategic risk management methods: business planning, financial planning, monitoring of approved plan implementation, market analysis, SWOT analysis and readjustment of plans where necessary. Senior management and the Board of Directors are closely involved and engaged throughout the formulation process. Subsequent to the implementation stage, the Board of Directors and designated Management Committee regularly monitor and review actual results against the targets and plans.

Key risks related to strategic risks can be summarised as follows:

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 the undertakings and the deliverability of business plans.

2. Risk resulting from economic volatility and competition

Economic conditions and competition are two external factors which the Bank must remain vigilant of. Implementation of business plans under unfavourable external environments may lead to the performance missing the targets. To mitigate 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, peer banks' analysis and assessment are conducted on a regular basis. Subsequent 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 a critical composition of sound risk management and mitigation mechanism. This includes the maintenance of adequate capital under both normal conditions and under "extreme but plausible events" as resulted from the stress test exercise. The capital management plan, together with prescribed action plans, are formulated and set in place to ensure prudent positioning of the Bank's capital level as required by law. One particular measure, the CAR trigger (capital adequacy ratio trigger) is employed by the Strategy and Finance Group and Risk Management Group as early warning indicators in monitoring and maintaining capital adequacy.

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 quality and affects the Bank's profitability and capital fund. The overriding objective of credit risk management at CIMB Thai is to create value for shareholders by ensuring that the revenue is generated in balance with the acceptable credit risk appetite. Under the credit risk management policy, the Bank has put in place a credit risk management process, techniques and controls to maintain a check and balance system with clearly defined responsibilities for relationship managers, credit analysts, credit evaluators, credit approvers and risk management officers. The risk management framework for the Bank and its subsidiaries, initiated in 2009 when CIMB Group became the major shareholder, is available and has continued to be enhanced to support our business and to ensure the overall adherence to the risk management policy of the Bank and CIMB Group.

The Bank continuously reviews and improves risk assessment tools for different types of clients and in line with the growth of portfolios. The tools include corporate rating tool developed and implemented for corporate clients, SME rating model for SME clients, specialised lending rating model for specialised customer groups and credit scoring tool and system for retail, secured and unsecured loans and also for hire purchase credits. The rating and credit scoring tools are now implemented in systems to ensure efficiency of rating/scoring and model performance monitoring.

Non-performing loan (NPL) risk is one of the key risks affecting profitability and capital adequacy of the Bank. As such, we closely and prudently monitor and manage NPL, thus allowing for adequate provisions for bad debts to be maintained. In addition, as a pre-emptive measure, problem accounts are proactively monitored and managed before they turn into NPL. For portfolio risk management, particular attention is given to credit concentration risks by imposing appropriate risk limits, i.e. country risk limits, internal lending limits and business sector limits. The Bank also performs stress tests on credit risk to evaluate the impact on the Bank in the event of unfavorable economic and financial conditions, both in the plausible scenario and extreme scenario.

The Bank usually determines risk appetite or portfolio risk at the acceptable level concerning the forecasted economy in each year in order to be the guideline of business expansion and management.

Market risk is comprised of the following:

1. Interest rate risk

The Bank monitors the interest rate risk for both the banking book and the trading book. For the banking book, the interest rate risk normally arises when the re-pricing and/or maturity schedule of assets, liabilities and off-balance sheet positions are not matched, or when the movements of reference interest rate on assets and liabilities are not correlated, negatively affecting net interest income (NII) and/or economic value of equity (EVE). We use the re-pricing gap analysis method to analyse the interest rate movement of assets and liabilities in different time periods.

The analytical results as well as the re-pricing gap reports and effect of interest rate risk reports are presented to the Assets and Liabilities Management Committee (ALCO), Risk Management Committee (RMC), Board Risk Committee

(BRC), and Board of Directors (BOD). We also evaluate the effect of interest rate risk on the loss of earnings (NII) and/or economic value of equity (EVE) as a result of changes in interest rates under both normal and stressed circumstances. The Management Action Triggers (MATs) are 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). We manage interest rate risk by adjusting the assets and liabilities structure to be in line with forecast interest rate trends, taking into consideration the changes in NII and EVE. Results of the stress testing are used to determine alternative balance sheet strategies to be more suited to the business environment in order to achieve the business return target under acceptable level of risk. As of December 2014, a 100bps increase of interest rates for a period of one year would increase net interest income by 1.76% and decrease in economic value of equity by 0.12%.

For the trading book, the interest rate risks of transactions are under the supervision of the RMC based on the framework prescribed by the Board of Directors. 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. The daily risk status reports are also independently produced by the risk management work unit. The one basis point shift (PV01) limit, value-at-risk (VaR) Limit and stop loss limit are set to control the risks associated with movements in interest rates which might affect the revenue and capital reserves of the Bank.

2. Foreign exchange risk

In managing risk from changes in foreign exchange and maintaining risk at the level prescribed by the Bank's policy, the Bank tries to match the currency of the funding source with that of loans, or to employ derivative instruments for foreign exchange hedging. Risk limits are determined by product and risk type 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. Furthermore, stress testing is periodically conducted of which the results are thoroughly analysed.

3. Market risk of equity securities and commodity related transactions

The Bank does not invest in trading equity securities other than investments in subsidiaries or affiliated companies, common shares as resulted from loan restructuring, and the property funds which have high potential and good management. For the commodity derivatives, the Bank will fully hedge against the commodity risk on a back-to-back basis, thereby market risk exposure on trading equity securities or commodity has never been materialised.

Liquidity Risk

Liquidity risk refers to the failure to meet obligations when they become due because of inability to convert assets into cash and/or obtain sufficient funds within the specified period. The Bank plans and manages liquidity risk efficiently and optimally. It monitors and controls the liquidity level sufficient for both current and future obligations. The major source of funds is deposits and the major application of fund is loans. Besides, the Bank has to maintain the appropriate liquid asset level with sufficiency in high quality liquid assets to reserve the Bank's liquidity. Under the Bank's organisation structure, Treasury Group is in charge of managing the Bank's liquidity risk under the supervision of the Assets and Liabilities Management Committee (ALCO). ALCO is responsible for overall management and oversight of liquidity and review/recommendation of liquidity risk management policy before seeking approval from the Board of Directors. ALCO is also responsible for approving liquidity risk tolerance, while Risk Management Group monitors and controls liquidity risk within the framework approved by ALCO. For the companies in the Bank's financial business group, liquidity risk management will be decentralised. To support their liquidity, the Bank may consider and approve liquidity lines to them as per respective credit lines approved by Credit Committee and Board of Directors of the Bank. Liquidity risk has been continually analysed and assessed to ensure adequate liquidity for business operations. The analyses and efforts include a liquidity gap analysis covering normal and crisis situations. For cumulative liquidity gap under stress scenarios (bank-specific, market-wide, and combination of both crises), the Bank will add more severe factors to figure out the liquidity gap results. It prepares liquidity risk status report at 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 escalation procedure. Our funding structure involves diversified funding sources adjusted to suit changing conditions and liquidity directions in the commercial bank system, as well as to balance the cost of liquidity against the liquidity risks as deemed appropriate, based on market conditions and acceptable risk levels. Moreover, the Bank has put in place the contingency funding plan to serve as an operational and procedural guideline to avoid, minimise and manage potential funding threats.

As of December 2014, the Bank's loan to deposit (including bill of exchange and debenture) ratio was 89.2%.

Operational Risk

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

In order to effectively manage operational risks, the Bank has set out appropriate policies, processes and procedures that not only bring the Bank in line with international standards, but also contribute to enhancing transparency and good governance. In this respect, the Risk Management Committee has been given the authority to establish policies and procedures which correspond with international best practice and to make recommendations to the Board of Directors or Board Risk Committee as delegated for approval and deployment as the Bank's policies and procedures. To increase effectiveness, the Bank has also appointed Operational Risk Management Committee to discuss, deliberate, assess and give advice on all issues relating to operational risks including fraud and covering key cause factors – human, process, system and external factors.

The Bank's fundamental principle on operational risk is that the responsibilities to manage operational risks associated with business ventures, products, services, and systems lie with line management and all staff performing the operations. Their responsibilities include compliance with all internal and external laws, regulations, policies and standards. In so doing, a risk coordinator is appointed within each work unit to coordinate and assist in building the risk culture in 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, system and process for identifying, assessing, controlling, reporting, and monitoring operational risks in compliance with the Bank-wide operational risk policies, and international standards. Each business unit in the Bank and its subsidiaries are required to manage their operational risks along the following lines:

1. Risk control self-assessment

Each business unit is required to conduct risk control self-assessment and report the results of which regularly to the Risk Management Group. These reports will be used in assessing and analysing the overall operational risk exposure and providing a basis for determining corrective actions and follow-up. This makes it incumbent upon individual business units to review regularly that their work processes are structured and managed, thereby mitigating operational mishaps and enhancing their ability to redress the 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 report through designated channels. The information captured by each unit is for the determination of the real cause(s) of the event and where necessary to recommend enhancement to the existing operational controls or workflow to ensure the lessons are learnt and such event will not recur in the future. These reports also facilitate statistical analysis of developing models for calculating operational risk capital requirements.

3. Key risk indicators (KRIs)

KRI is 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, the management will be able to take appropriate actions to mitigate risks beforehand.

4. New product approval process

The Bank has emphasised on developing new products or improving the production process. For such purpose, the Bank enforces a stricter approval process with the identification, assessment and control of credit, market and operational risks forming an integral part of the production process. All products are subject to a suitable review process before they can be signed off and launched in the market by the working groups and relevant business units.

5. Complaint management process

To manage reputation risk and improve client satisfaction, the Bank has set up a complaint unit and proper procedures to handle customer complaints. Customers can direct their grievances to Office of the President's Complaint Centre, CIMB Thai Care Centre, CIMB Thai Facebook page, or CIMB Thai branches. The complaint issues via the aforesaid channels will be gathered by Office of the President which is the unit working as complaint management centre.

Office of the President will consider the complaint issues and send them to the work unit being complained. The complained work unit will investigate the issue, seek a solution thereto, and prepare and send out explanatory letters directly to the customers. For the customer complaints made via government agencies, Office of the President will be the unit preparing and sending out letters to such government agencies notifying the solution and result. Office of the President will gather all customer complaints and their respective solutions and present them to the task force to acknowledge and find remedial actions. This process aims to improve customer satisfaction and prevent the recurrence of such problems. Office of the President will then prepare summary reports on customer complaints and solutions for Management Committee and Audit Committee members on a monthly basis.

6. Business continuity plan

The Bank has developed and implemented business continuity management bank-wide and in subsidiaries to analyse business impact of critical business functions and document business continuity plan based on the analysis result including exercises of business continuity plan/disaster recovery plan at least once a year. This is to ensure that critical business functions can be recovered within a specified time in the event of the crisis, disaster or calamity disrupting the critical business functions. Having business continuity management in place will help preserve the reputation of and build customer confidence in the services of the Bank and subsidiaries.

7. Internal audit process

The Bank has established Internal Audit Division and Compliance Department as independent units to assist the Audit Committee in auditing, monitoring and following up on operations of work 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

The Bank has an insignificant exposure of foreign equity investments recorded in the banking book as a result of the amalgamation.

4. Business Assets

4.1 Fixed Assets for Business Operation

(1) Land, building and equipment

As at 31 December 2014, CIMB Thai Group had land valued at Baht 1,221 million, buildings Baht 3,782 million, equipment Baht 3,108 million, and assets under construction Baht 26 million. Net of accumulated depreciation and provisions for impairment of Baht 5,065 million, the net book value of the land, buildings and equipment was Baht 3,072 million. Land, buildings and condominiums under the Bank and subsidiaries's ownership accommodate the Bank's headquarters, business centers, branches, and subsidiary offices.

(2) Commitments under long-term leases

As at 31 December 2014 and 2013, the Group had entered into a number of agreements to lease land, buildings and vehicles for periods longer than six months, under which future rental fees can be summarised as follows:

Lease periods	Consolidated		The Bank	
	2014 Million Baht	2013 Million Baht	2014 Million Baht	2013 Million Baht
1 - 3 years	363	319	299	278
4 - 5 years	6	5	6	5
6 - 10 years	15	22	15	22
11 - 30 years	2	81	2	81
Total	386	427	322	386

(3) Other commitments

As at 31 December 2014, the Bank had other commitments as it entered into various agreements relating to computer system development consultancy services and computer system and software development. As at 31 December 2014, the Bank was obligated to pay a further Baht 81.8 million and MYR 469 thousand under such agreements (31 December 2013: Baht 92 million and USD 77.3 thousand).

4.2 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 subsidiaries 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

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.

5. Legal Disputes

As of 31 December 2014, 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 (the 3rd defendant) submitted a defence against the appeal on 10 November 2008. On 25 July 2012, the Court of Appeals affirmed the judgment of the Court of First Instance, the plaintiff filed an objection with the Supreme Court and the Bank (the 3rd defendant) submitted a defence against the dika appeal on 14 December 2012. The case is now under the consideration of the Supreme Court.

6. General Information and Other Important Information

6.1 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
Fax : 0-2633-9026
CIMB Thai Care Center : 0-2626-7777, website:cimbthai.carecenter@cimbthai.com
Investor Relation : 0-2626-7293
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: 0-2229-2800, 0-2654-5599
Fax: 0-2359-1263

Auditors: PricewaterhouseCoopers ABAS Ltd.
15th Floor, Bangkok City Tower,
179/74-80, South Sathorn Road,
Bangkok 10120, Thailand
Tel: 0-2344-1000, 0-2286-9999
Fax: 0-2286-5050
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

Entities in which CIMB Thai Bank invests 10% or more of total issued shares (As of Dec 31, 2014)

	Company Name / Address	Type of Business	Type of Share	Paid-up Capital (No. of shares)	Number of Shares Holding	%
1.	Center Auto Lease Co., Ltd. 889 Thai CC Tower 25 th , 32 th Floor, South Sathon Road Yannawa, Sathon, Bangkok Tel. 0-2673-9111	Leasing	Ordinary	350,000,000	349,999,994	99.99
2.	CT COLL Co.,Ltd. 128/229-234 Phayathai Plaza Building, 21 st Floor, Phayathai Road, Tung Phayathai, Ratchtavee, Bangkok Tel. 0-2638-8000	Debt collection service	Ordinary	385,000	384,993	99.99
3.	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	60,000,000	59,999,998	99.99
4.	Srithepthai Plaschem Co., Ltd. (Bankruptcy) 1200, Bangna-Trad Road, Bangna, Bangkok Tel. 0-2398-0027 Fax. 0-2383-0201	Plastic	Ordinary	83,332	31,410	37.69
5.	M-Home SPV 3 Co., Ltd. 1006/420 Masterview Executive Place Building, 1 st Floor, Charoennakorn Road., Banglumphu, Klongsan, Bangkok	SPV	Ordinary	10,000	1,282	12.82
6.	Tawanna Hotel Co., Ltd. 80 Surawongse Road, Bangkok, Tel. 0-2236-0361 Fax. 0-2236-3738	Hotel	Ordinary	33,909	3,390	10.00
7.	Sanwa Interfood Co., Ltd. (Abandoned) 2219-2223 New Petchburi Road, Bangkapi, Huaykwang, Bangkok	Food	Ordinary	10,000,000	1,000,000	10.00
8.	Samchai Plc. 522 Ratchada Complex, Ratchadaphisek Road, Huaykuang, Bangkok	Electrical Appliance	Ordinary	40,000,000	4,000,000	10.00
*9.	P.C.Patanasub Co., Ltd. (Dissolution) 1600 New Petchaburi Road, Makkasan, Ratchatewee, Bangkok	Commerce	Ordinary	10,000	9,993	99.93
*10.	Krungthai Thanakit Finance Pcl. 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
*11.	Executive Management Services Manpower Ltd. (Bankruptcy) 295 Rama III Road, Bangkholaem, Bangkok Tel. 0-2689-2626	Service	Ordinary	2,000	340	17.00
12.	Global Leasing Co., Ltd. (Official Receiver) 518/5 Maneeya Center, 8 th Floor, Ploenchit Road, Lumpini, Pratumwan, Bangkok 10330	Leasing	Ordinary	2,000,000	200,000	10.00

	Company Name / Address	Type of Business	Type of Share	Paid-up Capital (No. of shares)	Number of Shares Holding	%
13.	TPF Leasing Co., Ltd. (Bankruptcy) Sangthongthani Tower, 25 th Floor, North Sathon Road, Silom, Bangrak, Bangkok	Leasing	Ordinary	6,000,000	600,000	10.00
*14.	UTM Advisory & Capital Management Co., Ltd. (Abandoned) 44 Langsuan Road, Lumpini, Patumwan, Bangkok Tel. 0-2626-7000	Consultant	Ordinary	100,000	10,000	10.00
15.	SPL Development Co., Ltd. (Restored to the Company's Registration) 149 Modern Home Tower, Nontri Road, Yannawa, Bangkok	Real Estate Development	Ordinary	500,000	499,999	99.99
16.	Thai-Ultra Auto Part Co., Ltd. (Bankruptcy) 59 Moo 4 Highway Road, Nikomattana, Bankai, Rayong	Auto Parts	Ordinary	6,500,000	650,000	10.00
17.	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
18.	Tun Ruamkarn Co.,Ltd. (Bankruptcy) 133/2 Sukhumvit 21 Road, Klongtoey, Klongtoey, Bangkok.	Finance	Ordinary	240,000	40,000	16.67
19.	Modern Appraisal Co.,Ltd. (Abandoned) 3726/162-163 , 3 th Floor, Rama III Road, Bangkhlo, Bangkokaem, Bangkok.	Appraisal	Ordinary	20,000	2,000	10.00

Remark * under liquidation process

6.2 Other Important Information

6.2.1 Thai Economy in 2014 and Outlook for 2015

Thai economy in 2014 expanded at a pace much slower than predicted, partly due to the political uncertainties persisting from the end of 2013 through the first five months of 2014. In the second half of the year, the economy picked up, supported by increasing confidence of consumers and investors following the restored political stability and the resumed disbursement of the government budget. However, the economic growth came out weaker than its full potential as resulted from Thai exports' structural limitation, softening global economic revival and falling prices of farm goods. Tourism also took time to rebound, amid the enforcement of martial law that somewhat weighed on tourists' confidence, and hence prompted a number of them to switch destinations. In addition, household debt remained high, which hindered full expansion of consumption. Private sector investment growth was restricted by the prevailing low capacity utilisation rate and delayed investment promotion from the first half of the year. All these factors culminated in Thai economic growth of only 0.7% in 2014.

For 2015, Thai economy is expected to grow better than that in the foregoing year, driven by public sector investment. However, as public infrastructure investment would only be in the first year of its 8-year span (2015-2022), its impact on the economy is likely to be slow and minimal. Meanwhile, Thai economy has to brave new, mainly external, challenges. Major ones are regional currency war, Russian economic crisis and oil price drop, which would directly or indirectly cause volatility in the economy, the money market and the capital market.

ASEAN currency war is going to erupt, and Thailand is seen to be at risk of falling prey to the war. This is attributable to Thai export shrinkage caused mainly by structural limitation, i.e. reliance on low-technology products and farm goods, which have been in price slump, while global demand has shifted toward other types of goods. In a short term, exporters tend to lose competitiveness when other regional currencies depreciate sharply compared with the baht that changed only slightly in the past year.

As for Russian economic crisis, Russia is prone to falling into recession in 2015 after the EU's sanction while the continued oil price drop has caused its loss of major revenue. Capital outflows have sharply weakened the Russian currency, leading to the ruble crisis. Impacts of Russian economic woes are expected on Thailand's money market, exports and tourism. As Russia is not Thailand's major market, there should be no direct impact on Thai economy. However, with Europe as a major trading partner of Russia, the problems in Russia may cause a slowdown in Europe, and hence indirectly affect Thailand, e.g. sluggish exports to Europe. The decline in number of Russian tourists would continue to hurt Thai tourism, especially businesses in tourist attractions, mainly Pattaya and Phuket, such as hotels, restaurants and other entertainment businesses, as well as condominium business. For the money market, the ruble has remained vulnerable although Russia has raised interest rates to curb capital outflows. If Russia adopts capital control, certain impact will be felt by investors in Russian bond market, and may also hit European economy, if Russia has debt defaults.

In view of the ongoing decline in oil prices, as net oil import of Thailand is about 10% of its GDP, and use of other forms of energy is minimal, Thailand still needs to continue its energy reform despite the oil price drop. Industry sectors that should benefit from the lower oil prices are transport, tourism and sectors that process commodity products like rubber and palm, enjoying the lower production costs. Meanwhile, the affected sectors should be those normally benefiting from high oil prices, such as exploration of oil and gas, and plantation of palm, rubber, sugarcane and rice. Thus, farm income is expected to fall, affecting retail business in provincial areas. Nevertheless, in overall, the oil price drop is seen to be a benefit, rather than a drawback, to Thai economic growth.

On internal front, one major risk factor is the disbursement of government budget. Such disbursement, if expedited, should speed up the economic recovering pace. However, both the public and private sector investments are not expected to be much accelerated this year on account of the disbursement process and the tightening liquidity following credit expansion in line with the economic revival. The economic growth forecast for 2015 by CIMB Thai Research Office is 3.3%, still below the full potential of around 4.0%-4.5%.

2015 STRATEGY

(Re-calibrating, Revamping and Re-energizing)

- Strengthen World Lease Co., Ltd. and Center Auto Lease Co., Ltd.
- Medium-term fix retail business: boost sales engine, rationalise network and develop alternative channel / digital enablement strategy
- Rely on treasury and investment banking income while nurturing annuity incomes
- Grow inorganically, especially mass segment via strategic tie ups
- Rationalise resources and revamp process
- Regionalise network as ASEAN corridor serving ASEAN aspiration clients
- In capital & risk management, focus on quality growth, risk posture, new acquisitions and effective credit cost
- In human resource development, build high performance work culture

6.2.2 ASEAN COMMUNITY 2015 • DAWNING OF A NEW ERA

THE BIG PICTURE

The ASEAN integration agenda is finally on its final year countdown to 2015. Malaysia assumes the chairmanship of ASEAN in 2015, taking over the baton from Myanmar who chaired an extremely successful year of ASEAN summits. Malaysia will see through the formation of a regional community much anticipated by the business community - against a bleak economic outlook due to the sharp decline of oil prices and slowdown of China's economy. Signs of back paddling among a few ASEAN member states as a result of rising nationalism cast a long shadow in the final leg of the journey towards forming the ASEAN Community.

However, the case for ASEAN to become one of the most vibrant economic regions by coming together as an integrated community -- remains unmistakably convincing.

THE CASE FOR AN INTEGRATED ASEAN

The ASEAN integration comes at a time when the existing fundamentals of the markets are strong, driven by the combined population growth and GDP, and the emergence of middle class consumers.

Looking at ASEAN as an integrated economic bloc, it is home to nearly 10% of the world's population and ranks as the seventh largest economy. Taken as a whole, the Economic Intelligence Unit estimates ASEAN to grow by an annual average of 5.6% over the next five years. This places ASEAN's growth rate only marginally behind that of India and China and well ahead of other emerging markets such as Brazil and Russia. The strong growth rate is expected to be supported by an expansion of the region's labour force by 1.7% a year and a rise in annual investment to US\$ 1.2 trillion, or 4.8% of global capital information by 2018.

The combined gross domestic product (GDP) for the ASEAN market currently holds at US\$ 2,400 billion and is expected to grow to US\$ 3,875 billion by 2018. While the GDP per capita increased slightly by 0.67% to US\$ 3,770, it is still deemed significantly lower than the global average of US\$ 13,100. However, following the full implementation of AEC by the end of 2015, it is expected that it will bring about more positive changes to the region's economy.

Successful implementation of various ASEAN initiatives has enhanced trade facilitation, resulting in the percentage of intra-ASEAN trade in total trade share increased to 24.2% (US\$ 607 billion) in 2013; which accounted for 25% of the region's total GDP. In terms of ASEAN international merchandise trade, it amounted to US\$ 2.5 trillion, with total export receipts of US\$ 1.3 trillion and import payments of US\$ 1.2 trillion.

A MASTER PLAN IN PLACE

AEC 2015 consists of a four-pillar effort to create a single market and production base, and a competitive economic region, as well as to address the issue of equitable economic development, and bolster its economic integration in the global economy. ASEAN's focus has been on developing the elements of an integrated market, comprising free flows of goods, services, capital, and people.

ASEAN has identified key deliverables for the AEC Blueprint in several stages. The latest assessment shows ASEAN has completed over 83% or 366 out of 436 economic integration measures under the AEC. The progress ASEAN has made in trade liberalisation and facilitation, services trade, investment, and mobility of skilled labour. Progress has also been made in areas of cooperation including small and medium enterprises, aviation, tourism, food and energy. There are also initiatives in place to boost the region's financial services and capital market. One such initiative is the cross border offering of collective investment schemes (CIS) in Malaysia, Singapore and Thailand. Within this framework, qualified fund managers in Malaysia now have the opportunity to offer their products directly to investors in Singapore and Thailand. Correspondingly, ASEAN investors would benefit from a wider range of investment products that will be made available once the framework becomes operational.

CIMB's presence in ASEAN Connectivity Network

Thailand ranked 2nd largest in GDP and 4th largest in populations

										
	Indonesia	Thailand	Malaysia	Singapore	Philippines	Vietnam	Myanmar	Brunei	Cambodia	Laos
Populations ('mil)	252.8	67.2	30.2	5.4	97.3	92.5	53.7	0.41	15.4	6.8
Nominal GDP (USD 'bil)	868	387	312	298	272	171	57	16	15	11
CIMB's presence										

A ONCE IN A LIFETIME OPPORTUNITY FOR THE PRIVATE SECTOR

A market of 600 million consumers, ASEAN is seen as an important region, both in terms of geopolitics and economics. The region is rich in natural resources, and has a large manufacturing base and major sea lanes. Hence, it is important for the business to spur the growth and promote equitable and sustainable economic growth. The new economic integration will also enhance connectivity to establish a highly integrated ASEAN. Thus, the private sector and business communities are encouraged to organise themselves around the unfolding economic liberalisation and integration in ASEAN. They must also recognise the significance of the ASEAN story, and position their business to benefit from the AEC.

GAPS REMAIN

While the opportunities in ASEAN are enormous, gaps exist between aspirations and reality on the ground. In a series of sectoral gap analysis reports released by CIMB Asean Research Institute (CARI) and ASEAN Business Club (ABC) conducted under the Lifting-the-barriers Initiative, various barriers exist in the form of economic nationalism, labour constraints, regulatory congestion and underdeveloped infrastructure, talent mobility, enforcement and acceptance of liberalisation, and many more. Closing the gaps would be most critical in the success and sustainability of a regional integration agenda.

CROSSING THE FINISHING LINE

ASEAN is undoubtedly the most important regional architecture which will propel ASEAN member states to become one of the most dynamic and advanced economies in the world. ASEAN is home to peoples from diverse backgrounds and cultures. All forms of trade liberation -- through the ASEAN Way -- take time and patience. As the saying goes, "Rome wasn't built in a day," and so is ASEAN. With the finishing line looming, the governments are making the final push towards the targets, so should the business community, making final effort in preparation to embrace the opportunities and challenges the dawn of a new era shall bring.

6.2.3 HIGHLIGHTS OF CORPORATE IMAGE ACTIVITIES IN 2014

In 2014, CIMB Thai focused more on proactive public relations especially in branding in concurrence with differentiation of products and services based on our strength of being an ASEAN bank (product led brand). A string of marketing campaigns such as "Chinese New Year In Love," "Summer Splash," "Mother's Day," and "Father's Day" campaigns were launched both offline and online, using integrated marketing communications (IMC) to penetrate mass segmentation. These advertising programs helped build and fortify our brand to a greater extent. In addition, we conducted a campaign to support the launch of CIMB Thai Credit Card as the best credit card for travellers with privileges across ASEAN.

Corporate image building via marketing activities is another approach we have emphasized to bring brand awareness and experience to our targeted customer segments. Significant activities in 2014 included holding "Octo Splash" during Songkran Festival in Pattaya and Phrapadaeng; joining Money Expo under "The Art of ASEAN Living" theme in five provinces, i.e. Bangkok, Nakhon Ratchasima, Udon Thani, Chiang Mai and Songkhla (Hat Yai District); Mini Golf Challenge; and CIMB Preferred Golf Challenge; as well as seminars.

We also organised an activity to celebrate “ASEAN Day” together with the opening of Silom Office, our flagship branch, on 8 August 2014. This activity helped promote our corporate image as an ASEAN bank, and encourage Thai people to get ready for the upcoming ASEAN Economic Community (AEC) in the end of 2015, with Silom Office declared as ASEAN hub.

In August 2014, CIMB Thai opened Mae Sot Branch in Tak Province. Located in a special economic zone, Mae Sot Branch can well serve business activities coming with the AEC. The opening ceremony of the branch was broadcasted live by Jor Lok Setakit economic news program on TV Channel 3. We also joined hands with our ally, Thai Air Asia, to conduct a program “Fly For Art” in support of the preservation of local wisdom in ten provinces throughout 2014.

On 29 August 2014, the Bank held an opening ceremony of CIMB Thai Bank - Vientiane Branch. Mr. Sonexay Sitphaxay, Deputy Governor of the Bank of Lao PDR, and Dato' Shaarani Bin Ibrahim, CIMB Thai's Director, jointly presided over the ceremony which was observed by over 300 business leaders of Thailand and Laos as well as mass media people. CIMB Thai Bank - Vientiane Branch aims to offer fully integrated products and services to serve both local and foreign customers making investments in Laos. It is our first branch abroad which extends CIMB Group's network coverage to nine countries out of the 10 member countries of ASEAN. This has reflected our position as a leading financial institution in ASEAN with region-wide network and service potential at international standards.

2014 could also be seen as another year of intensive press releases of news on the Bank in respect of products, services and economic research and analysis works, striving to strengthen our good image and support our business operation.

Part 2 Management and Corporate Governance

7. Securities and Shareholders information

7.1 Securities Information

The registered and issued and paid-up share capital of the Bank as of 31 December 2014 are as follows:

Registered Capital	THB 10,542,439,012.50 (ten billion five hundred and forty two million four hundred and thirty nine thousand twelve baht and fifty satang), which comprises: : 21,084,878,025 (twenty one billion eighty four million eight hundred seventy eight thousand twenty five) ordinary shares, with a par value of THB 0.50 (fifty satang) : No preference shares
Issued and Paid-up Share Capital	THB 10,542,439,012.50 (ten billion five hundred and forty two million four hundred and thirty nine thousand twelve baht and fifty satang), comprising 21,084,878,025 (twenty one billion eighty four million eight hundred seventy eight thousand twenty five) ordinary shares, with a par value of THB 0.50 (fifty satang)

7.2 Shareholder

(1) Major Shareholder of the Bank

a. Top 10 shareholders of the Bank as of 30 December 2014:

No.	Name of shareholders	Number of shares	% of total
1.	CIMB BANK BERHAD	19,757,944,173	93.71
2.	BANK JULIUS BAER & CO. LTD, SINGAPORE	647,452,040	3.07
3.	Thai NVDR Co., Ltd.	140,320,052	0.67
4.	Mr. Pisit Prukpaiboon	30,446,797	0.14
5.	Mr. Preecha Sujinankul	12,000,000	0.06
6.	Mr. Prawit Phansaichue	11,449,000	0.05
7.	SCB SET INDEX FUND	9,325,484	0.04
8.	Mr. Nattapong Phanrattanamongkol	8,813,700	0.04
9.	Mrs. Jaroonluk Panichsheewa	8,190,000	0.04
10.	Mr. Somchart Namsricharoensuk	7,068,100	0.03
	Other shareholders	451,868,679	2.14
	Total 6,488 shareholders holding	21,084,878,025	100.00
	Thai shareholders	670,754,324	3.18
	Foreign shareholders	20,414,123,701	96.82
	Total number of shares	21,084,878,025	100.00

b. Major shareholders with significant influence over planning and directing the Bank's operations

Major shareholder with significant influence over planning and directing the Bank's operations is CIMB Bank Berhad. It holds 19,757,944,173 of the total issued and paid-up shares of the Bank, which is equivalent to 93.71%.

(2) Operating Business as a Holding Company

- None -

(3) Major shareholder agreements regarding share issuance or the Company management

- None -

7.3 Issuance of Other Debt Securities

Issuance of Debt Securities of the Bank (As of 31 Dec 2014)

Classified by type	Interest rate	Maturity	Collateral	Restrictions and Requirements	Debentures in issue and value as at 31 December 2014 (THB)	Credit ratings (Moody's / Fitch Ratings)	Proxy
1. Subordinated debenture	No	22 December 2003	None	None	544,502,520	None	None
2. 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 date or any interest payment date after the 5 year anniversary from the issue date; or 3. the issuer can prove that interest	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 2014 (THB)	Credit ratings (Moody's / Fitch Ratings)	Proxy
				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.			
3. Subordinated and unsecured debentures, with a debenture holder's representative (Issue Date: 9 November, 2012)	4.80 %per annum throughout the term of the debentures	9 November 2022	-none-	<p>The debentures are redeemable if written approval from the Bank of Thailand has been obtained and subject to the following conditions :</p> <ol style="list-style-type: none"> 1. As of the date of 5 year anniversary or as of any interest payment date after the 5 years anniversary or after the 5-year anniversary from the issue date 2. 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; 3. any other conditions as the BOT may prescribe. 	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 2014 (THB)	Credit ratings (Moody's / Fitch Ratings)	Proxy
4. Tier II Subordinated Debt ²	5.60 %per annum throughout the term of the debentures	5 July 2024	-none-	Early Redemption For each tranche of the Subordinated Debt where Call Option is applicable, the Issuer may, at its sole discretion, and subject to: (i) prior approval of BOT; and (ii) submission to the BOT, redemption and substitution plans at least thirty (30) days prior to the Call Date; redeem and cancel the Subordinated Debt in whole but not in part on the Call Date at its principal amount (together with all deferred and accrued but unpaid interest (if any), under the Subordinated Debt). The optional redemption by the Issuer of the Subordinated Debt of one tranche does not trigger the redemption of the Subordinated Debt in other tranches. This is provided that, if required by the BOT, (i) the redemption and substitution plans will include the issuance, either immediately or before the redemption, of financial instruments of equivalent or superior quality in substitution for the Subordinated Debt to be redeemed; and (ii) the issuance of these substitute instruments will not affect the Issuer's ability to perform its business operation.	3,770,020,000 (RM400,000,000)	issue rating AA3 by RAM Rating Services Berhad	-none-

Notes: 1. THB 544.50 million transferred from the state-intervened financial institution, Union Asia Finance and Securities Public Co., Ltd.
2. RM 400 million has hadged with Cash flow Hedge

7.4 Dividend Policy of CIMB Thai

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

8. Management Structure

8.1 Board of Directors

As of 31 December 2014, the Board of Directors was composed of the following nine directors:

Name	Positions
1. Dato' Robert Cheim Dau Meng*	Chairman
2. Mr. Sukont Kanjana-Huttakit	Vice Chairman/Independent Director Chairman of the Audit Committee
3. Mrs. Watanan Petersik	Independent Director/ Chairperson of Nomination and Remuneration and Corporate Governance Committee
4. Dato' Shaarani Bin Ibrahim	Independent Director/ Member of Audit Committee
5. Ms. Sopawadee Lertmanaschai	Independent Director/ Member of Audit Committee
6. Mr. Chitrapongse Kwangsukstith*	Director
7. Mr. Kenny Kim	Director
8. Ms. Serena Tan Mei Shwen	Director
9. Mr. Subhak Siwaraksa	President and Chief Executive Officer

Note *The Board meeting, held on 29 September 2014, resolved to appoint Dato' Robert Cheim Dau Meng, Vice Chairman, as Chairman in place of Mr. Chakramon Phasukavanich who had resigned, and to appoint Mr. Chitrapongse Kwangsukstith as an authorized signatory as a substitute for Mr. Chakramon Phasukavanich whose status as an authorized signatory had ended after his resignation. The Board meeting, held on 25 February 2015, resolved to appoint Mr. Sukont Kanjana-Huttakit as Vice Chairman

Directors Nominated by Major Shareholder

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

Authorised Signatories

The directors who are authorised signatories of the Bank are Mr. Subhak Siwaraksa Mr. Chitrapongse Kwangsukstith , with both of whom to jointly sign and affix the Bank seal.

Meeting Attendance of Board of Directors

In 2014, the Bank arranged meeting of Board of Directors totalling 12 times. Details of the meeting attendance of each Board members are shown in the table below:

No.	Name	Positions	Board of Directors Meetings
			Numbers of the meetings attended
1	Mr. Chakramon Phasukavanich ^{/1}	Chairman	8/12
2	Dato' Robert Cheim Dau Meng ^{/2/5}	Chairman	10/12
3	Mr. Sukont Kanjana-Huttakit	Independent Director/Chairman of the Audit Committee	11/12
4	Mrs. Watanan Petersik ^{/3}	Independent Director/ Chairperson of Nomination and Remuneration and Corporate Governance Committee	10/12

No.	Name	Positions	Board of Directors Meetings
			Numbers of the meetings attended
5	Dato' Shaarani Bin Ibrahim	Independent Director/ Member of Audit Committee	11/12
6	Ms. Sopawadee Lertmanaschai ^{/3/4}	Independent Director/ Member of Audit Committee	7/12
7	Mr. Chitrapongse Kwangsukstith ^{/4}	Director	9/12
8	Mr. Kenny Kim	Director	8/12
9	Ms. Serena Tan Mei Shwen ^{/4}	Director	6/12
10	Mr. Subhak Siwaraksa ^{/6}	President and Chief Executive Officer	12/12

Notes:

- /1 Mr. Chakramon Phasukavanich declared his intention to resign as Director and Chairman, effective from 28 August 2014.
- /2 The Board meeting, held on 29 September 2014, resolved to appoint Dato' Robert Cheim Dau Meng, Vice President, as Chairman in place of Mr. Chakramon Phasukavanich who had resigned.
- /3 The Board meeting, held on 30 April 2014, resolved to acknowledge the resignation of Mrs. Watanan Petersik as an Audit Committee member. In addition, the Board resolved to appoint Ms. Sopawadee Lertmanaschai in replacement of Mrs. Watanan Petersik, effective from 30 April 2014.
- /4 The Annual General Meeting of Shareholders (AGM), held on 11 April 2014, approved the appointment of three new directors, namely Ms. Sopawadee Lertmanaschai, Mr. Chitrapongse Kwangsukstith and Ms. Serena Tan Mei Shwen. As of the AGM date, the appointment of Mr. Chitrapongse Kwangsukstith and Ms. Sopawadee Lertmanaschai was endorsed by the Bank of Thailand (BOT), while that of Ms. Serena Tan Mei Shwen was pending for the BOT's endorsement. Later, the BOT endorsed for Ms. Serena Tan Mei Shwen to assume a director position, taking effect on 6 May 2014.
- /5 Representative directors from CIMB Bank, namely Dato' Robert Cheim Dau Meng and Mr. Kenny Kim, have declared their intentions not to receive the meeting allowances in the Board and Board committees.
- /6 Most of the committees are chaired by the President and CEO or have the President and CEO as member. Nevertheless, the President and CEO has declared his intention not to receive the meeting allowances in those committees.

8.2 Executive Management

As of 31 December 2014, the Bank's executive management was composed of:

- | | |
|---|--|
| 1. Mr. Subhak Siwaraksa | President and Chief Executive Officer |
| 2. Mr. Surachai Chitratsene ^{/1} | Deputy CEO & Senior Executive Vice President |
| | Business Support Group |
| 3. Mrs. Panute Na Chiangmai | Senior Executive Vice President |
| | Risk Management Group |
| 4. Mr. Narongchai Wongthnavimok | Senior Executive Vice President |
| | Strategy and Finance Group |
| 5. M.L. Nathchanya Davivongse | Senior Executive Vice President |
| | Transaction Banking Group |
| 6. Mr. Silawat Santivisat | Senior Executive Vice President |
| | Group Information and Operations Division |
| 7. Mr. Pornchai Padmintra | Senior Executive Vice President |
| | Wholesale Banking Group |
| 8. Mr. Jiratchyuth Amyongka | Senior Executive Vice President |
| | Commercial Banking Group |
| 9. Mr. Adisorn Sermchaiwong | Senior Executive Vice President |
| | Retail Banking Group |
| 10. Mr. Sutee Losoponkul | Senior Executive Vice President |
| | Treasury Group |
| 11. Mr. Sittichai Mahaguna | Executive Vice President |
| | Corporate Finance and Equity Capital Markets Group |
| 12. Head | Human Resources Management Division |

- | | | |
|-----|---------------------------|---|
| 13. | Mr. Prapas Thongsuk | Executive Vice President
Corporate Communications Division |
| 14. | Mr. Thaphop Kleesuan | Executive Vice President
Office of the President & Compliance Department |
| 15. | Ms. Siriporn Sanunpairaue | First Executive Vice President
Internal Audit Division |

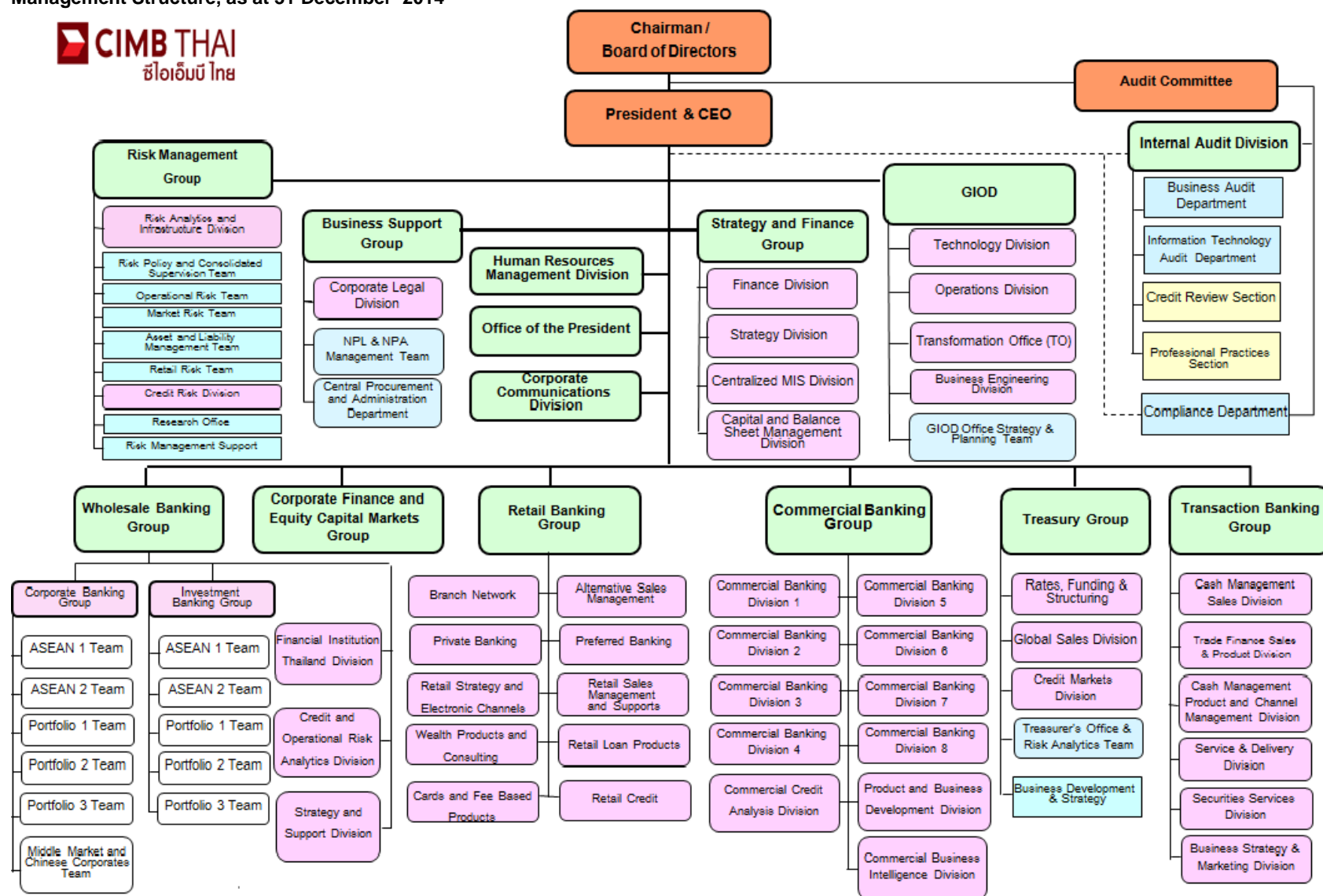
Notes:

/1 The Board meeting resolved extending the employment and appointment of Mr. Surachai Chitratsene as Deputy CEO and Senior Executive Vice President, Business Support Group, taking effect on 1 January 2015 to 31 December 2015

As of 31 December 2014, CIMB Thai has 13 executives from Senior Executive Vice President upward and executives in Accounting and Finance in accordance with the SEC definition of the term 'executives', as below:

- | | | |
|-----|-------------------------------|--|
| 1. | Mr. Subhak Siwaraksa | President and Chief Executive Officer |
| 2. | Mr. Surachai Chitratsene | Deputy CEO & Senior Executive Vice President
Business Support Group |
| 3. | Mrs. Panute Na Chiangmai | Senior Executive Vice President
Risk Management Group |
| 4. | Mr. Narongchai Wongthanavimok | Senior Executive Vice President
Strategy and Finance Group |
| 5. | M.L. Nathchanya Davivongse | Senior Executive Vice President
Transaction Banking Group |
| 6. | Mr. Silawat Santivisat | Senior Executive Vice President
Group Information and Operations Division |
| 7. | Mr. Adisorn Sermchaiwong | Senior Executive Vice President
Retail Banking Group |
| 8. | Mr. Pornchai Padmindra | Senior Executive Vice President
Wholesale Banking Group |
| 9. | Mr. Jiratchyuth Amyongka | Senior Executive Vice President
Commercial Banking Group |
| 10. | Mr. Sutee Losoponkul | Senior Executive Vice President
Treasury Group |
| 11. | Mr. Pao Chatakanonta | Senior Executive Vice President
Rates Funding & Structuring |
| 12. | Mr. Sittichai Mahaguna | Executive Vice President
Corporate Finance and Equity Capital Markets |
| 13. | Ms. Winita Kimsawadi | Senior Vice President
Finance Division |

Management Structure, as at 31 December 2014



8.3 Company Secretary

The Board has appointed Mr. Thaphop Kleesuwan 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 that the Board activities are complied with applicable laws and regulations as well as be in line with corporate governance principles, as follows:

- Providing preliminary advice and recommendations pertaining to legal, regulatory and governance issues and practices 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 passes 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, reports of stakeholder meetings, reports of beneficial interests of directors and executives , other as required by relevant laws.

Profile of the Company Secretary is shown in attachment 1

8.4 Director and Management Remuneration as of 31 December 2014

1 Monetary remuneration

a. Remuneration of Board members

This report describes the current components of the Bank's remuneration policy and details of the remuneration for each person during his/her directorship in 2014. The aggregate remuneration for directors comprising meeting and entertainment allowances for Board members and remuneration for Board committee members amounted to THB 8,564,000 in 2014 (compared with THB 8,160,000 in 2013), as described below:

1. Board of Directors	THB 4,856,000 (2013: THB 4,952,000)
2. Audit Committee	THB 1,764,000 (2013: THB 1,584,000)
3. Nomination, Remuneration and Corporate Governance Committee	THB 1,104,000 (2013: THB 1,104,000)
4. Board Risk Committee	THB 840,000 (2013: THB -)

Unit: THB

Name	Positions	Monetary Remuneration			
		Board and Board Committee Members			
		Board of Directors	Audit Committee	Nomination, Remuneration and Corporate Governance Committee	Board Risk Committee
1	Mr. Chakramon Phasukavanich ^{/1}	Chairman	690,000	-	-
2	Dato' Robert Cheim Dau Meng ^{/2/5}	Chairman	-	-	-
3	Mr. Sukont Kanjana-Huttakit	Independent Director	528,000	864,000	-
4	Mrs. Watanan Petersik ^{/3}	Independent Director	528,000	160,000	624,000
5	Dato' Shaarani Bin Ibrahim	Independent Director	528,000	480,000	480,000
6	Ms. Sopawadee Lertmanaschai ^{/3/4}	Independent Director	396,000	320,000	-
7	Mr. Chitrapongse Kwangsukstith ^{/4}	Director	396,000	-	-
8	Mr. Kenny Kim ^{/4}	Director	-	-	-
9	Ms. Serena Tan Mei Shwen ^{/3}	Director	352,000	-	-
10	Mr. Subhak Siwaraksa ^{/5}	President and CEO	528,000	-	-
Total		4,856,000	1,764,000	1,104,000	840,000

Notes:

- /1 Mr. Chakramon Phasukavanich declared his intention to resign as Director and Chairman, effective from 28 August 2014.
- /2 The Board meeting, held on 29 September 2014, resolved to appoint Dato' Robert Cheim Dau Meng, Vice President, as Chairman in place of Mr. Chakramon Phasukavanich who had resigned.
- /3 The Board meeting, held on 30 April 2014, resolved to acknowledge the resignation of Mrs. Watanan Petersik as an Audit Committee member. In addition, the Board resolved to appoint Ms. Sopawadee Lertmanaschai in replacement of Mrs. Watanan Petersik, effective from 30 April 2014.
- /4 The Annual General Meeting of Shareholders (AGM), held on 11 April 2014, approved the appointment of three new directors, namely Ms. Sopawadee Lertmanaschai, Mr. Chitrapongse Kwangsukstith and Ms. Serena Tan Mei Shwen. As of the AGM date, the appointment of Mr. Chitrapongse Kwangsukstith and Ms. Sopawadee Lertmanaschai was endorsed by the Bank of Thailand (BOT), while that of Ms. Serena Tan Mei Shwen was pending for the BOT's endorsement. Later, the BOT endorsed for Ms. Serena Tan Mei Shwen to assume a director position, taking effect on 6 May 2014.
- /5 Representative directors from CIMB Bank, namely Dato' Robert Cheim Dau Meng and Mr. Kenny Kim, have declared their intentions not to receive the meeting allowances in the Board and Board committees.
- /6 Most of the committees are chaired by the President and CEO or have the President and CEO as member. Nevertheless, the President and CEO has declared his intention not to receive the meeting allowances in those committees.

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 permanent and contract employees or any other persons having done business for the Bank, as recommended by executive management. In 2014, the aggregate remuneration for 13 Senior Executive Vice Presidents and above including the executives of Finance and Accounting (in accordance with the SEC definition of the term 'executives') was THB 108.92 million. In addition, the aggregate remuneration for 37 Executive Vice Presidents and above (in accordance with the BOT definition of the term 'executives') was THB 212.91 million.

(2) Other benefits

In 2014 the Bank's contribution towards the provident fund for 13 Senior Executive Vice Presidents and above including the executives of Finance and Accounting (in accordance with the SEC definition of the term 'executives') was THB 5.44 million. Meanwhile, its contribution towards the provident fund for 37 Executive Vice Presidents and above (in accordance with the BOT definition of the term 'executives') was THB 10.12 million

8.5 Organisation and Personnel

As of 31 December 2014 the total manpower of the Bank was 3,092 employees, of whom 1,215 work at Bank branches and 1,877 at the head office, as below:

	No. of employees
1. President and Chief Executive Officer	1
2. Risk Management Group	99
3. Business Support Group	88
4. Strategy and Finance Group	104
5. Group Information and Operations Group	605
6. Wholesale Banking Group	119
7. Corporate Finance and Equity Capital Markets Group	16
8. Retail Banking Group	1581
9. Commercial Banking Group	181
10. Treasury Group	65
11. Transaction Banking Group	60
12. Human Resources Management Division	62
13. Office of the President	11
14. Corporate Communications Division	21
15. Internal Audit Division	57
16. Compliance Department	22
<u>Total</u>	<u>3092</u>

Staff Development Programme and Human Resources Management Plan

In 2014, the Bank has developed human resources management system and training roadmap by competencies starting with branch staff and increase more skill on credit management under "Credit Academy" for credit officer and credit analyst of Wholesale Banking and Commercial Banking Group. Further, LMS (Learning Management System) via E-learning implement for key mandatory training program for all staff, Leadership program for management level, for example, 7 Habits, Situational Leadership, and Leadership Greatness. Moreover, WebEx training, web conferences were conducted on Corporate Advisory Academy as another channel to all participants in every country under CIMB Group have the real time experience starting altogether with time saving and cost saving of travelling facilities.

Employee Benefits

The Bank has provided employee benefits such as provident fund, social security fund, life insurance, medical treatment, annual health checkup, staff clinic, housing loan, car/motorcycle loan, staff education loan and general purpose loan, that are competitive against other leading banks to attract and retain talented and competent staff. The total fixed salary paid to Bank employees for the fiscal year was THB 2,026.05. million. To be an employer of choice, the Bank will continue to improve its staff benefits to attract and retain quality staff.

Training Courses and Human Resources Development

In 2014, the Bank organised 173 training courses, comprising 89 internal and 84 external courses at a total cost of THB 38.48 million. The number of participants was 14,898 people, which meant some employees attended more than one course over the year and the average ratio of training for staff was 7 days per person per year. Courses conducted included those under Leadership Programme for Top Executives, Credit Academy, knowledge on products, work process and procedure, etc. Employees have further been encouraged to learn via e-learning system on such topics as IT Security Awareness, KYC/CDD, Operational Risk, Risk Appetite Principal, and so on. Moreover, the Bank has provided scholarship to employees to pursue study in MBA (5 employees per year or within annual budget).

Staff Health and Safety Information

Proportion of average leave days of staff classified by type	2014 %	2013 %
Sick leave	31.37	21.45
Work related injury and sick leave	0.0	0.0
Others	68.63	78.55
No. of average sick leave days (days/person)	2.50	3.0
Work related accident death (persons)	0	0

8. Management Structure

8.1 Board of Directors

As of 31 December 2014, the Board of Directors was composed of the following nine directors:

Name	Positions
1. Dato' Robert Cheim Dau Meng*	Chairman
2. Mr. Sukont Kanjana-Huttakit	Vice Chairman/Independent Director Chairman of the Audit Committee
3. Mrs. Watanan Petersik	Independent Director/ Chairperson of Nomination and Remuneration and Corporate Governance Committee
4. Dato' Shaarani Bin Ibrahim	Independent Director/ Member of Audit Committee
5. Ms. Sopawadee Lertmanaschai	Independent Director/ Member of Audit Committee
6. Mr. Chitrapongse Kwangsukstith*	Director
7. Mr. Kenny Kim	Director
8. Ms. Serena Tan Mei Shwen	Director
9. Mr. Subhak Siwaraksa	President and Chief Executive Officer

Note *The Board meeting, held on 29 September 2014, resolved to appoint Dato' Robert Cheim Dau Meng, Vice Chairman, as Chairman in place of Mr. Chakramon Phasukavanich who had resigned, and to appoint Mr. Chitrapongse Kwangsukstith as an authorized signatory as a substitute for Mr. Chakramon Phasukavanich whose status as an authorized signatory had ended after his resignation. The Board meeting, held on 25 February 2015, resolved to appoint Mr. Sukont Kanjana-Huttakit as Vice Chairman

Directors Nominated by Major Shareholder

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

Authorised Signatories

The directors who are authorised signatories of the Bank are Mr. Subhak Siwaraksa Mr. Chitrapongse Kwangsukstith , with both of whom to jointly sign and affix the Bank seal.

Meeting Attendance of Board of Directors

In 2014, the Bank arranged meeting of Board of Directors totalling 12 times. Details of the meeting attendance of each Board members are shown in the table below:

No.	Name	Positions	Board of Directors Meetings
			Numbers of the meetings attended
1	Mr. Chakramon Phasukavanich ^{/1}	Chairman	8/12
2	Dato' Robert Cheim Dau Meng ^{/2/5}	Chairman	10/12
3	Mr. Sukont Kanjana-Huttakit	Independent Director/Chairman of the Audit Committee	11/12
4	Mrs. Watanan Petersik ^{/3}	Independent Director/ Chairperson of Nomination and Remuneration and Corporate Governance Committee	10/12

No.	Name	Positions	Board of Directors Meetings
			Numbers of the meetings attended
5	Dato' Shaarani Bin Ibrahim	Independent Director/ Member of Audit Committee	11/12
6	Ms. Sopawadee Lertmanaschai ^{/3/4}	Independent Director/ Member of Audit Committee	7/12
7	Mr. Chitrapongse Kwangsukstith ^{/4}	Director	9/12
8	Mr. Kenny Kim	Director	8/12
9	Ms. Serena Tan Mei Shwen ^{/4}	Director	6/12
10	Mr. Subhak Siwaraksa ^{/6}	President and Chief Executive Officer	12/12

Notes:

- /1 Mr. Chakramon Phasukavanich declared his intention to resign as Director and Chairman, effective from 28 August 2014.
- /2 The Board meeting, held on 29 September 2014, resolved to appoint Dato' Robert Cheim Dau Meng, Vice President, as Chairman in place of Mr. Chakramon Phasukavanich who had resigned.
- /3 The Board meeting, held on 30 April 2014, resolved to acknowledge the resignation of Mrs. Watanan Petersik as an Audit Committee member. In addition, the Board resolved to appoint Ms. Sopawadee Lertmanaschai in replacement of Mrs. Watanan Petersik, effective from 30 April 2014.
- /4 The Annual General Meeting of Shareholders (AGM), held on 11 April 2014, approved the appointment of three new directors, namely Ms. Sopawadee Lertmanaschai, Mr. Chitrapongse Kwangsukstith and Ms. Serena Tan Mei Shwen. As of the AGM date, the appointment of Mr. Chitrapongse Kwangsukstith and Ms. Sopawadee Lertmanaschai was endorsed by the Bank of Thailand (BOT), while that of Ms. Serena Tan Mei Shwen was pending for the BOT's endorsement. Later, the BOT endorsed for Ms. Serena Tan Mei Shwen to assume a director position, taking effect on 6 May 2014.
- /5 Representative directors from CIMB Bank, namely Dato' Robert Cheim Dau Meng and Mr. Kenny Kim, have declared their intentions not to receive the meeting allowances in the Board and Board committees.
- /6 Most of the committees are chaired by the President and CEO or have the President and CEO as member. Nevertheless, the President and CEO has declared his intention not to receive the meeting allowances in those committees.

8.2 Executive Management

As of 31 December 2014, the Bank's executive management was composed of:

- | | |
|---|--|
| 1. Mr. Subhak Siwaraksa | President and Chief Executive Officer |
| 2. Mr. Surachai Chitratsene ^{/1} | Deputy CEO & Senior Executive Vice President |
| | Business Support Group |
| 3. Mrs. Panute Na Chiangmai | Senior Executive Vice President |
| | Risk Management Group |
| 4. Mr. Narongchai Wongthnavimok | Senior Executive Vice President |
| | Strategy and Finance Group |
| 5. M.L. Nathchanya Davivongse | Senior Executive Vice President |
| | Transaction Banking Group |
| 6. Mr. Silawat Santivisat | Senior Executive Vice President |
| | Group Information and Operations Division |
| 7. Mr. Pornchai Padmintra | Senior Executive Vice President |
| | Wholesale Banking Group |
| 8. Mr. Jiratchyuth Amyongka | Senior Executive Vice President |
| | Commercial Banking Group |
| 9. Mr. Adisorn Sermchaiwong | Senior Executive Vice President |
| | Retail Banking Group |
| 10. Mr. Sutee Losoponkul | Senior Executive Vice President |
| | Treasury Group |
| 11. Mr. Sittichai Mahaguna | Executive Vice President |
| | Corporate Finance and Equity Capital Markets Group |
| 12. Head | Human Resources Management Division |

- | | | |
|-----|---------------------------|---|
| 13. | Mr. Prapas Thongsuk | Executive Vice President
Corporate Communications Division |
| 14. | Mr. Thaphop Kleesuan | Executive Vice President
Office of the President & Compliance Department |
| 15. | Ms. Siriporn Sanunpairaue | First Executive Vice President
Internal Audit Division |

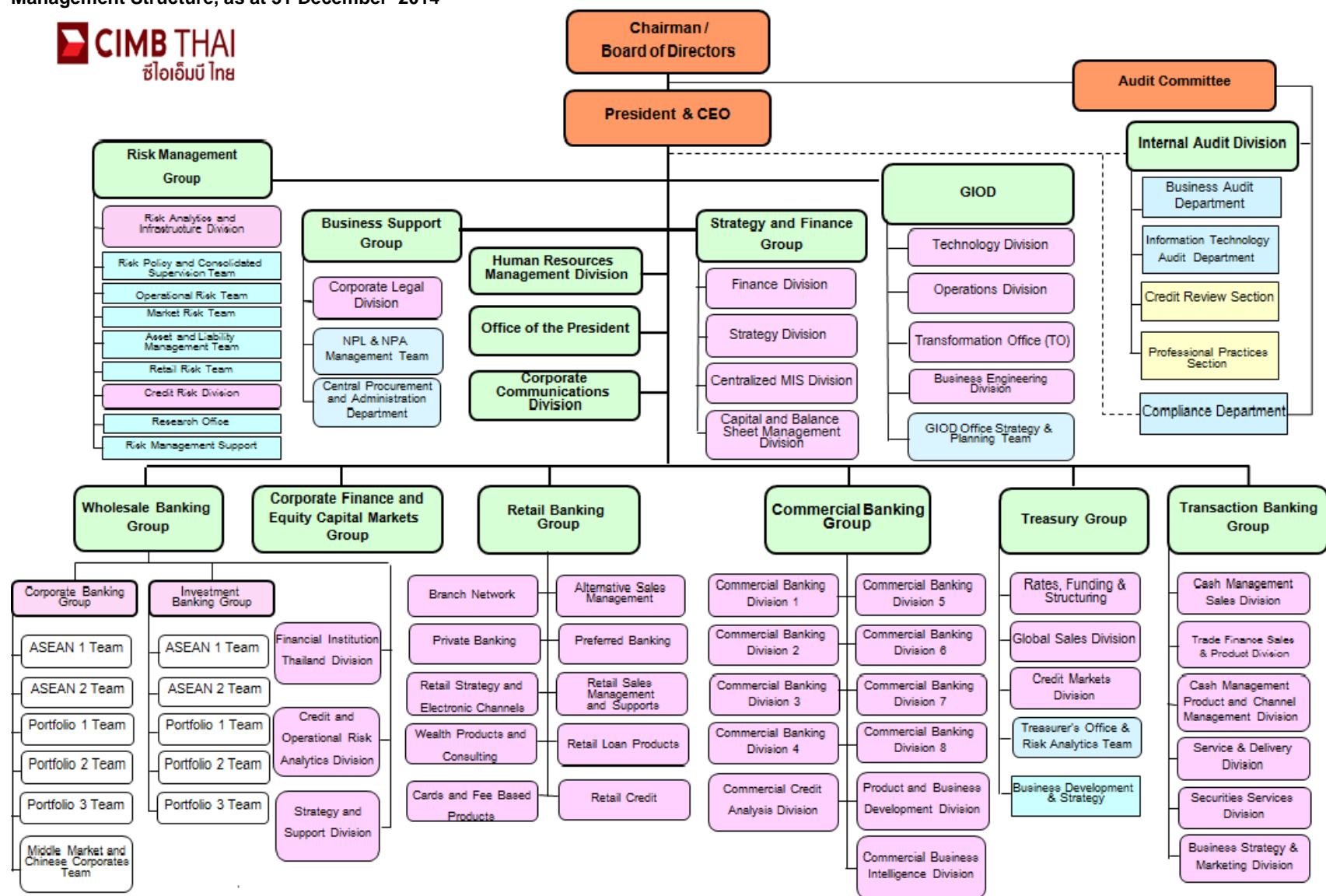
Notes:

/1 The Board meeting resolved extending the employment and appointment of Mr. Surachai Chitratsene as Deputy CEO and Senior Executive Vice President, Business Support Group, taking effect on 1 January 2015 to 31 December 2015

As of 31 December 2014, CIMB Thai has 13 executives from Senior Executive Vice President upward and executives in Accounting and Finance in accordance with the SEC definition of the term 'executives', as below:

- | | | |
|-----|-------------------------------|--|
| 1. | Mr. Subhak Siwaraksa | President and Chief Executive Officer |
| 2. | Mr. Surachai Chitratsene | Deputy CEO & Senior Executive Vice President
Business Support Group |
| 3. | Mrs. Panute Na Chiangmai | Senior Executive Vice President
Risk Management Group |
| 4. | Mr. Narongchai Wongthanavimok | Senior Executive Vice President
Strategy and Finance Group |
| 5. | M.L. Nathchanya Davivongse | Senior Executive Vice President
Transaction Banking Group |
| 6. | Mr. Silawat Santivisat | Senior Executive Vice President
Group Information and Operations Division |
| 7. | Mr. Adisorn Sermchaiwong | Senior Executive Vice President
Retail Banking Group |
| 8. | Mr. Pornchai Padmindra | Senior Executive Vice President
Wholesale Banking Group |
| 9. | Mr. Jiratchyuth Amyongka | Senior Executive Vice President
Commercial Banking Group |
| 10. | Mr. Sutee Losoponkul | Senior Executive Vice President
Treasury Group |
| 11. | Mr. Pao Chatakanonta | Senior Executive Vice President
Rates Funding & Structuring |
| 12. | Mr. Sittichai Mahaguna | Executive Vice President
Corporate Finance and Equity Capital Markets |
| 13. | Ms. Winita Kimsawadi | Senior Vice President
Finance Division |

Management Structure, as at 31 December 2014



8.3 Company Secretary

The Board has appointed Mr. Thaphop Kleesuwan 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 that the Board activities are complied with applicable laws and regulations as well as be in line with corporate governance principles, as follows:

- Providing preliminary advice and recommendations pertaining to legal, regulatory and governance issues and practices 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 passes 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, reports of stakeholder meetings, reports of beneficial interests of directors and executives , other as required by relevant laws.

Profile of the Company Secretary is shown in attachment 1

8.4 Director and Management Remuneration as of 31 December 2014

1 Monetary remuneration

a. Remuneration of Board members

This report describes the current components of the Bank's remuneration policy and details of the remuneration for each person during his/her directorship in 2014. The aggregate remuneration for directors comprising meeting and entertainment allowances for Board members and remuneration for Board committee members amounted to THB 8,564,000 in 2014 (compared with THB 8,160,000 in 2013), as described below:

1. Board of Directors	THB 4,856,000 (2013: THB 4,952,000)
2. Audit Committee	THB 1,764,000 (2013: THB 1,584,000)
3. Nomination, Remuneration and Corporate Governance Committee	THB 1,104,000 (2013: THB 1,104,000)
4. Board Risk Committee	THB 840,000 (2013: THB -)

Unit: THB

Name	Positions	Monetary Remuneration			
		Board and Board Committee Members			
		Board of Directors	Audit Committee	Nomination, Remuneration and Corporate Governance Committee	Board Risk Committee
1 Mr. Chakramon Phasukavanich ^{/1}	Chairman	690,000	-	-	-
2 Dato' Robert Cheim Dau Meng ^{/2/5}	Chairman	-	-	-	-
3 Mr. Sukont Kanjana-Huttakit	Independent Director	528,000	864,000	-	-
4 Mrs. Watanan Petersik ^{/3}	Independent Director	528,000	160,000	624,000	280,000
5 Dato' Shaarani Bin Ibrahim	Independent Director	528,000	480,000	480,000	-
6 Ms. Sopawadee Lertmanaschai ^{/3/4}	Independent Director	396,000	320,000	-	-
7 Mr. Chitrapongse Kwangsukstith ^{/4}	Director	396,000	-	-	280,000
8 Mr. Kenny Kim ^{/4}	Director	-	-	-	-
9 Ms. Serena Tan Mei Shwen ^{/3}	Director	-	-	-	-
10 Mr. Subhak Siwaraksa ^{/5}	President and CEO	-	-	-	-
Total					

Notes:

- /1 Mr. Chakramon Phasukavanich declared his intention to resign as Director and Chairman, effective from 28 August 2014.
- /2 The Board meeting, held on 29 September 2014, resolved to appoint Dato' Robert Cheim Dau Meng, Vice President, as Chairman in place of Mr. Chakramon Phasukavanich who had resigned.
- /3 The Board meeting, held on 30 April 2014, resolved to acknowledge the resignation of Mrs. Watanan Petersik as an Audit Committee member. In addition, the Board resolved to appoint Ms. Sopawadee Lertmanaschai in replacement of Mrs. Watanan Petersik, effective from 30 April 2014.
- /4 The Annual General Meeting of Shareholders (AGM), held on 11 April 2014, approved the appointment of three new directors, namely Ms. Sopawadee Lertmanaschai, Mr. Chitrapongse Kwangsukstith and Ms. Serena Tan Mei Shwen. As of the AGM date, the appointment of Mr. Chitrapongse Kwangsukstith and Ms. Sopawadee Lertmanaschai was endorsed by the Bank of Thailand (BOT), while that of Ms. Serena Tan Mei Shwen was pending for the BOT's endorsement. Later, the BOT endorsed for Ms. Serena Tan Mei Shwen to assume a director position, taking effect on 6 May 2014.
- /5 Representative directors from CIMB Bank, namely Dato' Robert Cheim Dau Meng and Mr. Kenny Kim, have declared their intentions not to receive the meeting allowances in the Board and Board committees.
- /6 Most of the committees are chaired by the President and CEO or have the President and CEO as member. Nevertheless, the President and CEO has declared his intention not to receive the meeting allowances in those committees.

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 permanent and contract employees or any other persons having done business for the Bank, as recommended by executive management. In 2014, the aggregate remuneration for 13 Senior Executive Vice Presidents and above including the executives of Finance and Accounting (in accordance with the SEC definition of the term 'executives') was THB 108.92 million. In addition, the aggregate remuneration for 37 Executive Vice Presidents and above (in accordance with the BOT definition of the term 'executives') was THB 212.91 million.

(2) Other benefits

In 2014 the Bank's contribution towards the provident fund for 13 Senior Executive Vice Presidents and above including the executives of Finance and Accounting (in accordance with the SEC definition of the term 'executives') was THB 5.44 million. Meanwhile, its contribution towards the provident fund for 37 Executive Vice Presidents and above (in accordance with the BOT definition of the term 'executives') was THB 10.12 million

8.5 Organisation and Personnel

As of 31 December 2014 the total manpower of the Bank was 3,092 employees, of whom 1,215 work at Bank branches and 1,877 at the head office, as below:

	No. of employees
1. President and Chief Executive Officer	1
2. Risk Management Group	99
3. Business Support Group	88
4. Strategy and Finance Group	104
5. Group Information and Operations Group	605
6. Wholesale Banking Group	119
7. Corporate Finance and Equity Capital Markets Group	16
8. Retail Banking Group	1581
9. Commercial Banking Group	181
10. Treasury Group	65
11. Transaction Banking Group	60
12. Human Resources Management Division	62
13. Office of the President	11
14. Corporate Communications Division	21
15. Internal Audit Division	57
16. Compliance Department	22
<u>Total</u>	<u>3092</u>

Staff Development Programme and Human Resources Management Plan

In 2014, the Bank has developed human resources management system and training roadmap by competencies starting with branch staff and increase more skill on credit management under "Credit Academy" for credit officer and credit analyst of Wholesale Banking and Commercial Banking Group. Further, LMS (Learning Management System) via E-learning implement for key mandatory training program for all staff, Leadership program for management level, for example, 7 Habits, Situational Leadership, and Leadership Greatness. Moreover, WebEx training, web conferences were conducted on Corporate Advisory Academy as another channel to all participants in every country under CIMB Group have the real time experience starting altogether with time saving and cost saving of travelling facilities.

Employee Benefits

The Bank has provided employee benefits such as provident fund, social security fund, life insurance, medical treatment, annual health checkup, staff clinic, housing loan, car/motorcycle loan, staff education loan and general purpose loan, that are competitive against other leading banks to attract and retain talented and competent staff. The total fixed salary paid to Bank employees for the fiscal year was THB 2,026.05. million. To be an employer of choice, the Bank will continue to improve its staff benefits to attract and retain quality staff.

Training Courses and Human Resources Development

In 2014, the Bank organised 173 training courses, comprising 89 internal and 84 external courses at a total cost of THB 38.48 million. The number of participants was 14,898 people, which meant some employees attended more than one course over the year and the average ratio of training for staff was 7 days per person per year. Courses conducted included those under Leadership Programme for Top Executives, Credit Academy, knowledge on products, work process and procedure, etc. Employees have further been encouraged to learn via e-learning system on such topics as IT Security Awareness, KYC/CDD, Operational Risk, Risk Appetite Principal, and so on. Moreover, the Bank has provided scholarship to employees to pursue study in MBA (5 employees per year or within annual budget).

Staff Health and Safety Information

Proportion of average leave days of staff classified by type	2014 %	2013 %
Sick leave	31.37	21.45
Work related injury and sick leave	0.0	0.0
Others	68.63	78.55
No. of average sick leave days (days/person)	2.50	3.0
Work related accident death (persons)	0	0

9. Corporate Governance

9.1 Corporate Governance Policy

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

Corporate Governance Principles

The Bank has developed processes 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. With adherence to this policy in its operations, the Bank aims to build trust and confidence among investors and stakeholders, hence improving its competitiveness, enhancing value and promoting stability in the long run. The policy was updated in January 2011 and January 2014 in order to comply with the good governance principles and relevant regulatory requirements. Details of the Bank's corporate governance policy are available on its website: www.cimbthai.com.

Corporate Governance

1. Rights of Shareholders

The Bank has recognised the rights of all shareholders and encouraged them to exercise their basic rights on an equitable basis, as well as proactively communicated with them regularly. Such rights include the rights to sell, purchase or transfer shares, access Bank information, ensure fair distribution of profit, attend meetings to cast votes, express opinions and comments, and decide on important matters including appointment of directors and auditor, allocation of profit, dividend payment, increase or decrease of capital, and approval of any special items, etc.

The Bank is required to hold its annual general meeting of shareholders (AGM) within four months from the fiscal year end. Meetings of shareholders other than general meetings are called extraordinary meetings, which can be convened by the Board at any time it deems fit. The 2014 AGM was held on 11 April 2014.

Before the AGM, from 2 October 2014 to 31 December 2014, shareholders were invited to propose matters for inclusion in the meeting agenda and propose names of qualified candidates for election as directors of the Bank in accordance with the Bank's rules and criteria. For the 2014 AGM, no agenda items and no director nominations were proposed by the shareholders.

To convene the 2014 AGM, the Bank sent an invitation notice 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 and voting, proxy grants by shareholders, and the 2013 annual report in hard copy. The Bank has assigned Thailand Securities Depository, the Bank's share registrar, to send the notice to shareholders for consideration 14 days before the meeting. This allowed shareholders to have time to study information beforehand. The Bank also published the notice and other supporting documents on its website 14 days before the meeting. The notice was also made available to public via the disclosure channel of the Stock Exchange of Thailand (SET). Furthermore, in accordance with regulatory requirements, the notice was published in newspapers for three consecutive days at least three days before the meeting. On the day of the AGM, various measures were taken to facilitate 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 before the meeting began. Also, during the meeting, the 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 invitation 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 for their proxy appointment. At the 2014 AGM, two shareholders appointed the Chairman and members of the Audit Committee who are independent directors to attend the AGM and vote on their behalf.

At the 2014 AGM, 100% of the Board and Board Committee members and 679 shareholders and proxies attended the meeting, with total shares held of 20,438,202,024 shares representing 96.93% of the total issued shares. Before the meeting began, The Chairman had assigned the Company Secretary to give an explanation regarding voting rights and procedures to the attendees. The Chairman assured the shareholders that they would have equal opportunity to ask questions, raise any issues or make recommendations. In addition, the Bank gave 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 relevant executive officers answered or clarified related issues clearly and comprehensively. Issues raised and recommendations given were recorded in the meeting minutes. 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, the minutes of the meeting were prepared in an accurate and comprehensive manner, including a summary of issues raised and clarifications or views provided as well as detailed votes for each agenda item which showed the number of votes cast for and against the motion, etc. The minutes of the 2014 AGM were submitted to the relevant supervisory authorities within 14 days from the meeting date as prescribed by law, and posted on the Bank's website, www.cimbthai.com, for shareholders' reference.

2. Equitable Treatment of Shareholders

The Bank recognises the importance of fair treatment of all shareholders including its duty on protection of shareholders' interests. Measures are in place to prevent the use of internal information for personal gains by the Board members, executives and employees. The Board has set a policy and procedure to prohibit unauthorised disclosure of material, non-public information which may affect the Bank's securities. Such policy and procedure require members of the Board, executives 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 executives from levels of senior executive vice-president or the equivalents upward, and those holding executive positions or department heads or the equivalents upward in the accounting or finance function line are duty-bound to report every of their sale or purchase of securities of the Bank and any change of the holding thereof, 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, executives and employees on the use of internal information and operation guidelines with avoidance of conflicts of interest.

3. Role of Stakeholders

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

CIMB Thai Codes of Conduct

1. Clients

The Bank takes its commitment seriously to provide clients with high-quality products and services while safeguarding their interests and treating them fairly in all aspects of their dealings with the Bank. To pursue with this objective, it set up CIMB Thai Care Centre to efficiently handle client complaints and queries. The centre maintains a database of client complaints and classifies them by 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 units, to jointly resolve any complaints in an effective, fair, coordinated and timely manner. Client confidentiality is strictly observed at all times unless the disclosure is required by law or authorised in writing by the client.

2. Shareholders

The Bank recognises the critical importance of ensuring work 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 focuses 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 material interests in the matter considered at the shareholders' meeting. In such case, the shareholders concerned are required to abstain from voting thereon, but they are eligible to participate in the election of directors.

3. Employees

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

4. Creditors and Business Partners

The Bank is committed to maintaining high standards of business conduct in compliance with all applicable laws and regulations. It 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 posing no impairment to the reputation of its competitors and upholding best ethical and legal practices among its employees.

6. Responsibility towards the Community and the Environment

The Bank recognises its ability to make positive impacts on the community and the environment. It is actively involved in a range of charitable activities, including robe offerings, blood donation drives and fund-raising to help monks, underprivileged children and local community at large. Details of the Bank's activities are available on Corporate Social Responsibility section.

4. Disclosure and Transparency

The Bank places great importance to 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 the SET and the Bank's website. In addition, as required by regulatory criteria, the Bank discloses relevant information in such annual reports as Forms 56-1 and 56-2. Various projects have been launched and activities held to boost investor confidence in the Thai capital market. Communication of clear and

accurate information on the Bank's activities has been made to regulatory bodies, investors, shareholders, analysts and the general public. These initiatives include:

- Investor Relations (IR) and Office of the President to take charge of 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.

In 2014, the Bank organised IR activities to provide information both directly and indirectly as follows:

1. Welcome of altogether 14 investors and analysts to meet with management team for inquiry on operating results, altogether 6 meetings.
2. Press release issued whenever the Bank had significant investment or business activities.
3. Availability of channels for inquiries via email at ir@cimbthai.com, phone at +662-638-8615, or website at http://www.cimbthai.com/CIMB/investor_relations/

- Dissemination of information to the general public via the media when financial results and business directions are to be announced to interested parties. This allows local and foreign investors and analysts to keep abreast of the Bank's performance and growth.

5. Responsibilities of the Board

A. Board Structure

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 nine Board members.

Election of Board members follows the resolution of shareholders' meetings and as set out in the Bank's Articles of Association. The number of directors on the Board shall not be fewer than 5 and not more than 12. The structure of the Board of Directors and the setup of Board Committees are as prescribed by the Bank of Thailand (BOT)'s notification regarding corporate governance of financial institutions and the Capital Market Supervisory Board's notification regarding application and permission for initial public offering and other amendments. The Board composition is as follows:

- executive directors
- 3 non-executive directors
- 4 independent directors (accounting for 44.4% of the entire Board)

The three independent directors who concurrently serve on the Audit Committee must satisfy the criteria based on the good corporate governance principles.

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

President and Chief Executive Officer is an ex officio executive director who has powers and duties as deemed appropriate by the Board of Directors, including:

1. Operate the business of the Bank in accordance with the policies, strategies and goals prescribed by the Board of Directors.
2. Keep abreast of and report business conditions and status of the Bank, and recommend alternatives and strategies which are in line with the policies and market conditions.
3. Consider and deliberate the business operation matters, and have approval authority as given in the work regulation in force.
4. Monitor and control the Bank's operations in such areas as finance, risk management, internal control, operation, and human resource.
5. Serve as representative of the Bank empowered to make business execution and contact with government agencies and other regulatory bodies.
6. Ensure that communication with the public, shareholders, customers and employees is made in a way that enhances good image and reputation of the Bank.
7. Consider any other matters as assigned by the Board of Directors or the Board committees designated by the Board of Directors.
8. Ensure bank-wide adoption of good governance principles.

Each director's term of office is prescribed in the Articles of Association. At every annual general meeting, one-third of the directors shall retire. In any subsequent years, the directors who have been in office the longest shall retire.

The Bank has incorporated a policy on directors holding positions in other companies into its corporate governance principles in line with the corporate governance guidelines of relevant regulators, e.g. 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 directorship in not more than five listed companies.

B. Board Committees

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

C. Roles, Duties and Responsibilities of the Board

1. Leadership and Vision

The Board consists of individuals from diverse professional backgrounds with a broad spectrum of experience and expertise as well as business ethics. The roles and responsibilities of the Board, including the appointment and removal of directors, are 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 good understanding of the Bank's business. It is responsible for ensuring independent oversight of internal controls and risk management while providing an objective assessment of management in the execution of the Bank's policies and strategies.

2. Ethics and Conflict of Interests

The Bank has formulated code of conduct in its corporate governance guidelines which the Board, management, and all employees must comply with when interacting with the customers, shareholders, employees, business partners or creditors. Emphasis is also placed on responsibilities for 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 judgment, and act in compliance with rules and regulations. Alleged breaches of code of conduct are investigated

in accordance with the procedures set out, and disciplinary penalty is imposed if someone is found guilty. Details of the Bank's code of conduct are available on www.cimbthai.com.

The Bank has communicated to all staff guidelines for compliance with code of conduct and corporate governance policy by making such information available online through the learning management system (LMS) and having them sign in acknowledgment thereof.

The Bank has in place policies to prevent conflicts of interest, connected transactions or related-party transactions. These include:

- Policy for 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 with 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.
- 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 core assets and/or rights to acquire or dispose of the Bank's core 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 and management members must:

- 1) ensure that the transaction is legitimate, that is, it is reasonable, and is in the best interest of the Bank, including ensuring that the terms and conditions are not different from similar transactions made with unrelated parties; and
- 2) ascertain that the procedures for considering and approving any such transaction are fair, transparent, and verifiable, and that sufficient information on such transaction is disclosed to investors.

Connected transactions are subject to approval by the Board. Persons who review or recommend a transaction for approval must have no interests therein. Directors with material interests therein are not allowed to attend the meeting and vote thereon. The Bank may request additional opinion from an independent financial advisor if the transaction has to go to the shareholders' meeting.

D. Board Meetings

Board meetings are scheduled in advance for the entire 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 2014, the Bank held 12 Board meetings (details as disclosed under "Meeting Attendance of Directors")

E. Board Performance Review

The Bank has conducted annual evaluation of the Board performance to allow the Board members to make a joint review of the Board performance, raise concerned problems and obstacles, and give observations and recommendations for increased operational efficiency. The evaluation form comprises six sections: 1) structure and qualifications of the Board members, 2) roles, duties and responsibilities of the Board, 3) Board meetings, 4) Board's performance of duties, 5) relationship with the management, and 6) self-development of the Board members and executive officers. The evaluation results will be compiled and concluded by the Board Secretary before presenting to the Chairman of the Board for review to ensure compliance of the practices with the Board Charter.

9.2 Board Committees (as of 31 December 2014)

The Bank has various board committees as follows:

a. Board of Directors

(the name list of Board members is shown in part 2 page 37)

comprising of

1. Non-executive director

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

2. Executive director

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

3. Director who is delegated authorised signatory

Means one or several director(s) authorised by the Board to execute contracts or other written instruments on behalf of the Bank.

4. Independent director

Means a director who does not have any related business, hold any managerial position or have any beneficial interest in financial institutions that may affect his/her independent decision. An independent director of a public listed company is also required to comply with the provisions in the Capital Market Supervisory Board Notification No. ThorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (independent directors' qualification as details in page 70-71)

Powers of Board of Directors

1. Appoint and remove regular and temporary employees, determine payment of bonus and compensation to regular and temporary employees or any person doing business for the Bank, and declare dividend payment to shareholders.
2. Establish Board committees as deemed necessary to assist the Board in overseeing the Bank's business affairs, and determine remuneration for committee members as appropriate.
3. Appoint any person as adviser to the Board to give opinion on the Bank's business affairs, and determine remuneration as appropriate.
4. Delegate authority to any one or more director(s) or other person(s) to perform any duty on behalf of the Board.
5. At the Board meeting, each director shall have one vote. Director with beneficial interests in any matter shall not be entitled to vote on that matter. In the event of a vote tie, the Chairman of the meeting shall have the casting vote.

Duties and Responsibilities of Board of Directors

Basic responsibility of the Board is to exercise judgment on the business operations in a manner that they reasonably believe to be in the best interests of the Bank and in compliance with the applicable laws and regulatory rules, the Bank's Articles of Association, and resolutions of the shareholders' meetings, as detailed below:

1. Set vision, targets, policies, strategies, administration, utilisation of resources, and business standards and framework of the Bank; and monitor and supervise the Bank's business operations to ensure efficient and effective discharge of functions in accordance with the policies set forth.
2. Select individuals qualified for directorship and make recommendation thereof to the shareholders' meeting for election as directors, as well as encourage the shareholders to nominate candidates for election as directors.

3. Select qualified individuals from diverse professional backgrounds and with a broad spectrum of experience and expertise for appointment to executive management positions.
4. Review and approve budgets proposed by executive management under joint consideration with executive management.
5. Delegate authority for day-to-day management to executives based on agreed objectives and targets, except when the matter is of high significance and not in normal course of business of the Bank and hence warrants the Board's attention, such as change in the Bank's capital structure, investment in other business, business merger, disposal of assets and capital expenditure; or in case where the Board's ratification is required, including the matter with conflict of interest, and an approval by the shareholders' meeting has to be sought; the Board is duty-bound to give opinion to the shareholders on such matter.
6. Determine the issues to be brought to its attention by executive management.
7. Set measures for executive management to communicate and ensure there is communication of operational targets and policies to Bank staff at all levels.
8. Monitor and supervise executive management's business operations to ensure compliance with relevant laws and regulations as well as contractual terms and conditions.
9. Monitor and ensure that the Bank has in place efficient and effective risk management system.
10. Monitor and ensure that the Bank has in place adequate, proper and efficient internal control system for the benefit of the Bank; formulate and implement a clear procedure to cope with conflict of interest; put in place policies and processes preventing executive management and other concerned parties from using confidential inside information for personal gains; and assess and review the adequacy of the Bank's internal controls every year-end.
11. Ensure that all stakeholders are treated fairly.
12. 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; and supervise to ensure that processes are in place for implementing a sound accounting system and proper accounting records are kept for future references.
13. Ensure that processes are in place for reporting of operating results in comparison with the targets and the problems arisen so that the Board can monitor, improve and rectify the plans and strategies as appropriate.
14. Establish procedures for evaluating the performance of senior executives to determine the appropriate levels of remuneration, taking into account risks and responsibilities involved as well as added value to shareholders in the long run.
15. Review the pay structure and criteria for authorising bonuses, incentives and benefits for regular and temporary staff or any person doing business for the Bank, regardless of whether on a regular basis or not, as recommended by executive management.
16. Appoint any person as adviser to the Board, or seek professional advice from an external adviser, to give opinion and suggestion on the Bank's business affairs at the expense of the Bank; and determine the remuneration for whom as deemed appropriate.
17. Appoint Board committees as necessary to assist the Board in overseeing the Bank's business affairs in the areas assigned, and determine the remuneration for whom as deemed appropriate. Board committees may, at the Bank's expense, engage independent experts to give additional advice and also have regular staff available to assist in data compilation and coordination to support the Board committees' discharge of duties.
18. Ensure that adequate, accurate and reliable information is disclosed in a timely manner.
19. Appoint Board secretary to assist the Board in managing its business affairs and ensure compliance with the relevant laws, rules and regulations.
20. Put in place corporate governance principles and business ethics, Board and Board committee charters, and human resource management policies.
21. Ensure there are relevant and effective operational controls, monitoring and guidelines available in all work units across the organisation.
22. Conduct self-assessment every year.

The Board shall under no undue influence make independent decisions, or objections in case of disagreement or conflict of interests, and make approvals of matters or recommendation to the shareholders' meeting for approvals as appropriate, based on the following principles:

Sufficiency:

- To act in the best interests of the Bank;
- To exercise sound and prudent judgment; and
- To decide dispassionately without consideration of personal gains.

Prudence:

- To act with due care taking all steps in the manner a director should take under similar circumstance;
- To make informed decisions; and
- To act with reasonable grounds that information is reliable and correct.

Integrity:

- To act in good faith;
- To make decisions free of possible or appearance of conflict of interest; and
- Not to make use of the Bank's information and opportunities for personal or other persons' gains.

b. Other Board Committees

The Board has appointed the following principal committees to assist it in overseeing and ensuring the Bank's business operations with prudence and efficiency:

1. Audit Committee
2. Nomination, Remuneration and Corporate Governance Committee
3. Board Risk Committee
4. Shariah Sub-Committee
5. Management Committee
6. Risk Management Committee
7. Credit Risk Committee
8. Credit Committee Level 2
9. Retail Business Committee
10. Assets and Liabilities Management Committee
11. IT Strategic Planning Committee
12. Market Risk Committee Thailand
13. Marketing and Communications Committee
14. Product Development Committee
15. Credit Committee Level 3
16. Problem Loan Management Working Group

1. Audit Committee

The Audit Committee (AC) is composed of:

- | | | | |
|----|-----------------------------|---|--|
| 1. | Mr. Sukont Kanjana-Huttakit | Independent Director | Chairman |
| 2. | Dato' Shaarani Bin Ibrahim | Independent Director | Member |
| 3. | Ms. Sopawadee Lertmanaschai | Independent Director | Member |
| 4. | Ms. Siriporn Sanunpairaue | First Executive Vice President
Internal Audit Division | Secretary for Internal Audit
function |
| 5. | Mr. Thaphop Kleesuan | Executive Vice President
Compliance Department | Secretary for Compliance
function |

Powers, Duties and Responsibilities:

1. Assist the Board in discharging its statutory duties and responsibilities relating to accounting, reporting practices and corporate governance.
The AC shall review the effectiveness of internal controls, risk management processes and governance practices, taking into account the requirements of relevant BOT guidelines and SEC's and SET's listing requirements.
2. Review the effectiveness of Internal Audit Division.
3. Recommend to the Board and shareholders the appointment of external auditors, including the appropriate remuneration, as well as review the effectiveness of external auditors.
4. Review the effectiveness of compliance function and monitor Compliance Department work to ensure compliance with relevant regulations.

5. Review the findings and compliance issues identified by regulators and ensure that appropriate and prompt remedial actions are taken by management.
6. Review the correctness and adequacy of financial statements for submission to the Board of the relevant entities within the CIMB Thai Group.
7. Review all related party transactions submitted by management that may arise within the CIMB Thai Group and keep the Board informed of such transactions.
8. Report to the Board any corrective action or improvement required should the AC have concerns over conflict of interest activities, fraud, irregularities, significant internal control weakness, or violation to the relevant regulations. If the Board or management does not take appropriate action within the timeframe determined by the AC, any member of the AC has to report such activity to the SEC or SET.
9. Report all activities of the AC in the Bank's annual report, which must be signed by the AC Chairman. The report must contain information at least as stipulated in the SET regulations.
10. Clearly document the scope, roles and responsibilities of the advisory service from external expert to the AC or appointment of management to perform duty on behalf of the AC, if any.
11. Approve, revise and conduct annual reviews of the Bank's internal policies related to compliance, which are not required by regulatory bodies to obtain the Board of Directors' approval.
12. Approve annual compliance report as required by regulators.
13. Approve Internal Audit Division and Compliance Unit Charter.
14. Perform any other duties as specified in Audit Committee Charter.
15. Perform any other assignments delegated by the Board.

Scope: CIMB Thai Bank group-wide

2. Nomination, Remuneration and Corporate Governance Committee

The Nomination, Remuneration and Corporate Governance Committee is composed of:

1.	Mrs. Watanan Petersik	Independent Director	Chairperson
2.	Dato' Robert Cheim Dau Meng	Vice Chairman	Member and Alternate Chairperson
3.	Dato' Shaarani Bin Ibrahim	Independent Director	Member
4.	Head	Human Resource Management Division	Secretary

Powers, Duties and Responsibilities:

1. Nomination:

- Formulate policy, criteria, and method for proposing candidates for directors and persons with management authority (EVP and Above) to the Board for consideration and appointment, and submit the policy to the Bank of Thailand upon request.
- Nominate qualified candidates for the following positions to the Board of Directors for approval:
 - a. Director,
 - b. Director appointed to sit on Board committee,
 - c. Managerial position of Executive Vice President and above.
- Ensure that the size and composition of the Board is appropriate for the organisation and is adjustable to suit the changing business environment. Board members shall possess appropriate expertise and experience.
- Disclose the nomination policy and procedures in the Bank's annual report.
- Consider the appointment and fixing of remuneration of directors of the Bank's subsidiaries and recommend them to the board of directors of the subsidiaries for approval.

2. Remuneration:

- Recommend remuneration and benefit policy as well as amount of remuneration and benefits for the Board members and persons with managerial authority (Executive Vice President and above) with clear and transparent criteria for consideration and approval by the Board; and have such policy submitted 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).
- Ensure that remuneration for the Board members and persons with managerial authority (Executive Vice President and above) is commensurate with their duties and responsibilities. Board members who take on extra assignments should be compensated accordingly.
- Set performance assessment criteria for Board members and persons with managerial authority (Executive Vice President and above) for annual remuneration review, taking into account their responsibilities and risks as well as enhancement of long-term shareholder value.
- Disclose the remuneration policy, actual payment thereof in various forms, and NRC's report that at least covers the objectives, activities and opinion of the NRC in the Bank's annual report.
- Review the remuneration schemes for employees of the Bank in line with the industry practices and remuneration framework of CIMB Group.
- Consider and recommend to the Board for approval the annual salary adjustment and bonus framework for CIMB Thai Group.

3. Corporate Governance:

- Review corporate governance policy and codes of conduct for directors and employees of the Bank to ensure consistency with the corporate governance criteria of relevant regulatory authorities, and submit to the Board of Directors for approval.
- Approve corporate governance guidelines for relevant units to align with and present to the Board of Directors for acknowledgement on a yearly basis so as to enhance good corporate governance of the Bank.

4. Other matters as assigned by the Board.

3. Board Risk Committee

The Board Risk Committee (BRC) is composed of:

- | | |
|-----------------------------------|-------------------------------|
| 1. Mr. Kenny Kim | Chairman |
| 2. Mr. Chitrapongse Kwangsukstith | Member and Alternate Chairman |
| 3. Mrs. Watanan Petersik | Member |
| 4. Ms. Serena Tan Mei Shwen | Member |
| 5. Mr. Subhak Siwaraksa | Permanent Invitee |
| 6. Ms. Panute Na Chiangmai | Secretary |

Powers, Duties and Responsibilities:

1. Approve the appointment and changes of members as well as powers, duties and responsibilities of the following risk committees:
 - 1.1 Risk Management Committee (RMC)
 - 1.2 Assets and Liabilities Management Committee (ALCO)
 - 1.3 Market Risk Committee Thailand (MRCT)
 - 1.4 Product Development Committee (PDC)
 - 1.5 Credit Committee Level 2 (CCL2)
 - 1.6 Credit Committee Level 3 (CCL3)
2. Approve/concur with risk policies, limits and management action triggers (MAT) (e.g. market risk, credit risk, liquidity risk, operational risk, strategic risk, etc.) of CIMB Thai and its Financial Group as follows:
 - 2.1 Concur with risk policies required by regulator(s) prior to submission to the Board for approval.
 - 2.2 Approve risk policies permitted by regulator(s) to be approved by the Board-delegated committee, including all risk-related delegated authorities and credit approval delegated authorities under product programs.
 - 2.3 Approve all risk limits and MATs.
3. Oversee the entire risk and capital management function of CIMB Thai and its Financial Group, including:

- 3.1 To concur with capital management policies and strategies, including Capital Management Framework, Strategic Risk Framework and Annual Integrated Planning Framework prior to submission to the Board for approval.
- 3.2 To concur with policies related to Basel - Internal Capital Adequacy Assessment Process (ICAAP), including identifying, measuring, monitoring and controlling of risks to be in line with the risk and capital strategy and regulatory requirements prior to submission to the Board for approval.
- 3.3 To concur with the Risk Appetite Statement prior to submission to the Board for approval.
- 3.4 To ensure these policies and frameworks are operating effectively and being complied with.
4. Review and concur or approve proposals recommended by risk committees, including concurrence with new Treasury products and material and non-material variation/combination of the existing Treasury products (prior to submission to the Board for approval), approval of new Non-Treasury products and service offerings of CIMB Thai or material change to the existing non-Treasury products/services and approval of new third parties before selling their products.
5. Review and concur with new or material change to the existing products/services of CIMB Thai Financial Group (prior to submission to respective company in its financial group's Board for approval).
6. Provide strategic guidance and review decisions made by the various risk committees.
7. Ensure infrastructure, resources, systems including risk measurement tools and other capabilities of CIMB Thai and its Financial Group are in place for risk management to maintain a satisfactory level of risk management and discipline and that the risk awareness culture is pervasive throughout the organization.
8. Appoint external consultants, from time to time, to review and advise BRC on risk management matters.
9. Approve and ensure the following are in line with regulatory requirements:
 - 9.1 Risk-related disclosures
 - 9.2 Risk-related disclosure policies
 - 9.3 Internal control over process of risk-related disclosures
10. Concur with business continuity management (BCM) frameworks and policies of CIMB Thai and its Financial Group prior to submission to CIMB Thai's Board of Directors or Board of Directors of the respective companies in its financial group.

4. Shariah Sub-Committee

The Shariah Sub-Committee is composed of independent Islamic finance experts who are not Bank employees and/or hold no other positions in the Bank, as below:

1. Assoc.Prof. Dr. Ismaae Alee
2. Dr. Maroning Salaming

Power, Duties and Responsibilities:

1. Explore all possibilities in providing financial services in the conduct 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 Board Committees involved.

5. Management Committee

The Management Committee is composed of:

- | | | |
|---|---|---------------|
| 1. Mr. Subhak Siwaraksa | President and Chief Executive Officer | Chairman |
| 2. Mr. Surachai Chitratsenee ¹ | Deputy CEO & Senior Executive Vice President, Business Support Group | Vice Chairman |
| 3. Mrs. Panute Na Chiangmai | Senior Executive Vice President Risk Management Group | Member |
| 4. Mr. Narongchai Wongthanavimok | Senior Executive Vice President Strategy and Finance Group | Member |
| 5. M.L. Nathchanya Davivongse | Senior Executive Vice President Transaction Banking Group | Member |
| 6. Mr. Silawat Santivisat | Senior Executive Vice President Group Information and Operations Division | Member |
| 7. Mr. Pornchai Padmintra | Senior Executive Vice President Wholesale Banking Group | Member |
| 8. Mr. Jiratchyuth Amyongka | Senior Executive Vice President Commercial Banking Group | Member |

9.	Mr. Adisorn Sermchaiwong	Senior Executive Vice President Retail Banking Group	Member
10.	Mr. Sutee Losoponkul	Senior Executive Vice President Treasury Group	Member
11.	Mr. Sittichai Mahaguna	Executive Vice President Corporate Finance and Equity Capital Markets Group	Member
12.	Head of	Human Resources Management Division	Member
13.	Mr. Prapas Thongsuk	Executive Vice President Corporate Communications Division	Member
14.	Mr. Thaphop Kleesuan	Executive Vice President Office of the President	Secretary
	<u>By invitation</u>		
	Ms. Siriporn Sanunpairaue	First Executive Vice President Internal Audit Division	

Notes /1 The Board meeting resolved extending the employment and appointment of Mr. Surachai Chitratsene as Deputy CEO and Senior Executive Vice President, Business Support Group, taking effect from 1 January 2015 to 31 December 2015.

Powers, Duties and Responsibilities:

1. Provide advice to the President and Chief Executive Officer.
2. Monitor and evaluate performance of each business unit.
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 key regulatory issues.
7. Approve delegated authority on internal operations of non-risk related business units.
8. Approve, revise and conduct annual reviews of the Bank's internal policies related to administration/operation/others, which are not required by regulatory bodies to obtain the Board of Directors' approval.
9. Approve the revision of delegation of authority and policies in relation to the Bank's reorganisation.
10. Approve the appointment and revision of members, duties and responsibilities of Community Link Committee, Marketing and Communications Committee, and Retail Business Committee.
11. Consider and decide on non-financial issues under 1Platform Project.
12. Review, give opinions, consider and approve the proposed legal provision in case the Bank and executives are sued for damages as recommended by Corporate Legal Division.
13. Approve fee sharing scheme for investment product selling and/or referral of customers through Retail Banking Group only in case of third party products which are not related party transactions or have no material change from the existing ones already approved by Risk Management Committee.
14. Approve third party products with non-material change from those already approved by Risk Management Committee.
15. Appoint appointment of insurance broker for the Bank.
16. Other matters as assigned by the Board/President and Chief Executive Officer.

Scope: CIMB Thai Bank group-wide

6. Risk Management Committee

The Risk Management Committee is composed of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Surachai Chitratsene	Deputy CEO and Senior Executive Vice President, Business Support Group	Member and Alternate Chairman
3.	Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Member
	or Mrs. Thitawat Pothanant	First Executive Vice President Credit Evaluation Division	Member
4.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy and Finance Group	Member

5.	M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group	Member
6.	Mr. Silawat Santivisat	Senior Executive Vice President Group Information and Operations Division	Member
7.	Mr. Pornchai Padmindra	Senior Executive Vice President Wholesale Banking Group	Member
8.	Mr. Jiratchyuth Amyongka	Senior Executive Vice President Commercial Banking Group	Member
9.	Mr. Adisorn Sermchaiwong	Senior Executive Vice President Retail Banking Group	Member
10.	Mr. Sutee Losoponkul	Senior Executive Vice President Treasury Group	Member
11.	Representative from Risk Management Group		Secretary

Powers, Duties and Responsibilities:

1. Ensure that the entire risk and capital management functions of CIMB Thai and its Financial Group operate effectively, including review and concur with the following prior to submission to Board Risk Committee for consideration:
 - 1.1 Capital management policies and strategies, including Capital Management Framework, Strategic Risk Framework and Annual Integrated Planning Framework
 - 1.2 Policies related to Basel - Internal Capital Adequacy Assessment Process (ICAAP) including identifying, measuring, monitoring and controlling of risks to be in line with the risk and capital strategy and regulatory requirements
 - 1.3 Risk Appetite Statement
2. Enhance shareholder value through evaluation of risk-return profiles of business activities and ensuring that they are within the parameters set by the Board of Directors or Board Risk Committee.
3. Review and concur with all risk policies, limits and management action triggers (MAT) (e.g. market risk, credit risk, liquidity risk, operational risk, strategic risk, etc.), including all risk-related delegated authorities and credit approval delegated authorities under product programs of CIMB Thai and its Financial Group prior to submission to Board Risk Committee for consideration.
4. Review and ensure that infrastructure, resources, systems and other capabilities of CIMB Thai and its Financial Group are in place for risk management to maintain a satisfactory level of risk management and discipline and that the risk awareness culture is pervasive throughout the organization.
5. Review and ensure the following are in line with regulatory requirements prior to submission to Board Risk Committee for consideration:
 - 5.1 Risk-related disclosures
 - 5.2 Risk-related disclosure policies
 - 5.3 Internal control over process of risk-related disclosures
6. Compliance
Enforce compliance with all the risk management frameworks, policies, risk limits and delegation of authorities of CIMB Thai and its Financial Group concurred or approved by Board Risk Committee or Board of Directors.
7. Consider and concur with risk identification and measurement prior to submission to the Board Risk Committee for approval.
 - 7.1 Methodologies to identify and measure all the risks including appropriate risk measurement tools (e.g. scorecards, rating models, etc.)
 - 7.2 Strategies to assess, monitor and control the risks to be within the appropriate levels.
8. Maintenance of asset quality
Ensure the asset quality of CIMB Thai and its Financial Group through close monitoring of credit approval process, approval of new loans and remedial actions for non-performing loans to promote confidence in asset quality maintenance of the Bank and its Financial Group.
9. Review and concur with business continuity management (BCM) framework and policies of CIMB Thai and its Financial Group prior to submission to Board Risk Committee for consideration.
10. Consider and propose the appointment of risk committees to Board Risk Committee for consideration.
11. Consider and approve the appointment and changes of members as well as powers, duties and responsibilities of the following committees:
 - 11.1 Basel Steering Committee
 - 11.2 Operational Risk Management Committee
 - 11.3 Credit Risk Committee

12. Consider and approve the appointment and changes of members of Credit Committee Level 3 as appropriate.

7. Credit Risk Committee

The Credit Risk Committee is composed of:

1. Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2. Mrs. Panute Na Chiangmai (Representative from Risk Management Group)	Senior Executive Vice President Risk Management Group	Member and Alternate Chairperson
3. Mr. Surachai Chitratsenee*	Deputy CEO & Senior Executive Vice President, Business Support Group	Member
or Ms. Suvimol Phoponvattanakorn	First Vice President Corporate Litigation Team	Alternate Member
4. Mr. Narongchai Wongthanavimok*	Senior Executive Vice President Strategy and Finance Group	Member
or Mrs. Pannee Deesilpakij	Senior Vice President Wholesales Finance Team	Alternate Member
5. Mr. Jiratchyuth Amyongka*	Senior Executive Vice President Commercial Banking Group	Member
or Mr. Somkiat Sethasompope	Senior Vice President Commercial Credit Analysis Team	Alternate Member
6. M.L. Nathchanya Davivongse*	Senior Executive Vice President Transaction Banking Group	Member
or Mrs. Wadaporn Techasuwan	Executive Vice President Trade Finance Sales & Product Division	Alternate Member
7. Mr. Adisorn Sermchaiwong*	Senior Executive Vice President Retail Banking Group	Member
or Ms. Onanong Udomkantong	Executive Vice President Retail Loan Products	Alternate Member
8. Mrs. Wimonrat Seriniyom*	Executive Vice President Corporate Banking Group	Member
or Ms. Chittavadee Sangthong	Executive Vice President Credit and Operational Risk Analytics Division	Alternate Member
9. Mrs. Siriporn Ambhanwong	Executive Vice President Operations Division	Member
10. Mrs. Thitawat Pothanant (Representative from Risk Management Group)	First Executive Vice President Credit Risk Division	Member
11. Mr. Anuwat Chuenchon (Representative from Risk Management Group)	Vice President Corporate Credit Analytics	Secretary

* Mandatory members, if being unable to attend the meeting, must appoint their respective alternate members to attend the meeting.

Powers, Duties and Responsibilities:

The Credit Risk Committee reports to the Risk Management Committee on all credit related activities of the Bank's group. The responsibilities of Credit Risk Committee include the following:

1. Review the change/improvement of policies on credit granting transactions and investments in debt instruments or hybrid financial instruments, covering all credit-related transactions in the Financial Group; and provide recommendation to Risk Management Committee for consideration.
2. 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.
3. Review and concur with credit risk frameworks/policies/guidance/limits and credit risk related frameworks/policies/guidance prior to submission to Risk Management Committee for consideration.
4. Any other functions as and when assigned by Risk Management committee or Board Risk Committee.

Scope: CIMB Thai Financial Group

8. Credit Committee Level 2

The Credit Committee Level 2 is composed of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Surachai Chitratsenee	Deputy CEO & Senior Executive Vice President, Business Support Group	Member and Alternate Chairman
3.	Mrs. Panute Na Chiangmai (Representative from Risk Management Group)	Senior Executive Vice President Risk Management Group	Member
4.	M.L. Nathchanya Davivongse or Mrs. Wadaporn Techasuwan (Representative from Transaction Banking Group)	Senior Executive Vice President Transaction Banking Group Executive Vice President Trade Finance Sales & Product Division	Member
5.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy and Finance Group	Member
6.	Mr. Pornchai Padmin Wimonratdra or Mrs. Wimonrat Seriniyom (Representative from Wholesale Banking Group)	Senior Executive Vice President Wholesale Banking Group Executive Vice President Corporate Banking Group	Member
7.	Mr. Jiratchyuth Amyongka	Senior Executive Vice President Commercial Banking Group	Member
8.	Mrs. Thitawat Pothanant (Representative from Risk Management Group)	First Executive Vice President Credit Risk Division	Member
9.	Credit Committee Level 2 Secretary Team		Secretary

Powers, Duties and Responsibilities:

The Credit Committee Level 2 reports to the Board of Directors on all credit related activities of the Bank's group. The responsibilities of the Credit Committee Level 2 include the following:

1. Approve credit facilities including investments in debt instruments or hybrid financial instruments without embedded derivatives for customer and/or group of customers having aggregate limits and global rating (on a group basis) as follows:

Customer and/or Customer Group Limit	Group Rating
Not over THB 500 million	All ratings
Over THB 500 million up to THB 800 million	Rating 9 and better
Over THB 800 million up to THB 2,000 million	Rating 7 and better
Over THB 2,000 million up to THB 3,000 million	Rating 4 and better

Group rating is the weighted average of the global obligor rating (based on credit limit) of all companies in the group:

- Revolving credit: credit limit = approved credit line
- Non-revolving credit: credit limit = outstanding + available line for drawdown

For customers which are in the groups that have specialized lending accounts and have not been rated, the Credit Committee Level 2 shall approve for customer and/or group of customers within the aggregate limits of not over THB 500 million. Once the rating is ready to implement for specialized lending accounts, the above table is to be applied.

2. Review and approve annual review, changes in terms and conditions for credit facilities originating group-wide extended to the customer and/or group of customers within the aggregate limits up to legal lending limit (Bank of Thailand).
3. Recommend for the Board's approval, where necessary, all credit proposals and/or investments in debt instruments or hybrid financial instruments without embedded derivatives for customers and/or group of customers not under authority of the Credit Committee Level 2, and all proposals for investment in debt instruments with embedded derivatives and all lending to related parties.

4. Approve temporary excess of facility limit for a period of no longer than one year, and the excess shall not be more than 10% of total limit extended to such customer.
5. Ensure the group's overall loan portfolio meets with the guidelines of regulatory authorities and approved credit policies and procedures.
6. Review and approve recovery action to be taken against cases within the Committee's sanction and review loan classification, loan loss provisions, and write-offs, including
 - 6.1 Approval of debt restructuring/ debt settlement without or with haircut/ write-off (if any) within the existing loan loss provision for credit facilities extended to the customer and/or group of customers having the aggregate limits of not exceeding THB 500 million.
 - 6.2 Approval of debt restructuring/ debt settlement with no haircut/ write-off for credit facilities extended to the customer and/or group of customers having the aggregate limits up to legal lending limits.
7. Assess the risk return trade-off when approving credit facilities to ensure that facilities granted are within the risk appetite of the group.
8. Determine, review and override baseline obligor rating of each loan as deemed appropriate.
9. Review and approve the sales of non-performing assets formerly used as premises for the Bank's operations or for use by staff and employees of Bank that have the aggregate cost of not exceeding THB 50 million.
10. Review and approve the management of non-performing assets (NPA) obtained from the transfer of collateral to the Bank to settle debt or from public auction of the collateral, including approval of selling price, sale procedures and payment conditions, whereby the aggregate cost of the sale of NPAs to any single person or group of persons shall not exceed THB 500 million.
11. Recommend to the Boards of companies in the Bank's Financial Group for approval of credit facilities, investments and debt restructuring/ debt settlement without or with haircut/ write-off (if any) within the existing loan loss provision for the customer and/or group of customers having aggregate limits up to legal lending limit, including the management of non-performing assets.
12. Other matters as assigned 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 financial group

9. Retail Business Committee

The Retail Business Committee consists of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Adisorn Sermchaiwong	Senior Executive Vice President Retail Banking Group	Alternate Chairman
3.	Mrs. Panute Na Chiangmai or Ms. Sasima Thongsamak	Senior Executive Vice President Risk Management Group First Vice President Retail Risk Management	Member
4.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy and Finance Group	Member
5.	Mr. Silawat Santivisat	Senior Executive Vice President Group Information and Operations Division	Member
6.	Mrs. Siriporn Ambhanwong	Executive Vice President Operations Division	Member
7.	Mr. Prapas Thongsuk	Executive Vice President Corporate Communications Division	Member
8.	Ms. Dusanee Klewpatinontha	Executive Vice President Wealth Products and Consulting	Member
9.	Ms. Onanong Udomkantong	Executive Vice President Retail Loan Products	Member
10.	Ms. Anchalee Charasyosvuthichai	Senior Vice President Cards and Fee Based Products	Member
11.	Ms. Sariya Taweasang	Senior Vice President Retail Deposit and Customers	Member

12.	Ms. Piyawan Thianphranon	Senior Vice President Retail Business Finance Team	Member & 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 Group and the subsidiaries in retail business (including lending, collection, deposit-taking, branch and branch services, credit card, all retail products or services, and back office infrastructure) (hereon referred to as "Retail Business") for submission to Management Committee.
3. Approve/ concur with business plans, budgets, strategic plans and sales promotion of Retail Business.
4. Review and monitor overall performance of Retail Business with details as follows:
 - 4.1 Retail banking portfolio performance and retail banking profitability (P&L) by product, customer, channel, campaign and special promotion.
 - 4.2 Marketing plan including branding, sales promotion, advertising and product design.
 - 4.3 Operation/ IT which is related to Retail Business, e.g. down time issue, turn-around time, etc.
 - 4.4 Risk performance which has impacts on Retail Business, e.g. credit criteria, credit processing, etc.
- a. Staff turnover of Retail Business, including other arising issues.
5. Delegate an authority of approval to Retail Banking Group Head and Strategy & Finance Group Head for the framework and concept of incentive* scheme designed for the Bank's staff, and any changes in relation to framework and payout of the new or existing scheme only with the case that expenses ≤ THB 0.5 million. In case of excess of THB 0.5 million, proposal to Retail Business Committee is required.
6. Delegate an authority of approval to Retail Banking Group Head and Strategy & Finance Group Head for new marketing plan, sales promotion plan, media and advertising, and other related expenses** (excluding interest rates and fees) only with the case that expenses ≤ THB 0.5 million. In case of excess of THB 0.5 million, proposal to Retail Business Committee is required.
7. Delegate an authority of approval to the Chairman and Managing Director of subsidiaries for the framework and concept of incentive* scheme designed for the subsidiaries' staff, and for new marketing plan, sales promotion plan, media and advertising, and other related expenses** only with the case that expenses ≤ THB 0.5 million, which shall be proposed for acknowledgment at the next Retail Business Committee's meeting. In case of excess of THB 0.5 million, proposal to Retail Business Committee is required.
8. Perform any other functions as assigned by Management Committee or the President and CEO.

Note: If any incentive scheme, though approved within the expense limit of THB 0.5 million, actually incurs expenses exceeding THB 0.5 million, it shall require acknowledgment at the upcoming Retail Business Committee's meeting.

*Incentive is payment to the Bank's employees (staff and direct sale staff) in form of cash or non-cash item, i.e. gold and other benefits that are taxable such as travelling package, etc., which is on top of compensation in form of salary.

**Relevant expenses are sales promotion expense, advertising & public expense, marketing activity & event expense and other acquisition expense, excluding regular marketing expenses, i.e. marketing material expense: brochure, leaflet, welcome pack, lounge benefit, etc.

10. Assets and Liabilities Management Committee

The Assets and Liabilities Management Committee consists of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Surachai Chitratsene	Deputy CEO & Senior Executive Vice President, Business Support Group	Member
3.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy and Finance Group	Member and Alternate Chairman
4.	Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Member
5.	Mr. Jiratchyuth Amyongka	Senior Executive Vice President Commercial Banking Group	Member
6.	M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group	Member

7.	Mr. Adisorn Sermchaiwong	Senior Executive Vice President Retail Banking Group	Member
8.	Mr. Pornchai Padmindra	Senior Executive Vice President Wholesale Banking Group	Member
9.	Mr. Sutee Losoponkul	Senior Executive Vice President Treasury Group	Member
10.	Mr. Pongthep Utaisincharoen	Senior Vice President Capital & Balance Sheet Management Division	Secretary

Powers, Duties and Responsibilities:

1. Ensure 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 as to avoid dependence on volatile sources of funding.
3. Ensure the appropriate level of liquid assets to be maintained and full compliance with the regulatory liquidity requirements.
4. Review the Contingency Funding Plan (CFP), Liquidity and Interest Rate Risk in Banking Book (IRRBB), and all internal liquidity limits to ensure the adequacy of the Bank's liquidity at all times.
5. Oversee the development of the stress test and the stress scenarios for liquidity risk as to ensure the Bank is able to meet its obligations under the stress situation.
6. Recommend the risk and return target for the banking balance sheet to the Board for approval of all related balance sheet matters, and the performance of each product, focusing on profitability, volume and/or market share.
7. Review, evaluate, and approve strategic hedging proposals within limits delegated by the Board.
8. Provide guidelines for determining special interest rates for business groups, but exclude Capital Markets and Treasury Products, and also decide on all FTP matters.
9. Review and recommend to the Board for approval of liquidity risk management policy, and interest rate risk in banking book policy.
10. Ensure the management of the Bank's capital is effective and sufficient to support projected business growth and complies with the regulatory requirements at all times.

11. IT Strategic Planning Committee

The IT Strategic Planning Committee is composed of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy and Finance Group	Alternate Chairman
3.	Mr. Silawat Santivisat	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 or representative from Risk Management Group	Senior Executive Vice President Risk Management Group	Member
6.	Mr. Adisorn Sermchaiwong or Mrs. Somchit Chuenchomchat	Senior Executive Vice President Retail Banking Group Senior Vice President Retail Sales Management and Supports	Member
7.	Mrs. Siriporn Ambhanwong	Executive Vice President Operations Division	Member
8.	Mr. Arichai Numlamun	Senior Vice President Financial Infrastructure Department	Member
9.	Mr. Krishna Trithavornyuenyong	Executive Vice President Technology Division	Member and Secretary
10.	Mr. Boonkiat Ekwanich	First Vice President Information Technology Audit Department	Advisor

Powers, Duties and Responsibilities:

1. Define short and long term IT plans, project priorities and appropriate budget and resources.
2. Determine the IT strategic plan to support the overall organisational strategic business plan.
3. Consider and determine technical projects, procurement and efficiency enhancement of technological systems and relevant equipment.
4. Define and monitor the effectiveness in implementing key IT policies and procedures, e.g. IT security policy, IT governance policy and IT risk management framework.
5. Approve, revise and conduct annual reviews of the Bank's internal IT-related policies.
6. Monitor the overall efficiency, performance and effectiveness of IT services.
7. Monitor the progress of each IT project in association with the strategies approved.
8. Appoint appropriate sub-committees or working groups to carry out assignments.
9. Approve IT project the project cost of which exceeds THB 1 million up to THB 100 million.
10. Review and endorse recommendations on IT projects the project cost of which exceeds THB 100 million.
11. Approve the procurement under a special process for IT projects.
12. Approve disbursement of the 1Platform R 1.1 budget of up to RM 24 million and R 2.0 budget of up to RM 2.467 million, totalling around RM 26.467 million.
13. Ensure the success of the 1Platform Project implementation through engagement with various stakeholders and relevant parties.
14. Make and approve decision on the strategy, direction, timeline, resources, staffing, financial and budget of projects.
15. Review status and approve key project deliverables.
16. Remove roadblocks and provide ongoing support for project teams.
17. Consider and approve the report of project status.
18. Ensure compliance with the governance and administrative structure of the 1Platform Project.
19. Resolve business-critical IT performance issues.
20. Resolve cross-functional project delivery issues.
21. Review post implementation review (PIR) papers for implemented projects to ascertain project management quality and meet the deliverables of business cases.
22. Establish priorities and monitor status of IT projects and compliance towards service level agreements.
23. Appoint Pre-ITSPC Review Team to review business case papers before submission to ITSPC.

Scope: CIMB Thai Bank group-wide

12. Market Risk Committee Thailand

The Market Risk Committee Thailand is composed of:

- | | | |
|---|--|---------------------|
| 1. Mr. Subhak Siwaraksa | President and Chief Executive Officer | Chairman |
| 2. Mr. Surachai Chitratsene | Deputy CEO & Senior Executive Vice President, Business Support Group | Member |
| 3. Mrs. Panute Na Chiangmai | Senior Executive Vice President
Risk Management Group | Member |
| 4. Mr. Narongchai Wongthanavimok | Senior Executive Vice President
Strategy & Finance Group | Member |
| 5. Mrs. Wimonrat Seriniyom
or Ms. Chittavadee Sangthong | Executive Vice President
Corporate Banking Group
Executive Vice President
Credit and Operational Risk Analytics
Division | Member |
| 6. Mrs. Thitawat Pothanant
(Representative from Risk Management Group) | First Executive Vice President
Credit Risk Division | Member |
| 7. Ms. Sumalee Boonanan | Senior Vice President
Treasurer's Office and Risk Analytics
Team | Member |
| Mr. Konthee Prasertwongse | Executive Vice President
Debt Capital Markets & Syndicate Team | Alternate
Member |
| 8. Mr. Somchai Yongkrittaya | Senior Vice President
Market Risk Team | Member |
| 9. Representative from Risk Management Group | | Secretary |

Powers, Duties and Responsibilities:

1. Evaluate underwrite 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 bought deals for debt securities issuance.
 - Secondary market block placements.
 And ensure that the pricing of any proposal is adequate to compensate the risk, with sufficient measures taken to mitigate risk amidst adverse market movement and to assess market conditions conducive for the success of the deals.
2. Approve in firm debt underwriting transaction for primary market of up to THB 500 million with the minimum debt rating of A-.
3. Review and recommend to the Board of Directors/ delegated Board member(s) of CIMB Thai for approval of firm underwriting or bought deal for debt securities issuance.
4. Review and recommend to the Board of Directors/ delegated Board member(s) of CIMB Thai for approval of the holding amount of any debt securities for market making purpose with the following conditions:
 - Debt securities are underwritten by CIMB Thai.
 - Within 90 days from the issue date, the holding amount must be within the limit approved by the Board of Directors/ delegated Board member(s) of CIMB Thai.
 - After 90 days from the issue date, the holding amount must not exceed 15% of the underwriting amount subject to the overall cap of market making portfolio.

Scope: CIMB Thai's Financial Group

13. Marketing and Communications Committee

The Marketing and Communications Committee is composed of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Prapas Thongsuk	Executive Vice President Corporate Communications Division	Alternate Chairman
3.	Mr. Narongchai Wongthanavimok	Senior Executive Vice President Strategy and Finance Group	Member
4.	Mr. Adisorn Sermchaiwong	Senior Executive Vice President Retail Banking Group	Member
5.	Head of	Human Resources Management Division	Member
6.	Ms. Sunitta Yodsheewan	First Vice President Public Relations and CSR Team	Secretary

Powers, Duties and Responsibilities:

1. Provide strategic direction and guidance for CIMB Thai Bank group-wide in alignment with its brand management and positioning across all businesses and markets.
2. Review and approve all marketing plans, including above-the-line (ATL) and below-the-line (BTL) campaigns.
3. Address all elements with regards to general advertising spending and associated media exposure.
4. Review and approve all internal and external communications processes and mediums.

Scope: CIMB Thai Bank group-wide

14. Product Development Committee

The Product Development Committee consists of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairman
2.	Mr. Narongchai Wongthanavimok* or Mr. Arichai Numlamun	Senior Executive Vice President Strategy and Finance Group Senior Vice President Financial Infrastructure Department	Member and Alternate Chairman Alternate Member
3.	Mr. Surachai Chitratsenee	Deputy CEO & Senior Executive Vice President, Business Support Group	Member

	or Corporate Legal Division Head		Alternate Member
4.	Mrs. Panute Na Chiangmai*	Senior Executive Vice President Risk Management Group	Member
	or Ms. Suchada Phokasub	Senior Vice President Risk Analytics and Infrastructure Division	Alternate Member
5.	M.L. Nathchanya Davivongse	Senior Executive Vice President Transaction Banking Group	Member
	or Mr. Navapan Tonthadilok	Senior Vice President Business Strategy & Marketing Division	Alternate Member
6.	Mr. Silawat Santivisat*	Senior Executive Vice President Group Information and Operations Division	Member
	or Mr. Piyawat Jirapongsuwan	Senior Vice President Business Engineering Division	Alternate Member
7.	Mr. Adisorn Sermchaiwong	Senior Executive Vice President Retail Banking Group	Member
	or Ms.Sariya Taweesang	Senior Vice President Retail Deposit and Customers	Alternate Member
8.	Mr. Sutee Losoponkul	Senior Executive Vice President Treasury Group	Member
	or Mr. Padej Piroonsit	Executive Vice President Treasury Sales Division	Alternate Member
10.	Mr. Thaphop Kleesuwan*	Executive Vice President Compliance Department	Member
	or Mr.Sirapong Chaiyatachapatana	Vice President Banking Compliance & Investor Business Compliance Section	Alternate Member
10.	Mrs. Siriporn Ambhanwong*	Executive Vice President Operations Division	Member
	or Mr. Thiti Supamanee	Senior Vice President Credit Operations Department	Alternate Member
11.	Representative from Risk Management Group		Secretary

Invitees: Ms. Siriporn Sanunpairaue, First Executive Vice President, Internal Audit Division (permanent invitee)
 Head of business unit which is the product sponsor (only required to attend the meeting if there is relevant product(s)/service(s) submitted to Product Development Committee.

*Mandatory members, if being unable to attend the meeting, must appoint their respective alternate members to attend the meeting.

Powers, Duties and Responsibilities:

- Evaluate and review proposals of the new or variation or combination of the existing products/ services of CIMB Thai and its Financial Group or the third-party products to be marketed by the Bank ("the Products").
- Grant approval-in-principle to the new or variation or combination of the existing products/ services of the Bank and its Financial Group.
- Review the competitiveness of the Products and ensure that the Bank and its Financial Group have enough resources to launch the Products and the Products suit the needs and the financial capability of the targeted consumer segments.
- Review and ensure that there is appropriate and adequate risk assessment of the Products and the process/ procedure in managing and controlling such risks are in place before launching the Products.
- Review the profitability of the Products and ensure that the cost and benefit is justified.
- Review operational process to ensure that the IT systems and operating processes of the Bank and its Financial Group are adequate or need enhancement to accommodate the launch of the Products.
- Approve the Bank's IT system/process or system/process enhancement and the Bank's IT budget, up to THB 5 million for launching each Product or service.
- Review of Products/Services of CIMB Thai:
 - Treasury products/services:
Review and concur with new Treasury products/services and material and non-material variation/combination of the existing Treasury products/services prior to submission to Board Risk Committee for consideration.
 - Non-Treasury products/services
 - Concur with new products and services or material variation/combination to the existing products/services prior to submission to Board Risk Committee for approval.
 - Approve non-material variation/combination of the existing products/services.

8.3 New third party:

Concur with new third parties (excluding CIMB Principal and CIMB Thai's subsidiaries) prior to submission to Board Risk Committee for approval.

8.4 Third party products and services:

Approve new or material variation or combination of third party products/services.

9. Review of Products/Services of CIMB Thai's Financial Group

9.1 New products/services:

9.1.1 Concur with new products and services or material variation/combination to the existing products/services prior to submission to Board Risk Committee for concurrence and to the respective Board of Directors of the companies within the Financial Group for approval.

9.1.2 Concur with non-material variation/combination to the existing products/services prior to submission to the respective Board of Directors of the companies within the Financial Group for approval.

9.2 New third party:

Concur with new third parties prior to submission to Board Risk Committee for concurrence and to the respective Board of Directors of the companies within the Financial Group for approval.

9.3 Third party products and services:

Concur with new or material variation/combination of third party products/services prior to submission to the respective Board of Directors of the companies within the Financial Group for approval.

10. Review and assess the products/services of the Bank or the third party after being launched and make recommendation for improvement.

Scope: CIMB Thai's Financial Group

15. Credit Committee Level 3

The Credit Committee Level 3 is composed of:

Set 1 shall consist of:

1.1	Mr. Boonrat Chuenurajit	Chairman
1.2	Ms. Jitrinee Tanskul	Member
1.3	Mr. Amnoey Thessiri	Member
1.4	Mr. Chalernpol Decharit	Member
1.5	Mr. Suvat Himinkool	Member
1.6	Credit Committee Secretary Team	Secretary

Set 2 shall consist of:

2.1	Ms. Apinya Punjajitti	Chairperson
2.2	Mr. Tada Potiwihok	Member
2.3	Mr. Wongkasem Karnthanat	Member
2.4	Ms. Siriporn Sirisingha	Member
2.5	Mr. Navapan Tonthadilok	Member
2.6	Credit Committee Secretary Team	Secretary

Powers, Duties and Responsibilities:

The Credit Committee Level 3 reports to the Credit Committee Level 2 on all credit related activities of the Bank's group. Power, duties and responsibilities of the Credit Committee Level 3 include:

1. Review and approve credit facilities extended to customer and/or group of customers having aggregate limits not exceeding THB 150 million.
2. Recommend for the Board's approval all lending to related parties for credit proposals which do not exceed THB 150 million.
3. Ensure the Bank financial 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/debt settlement without or with haircut/write-off (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 150 million.
5. Assess the risk return trade-off when approving loans to ensure that facilities granted are within the risk appetite of the Bank's Financial Group.
6. Determine, review and override baseline obligor rating of each loan as deemed appropriate.

7. Recommend to the boards of companies in the Bank's Financial Group for approval of credit facilities, and debt restructuring/debt settlement without or with haircut / write off (if any) within the existing loan loss provision for the customer and/or group of customers having aggregate limits not exceeding THB 150 million.

8. Other matters as assigned by the Credit Committee Level 2.

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

16. The Problem Loan Management Working Group

The Problem Loan Management Working Group is composed of:

1.	Mr. Subhak Siwaraksa	President and Chief Executive Officer	Chairperson
2.	Mrs. Panute Na Chiangmai	Senior Executive Vice President Risk Management Group	Alternate Chairperson
3.	Mr. Surachai Chitratsenee	Deputy CEO & Senior Executive Vice President, Business Support Group	Member
	or Mr. Chalernpol Decharit	Senior Vice President NPL & NPA Management Team	
4.	Mr. Pornchai Padmin Wimonratdra or Ms. Chittavadee Sangthong	Senior Executive Vice President Wholesale Banking Group Executive Vice President Credit and Operational Risk Analytics Division	Member
5.	Mr. Jiratchyuth Amyongka or Mrs. Darunee Waiyahong	Senior Executive Vice President Commercial Banking Group First Vice President Commercial Banking Services & Support Team	Member
6.	Mrs. Wimonrat Seriniyom	Executive Vice President Corporate Banking Group	Member
7.	Mrs. Thitawat Pothanant	First Executive Vice President Credit Risk Division	Member
8.	Officer, Credit Committee Secretary Team		Secretary

Powers, duties and responsibilities:

The Working Group has duties and responsibilities to acknowledge report, give advice and determine problem loan management approaches including:

- Debt rectification
- Debt restructuring
- Settlement and hair cut
- Write-off
- Collateral operation
- Others (as deemed proper and assigned by the Management Committee)

9.3. Selection and Appointment of Directors and Executives

1. Independent director

The Bank has the selection criteria of independent directors in place, and determines the qualifications of independent directors in accordance with the Capital Market Supervisory Board Notification No. ThorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares as follows:

- (a) Hold shares not exceeding one per cent of the total number of shares with voting rights of the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, including shares held by related persons of such independent director;

- (b) Neither be nor have been an executive director, employee, staff, advisor who receives a salary, or controlling person of the Bank, its parent company, subsidiary company, associated 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 the application with the Securities and Exchange Commission (SEC). Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government agency which is a major shareholder or controlling person of the Bank;
- (c) Not be a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of a child, executive, major shareholder, controlling person, or a person nominated as an executive or controlling person of the Bank or its subsidiary company;
- (d) Neither have nor have had a business relationship with the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, in the manner which may interfere with his/her independent judgement, and neither be nor have been a significant shareholder or controlling person of any person having a business relationship with the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, unless the foregoing relationship has ended not less than two years prior to the date of filing the application with the SEC.

The term 'business relationship' under the first paragraph shall include any normal business transaction for business operation, rent 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 action, which result in the Bank or the counterparty being subject to indebtedness to the other party in the amount of three percent or more of the net tangible assets of the Bank or THB 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated by the valuation method applicable to connected transactions pursuant to the Capital Market Supervisory Board Notification regarding criteria 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 have been an auditor of the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, and not be a significant shareholder, controlling person, or partner of an audit firm which employs the auditor of the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, unless the foregoing relationship has ended not less than two years prior to the date of filing the application with the SEC;
- (f) Neither be nor have been a provider of any professional services including those as legal advisor or financial advisor who receives service fee exceeding THB 2 million per year from the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing the application with the SEC;
- (g) Not be a director appointed as representative of directors of the Bank, major shareholder or shareholder who is related to the major shareholder;
- (h) Not undertake any business in the same nature as and in material competition with the business of the Bank or its subsidiary company, or not be a significant partner in a partnership, or not be a director involved in management, employee, staff, advisor who receives a salary or holds shares exceeding one percent of the total number of shares with voting rights of another company which undertakes business in the same nature as and in material competition with the business of the Bank or its subsidiary company;
- (i) Have no other characteristics which would disable expression of independent opinions on the Bank's business operations.

Upon appointment as independent director with qualifications as stated from (a) to (i) in the first paragraph, the independent director may be assigned by the Board to take part in the business decisions of the Bank, its parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person of the Bank, on a collective decision basis.

2. Selection of Directors and Executives

Selection, Appointment and Removal of Directors

The Board of Directors shall be elected by the shareholders. The Bank has put in place director nomination procedures that are transparent and open for inspection. The Board shall accordingly appoint Nomination, Remuneration and Corporate Governance Committee 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 before submitting 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 fewer than 5 and no more than 12 members, with at least half the board members having domicile in Thailand.
2. Article 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 of either an individual or several directors, each elected person shall receive votes from each shareholder in the full amount of shares held by that shareholder pursuant to (1). The shareholder shall not allot his/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 number 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 of the meeting.
3. At every annual general meeting, one-third of the directors shall retire. In any subsequent years, the directors who have been in office the longest shall retire.
5. Whenever any person vacates his/her seat as a Board member for any reason other than expiry of term of office, the remaining members shall at the next Board meeting appoint another qualified and suitable director to fill that position for the remainder of the term of office of his/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 at least 75% of the remaining members of the Board.

In addition, pursuant to the Financial Institution Business Act B.E. 2551 (2008), the Bank of Thailand (BOT) is empowered to issue an order requiring a commercial bank to remove from office any director or any person in charge of business operation that has caused serious harm to the society at large, or has failed to comply with the directives prescribed by the BOT. In this respect, the Bank is obliged to select a suitable replacement subject to approval by the BOT. The decision taken by the BOT to appoint or remove any director is conclusive.

Selection of Executives

In 2014, the Bank's principal focus was to attract talents with 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 and achieve its targets. 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.

9.4 Governing Administration of Subsidiaries and Associate Companies

To governing administration of subsidiaries and associate companies, the Bank has appointed its executives to sit on boards of directors of those companies. The executives are responsible for keeping the Bank's Management Committee apprised of all operations and progress of the subsidiaries and associate companies on a monthly basis. The Board of Directors has also established Risk Management Committee to monitor and supervise companies in the Bank's Financial Group to ensure that their operations are in compliance with Risk Management policy prescribed by the Bank as well as regulations of the Bank of Thailand. In addition, the Board of Directors has given full support to the Audit Committee to oversee the subsidiaries and associate companies enabling the Bank to supervise and monitor operations of such companies to be in accordance with the Financial Group's policies, and to conduct audits of their financial reports to ensure accuracy and adequacy.

9.5 Governing Use of Internal Information

The Bank has oversight of use of internal information in accordance with good corporate governance. It is determined in written form and included in Corporate Governance Policy of the Bank, details of which are as follows:

The Board has set a policy and procedure to prohibit unauthorised disclosure of material, non-public information which may affect the Bank's securities. Such policy and procedure require members of the Board, executives 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 executives from levels of senior executive vice-president or the equivalents upward, and those holding executive positions or department heads or the equivalents upward in the accounting or finance function line are duty-bound to report every of their sale or purchase of securities of the Bank and any change of the holding thereof, 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, executives and employees on the use of internal information and operation guidelines with avoidance of conflicts of interest. In this regard, the Board of Directors has concurred on the above practices.

9.6 Remuneration for external auditors

The Audit Committee considers the qualifications and performance of external auditors and recommends the appointment thereof as well as proposes audit fees to the Board of Directors annually. The Board then proposes the external auditor appointment and audit fees for the consideration and approval of the general meeting of shareholders. The list of external auditors to be proposed must also be endorsed by the Bank of Thailand.

For the year ended 31 December 2014, fees paid to the external auditors were as follows:

1 Audit fees

CIMB Thai group paid the auditors audit fees totaling THB 12.1 million. Other incidental expenses included transport and photocopying expenses.

2 Non-audit fee

CIMB Thai group did not obtain any other services from the audit firm for which the auditors were working and there were no other services from persons or businesses related to the auditors.

9.7 Other Compliance of Corporate Governance

In 2014, meeting attendance of Board members and Board committee members was as follows:

Unit: Attendance

No	Director Name (number of meetings attended/total meetings)	(1) Board	(2) Audit Committee	(3) Nomination, Remunera- tion and Corpo- rate Gover- nance Committee	(4) Board Risk Committee *	(5) Manage- ment Committee	(6) Risk Manage- ment Committee	(7) Credit Risk Committee	(8) Credit Committee Level 2
1.	Mr. Chakramon Phasukavanich ^{/1}	8/12	-	-	-	-	-	-	-
2.	Dato' Robert Cheim Dau Meng ^{/2/5}	10/12	-	10/11	-	-	-	-	-
3.	Mr. Sukont Kanjana-Huttakit	11/12	17/17	-	-	-	-	-	-
4.	Mrs. Watanan Petersik ^{/3}	10/12	4/17	9/11	3/5	-	-	-	-
5.	Dato' Shaarani Bin Ibrahim	11/12	16/17	10/11	-	-	-	-	-
6.	Ms. Sopawadee Lertmanaschai ^{/3/4}	7/12	8/17	-	-	-	-	-	-
7.	Mr. Chitrapongse Kwangsukstith ^{/4}	9/12	-	-	5/5	-	-	-	-
8.	Mr. Kenny Kim	8/12	-	-	3/5	-	-	-	-
9.	Ms. Serena Tan Mei Shwen ^{/4}	6/12	-	-	5/5	-	-	-	-
10.	Mr. Subhak Siwaraksa ^{/6}	12/12	-	-	5/5	47/49	14/14	8/12	40/54

*The Board of Directors approved to set up the Board Risk Committee, the first meeting of which was called on 26 June 2014.

No	Director Name (number of meetings attended/total meetings)	(9) Retail Business Committee	(10) Assets and Liabilities Manage ment Committee	(11) IT Strategic Planning Committee	(12) Market Risk Committee Thailand	(13) Marketing & Communi- cation Committee	(14) Product Develop- ment Committee	(15) Problem Loan Managem ent Working Group	(16) Shareholder meeting
1.	Mr. Chakramon Phasukavanich ^{/1}	-	-	-	-	-	-	-	1/1
2.	Dato' Robert Cheim Dau Meng ^{/2/5}	-	-	-	-	-	-	-	1/1
3.	Mr. Sukont Kanjana-Huttakit	-	-	-	-	-	-	-	1/1
4.	Mrs. Watanan Petersik ^{/3}	-	-	-	-	-	-	-	1/1
5.	Dato' Shaarani Bin Ibrahim	-	-	-	-	-	-	-	1/1
6.	Ms. Sopawadee Lertmanaschai ^{/3/4}	-	-	-	-	-	-	-	-
7.	Mr. Chitrapongse Kwangsukstith ^{/4}	-	-	-	-	-	-	-	-
8.	Mr. Kenny Kim	-	-	-	-	-	-	-	1/1
9.	Ms. Serena Tan Mei Shwen ^{/4}	-	-	-	-	-	-	-	-
10.	Mr. Subhak Siwaraksa ^{/6}	16/18	15/16	8/12	14/15	3/4	12/13	10/11	1/1

Notes:

- /1 Mr. Chakramon Phasukavanich declared his intention to resign as Director and Chairman, effective from 28 August 2014.
- /2 The Board meeting, held on 29 September 2014, resolved to appoint Dato' Robert Cheim Dau Meng, Vice President, as Chairman in place of Mr. Chakramon Phasukavanich who had resigned.
- /3 The Board meeting, held on 30 April 2014, resolved to acknowledge the resignation of Mrs. Watanan Petersik as an Audit Committee member. In addition, the Board resolved to appoint Ms. Sopawadee Lertmanaschai in replacement of Mrs. Watanan Petersik, effective from 30 April 2014.
- /4 The Annual General Meeting of Shareholders (AGM), held on 11 April 2014, approved the appointment of three new directors, namely Ms. Sopawadee Lertmanaschai, Mr. Chitrapongse Kwangsukstith and Ms. Serena Tan Mei Shwen. As of the AGM date, the appointment of Mr. Chitrapongse Kwangsukstith and Ms. Sopawadee Lertmanaschai was endorsed by the Bank of Thailand (BOT), while that of Ms. Serena Tan Mei Shwen was pending for the BOT's endorsement. Later, the BOT endorsed for Ms. Serena Tan Mei Shwen to assume a director position, taking effect on 6 May 2014.
- /5 Representative directors from CIMB Bank, namely Dato' Robert Cheim Dau Meng and Mr. Kenny Kim, have declared their intentions not to receive the meeting allowances in the Board and Board committees.
- /6 Most of the committees are chaired by the President and CEO or have the President and CEO as member. Nevertheless, the President and CEO has declared his intention not to receive the meeting allowances in those committees.

10. Corporate Social Responsibilities

The Bank gives importance to corporate social responsibilities in core business operation as it is aware that business sustainable growth can be achieved with social responsibilities.

10.1 Social responsibility policy

The Bank recognizes the importance of rights of all stakeholders, namely employees, shareholders, customers, trading partners, creditors and government agencies. The policy for stakeholders is determined as detailed below:

Customers

The Bank is determined to protect the interests of, pay attention to and take responsibility for, as well as bring maximum satisfaction to the customers, by offering quality and efficient services and products.

Shareholders

The Bank is determined to operate its business efficiently, effectively and transparently, with appropriate and consistent growth and stability of returns to the shareholders, and to put best efforts in maintaining its assets, reputation and good image.

Employees

The Bank considers all staff a valuable resource and is thus determined to promote and develop their knowledge and capabilities for their career progress and stability and proper remuneration commensurate with their capabilities and performance.

Trade partners/creditors

The Bank adheres to operating its business with integrity on the basis of contractual compliances and under business conditions which are fair and equitable to the creditors.

Corporate social responsibility

Corporate social responsibility (CSR) is part of the Bank's policy of giving back to the society by strictly complying with the relevant laws and regulations, and assisting and supporting activities that benefit the community and the society as a whole.

Responsibility for competitors

The Bank has a policy to promote competition under fair and transparent rules and circumstances, with no access to competitors' confidential information in an unethical manner and no ill intention to the reputation of competitors through false or unfair statements or acts.

The Bank's corporate social responsibilities are determined and categorized into eight principles in line with the Stock Exchange of Thailand ("SET")'s corporate social responsibility guideline:

1. Business operation for fairness

The Bank has a policy to promote competition under fair and transparent rules and circumstances, with no access to competitors' confidential information in an unethical manner and no ill intention to the reputation of competitors through false or unfair statements or acts.

2. Anti-corruption

The Bank has a policy to operate businesses with integrity, transparency and ethics. It emphasizes the importance of staff having mutual attitudes to countering, resolving and being accountable for the corruption issue, and encourages all employees to have common knowledge and understanding and work with integrity and in accordance with the Bank's Corporate Governance Policy and Codes of Conduct.

3. Respect for human rights

Respect the human rights specified in the constitution; for instance, to respect the rights and human dignity for all persons living in Kingdom of Thailand although there are differences in homeland, race, religion, sex, age, personal status, social or financial status, belief in religion, education, or political view points which are not against the purview of the constitution.

4. Fair treatment for labour

- Strictly comply with the law, rules and regulations relating to employees.
- Treat every employee equally, without discrimination on race, sex, skin color, religion, origins, age, physical disability or personal characteristics irrelevant to performance of duties.
- Appointment, transfer, rewarding and punishment, as well as fringe benefits for employees shall be based on their knowledge, capabilities, suitability, and conduct or performance of duties.

5. Responsibilities to consumers

- Aim at creating benefits to and satisfaction of customers by offering good quality products and services that can respond to customer needs timely and punctually.
- Strictly comply with contracts, agreements or conditions committed to customers. In case of inability to comply, the Bank shall inform the customers thereof in advance in order to jointly work out solutions to prevent any possible damage.

6. Environment maintenance

The Bank complies with laws and regulations regarding environment as well as efficiently ensure the safely and environment. Its employees are encouraged be aware of and have responsibilities for environment and community seriously and continuously. Safety, Occupational Health and Working Environment Policy is prepared to ensure the efficiency of continuous operation of this issue as per the safety, occupational health and working environment standard.

7. Community and social development

The main concept of CIMB Thai Community Link is not only for a long-term participation of the branch teams to create the most suitable project but the Bank will also invite executives, employees, and customers to participate in the activities. The Community Link project which will be financially supported by CIMB Foundation, Malaysia can be considered as a way to give back to the Thai society with the use of foreign capitals.

8. Innovation and its distribution

The Bank has a policy to offer products and services that respond the customers' need. It also supports the energy reservation by offering CIMB Thai's Clean Energy Loan to facilitate the customers who want to make energy efficiency investment.

10.2 Operation

The eight principles of the SET's corporate social responsibilities that the Bank conforms to are:

1. Business operation for fairness

The Bank operates business using transparent and auditable credit underwriting criteria and complying with regulatory requirements. In addition, the Bank has measures to prevent any transaction having conflict of interest, related party transaction or inappropriate related transaction. Policies are determined as follows:

- Making of such significant transactions as connected transactions and/or acquisition or disposal of assets of the Bank shall comply with the rules and regulations of the relevant regulators.
- The Bank has a policy to consider granting of credits to or making investments or commitments or making credit-like transactions with its major shareholder, or to the business in which directors or persons with managing power have beneficial interests in all cases pursuant to the ratio prescribed by the BOT. Such transactions are subject to unanimous approval by the Board and without involvement in the consideration and approval thereof by directors or persons with managing power who have beneficial interests in such credit or investment granting or credit-like transactions.

2. Anti-corruption

Being aware of the responsibility for all stakeholders, the Bank's Board of Directors ensures that channel is provided for making whistleblowing or complaints directly to the Chairman, the Chairman of the Audit Committee or the President and Chief Executive Officer. The channel is provided on the Bank's website. During the Bank's investigation, the names of the whistleblowers or the complainants will be kept confidential to protect them from any impact.

To ensure that the Bank has appropriate practice and regulation for corruption prevention, the Bank has prepared the "Policy and Procedures on Anti-Corruption" to be strictly complied with by the directors, executives, staff and subsidiaries. The Bank has also reviewed the practice, responsibility structure, risk management system, internal control and audit to prevent any internal fraud. Apart from the announcement of the Policy and Procedures, e-learning on this matter is provided to enhance the staff's knowledge and understanding.

The Bank was among the first group of organizations participating in the declaration of intention to join the “Private Sector Collective Action Coalition against Corruption” or CAC on 9 November 2010. Mr. Chakramon Phasukavanich, the Bank’s then Chairman, signed the declaration and had consistently supported the Bank to participate in the certification process in order to establish a standard in business operation with transparency, integrity and social responsibility. On 16 January 2015, the Bank was officially certified to be the “CAC Member” by the Private Sector Collective Action Coalition Against Corruption Council.

3. Respect for human rights

Human rights are the fundamental rights all human beings equally have regardless of race, skin, gender, language, religion, political opinion, or other belief. To promote and protect human rights together with government agencies, the Bank has the following practices in place:

- All staff of the Bank has the equal rights in the workplace under the rules, regulations, announcements, and orders of the Bank.
- The Bank adheres to the principles of justice and sincerity in its management by complying with business ethics and etiquettes towards all stakeholders.
- The Bank has the employment standard laws, regulations, orders, and guidelines established devoid of use of forced labor and harassment or abuse in any case.
- All employees of the Bank receive safety rights protection according to the administration and management of the occupational health and safety and workplace environment.
- The Bank provides welfare benefits for the Bank’s employees in addition to those required by laws as well as other benefits. Additionally, the Bank has set criteria and regulations for internal use as deemed appropriate

4. Fair treatment for labour

The Bank has provided employee benefits such as provident fund, social security fund, life insurance, medical treatment, annual health check-up, staff clinic, housing loan, car/motorcycle loan, staff education loan and general purpose loan, that are competitive against other leading banks to attract and retain talented and competent staff. The total fixed salary paid to Bank employees for the fiscal year was THB 2,026.05 million. To be an employer of choice, the Bank will continue to improve its staff benefits to attract and retain quality staff.

the Bank organised 173 training courses, comprising 89 internal and 84 external courses at a total cost of THB 38.48 million. The number of participants was 14,898 staff, which meant some employees attended more than one course over the year and the average ratio of training for staff was seven days per person per year. Courses conducted included those under Leadership Programme for Top Executives, Credit Academy, knowledge on products, work process and procedure, etc. Employees have further been encouraged to learn via e-learning system on such topics as IT Security Awareness, KYC/CDD, Operational Risk, Risk Appetite Principal, and so on. Moreover, the Bank has provided scholarship to employees to pursue study in MBA.

5. Responsibilities to consumers

- Provide accurate, adequate and updated information on products and services to customers to support their decision-making, carrying no exaggerated statements that may mislead customers about the quality and conditions pertaining to the products and services.
- Give importance to keeping customers’ information confidential, and not use it to seek personal interests or those of related persons.

6. Environment maintenance

Last year, the Bank had activities and projects related to environment maintenance as follows:

1. Global Warming Reduction Project: Staff at the Head Office were encouraged to sort and dispose used plastic bottles in the separated garbages provided. The bottles were sold to earn THB 4,563 in total in 2014.
2. Community members on Langsuan Road were invited to attend the meeting to find solution and preventive measures of bag-snatching problem. Later on, Mater Dei School hosted the meetings which were held 1-2 times per month. Representatives from relevant organizations such as Patumwan District Office, Lumpini Police Station, Metropolitan Electricity Authority and Bangkok Metropolitan Administration were invited to participate in the meeting. Apart from coping with bag-snatching problem, landscape and lighting on the road were also improved.
3. The Bank participated in Shred2Share Project with Infozaf Co., Ltd. to dispose unwanted papers in the provided boxes for shredding and sales. In 2014, the sales proceeds were THB 69,468.40 and was donated for charity on behalf of the Bank.

7. Community and social development

CIMB Thai Bank has continuously carried out CSR projects and activities with focus on collaborating and cooperating with CIMB network to do good and give back to Thai society. These activities have been joined by our customers, business alliances from public and private sectors, mass media and our employees, reflecting close cooperation of all sectors in the society. Our top executives and staff members have put joint voluntary efforts in driving all CSR projects to fruitful and successful outcomes, with support and assistance rendered in monetary and non-monetary forms. The Bank carried out 17 CSR projects and activities in 2014, and altogether almost 50 projects and activities since 2011, covering fields of education, environment, and social and community development. (Details of which are disclosed in the 2014 Annual Report, CSR Projects and Activities.)

8. Innovation and its distribution

The Bank has expertise in energy reservation and renewable energy projects by having been promoting energy efficiency since 2001 and is accepted by both public and private sectors, local and international. In 2011, the Bank received Thailand Energy Awards 2011 and ESCO Excellent Supporting Bank Award for being commercial bank putting emphasis on and having expertise in loan for energy reservation and renewable energy.

11. Internal Controls and Risk Management

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

- **Organisation and environment**

The Bank has structured its organisation 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 stakeholders. 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 realised 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 as well as setting up the risk control and monitoring mechanisms, and continuously strengthening the risk ownership of all staff.

- **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 business in compliance with all applicable laws and regulatory requirements. The Internal Audit Division has been set up as an independent work 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. 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, policies, procedures, relevant laws, regulations, and internal control systems. The Bank prepares an annual business plan, which is periodically reviewed to ensure its effectiveness in the rapidly changing environment. The Audit Committee is committed to ensuring that concrete actions are taken to execute recommendations and regularly monitoring resolutions to ensure that any identified issues are brought to satisfactory conclusion.

Internal Audit Division Head and Compliance Department Head

The Bank appointed Ms. Siriporn Sanunpairaue, First Executive Vice President, to be Internal Audit Division Head having duties to audit the management and operation of the Bank's work units in order to ensure the efficiency and effectiveness. In this regard, the consideration and approval to appoint, dismiss and transfer Internal Audit Division Head are roles and responsibilities of the Audit Committee.

In addition, the Bank appointed Mr. Thaphop Kleesuwan, Executive Vice President, to be Compliance Department Head having duties to supervise and monitor the Bank's operation in compliance with relevant regulatory requirements.

Qualifications of Internal Audit Division Head and Compliance Department Head are as in Attachment 3.

3. Related Party Transactions

As of 31 December 2014, the Bank recorded significant business transactions with its subsidiary and affiliated companies (related by way of having 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 43 of Financial Statements as of 31 December 2014.

- 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 banks in Malaysia, Indonesia, Singapore and Cambodia, subsidiaries of CIMB Group which is the indirect major shareholder of the Bank	<p>The Bank provided insourcing services to and took outsourcing services from the banks within CIMB Group, with details as follows:</p> <ol style="list-style-type: none"> 1) The Bank provided insourcing services and took outsourcing services on customer acquisition and financial product introduction. 2) The Bank provided insourcing services and took outsourcing services on conducting Know Your Customer (KYC)/ Customer Due Diligence (CDD) for loan transactions. 3) The Bank took outsourcing services and provided insourcing services on examination and verification of documents for loan application. 4) Audit Committee has been authorised to review and approve the insourcing/outsourcing service fees to be incurred (if any) among the parties. So far, no service fees have been charged. <p>The above transactions are considered the Bank's normal business.</p>	<p>The Board of Directors' meeting no. 1/2014 held on 22 January 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve such transactions since they would help achieve the Bank's target of being a regional universal bank and support ASEAN Banking Solution (ABS) scheme aimed at enabling customers in various CIMB countries to receive fast and convenient services of the same standard.</p>

<p>CIMB Securities (Singapore) Pte Ltd., (CIMBSS), a wholly owned subsidiary of CIMB Securities International Pte Ltd.; and CIMB Securities (Thailand) Co., Ltd. (CIMBST), a wholly owned subsidiary of CIMB Securities International Pte Ltd. which is a subsidiary of CIMB Group, the indirect major shareholder of the Bank</p>	<p>The Bank negotiated and secured deals for CIMBSS to be appointed as International Joint Bookrunner and Sole International Bookrunner for Ticon Industrial Growth Leasehold Property Fund (TGROWTH) and Mega LifeSciences Plc. (MEGA) respectively; and also for CIMBST to be appointed as Domestic Co-underwriter for MEGA. In addition, the Bank provided supports to CIMBSS and CIMBST throughout the offering processes. Therefore, CIMBSS entered into agreements with the Bank which allow the Bank to</p> <ol style="list-style-type: none"> 1) Obtain a management fee for the IPO of TGROWTH from CIMBSS, equivalent to not less than THB 2.6 million; and 2) Obtain a management fee for the IPO of MEGA from CIMBSS, equivalent to not less than THB 7.96 million, and from CIMBST, equivalent to not less than THB 2.34 million. <p>The above transactions are considered the Bank's normal business support.</p>	<p>The Board of Directors' meeting no. 1/2014 held on 22 January 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve such transactions because they were to support CIMB Thai's normal business and in the best interest of the Bank since the Bank could not act as International Bookrunner for international offering or as Co-underwriter for equity underwriting by itself, so it was required to cooperate with CIMBSS and CIMBST in rendering such services to the clients, which generated additional fee income to the Bank.</p>
<p>CIMB banks, subsidiaries of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Bank participated in Referral Fee Program under the ABS scheme, and paid to and received from other CIMB banks in various countries fees for successful commercial banking referral cases, with details as follows:</p> <ul style="list-style-type: none"> - Account opening: USD 50 per successful referral case - Loan approval: 0.15% of first drawdown amount, but not exceeding USD 2,000 per successful referral case <p>This transaction is considered the Bank's normal business support.</p>	<p>The Board of Directors' meeting no. 1/2014 held on 22 January 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve such transaction of paying fees for commercial banking referral cases among CIMB banks, since it was a normal business support transaction of the Bank which caused no damage but brought benefits to the Bank.</p>

<p>CIMB-Principal Asset Management Co., Ltd. (CPAM) and Sathorn Asset Management Co., Ltd. (STAMC), subsidiaries of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Bank provided services with details as follows:</p> <p>1) The Bank provided insourcing services to CPAM on the IT service for ESS system, starting from 1 March 2014. The insourcing service agreement with CPAM was renewed for another year to be in effect from 15 April 2014 to 14 April 2015. Monthly service fee is THB 27,795 (inclusive of VAT).</p> <p>This transaction is considered involving assets or services.</p> <p>2) The Bank conducted the annual pricing review for insourcing service agreement with STAMC as required by the agreement's terms and conditions. Service fee for the year 2014 remained unchanged from the year 2013.</p> <p>This transaction is considered the Bank's normal business support under general trading terms.</p>	<p>The Board of Directors' meeting no. 2/2014 held on 26 February 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve these transactions because they were reasonable and brought benefits to the Bank by generating additional fee income.</p>
<p>CIMB-Principal Asset Management Co., Ltd. (CPAM), a subsidiary of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Bank served as CPAM's financial advisor (FA) for its merger and acquisition with Finansia Asset Management Co., Ltd. (FAM), with an FA fee of THB 3,000,000 (exclusive of VAT) payable on a success basis, equivalent to 1.15% - 1.25% of the transaction value. Such fee was based on the Bank's historical practice, which was similar to industry practice. The fee was determined by taking into account various factors, e.g. transaction value and complexity and the FA duty on the buyer or the seller side. Generally, there are two methods of fee determination, i.e. definite monetary value (flat rate) and proportion against transaction size (percentage).</p> <p>This transaction is considered being in the category of assets or services.</p>	<p>The Board of Directors' meeting no. 3/2014 held on 27 March 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve this transaction since it was reasonable and brought benefits to the Bank by generating additional fee and service income.</p>
<p>CIMB Bank Berhad, CIMB Investment Bank Berhad, PT Bank CIMB Niaga Tbk, CIMB Bank (L) Ltd., and CIMB Bank Plc., Cambodia, subsidiaries of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Bank approved credit facilities for its counterparties within CIMB Group and next limit review to be made on 31 March 2015, with a condition added to make the limit switching process within CIMB Group clearer.</p> <p>This transaction is considered the Bank's normal business support under general trading terms.</p>	<p>The Board of Directors' meeting no. 3/2014 held on 27 March 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve this transaction since it was a normal business operation under the general trading terms similar to those of transactions with outsiders.</p>

<p>Sathorn Asset Management Co., Ltd. (STAMC), a subsidiary of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Board of Directors' meeting no. 11/2011 held on 25 November 2011 approved for the Bank to provide insourcing services to STAMC in four areas, i.e. information technology, human resources, credit operations, and accounting and finance. The service period is four years and due to end in December 2015.</p> <p>On 25 April 2013, the Board of Directors' meeting no. 5/2013 approved for the Bank to provide internal audit service to STAMC, with the same service period as the aforementioned service and with the requirement for the service fee to be reviewed every year.</p> <p>In 2014, the Bank provided insourcing services to STAMC as follows:</p> <ol style="list-style-type: none"> 1) For 2014 service fee rates on the insourcing services provided to STAMC, the service fee for IT service (excluding new service) remained unchanged, while the service fees for other services increased, with internal audit service fee rising the most by 114.3% in accordance with the volume of work and service period newly agreed upon, service fee of credit operations rising by 11.7% to accommodate keeping of documents in data safe and cost of Bank space for keeping STAMC's documents. 2) The Bank provided an additional IT service, i.e. GSAM system, with the service fee of THB 9,083 per month (exclusive of VAT), starting from 1 January 2014, with annual review of service fee and service period to end in accord with the main service contract of the Bank. 3) Mr. Subhak Siwaraksa or Mr. Surachai Chitratseneee was authorised to negotiate and conclude the agreement terms, to execute the agreement, and to take any other acts, deeds and things as may be necessary to give full effect to the transactions. <p>These transactions are considered the Bank's normal business support under general trading terms.</p>	<p>The Board of Directors' meeting no. 4/2014 held on 30 April 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve the transactions since they were to support the Bank's normal business under general trading terms, and brought benefits to the Bank.</p>
<p>Sathorn Asset Management Co., Ltd. (STAMC), a subsidiary of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Board of Directors' meetings no. 12/2010 held on 2 November 2010, and no. 11/2011 held on 25 November 2011, resolved to approve the engagement of STAMC to provide service on debt recovery, debt restructuring, management of non-performing loans (NPL) and sale of non-performing assets (NPA), categorised as non-strategic function, for a period of five years with the ending date on 31 December 2015.</p>	<p>The Board of Directors' meeting no. 4/2014 held on 30 April 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve this transaction since it was executed to support the Bank's normal business under general trading terms, which brought benefits to the Bank.</p>

	<p>The Bank and STAMC negotiated a reduction of the service fee for NPL management of corporate and SME loans, and retail secured loans, as well as a reduction of legal service fee, with effect from 1 January 2014 and extension of the service agreement for another three years to end on 31 December 2018.</p> <p>The reduction of service fee for the remaining two years under the existing agreement will result in STAMC's loss of revenue in an estimated amount of around THB 123 million. Such loss would thus be offset by the Bank's extension of the service agreement period for another three years that would bring about additional revenue of around THB 130 million to STAMC.</p> <p>The amendment to the debt collection fee and legal fee took effect from 1 January 2014 onward, and the service period was extended for another three years to end on 31 December 2018, with the proposed fees maintained until the end of the agreement period. Any material changes thereof shall be tabled to the Board of Directors for approval. The changes in service fee rates and extension of service period would take effect after the Bank of Thailand's approval. Besides, Mr. Subhak Siwaraksa or Mr. Surachai Chitratsenee was authorised to negotiate and conclude the agreement terms, to execute the agreement and to take any other acts, deeds and things as may be necessary to give full effect to the transaction.</p> <p>This transaction is considered the Bank's normal business support under general trading terms.</p>	
--	--	--

<p>CIMB Securities (Thailand) Co., Ltd. (CIMBST) and CIMB Investment Bank Berhad (CIMB-IB), subsidiaries of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Bank negotiated, coordinated, and secured deals for CIMBST and CIMB-IB to be Sole Placement Agents. Therefore, the Bank issued management fee letters to instruct:</p> <ol style="list-style-type: none"> 1) CIMBST to pay part of the placement fee it received from acting as Sole Placement Agent as the management fee to CIMB Thai at a rate of 50.00% of total fee received by CIMBST. Such management fee shall be exclusive of applicable value added tax which was to be borne and paid by CIMBST; 2) CIMB-IB to pay part of the placement fee it received from acting as Sole Placement Agent as the management fee to CIMB Thai at a rate of 48.25% of total fee received by CIMB-IB. Such management fee shall be exclusive of applicable value added tax which was to be borne and paid by CIMB-IB; and 3) CIMB-IB to pay part of the buyer brokerage fee it received from international investors as to be agreed upon as the management fee to CIMB Thai at a rate of 48.25% of the buyer brokerage fee received by CIMB-IB. Such management fee shall be exclusive of applicable value added tax which was to be borne and paid by CIMB-IB. <p>These transactions are considered the Bank's normal business support.</p>	<p>The Board of Directors' meeting no. 5/2014 held on 29 May 2014 (excluding CIMB Bank's representatives on the Board of Directors who abstained from voting on this matter) deemed it proper to approve such transactions since they were to support the Bank's normal business and were in the best interest of the Bank because the Bank could not act as Sole Placement Agent for ordinary shares by itself, and was required to coordinate with CIMBST and CIMB-IB to render such services to the clients, which generated additional income to the Bank.</p>
<p>CIMB Malaysia, a subsidiary of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Bank embarked on CIMB Group's initiatives, i.e. ABS scheme, under which the Bank would introduce CIMB Group's products and services to its clients, and the redesign of Clicks UI/UX, as detailed below:</p> <ol style="list-style-type: none"> 1) IT outsourcing to CIMB Malaysia for 1View system in ABS scheme did not have any cost and was executed to support the Bank's normal business. 2) Clicks UI/UX redesign by CIMB Malaysia had a fee cost of THB 1,054,000. <p>These transactions are considered the Bank's normal business support.</p>	<p>The Board of Directors' meeting no. 5/2014 held on 29 May 2014 (excluding CIMB Bank's representative directors who abstained from voting on this matter) deemed it proper to approve the transactions as IT outsourcing for 1View system did not have any cost and both transactions were executed to support the Bank's normal business.</p>
<p>CIMB-Principal Asset Management Co., Ltd. (CPAM), a subsidiary of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Bank has leased a space of 600 sq.m. on the 16th floor of Langsuan Building to CPAM since 21 January 2005 for use as CPAM's head office. Details of the transaction are as follows:</p> <ol style="list-style-type: none"> 1) Extension of the existing lease contract for the space on the 16th floor to CPAM for another three years under the unchanged terms and conditions at 	<p>The Board of Directors' meeting no. 6/2014 held on 26 June 2014 (excluding CIMB Bank's representative directors who abstained from voting on this matter) deemed it proper to approve the transaction as the Bank received income from the rental. The Bank had conducted a survey and price comparison and found that the rental rate was close to those of office buildings on Langsuan Road and the</p>

	<p>a rental rate including service charge of THB 700/sq.m./month (excluding VAT).</p> <p>2) Lease of additional space of 436 sq.m. on the 15th floor for a contractual term of three years under the same terms and conditions as those of the 16th floor.</p> <p>This transaction is considered a short-term property rent or lease (up to three years) transaction under the general trading terms.</p>	vicinity.
<p>CIMB Niaga, a subsidiary of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>Currently, Thai customers have made deposit with CIMB Niaga. In order to facilitate the flows of customers who are financial institutions and juristic entities, CIMB Niaga and the Bank entered into a reciprocal agreement under which the Bank would perform the following insourcing services for CIMB Niaga:</p> <p>1) Preliminary Know Your Customer (KYC) and Customer Due Diligence (CDD),</p> <p>2) Examination and verification of account opening documents.</p> <p>This transaction did not have any cost. It is considered the Bank's normal business operation.</p>	<p>The Board of Directors' meeting no. 7/2014 held on 31 July 2014 (excluding CIMB Bank's representative directors who abstained from voting on this matter) deemed it proper to approve the transaction as it did not have any cost and was considered the Bank's normal business operation. It also facilitated the Bank's corporate customers and standardised the service. This transaction was for the benefit of the Bank.</p>
<p>CIMB Bank Berhad (CIMB Bank), the major shareholder of the Bank holding 93.71% of the Bank's total issued and paid-up shares, and iCIMB (MSC) Sdn Bhd, a subsidiary of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>On 9 December 2009, the Bank signed the Murex Service Agreement with CIMB Bank as detailed below:</p> <p>1) To outsource IT services to support the operation of the Bank's Treasury Group and relevant work units.</p> <p>2) Murex system was implemented in 2009 and sponsored by CIMB Bank in an approximate amount of over RM 18 million and the Bank was charged back RM 1.00 for five-year usage. The Murex Service Agreement expired on 8 December 2014.</p> <p>The Bank, therefore, renewed the Murex Service Agreement with iCIMB (MSC) Sdn Bhd for another five years with a service fee of RM 1,301,501 per year (excluding tax), making the total five-year recurring cost of RM 6,507,505 (excluding tax).</p> <p>This transaction is considered the Bank's normal business support.</p>	<p>The Board of Directors' meeting no. 10/2014 held on 22 October 2014 (excluding CIMB Bank's representative directors who abstained from voting on this matter) deemed it proper to approve the transaction considering the benefit that the Bank would gain from Murex System which is the main system of Treasury Group provided by CIMB Group. This transaction supported the Bank's normal business and did not cause damage to the Bank.</p>

<p>CIMB-Principal Asset Management Co., Ltd. (CPAM), a subsidiary of CIMB Group which is the indirect major shareholder of the Bank</p>	<p>The Bank launched CIMB Credit Card in October 2014 as a tool to support its customer base expansion and facilitate payment for purchasing CPAM's investment products.</p> <p>This transaction is considered the Bank's normal business under general trading terms.</p>	<p>The Board of Directors' meeting no. 11/2014 held on 25 November 2014 (excluding CIMB Bank's representative directors who abstained from voting on this matter) deemed it proper to approve the transaction because it would help expand the business and increase fee income from payment for the purchase of CPAM's investment products using CIMB Credit Cards. This transaction was considered the Bank's normal business having fair market price and similar trading terms to the transactions with outsiders. Furthermore, the transaction was in the interest of the Bank.</p>
<p>CIMB Securities (Singapore) Pte. Ltd. (CIMBS SG) and CIMB Securities (Thailand) Co., Ltd. (CIMBST), the wholly owned subsidiaries of CIMB Securities International Pte. Ltd. which is a subsidiary having CIMB Group as the major shareholder</p>	<p>The Bank was appointed Co-Financial Advisor for the initial public offering (IPO) of Carabao Group Plc. (CBG) which would be listed on the Stock Exchange of Thailand.</p> <p>CIMBS SG was appointed Sole International Bookrunner for the international offering of CBG's IPO while CIMBST was appointed Domestic Joint Lead Underwriter for the domestic IPO.</p> <p>In addition, the Bank coordinated and provided support to CIMBS SG and CIMBST throughout the relevant offering process. The Bank also performed the financial advisory role providing advisory services to CBG and preparing most relevant documents.</p> <p>The management fees the Bank received from the transaction are as follows:</p> <ol style="list-style-type: none"> 1) Management fee for the IPO of CBG from CIMBS SG, amounting to THB 27.56 million approximately (before related expenses, if any, and exclusive of VAT) 2) Management fee for the IPO of CBG from CIMBST, amounting to THB 8.46 million (before related expenses, if any, and exclusive of VAT) <p>This transaction is considered the Bank's normal business support.</p>	<p>The Board of Directors' meeting no. 11/2014 held on 25 November 2014 (excluding CIMB Bank's representative directors who abstained from voting on this matter) deemed it proper to approve the transaction because it was for the benefit of the Bank. As the Bank was unable to perform as international bookrunner and domestic underwriter of ordinary shares, it had to cooperate with CIMBS SG and CIMBST to provide such services to CBG. This transaction generated additional fee income and completed the fully-integrated services for the Bank's customers. Therefore, the execution of this transaction was reasonable.</p>

Name and Relationship	Transaction Characteristics and Value	Necessity and Reasonableness with Audit Committee's Opinion
<p>CIMB Securities (Thailand) Co., Ltd. (CIMBST), a wholly owned subsidiary of CIMB Securities International Pte. Ltd. which is a subsidiary having CIMB Group as the major shareholder</p>	<p>The Bank was the main party in negotiating and securing deals for CIMBST to be appointed as Co-underwriter for the IPOs of eight companies during January - November 2014. CIMBST was expected to be appointed as Co-underwriter for another company in December 2014. The Bank also coordinated and provided support to CIMBST throughout the relevant offering processes.</p> <p>As a result, CIMBST paid part of its underwriting fee from acting as the Co-underwriter for the IPOs as the management fee to the Bank in an amount equal to 50% of the total fee CIMBST had received after deducting relevant expense (if any). The management fee was exclusive of VAT which would be borne by CIMBST. The income shared between the Bank and CIMBST was determined at 50% and 50% respectively. The VAT would be borne by CIMBST as it is a Thai entity entitled to claim VAT refund from the authorities.</p> <p>This transaction is considered the Bank's normal business support under general trading terms.</p>	<p>The Board of Directors' meeting no. 12/2014 held on 16 December 2014 (excluding CIMB Bank's representative directors who abstained from voting on this matter) deemed it proper to approve the transaction because the Bank was unable to perform as co-underwriter by itself so it had to cooperate with CIMBST. This transaction generated additional fee income and strengthened relationship for further business opportunities of the Bank. Therefore, the execution of this transaction was reasonable.</p>
<p>CIMB Securities (Thailand) Co., Ltd. (CIMBST), a wholly owned subsidiary of CIMB Securities International Pte. Ltd. which is a subsidiary having CIMB Group as the major shareholder</p>	<p>The Bank aimed to enhance the capability of CIMB Clicks-Internet Banking by adding extra financial and investment functions related to CIMBST in the Phase 2B of the Regional Convergence Program Project. The newly-added functions were implemented on 24 January 2015 as detailed below:</p> <ol style="list-style-type: none"> 1) Single sign to CIMBST's trading system 2) Customer referral for account opening with CIMBST 3) Payment to CIMBST's account <p>This transaction is considered the Bank's normal business under general trading terms.</p>	<p>The Board of Directors' meeting no. 12/2014 held on 16 December 2014 (excluding CIMB Bank's representative directors who abstained from voting on this matter) deemed it proper to approve the transaction in order to enhance the capability of CIMB Clicks-Internet Banking. This transaction was considered the Bank's normal business having fair market price and similar trading terms to the transactions with outsiders. Furthermore, the transaction was in the interest of the Bank.</p>

- Loans, Deposits and Contingent Liabilities

- 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: THB million)

Company name	31 December 2014				% shares holding	Joint management
	Contingent liabilities	Outstanding loans / Investments in receivables	Deposits	Borrowings		
<u>Parent Company</u>						
CIMB Bank Berhad	133	-	-	-	93.71	-
Interest rate swap contracts						
- Fixed rate payee	32,574	-	-	-		
- Floating rate payee	39,408	-	-	-		
Forward and spot contracts						
- Bought	988	-	-	-		
- Sold	116	-	-	-		
Cross currency and interest rate swap contracts						
- Bought	4,467	-	-	-		
Foreign exchange option						
- Put option sales	22	-	-	-		
- Call option purchase	24	-	-	-		
Swaption	100	-	-	-		
- Sold						
<u>Subsidiary companies</u>						
Center Auto Lease Co.,Ltd.	-	14,630	70	-	99.99	Directors with delegated signature authority: Mr. Surachai Chitratsene Mr. Arichai Numlamun
CT COLL Co.,Ltd.	-	7	79	-	99.99	Directors with delegated signature authority: Mr. Surachai Chitratsene Mr. Surin Pakavaleetorn Ms. Onanong Udomkantong Ms. Sasima Thongsamak

Worldlease Co., Ltd.	-	2,669	62	-	99.99	Directors with delegated signature authority: Mr. Narongchai Wongthanavimok Mr. Sutee Tantana
<u>Company under common control</u> CIMB Securities (Thailand) Co., Ltd. Forward and spot contracts - Bought	24	-	-	-	-	Directors with delegated signature authority: Mr. Sutee Losoponkul Mr. Sittichai Mahaguna
Sathorn Asset Management Co., Ltd.	-	-	39	-	-	Directors: Mr. Subhak Siwaraksa Mr. Surachai Chitratsene Ms. Onanong Udomkantong
Related persons	-	24	377	-	-	-

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

- b. The Bank is not aware of any person with potential conflicts of interest and holding more than 5% of voting shares in any of the Bank's subsidiaries or associated companies.

- Justification of related party transactions

Loans and contingent liabilities associated with directors or executives from the level of executive vice president upwards are subject to interest charges 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.

- 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 a formal approval process, including the analysis and approval of the relevant Committees, Audit Committee and Board of Directors. Executives or directors with material interest in any transaction are not allowed to take part in the decision-making process.

- Trends in related party transactions

Related party transactions include those relating to the Bank's business functions and are subject to the formal approval process in place and the criteria of the relevant regulatory bodies. 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.

Part 3 Financial Position and Operating Performance

13. Key Financial Information

Summary of statements of financial position of CIMB Thai Bank Public Company Limited as at 31 December 2014, 2013 and 2012, and its operating result and financial ratios for the years ended 31 December 2014, 2013 and 2012.

(Unit: THB)

Statements of financial position	31 December 2014	31 December 2013	31 December 2012
Assets			
Cash	3,987,736,777	3,324,656,939	3,130,139,363
Interbank and money market items, net	6,453,199,978	33,509,102,456	10,094,174,784
Derivative assets	10,803,916,302	9,100,647,662	2,474,146,798
Investments, net	55,253,273,115	53,324,961,980	40,323,332,324
Investments in subsidiaries, net	1,324,920,707	1,335,443,948	1,033,147,979
Loans and accrued interest receivables			
Loans	188,334,023,282	168,952,844,988	136,705,713,235
Accrued interest receivables	459,212,620	462,586,736	375,369,578
Total loans and accrued interest receivables	188,793,235,902	169,415,431,724	137,081,082,813
Less: Deferred revenue	(163,150,115)	(255,170,649)	(2,786,485)
Less: Allowance for doubtful debts	(5,447,517,156)	(4,913,545,914)	(3,085,180,004)
Less: Revaluation allowance for debt restructuring	(68,351,237)	(33,422,083)	(15,823,467)
Loans and accrued interest receivables, net	183,114,217,394	164,213,293,078	133,977,292,857
Customers' liability under acceptance	68,889,332	57,650,960	35,752,402
Properties for sale, net	1,582,424,466	1,597,877,173	1,527,459,397
Premises and equipment, net	3,002,336,396	3,264,147,293	3,492,719,658
Intangible assets, net	355,963,642	337,319,600	422,091,055
Deferred tax assets	730,902,722	917,960,906	779,357,137
Receivables from Thai Asset Management Corporation	3,572,457,936	3,572,457,936	2,354,020,580
Other assets, net	3,196,065,790	3,806,401,726	1,404,654,619
Total assets	273,446,304,557	278,361,921,657	201,048,288,953

(Unit: THB)

Statements of financial position (cont'd)	31 December 2014	31 December 2013	31 December 2012
Liabilities and shareholders' equity			
Liabilities			
Deposits	184,105,739,854	152,272,534,436	135,284,578,984
Interbank and money market items, net	18,230,366,777	44,241,461,855	10,359,672,672
Liability payable on demand	344,291,120	504,867,176	345,429,219
Financial liabilities designated at fair value through profit or loss	7,693,132,792	5,856,747,052	1,535,308,447
Derivative liabilities	10,396,602,437	9,651,786,057	2,002,403,000
Debt issued and borrowings	24,512,208,453	37,706,592,055	26,226,572,329
Bank's liability under acceptance	68,889,332	57,650,960	35,752,402
Provisions	1,311,935,645	1,373,071,393	1,407,123,231
Other liabilities	4,556,103,564	5,281,074,920	3,485,104,788
Total liabilities	251,219,269,974	256,945,785,904	180,681,945,072
Shareholders' equity			
Share capital			
Registered			
21,084,878,025 ordinary shares of THB 0.50 each	10,542,439,013		
26,105,495,608 ordinary shares of THB 0.50 each		13,052,747,804	13,052,747,804
Issued and paid-up share capital			
21,084,878,025 ordinary shares of THB 0.50 each	10,542,439,013	10,542,439,013	10,542,439,013
Premium on share capital	3,867,738,430	3,867,738,430	3,867,738,430
Other reserves	986,868,234	926,055,341	1,088,776,857
Retained earnings			
Appropriated - statutory reserve	341,300,000	272,000,000	187,500,000
Unappropriated	6,488,688,906	5,807,902,969	4,679,889,581
Total shareholders' equity	22,227,034,583	21,416,135,753	20,366,343,881
Total liabilities and shareholders' equity	273,446,304,557	278,361,921,657	201,048,288,953

(Unit: THB)

Statements of comprehensive income

	For the years ended 31 December		
	2014	2013	2012
Interest income	12,460,684,461	11,028,059,321	9,171,803,562
Interest expenses	(6,028,333,772)	(5,794,877,075)	(4,919,385,099)
Net interest income	6,432,350,689	5,233,182,246	4,252,418,463
Fees and service income	1,236,361,987	1,159,974,191	899,847,124
Fees and service expenses	(296,494,840)	(220,024,731)	(209,452,514)
Net fee and service income	939,867,147	939,949,460	690,394,610
Gains on tradings and foreign exchange transactions	1,804,875,080	714,313,846	487,960,028
(Losses) gains on financial liabilities designated at fair value through profit or loss	(1,093,726,426)	(100,799,433)	876,526
Gains on investments, net	329,535,536	316,916,689	125,701,932
Gain sharing from the management of the non-performing loans by TAMC	-	1,100,714,818	1,344,454,913
Other operating income	186,960,038	297,211,835	269,018,816
Total operating income	8,599,862,064	8,501,489,461	7,170,825,288
Other operating expenses			
Employee expenses	3,249,134,056	2,656,753,727	2,300,287,106
Directors' remuneration	8,804,000	8,400,000	8,692,000
Premises and equipment expenses	1,268,595,392	1,202,692,791	1,215,792,339
Taxes and duties	393,443,378	269,917,968	353,047,358
Others	789,876,300	812,035,636	655,041,795
Total other operating expenses	5,709,853,126	4,949,800,122	4,532,860,598
Bad and doubtful debts and impairment losses	1,702,567,406	2,367,200,000	1,137,656,013
Profit before income tax expenses	1,187,441,532	1,184,489,339	1,500,308,677
Income tax expenses	(245,916,503)	97,923,390	(311,983,466)
Net profit for the year	941,525,029	1,282,412,729	1,188,325,211

(Unit: THB)

Statements of comprehensive income (cont'd)	For the years ended 31 December		
	2014	2013	2012
Other comprehensive income (expenses)			
Changes in revaluation surplus	(24,262,109)	(35,525,049)	(54,830,081)
Gains (losses) on remeasuring available-for-sale investments	240,733,492	(167,876,846)	83,714,939
Gains arising from translating the financial statement of a foreign operation	7,337,610	-	-
Losses on cash flow hedges	(149,627,279)	-	-
Income tax relating to components of other comprehensive income (expenses)	(13,368,821)	40,680,379	(5,776,971)
Total other comprehensive income (expenses)	60,812,893	(162,721,516)	23,107,887
Total comprehensive income for the year	1,002,337,922	1,119,691,213	1,211,433,098
Net profit attributable to:			
Equity holders of the Bank	941,525,029	1,282,412,729	1,188,325,211
Non-controlling interests	-	-	-
	941,525,029	1,282,412,729	1,188,325,211
Total comprehensive income attributable to:			
Equity holders of the Bank	1,002,337,922	1,119,691,213	1,211,433,098
Non-controlling interests	-	-	-
	1,002,337,922	1,119,691,213	1,211,433,098
Earnings per share for profit attributable to the equity holders of the Bank			
Basic earnings per share (THB per share)	0.04	0.06	0.07
Weighted average number of ordinary shares (shares)	21,084,878,025	21,084,878,025	18,231,330,003

The Bank's Financial Ratios	2014	2013	2012
Profitability Ratios			
Gross profit margin (%)	53.8	50.7	49.1
Net profit margin (%)	16.7	12.8	25.3
Return on equity (%)	4.3	6.1	7.1
Yield ⁽¹⁾ (%)	6.9	7.0	7.2
Cost of funds ⁽²⁾ (%)	2.8	3.1	3.2
Spread ⁽³⁾ (%)	4.1	3.9	4.0
Return on investment (%)	3.5	4.1	4.0
Efficiency Ratios			
Cost to income ratio (%)	66.4	58.2	63.2
Net interest margin (%)	2.8	2.6	2.7
Return on assets (%)	0.4	0.6	0.7
Assets turnover ratio (time)	0.03	0.04	0.04
Financial Policy Ratios			
Debt to equity ratio (time)	11.3	12.0	8.9
Loan to borrowing ratio ⁽⁴⁾ (%)	90.1	88.6	84.5
Loan to deposit ratio (Modified LD ratio) ⁽⁵⁾ (%)	89.2	89.2	89.1
Deposits to debts ratio (%)	73.3	59.3	74.9
Capital adequacy ratio ⁽⁶⁾ (%)	15.0	14.1	16.2
Asset Quality Ratios			
Allowance for doubtful debts to loans and accrued interest receivables (%)	2.9	2.9	2.3
Bad debt and doubtful accounts to loans and accrued interest receivables (%)	0.7	0.4	0.4
NPL ratio ⁽⁷⁾ (%)	3.0	2.3	2.6
Accrued interest receivables to loans and accrued interest receivables (%)	0.2	0.3	0.3

Notes:

(1) Yield = Interest incomes / (Average loans+Average interest bearing interbank and money market items)

(2) Cost of funds = Interest expenses / (Average deposits+Average borrowings+Average liabilities payable on demand+ Average interest bearing interbank and money market (liabilities))

(3) Spread = Yield – Cost of funds

(4) Loan to borrowing ratio = Loans / (Deposits+Liability payable on demand+Borrowings)

(5) Loan to deposit ratio (modified LD ratio) = (Gross loans+Loans guaranteed by other banks+Loans to FI) / (Deposits+BE+Debentures+Selected structured deposit products)

(6) Since 2013, capital adequacy ratio has been calculated under Basel III criteria.

(7) NPL ratio is calculated under BOT criteria.

Summary of statements of financial position of CIMB Thai Bank Public Company Limited and its subsidiaries as at 31 December 2014, 2013 and 2012, and their operating results and financial ratios for the years ended 31 December 2014, 2013 and 2012.

(Unit: THB)

Statements of financial position	31 December 2014	31 December 2013	31 December 2012
Assets			
Cash	3,989,621,938	3,328,748,596	3,132,947,660
Interbank and money market items, net	6,522,689,913	33,555,652,005	10,127,546,195
Derivative assets	10,803,916,302	9,100,647,662	2,474,146,798
Investments, net	55,253,273,115	53,324,961,980	40,323,332,324
Investments in subsidiaries, net	-	10,523,242	153,912,645
Loans and accrued interest receivables			
Loans	194,610,261,270	175,844,355,534	142,153,766,214
Accrued interest receivables	455,304,547	453,532,902	369,951,501
Total loans and accrued interest receivables	195,065,565,817	176,297,888,436	142,523,717,715
Less Deferred revenue	(4,642,328,361)	(4,757,282,848)	(3,307,156,919)
Less Allowance for doubtful debts	(5,979,008,801)	(5,263,612,956)	(3,396,411,721)
Less Revaluation allowance for debt restructuring	(68,351,237)	(33,422,083)	(15,823,467)
Loans and accrued interest receivables, net	184,375,877,418	166,243,570,549	135,804,325,608
Customers' liability under acceptance	68,889,332	57,650,960	35,752,402
Properties for sale, net	1,826,291,636	1,706,018,723	1,575,564,704
Premises and equipment, net	3,071,759,407	3,349,094,004	3,568,232,948
Intangible assets, net	361,802,153	343,053,368	427,876,223
Deferred tax assets	932,252,708	1,048,636,577	875,959,481
Receivable from Thai Asset Management Corporation	3,572,457,936	3,572,457,936	2,354,020,580
Other assets, net	3,365,142,396	4,020,544,901	1,538,414,867
Total assets	274,143,974,254	279,661,560,503	202,392,032,435

(Unit: THB)

Statements of financial position (cont'd)
Liabilities and shareholders' equity
Liabilities

	31 December 2014	31 December 2013	31 December 2012
Deposits	183,894,650,541	152,132,672,386	135,133,586,231
Interbank and money market items, net	18,304,766,777	44,866,261,855	11,309,672,672
Liability payable on demand	344,291,120	504,867,176	345,429,219
Financial liabilities designated at fair value through profit or loss	7,693,132,792	5,856,747,052	1,535,308,447
Derivative liabilities	10,396,602,437	9,651,786,057	2,002,403,000
Debt issued and borrowings	24,512,208,453	37,706,592,055	26,226,572,329
Bank's liability under acceptance	68,889,332	57,650,960	35,752,402
Provisions	1,349,021,686	1,401,820,542	1,429,732,358
Other liabilities	4,892,161,996	5,653,090,246	3,800,989,809

Total liabilities

251,455,725,134 257,831,488,329 181,819,446,467

Shareholders' equity

Share capital

Registered

21,084,878,025 ordinary shares of THB 0.50 each

10,542,439,013

26,105,495,608 ordinary shares of THB 0.50 each

13,052,747,804

13,052,747,804

Issued and paid-up share capital

21,084,878,025 ordinary shares of THB 0.50 each

10,542,439,013

10,542,439,013

10,542,439,013

Premium on share capital

3,867,738,430

3,867,738,430

3,867,738,430

Other reserves

986,868,234

926,055,341

1,088,776,857

Accretion of equity interests in subsidiary

(42,753,751)

(42,753,751)

(42,753,751)

Retained earnings

Appropriated - statutory reserve

341,300,000

272,000,000

187,500,000

Unappropriated

6,992,657,194

6,264,593,141

4,928,885,419

Total shareholders' equity

22,688,249,120

21,830,072,174

20,572,585,968

Total liabilities and shareholders' equity

274,143,974,254

279,661,560,503

202,392,032,435

(Unit: THB)

Statements of comprehensive income

	For the years ended 31 December		
	2014	2013	2012
Interest income	13,927,429,582	12,376,299,267	10,168,159,353
Interest expenses	(6,038,723,192)	(5,851,629,502)	(4,961,478,452)
Net interest income	7,888,706,390	6,524,669,765	5,206,680,901
Fees and service income	1,547,716,018	1,397,769,012	1,010,746,092
Fees and service expenses	(208,850,553)	(139,518,172)	(145,308,599)
Net fee and service income	1,338,865,465	1,258,250,840	865,437,493
Gains on tradings and foreign exchange transactions	1,804,875,080	714,313,846	487,960,028
(Losses) gains on financial liabilities designated at fair value through profit or loss	(1,093,726,426)	(100,799,433)	876,526
Gains on investments, net	329,535,536	421,231,316	153,085,659
Gain sharing from the management of the non-performing loans by TAMC	-	1,100,714,818	1,344,454,913
Other operating income	237,961,382	327,606,151	269,653,376
Total operating income	10,506,217,427	10,245,987,303	8,328,148,896
Other operating expenses			
Employee expenses	3,742,090,542	3,105,205,377	2,685,780,132
Directors' remuneration	9,260,000	9,096,000	9,328,000
Premises and equipment expenses	1,399,493,378	1,336,198,325	1,341,235,702
Taxes and duties	408,517,126	286,465,170	364,875,817
Others	1,581,197,029	1,358,077,429	923,629,654
Total other operating expenses	7,140,558,075	6,095,042,301	5,324,849,305
Bad and doubtful debts and impairment losses	2,129,643,339	2,743,502,820	1,389,215,085
Profit from continuing operation before income tax expenses	1,236,016,013	1,407,442,182	1,614,084,506
Income tax expenses	(247,212,868)	82,664,881	(353,276,113)
Net profit from continuing operation	988,803,145	1,490,107,063	1,260,808,393
Profit after tax of discontinued operation	-	-	54,148,490
Net profit for the year	988,803,145	1,490,107,063	1,314,956,883

(Unit: THB)

Statements of comprehensive income (cont'd)	For the years ended 31 December		
	2014	2013	2012
Other comprehensive income (expenses)			
Changes in revaluation surplus	(24,262,109)	(35,525,049)	(54,830,081)
Gains (losses) on remeasuring available-for-sale investments	240,733,492	(167,876,846)	83,714,939
Gains arising from translating the financial statement of a foreign operation	7,337,610	-	-
Losses on cash flow hedges	(149,627,279)	-	-
Income tax relating to components of other comprehensive income (expenses)	(13,368,821)	40,680,379	(5,776,971)
Total other comprehensive income (expenses) from continuing operation	60,812,893	(162,721,516)	23,107,887
Other comprehensive income on assets of disposal group classified as held for sales	-	-	563,399
Total other comprehensive income (expenses)	60,812,893	(162,721,516)	23,671,286
Total comprehensive income for the year	1,049,616,038	1,327,385,547	1,338,628,169
Net profit attributable to:			
Equity holders of the Bank	988,803,145	1,490,107,063	1,306,083,191
Non-controlling interests	-	-	8,873,692
	988,803,145	1,490,107,063	1,314,956,883
Total comprehensive income attributable to:			
Equity holders of the Bank	1,049,616,038	1,327,385,547	1,329,754,477
Non-controlling interests	-	-	8,873,692
	1,049,616,038	1,327,385,547	1,338,628,169
Earnings per share for profit attributable to the equity holders of the Bank			
Basic earnings per share (THB per share)	0.05	0.07	0.07
Weighted average number of ordinary shares (shares)	21,084,878,025	21,084,878,025	18,231,330,003

The Bank and its subsidiaries' financial ratios	2014	2013	2012
Net interest margin (%)	3.4	3.2	3.2
Return on equity (%)	4.4	7.0	7.7
Return on assets (%)	0.4	0.7	0.7
Cost to income ratio (%)	68.0	59.5	63.9
Loan to deposit ratio (Modified LD ratio) (%)	90.1	90.3	90.0
NPL ratio (%)	3.3	2.5	2.8
Capital adequacy ratio (%)	15.2	14.2	16.3
Tier 1 capital funds to risk-weight assets (%)	10.1	10.0	10.3

14. Analysis of Financial Standing and Operating Performance

1. Consolidated operating results

For the year ended 31 December 2014, CIMB Thai group recorded a consolidated profit before tax of THB 1,236.0 million and a net profit of THB 988.8 million, a year-on-year (YoY) decrease of 12.2% and 33.6% respectively. The decrease was mainly due to the recording of extraordinary items in 2013, which included shared gains from Thai Asset Management Corporation (TAMC), gain from payback from a liquidated subsidiary, gain on redemption of Vayupak Fund 1, dividend income from Vayupak Fund 1 and special provisions set aside as counter-cyclical buffer.

Amid intense competition in both deposit and lending markets, CIMB Thai group's net interest margin (NIM) over interest earning assets improved by 0.19 bps to 3.37% in 2014 from 3.18% in 2013 on the back of better controls on cost of funds.

As at 31 December 2014, total gross loans (inclusive of loans guaranteed by other banks and loans to financial institutions) accounted for THB 190.8 billion, marking a growth of 10.9% from 31 December 2013. In addition, deposits (inclusive of bill of exchange, debentures and selected structured deposit products) amounted to THB 211.7 billion, a growth of 11.0% from THB 190.6 billion at the end of December 2013. As a result, the modified loan to deposit ratio declined to 90.1% from 90.3% as at 31 December 2013.

(a) Summary of CIMB Thai group's income

On a YoY basis, consolidated 2014 operating income for CIMB Thai group went up by THB 260.2 million or 2.5% to THB 10,506.2 million (excluding extraordinary items, operating income rose by THB 1,783.9 million or 20.7%). The increase in operating income was attributable to growth of net interest income, net fee and service income, and gains on trading and foreign exchange transactions, offsetting the fall in gains on investments and other operating income. Net interest income rose by THB 1,364.0 million or 20.9% YoY, underlined by loan expansion and early redemption of hybrid instruments. Net fee and service income grew by THB 80.6 million or 6.4%, coming mainly from advisory fees, security issuer fees and fees from insurance premium. There was an increase of THB 1,090.6 million or 152.7% in gains on trading and foreign exchange transactions in the treasury businesses. Meanwhile, gains on investments decreased by THB 91.7 million or 21.8%, and other operating income by THB 89.6 million or 27.4%. This was due to the recording of one-off income in 2013.

(b) Cost of funds and operating expenses

CIMB Thai group's interest expenses in 2014 amounted to THB 6,038.7 million, going up by THB 187.1 million, or 3.2%, largely from the increase in the volume of deposits by 20.9% YoY.

Operating expenses went up by THB 1,045.5 million or 17.2% YoY to THB 7,140.6 million, mainly from employee expenses, taxes and duties and other operating expenses arising from the expansion of the product suite and network. Cost to income ratio moved up to 68.0% in 2014 compared with 59.5% in 2013 as a result of the one-off income in 2013. Excluding the one-off items, the 2013 cost to income ratio would have been 72.8%.

(c) Net profit

For the year ended 31 December 2014, CIMB Thai group recorded a consolidated profit before tax (PBT) of THB 1,236.0 million and a net profit of THB 988.8 million, a YoY decrease of 12.2% and 33.6% respectively. The decrease was mainly due to the recording of extraordinary items in 2013, which included shared gains from TAMC, gain from payback from a liquidated subsidiary, gain on redemption of Vayupak Fund 1, dividend income from Vayupak Fund 1 and special provisions set aside as counter-cyclical buffer. Excluding the extraordinary items, the consolidated PBT for CIMB Thai group grew by THB 237.3 million or 26.5%, whilst the net profit declined by THB 92.6 million or 9.5% YoY from a normalised tax expense in 2014 following the utilisation of tax losses in 2013.

(d) Return on equity

For the year 2014, CIMB Thai group's return on equity was 4.4% compared with 7.0% in 2013, and the Bank's return on equity 4.3%, dropping by 1.8% from 6.1% in 2013.

2. Consolidated financial standing

Assets

As at 31 December 2014, CIMB Thai group's total assets amounted to THB 274.1 billion, down by THB 5.5 billion or 2.0% from 2013. The decrease mainly came from interbank and money market items (assets), while there was an increase in net loans and accrued interest receivables, net investments and derivative assets as follows:

Interbank and money market items (assets) were THB 6.5 billion, a drop of THB 27.0 billion or 80.6%, mainly from the reduction of credit granted under private repo transaction as part of the Bank's liquidity management.

Derivative assets moved up by THB 1.7 billion or 18.7% to THB 10.8 billion. This was attributable to higher volume of interest rate swap contracts.

Net investments stood at THB 55.3 billion, an increase of THB 1.9 billion or 3.6%, mainly due to held to maturity debt instrument portfolio.

Net loans and accrued interest receivables were THB 184.4 billion, up by THB 18.1 billion or 10.9%. The growth of loans was in retail segment.

Asset quality

(a) Loans and loan concentration

As at 31 December 2014, CIMB Thai group's total loans net of deferred revenue were THB 190.0 billion, an increase of THB 18.9 billion or 11.0% compared with THB 171.1 billion as at 31 December 2013. Loans mainly comprised loans extended to the manufacturing and commerce sector, housing loans and public utilities and service sector, making up 66.8% of total loans. The manufacturing and commerce were the largest borrowers, taking THB 54.8 billion or 28.9% of total loans. This was in line with the Bank's strategy to maintain good relationships with corporate customers. Meanwhile, housing loans amounted to THB 48.6 billion or 25.6% of total loans, and public utilities and services loans THB 23.3 billion or 12.3% of total loans. Sectors with high growth of loans, i.e. housing loans, personal loans, and hire purchase and financial leases were 32.0%, 14.4% and 12.7% respectively from year-end 2013, in line with the Bank's focus on retail client portfolios.

Loans classified by type of business	31 December 2014		31 December 2013		Change	
	THB million	%	THB million	%	THB million	%
Agricultural and mining	3,365	1.8	3,322	1.9	43	1.3
Manufacturing and commerce	54,804	28.9	55,719	32.6	(915)	(1.6)
Real estate and construction	17,103	9.0	15,875	9.3	1,228	7.7
Public utilities and services	23,345	12.3	21,538	12.6	1,807	8.4
Personal cash	10,517	5.5	9,194	5.4	1,323	14.4
Housing loans	48,603	25.6	36,815	21.5	11,788	32.0
Hire purchase receivable and financial lease receivable	19,075	10.0	16,930	9.9	2,145	12.7
Others	13,156	6.9	11,694	6.8	1,462	12.5
Total loans net of deferred revenue	189,968	100.0	171,087	100.0	18,881	11.0

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 retail client portfolio.

(b) Classification of assets

As at 31 December 2014, CIMB Thai group's net loans and accrued interest receivables (excluding loans to financial institutions) amounted to THB 190.4 billion, an increased of 11.0% compared with those as at 31 December 2013. Classification of loans is in compliance with Bank of Thailand's notification. Pass loans stood at THB 176.2 billion, special-mention loans amounted to THB 7.8 billion, and non-performing loans classified as sub-standard, doubtful and doubtful of loss were reported at THB 1.8 billion, THB 1.1 billion, and THB 3.5 billion respectively.

CIMB Thai's loan loss coverage ratio dropped to 95.2% as at 31 December 2014 from 107.8% at the end of December 2013. As at 31 December 2014, its total provision stood at THB 6.0 billion, an excess of THB 2.2 billion over Bank of Thailand's reserve requirements.

(c) Non-performing loans (NPL)

The gross non-performing loans (NPL) accounted for THB 6.4 billion, with an equivalent gross NPL ratio of 3.3% from 2.5% as at 31 December 2013. The increase in NPL was mainly due to economic disruptions which affected the repayment ability of certain sizable corporate accounts and retail segment. CIMB Thai continues to exercise high credit risk underwriting standards and risk management policies. The Bank also focuses on improving productivity in monitoring, collection and managing all accounts closely and effectively.

(d) Income recognition

Interest income is recognised on an accrual basis. The Bank discontinues recognition of overdue accrued interest income more than three months since the due date or there is uncertainty of collectability, and then a collection basis is applied. The Bank also reverses interest income on such loans in order to comply with the Bank of Thailand's notification. The Bank continues its income recognition on an accrual basis when the entire amount of the principal and overdue interest has been paid.

The Bank recognises interest income on restructured loans on the same accrual basis as used for loans discussed above, with the exception of loans that are subject to monitoring for compliance with restructuring conditions, on which the Bank recognises interest income on a cash basis until the borrower has been able to comply with the restructuring conditions for a period of not less than three consecutive months or three consecutive installments, whichever is longer.

Liabilities

As at 31 December 2014, CIMB Thai group's total liabilities amounted to THB 251.5 billion, down by THB 6.4 billion or 2.5% from 2013. The decrease was mainly due to interbank and money market items (liabilities) and debt issued and borrowings, while there was an increase in deposits, financial liabilities designated at fair value through profit or loss and derivative liabilities as follows:

Interbank and money market items (liabilities) were THB 18.3 billion, down by THB 26.6 billion or 59.2%, mainly from the reduction of borrowings under private repo transaction as part of the Bank's liquidity management.

Debt issued and borrowings amounted to THB 24.5 billion, a drop of THB 13.2 billion or 35.0%, due to the redemption of short-term debentures, bills of exchange and early redemption of hybrid instruments during the year.

Deposits grew by THB 31.8 billion or 20.9% to THB 183.9 billion, mainly from fixed deposits.

Financial liabilities designated at fair value through profit or loss increased by THB 1.8 billion or 31.4% to THB 7.7 billion, mainly from structured bills of exchange.

Derivative liabilities went up by THB 0.7 billion or 7.7% to THB 10.4 billion mainly due to higher volume of interest rate swap contracts.

Equity

As at 31 December 2014, CIMB Thai group's equity stood at THB 22.7 billion, representing an increase of THB 0.9 billion or 3.9% from 2013. The Board of Directors gave approval for the Bank to appropriate THB 47.1 million from the Bank's net profit of THB 0.9 billion for the year into statutory reserve, and to carry forward the remaining net profit into retained earnings. 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.

Off balance sheets: Commitments

As at 31 December 2014, the Bank and its subsidiaries had combined commitments of THB 1,552.0 billion, up by THB 644.6 billion (71.0%) from THB 907.3 billion at the end of December 2013. The increase in commitments came mainly from derivatives as indicated in the table below:

(THB million)

Off balance sheets: commitments	31 December 2014	31 December 2013	variance %
Avals to bills and guarantees of loans	101	998	(89.9)
Liability under unmatured import bills	605	569	6.3
Letters of credit	1,679	2,613	(35.7)
Other commitments:	1,549,577	903,152	71.6
Derivatives	1,517,454	870,633	74.3
Undrawn bank overdrafts	16,961	15,894	6.7
Investments	6,766	6,584	2.8
Others	8,396	10,041	(16.4)
Total	1,551,962	907,332	71.0

Liquidity

Cash and cash equivalent items, as indicated in the cash flow statement of CIMB Thai group as at 31 December 2014, amounted to THB 4.0 billion, a net increase of THB 660.9 million from 2013. Details of the changes are as follows:

Net cash flows provided by operating activities in 2014 were THB 1,844.4 million. Losses from operations before changes in operating assets and liabilities were THB 5.0 billion, including THB 1.2 billion in pre-tax net profit for the year, and adjustments of non-cash items to net profit, mainly from interest and dividend and bad debts and doubtful accounts. Operating assets for the year went down by THB 10.5 billion due to the decrease in interbank and money market items (assets) and investments held for trading. In addition, operating liabilities dropped by THB 10.4 billion, resulting from the decrease in interbank and money market items (liabilities) and short-term borrowings.

Net cash flows used in investing activities were THB 3.6 billion, mostly coming from the increase in net cash paid for purchases of held-to-maturity securities, offset by net disposals and proceeds from maturity of available-for-sale securities.

Net cash flows provided by financing activities were THB 2.4 billion, comprising proceeds from issuance of structured bills of exchange and debentures, and subordinated debentures, offset by cash paid for redemption of such instruments.

Relationship between sources and applications of funds

Two major sources of funds for the Bank were deposits and borrowings, while the applications of funds covered the extension of loans. As at 31 December 2014, the Bank had deposits, borrowings and loans classified by maturity as follows:

(Unit: THB billion)

Maturities	Loans*	%	Deposits*	%	Borrowings*	%
Payable on demand	15.8	8.3	61.7	31.8	1.9	4.8
Up to one year	55.7	29.3	113.4	58.4	20.4	51.6
Over one year	118.5	62.4	19.1	9.8	17.2	43.6
Total	190.0	100.0	194.2	100.0	39.5	100.0

*Including interbank and money market items.

The Bank derived its funds from customer deposits which can be categorised as follows:

(Unit: THB billion)

Categories of Deposit	2014*		2013*		2012*	
	Amount	%	Amount	%	Amount	%
Current deposits	2.8	1.5	2.4	1.5	2.2	1.5
Savings deposits	58.9	30.3	49.2	31.6	43.2	30.9
Fixed deposits	132.5	68.2	104.1	66.9	94.8	67.6
Total	194.2	100.0	155.7	100.0	140.2	100.0

*Including interbank and money market items.

Credit Rating

The Bank's credit rating by Fitch Ratings, Moody's Investors Service and RAM Ratings are shown below:

25 March 2014

Fitch Ratings

Foreign Currency

Long-Term Issuer Default Rating	BBB
Short-Term Issuer Default Rating	F3
Viability Rating	bb-
Support Rating	2

National

National Long-Term Rating	AA- (tha)
National Short-Term Rating	F1+ (tha)
National Short-Term Debts	F1+ (tha)
Upper Tier 2 Debt	A (tha)
Lower Tier 2 Debt	A+ (tha)

Outlook

Long-Term Foreign Currency Issuer Default Rating	Stable
National Long-Term Rating	Stable

2 June 2014

Moody's Investors Service

Foreign Currency Bank Issuer Rating (Long-Term/Short-Term)	Baa2/P-2
Local Currency Bank Issuer Rating (Long-Term/Short-Term)	Baa2/P-2
Foreign Currency Bank Deposit Rating (Long-Term/Short-Term)	Baa2/P-2
Local Currency Bank Deposit Rating (Long-Term/Short-Term)	Baa2/P-2
Bank Financial Strength Rating	D

5 June 2014

RAM Ratings

Financial Institution Ratings	AA2/Stable/P1
Tier-2 Subordinated Debt	AA3/Stable

Financial Ratios
Capital funds and capital adequacy ratio

As at 31 December 2014, the Bank's assets were THB 22.2 billion higher than its liabilities. The difference represented positive shareholders' equity. The Bank's total capital funds amounted to THB 31.7 billion with capital adequacy ratio (BIS ratio) of 15.0%, exceeding the regulatory requirement. At CIMB Thai group-level, the consolidated capital funds amounted to THB 31.8 billion with BIS ratio of 15.2%.

Liquid assets ratio

The Bank of Thailand requires all commercial banks to maintain a minimum liquid assets ratio of 6% of total deposits and offshore borrowings with less than one year maturity.

As at 31 December 2014, the Bank's total liquid assets were THB 57.0 billion, while the modified loan to deposit ratio stood at 89.2%. Its liquid assets to total assets ratio was 20.8% and liquid assets to total deposits ratio was 30.9%. All these ratios were within the minimum regulatory requirements.

Investments in subsidiaries
Purchase of investments in ordinary shares in Worldlease Co., Ltd.

On 6 February 2013, the Bank settled the increased capital in Worldlease Co., Ltd. amounting to THB 50 million. On 12 February 2013, Worldlease Co., Ltd. registered its increase in share capital with the Ministry of Commerce.

An increase in registered capital of Center Auto Lease Co., Ltd.

On 27 June 2013, the Bank's Board of Directors meeting No. 7/2013 approved an increase in registered capital of Center Auto Lease Co., Ltd., from THB 1,500 million to THB 3,500 million. Center Auto Lease Co., Ltd. called for 25% paid-up capital and the Bank settled the increased capital of THB 500 million on 23 July 2013. On 29 July 2013, Center Auto Lease Co., Ltd. registered the capital increase with the Ministry of Commerce.

A payback from Krung Thai Thanakit Finance Plc.

On 20 September 2013, Krung Thai Thanakit Finance Plc's shareholders meeting approved a payback to shareholders at the rate of THB 0.2321 per share from the total of 1,076,976,000 registered ordinary shares, or THB 250 million. CIMB Thai's portion is 1,067,229,773 shares or THB 248 million.

On 21 May 2014, Krung Thai Thanakit Finance Plc's extraordinary general meeting of shareholders approved a last-installment payback to shareholders at the rate of THB 0.0211 per share from the total of 1,076,976,000 registered ordinary shares, or THB 22.74 million. CIMB Thai's portion is 1,067,229,773 shares or THB 22.54 million.

Currently, Krung Thai Thanakit Finance Plc is still in the process of liquidation.

Appointment of external auditors and consideration of audit fees

The Audit Committee considers the qualifications and performance of external auditors and recommends the appointment thereof as well as proposes audit fees to the Board of Directors annually. The Board then proposes the external auditor appointment and audit fees for the consideration and approval of the general meeting of shareholders. The list of external auditors to be proposed must also be endorsed by the Bank of Thailand.

Remuneration for external auditors

For the year ended 31 December 2014, fees paid to the external auditors were as follows:

(1) Audit fees

CIMB Thai group paid the auditors audit fees totaling THB 12.1 million. Other incidental expenses included transport and photocopying expenses.

(2) Non-audit fee

CIMB Thai group did not obtain any other services from the audit firm for which the auditors were working and there were no other services from persons or businesses related to the auditors.

Part 3 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 January 2014 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. Chitrapongse Kwangsukstith	Director	- Chitrapongse Kwangsukstith-
2. Mr. Subhak Siwaraksa	President and Chief Executive Officer	- Subhak Siwaraksa -

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

Attachment 1

Information on Directors, Management, Persons with Power and Company Secretary

Name of Director, Management / Position/Date of appointment	Education	Directorship and positions held in other companies/Organisations and Work experience within last 5 years		
<p>1. Dato' Robert Cheim Dau Meng*</p> <p>Age 63 years</p> <p>Chairman</p> <p>Member and Alternate Chairman of Nomination, Remuneration and Corporate Governance Committee</p> <p>Date of appointment: 5 November 2008</p> <p>*The Board meeting, held on 29 September 2014, resolved to appoint Dato' Robert Cheim Dau Meng, Vice Chairman, as Chairman in place of Mr. Chakramon Phasukavanich who had resigned</p>	<ul style="list-style-type: none"> - Fellow of the Institute of Chartered Accountants in England and Wales - Member of the Malaysian Institute of Accountants <p>Training</p> <ul style="list-style-type: none"> - CIMB Group International Advisory Panel Meeting (17 January 2014) - Private Banking 1st Regional Offsite Meeting (5-6 March 2014) - Fide Forum Focus Group Discussion on "Building a Talent Pool of Directors : Directors Register (7 April 2014) - CIMB INSEAD Leadership Program Cohort 5 Capstone (15 May 2014) - Invest Malaysia Conference (9-10 June 2014) - 2015 Risk Posture Workshop with Group BRC & 3FIs BRC (24 July 2014) - Culture Building Initiative Executive Offsite (27-28 October 2014) - CIMB Group Annual Management Summit (28-29 November 2014) - Anti-Money Laundering & Anti-Terrorism Financing Update for Director (17 December 2014) 	Listed Companies		
		Period	Position	Company / Organization
		2006 - 27 Feb 2015	Non-Executive Director	CIMB Group Holdings Bhd
		Non-Listed Companies and other Companies and Organisations		
		Period	Position	Company / Organization
		6 Nov 2012 - Present	Director	Yu Cai Foundation
<p>Total share holding in Bank</p> <p>No. of shares held as of 2014</p> <p>- By director himself: <i>None</i></p> <p>- By his spouse and minor children: <i>None</i></p>		2006 - 27 Feb 2015	Adviser	CIMB Investment Bank Berhad
		2005 - Present	Chairman	Tanjong PLC.
		Work experience within last 5 years		
		Period	Position	Company / Organization
		2005 - 2014	Director	CIMB Securities International Pte Ltd.
		1999 - 2006	Executive Director	CIMB Investment Bank Berhad
		1993 - 1999	Chief Executive Officer	CIMB Investment Bank Berhad

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
<p>2. Mr. Sukont Kanjana-Huttakit Age 68 years Independent Director Chairman of Audit Committee Date of appointment: 24 September 2009</p> <p>*The Board meeting, held on 25 February 2015, resolved to appoint Mr. Sukont Kanjana-Huttakit as Vice Chairman</p>	<p>- M.A. (Finance), Virginia Polytechnic and State University, U.S.A. - B.A. (Finance), Virginia Polytechnic and State University, U.S.A.</p> <p>Training</p> <p>- 2010: Audit Committee Programme (ACP) Class 30/2010 - 2007: Director Certification Programme (DCP)</p>	Listed Companies		
		Period	Position	Company / Organization
		2014 - Present	Chairman of Audit Committee	World Corporation PCL.
		2012 - Present	Independent Director	Srisawad Power 1979 PCL.
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
Total Shareholding in Bank		2011 - Present	Executive Adviser	Federation of Accounting Professions
		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		2012 - 2014	Independent Director	Scan Inter Co.,Ltd.
		2006 - Present	Member of Ethics Committee	Tricor Outsourcing (Thailand) Co., Ltd.
		2007 - 2009	Member of Risk Management Committee	TMB Asset Management Co.,Ltd.
<p>No. of shares held as of 2014</p> <p>- By director himself: <i>None</i></p> <p>- By his spouse and minor children: <i>None</i></p>		2006 - 2008	Board member and Chairman of Audit Committee	Government Housing Bank
		Aug 2006 - Oct 2006	Board member	CAT Telecom PCL.
		2005 - 2008	Member of Auditing Standard Screening Sub-Committee	Federation of Accounting Professions
		2003 - 2007	Member of Audit Committee Member of Electronic Transactions Commission	Royal Bangkok Sports Club
		2003 - 2006	Chairman and Senior Partner	Ministry of Information and Communication Technology
		1998 - 2006		PricewaterhouseCoopers Co., Ltd.

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
3. Mrs. Watanan Petersik Age 54 Independent Director Chairperson of Nomination and Remuneration and Corporate Governance Committee Member of Board Risk Committee Date of appointment: 25 April 2007	AB Bryn Mawr College, PA U.S.A. Training - 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 - Certificate, Singapore Institute of Directors course : Role of Directors	Listed Companies		
		Period	Position	Company / Organization
		Present	Independent Director	PTT Global Chemical PCL
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
		2010 - Present	Independent, Non-Executive Director	CIMB Group Holdings Berhad
		Present	Director	Asia Capital Advisory PTE Ltd
		Present	Senior Adviser	TPG Capital Asia
		Present	Director	Lien Centre for Social Innovation Singapore Management University
		Present	Director	TE Healthcare Asia Partners Pte Ltd
Total Shareholding in Bank		Work Experience within Last 5 Years		
No. of shares held as of 2014 - By director herself -Nil- - By her spouse and minor children -Nil-		Period	Position	Company / Organization
		-	-	-

Name of Director / Position / Age / Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
4. Dato' Shaarani Bin Ibrahim Age 65 years Independent Director Member of Audit Committee Member of Nomination, Remuneration and Corporate Governance Committee Date of appointment: 20 January 2009	B.A.(Hons) International Relations, Universiti Malaya Training - ASEAN Game Changer Forum 8-9 September 2014, Singapore - 28th Asia-Pacific Roundtable (APR) 2-4 June 2014, Kuala Lumpur, Malaysia - CIMB Group on the 6th Regional Compliance, Audit & Risk (CAR) Summit 16 June 2014, Penang, Malaysia - CIMB Group on 5th Regional Compliance, Audit & Risk (CAR) Conference 14-15 June 2013, Jogjakarta, Indonesia - April 2011: Director Certification Programme (DCP 145/2011) English Programme: Institute of Directors Thailand - April 2010: Director Accreditation Programme (DAP 83/2010) English Programme: Institute of Directors Thailand - August 2009: Non-Executive Director Development Series August 2009 "Corporate Governance" by PriceWaterhouseCoopers, Malaysia	Listed Companies		
		Period	Position	Company / Organization
		Sep 2010 - Present	Independent Director, Chairman of Remuneration Committee, Member of Audit Committee, Member of Nomination Committee	Dragon Group International Limited (DGI), Singapore
		Non-Listed Companies and Other Companies and Organisations		
Total Shareholding in Bank		Period	Position	Company / Organization
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>		Sep 2010 - Present	Chairman, Chairman of Risk Committee, Member of Audit Committee	CIMB Bank PLC., Cambodia
	Work Experience within Last 5 Years			
	Period	Position	Company / Organization	
	Jan 2011 - Jan 2014	Board Member, Chairman of Audit Committee, Member of Investment Committee	Universiti Putra Malaysia (UPM)	
	2005 - 2008	Ambassador of Malaysia	The Kingdom of Thailand	

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
5. Ms. Sopawadee Lertmanaschai Age 61 Years Independent Director Member of Audit Committee Date of Appointment: 11 April 2014	<ul style="list-style-type: none"> - Master of Science (Accounting), Thammasat University - Bachelor of Law, Thammasat University - Bachelor of Science (Accounting), Thammasat University 	Listed Companies		
		Period	Position	Company / Organization
		2014 - Present	Independent Director	Intouch Holdings PCL.
		2553 - Present	Advisor	Dhipaya Insurance PCL.
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
		2013 - Present	Commissioner and	The Securities And Exchange
		Present	Member, Audit Committee	Commission
		Present	Director, Sub Performance	State Enterprise Policy Officer
		Present	Assessment Committee	
		Present	Director, Committee Of	Office Of The Political Development
		Present	Management Political	Council, King Prajadhipok's Institute
		Present	Development Fund For	
		Present	Civil Sector	
		Present	Director And Public	Federation of Accounting Professions
		Present	Relations	Under The Royal Patronage of His
		Present	Director	Majesty The King
		Present	Director	Thai Investors Association
		Present	Central Committee	Thammasat University Association
		Present	Director and Secretary	Pridi Panomyong Foundation
		Present	Advisor	Sangvian Foundation
		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		2010 - 2013	Secretary General	General, Government Pension Fund
		2010 - 2013	Director	IRPC PCL.
		Until 2013	Chairman	Royal Porcelain PCL.
		Until 2010	Director	Nok Air Co., Ltd.
		2011 - 2013	Director	Thailand Futures Exchange PCL.
		End Jan.2010	Director And Chairman	Government Housing Bank
		2000 – 2009	Audit Committee	
		2006 - 2008	Chief Marketing Officer -	The Stock Exchange Of Thailand
			Markets And Post - Trade	
			Services	
			Chief Executive Office -	Thailand Securities Depository Co.,
			Chairman - Capital Market	Led.
			Opportunity Center	

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
6. Mr. Chitrapongse Kwangsukstith Age 65 years Director (Authorized Signatory) Member and Altenate Chairman of Board Risk Committee Date of appointment :	<ul style="list-style-type: none">- Doctor of Engineering Industrial, Lamar University, U.S.A.- M.Eng. (Industrial Engineering), Lamar University, U.S.A.- B.Eng. (Mechanical Engineering), Chulalongkorn University, Thailand Training <ul style="list-style-type: none">- Stanford Executive Program, Stanford University, U.S.A.- The National Defence Course, National Defence College, (Class of 4212), Thailand- Thai Institute of Directors Association (IOD) DCP 42/2004, FND 9/2004, RCC 10/2010, NCGC	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
		Present Present Present	Director Chairman Chairman	TRC Green Co., Ltd. Sakari Resources Ltd. PTT FLNG Ltd.
Work Experience within Last 5 Years				
Period			Position	Company / Organization
2014 2008 - 2009			Chairman Chief Operating Officer, Upstream Petroleum and Gas Business Group	PTT Energy Resources Co., Ltd. PTT PCL.
2003 - 2007			Senior Executive Vice President, Gas Business Unit	PTT PCL.
Total Shareholding in Bank				
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor childern: <i>None</i>				

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
7. Mr. Kenny Kim Age 47 years Director Chairman of Board Risk Committee Date of appointment: 5 November 2008	<ul style="list-style-type: none">- M.Sc. (Finance), University of Lancaster, UK- A fellow of Association of Chartered Certified Accountants, UK- A member of Malaysian Institute of Accountants- A member of Institute of Chartered Accountants in England and Wales, Finance Faculty Training CIMB-INSEAD Leadership Program Conference and various invited Speakers Award Presented by Alpha Southeast Asia for:- 2013 - Best CFO in South East Asia 2013 - Best CFO in Malaysia	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
Total Shareholding in Bank		2001 - Present	Group Chief Financial Officer and Chief Executive Officer, Group Strategy & Strategic Investments Division	CIMB Investment Bank Berhad
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		-	-	-

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years			
8. Ms. Serena Tan Mei Shwen Age 36 years Director Member of Board Risk Committee Date of Appointment: 6 May 2014	<ul style="list-style-type: none">- Masters of Business Administration, Massachusetts Institute of Technology, USA- Bachelor of Commerce, Accounting & Finance, Macquarie University, Sydney, Australia- 7th Form Bursary Certificate - (Economics, Statistics, English, History), Aranui High School, Christchurch, New Zealand	Listed Companies			
		Period	Position	Company / Organization	
		-	-	-	
		Non-Listed Companies and Other Companies and Organisations			
		Period	Position	Company / Organization	
		2005 - Present	Director	Investments, Khazanah Nasional Berhad, Kuala Lumpur, Malaysia	
Total Shareholding in Bank		Present	Director	Board of Acibadem Saglik ve Hayat Sigorta A.S. (Non-Independent Non-Executive Director)	
No. of shares held as of 2014 - By director herself: <i>None</i> - By her spouse and minor children: <i>None</i>		Work Experience within Last 5 Years			
		Period	Position	Company / Organization	
		April 2008 - Oct 2009	Principal	Olivant Advisors (Seconded from Khazanah), Singapore	
		March 2006 - April 2008	Senior Vice President, Office of the Chairman/CEO	Lippo Bank Tbk (Seconded from Khazanah), Jakarta, Indonesia	
		Oct 2005 - March 2006	Vice President	Credit Cards Group Head	
		Dec 2003 - Feb 2005	Associate	Boston Consulting Group, Kuala Lumpur, Malaysia	
		April 2001 - Dec 2003	Senior Analyst	FIG Specialist, McKinsey & Company, Kuala Lumpur, Malaysia	

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
9. Mr. Subhak Siwaraksa Age 58 years Director (Authorized Signatory) President and Chief Executive Officer Chairman of Management Committee Chairman of Risk Management Committee Chairman of Assets and Liabilities Management Committee Chairman of Market Risk Committee Thailand Chairman of Credit Risk Committee Chairman of Product Development Committee Chairman of Credit Committee Level 2 Chairman of Retail Business Committee Chairman of IT Strategic Planning Committee Chairman of Marketing and Communications Committee Chairman of Problem Loan Management Working Group Date of appointment : 17 March 2009	<ul style="list-style-type: none">- Ph.D. (Economics), 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. Training <ul style="list-style-type: none">- 2011 Financial Institutions Governance Programme (FGP) Class 3/2011- 2010 Certificate, Capital Market Academy Leadership Programme (Class 10 March - July 2010)- 2007 National Defence College (Class 2007)- 2006 Directors Certification Programme (DCP) Thai Institute of Directors Association (IOD)- 2005 Directors Accreditation Programme (DAP) Thai Institute of Directors Association (IOD)- 1993 Financial Executive Seminar, Bangkok (FINEX IV)	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
		2014 2014	Member, Audit Committee Member, Corporate Governance and Social Responsibility Committee Chairman	The Stock Exchange of Thailand The Stock Exchange of Thailand
		1 Feb 2013 - Present		Sathorn Asset Management Co., Ltd.
		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
2011 - 2013	Governor, Member Audit Committee	The Stock Exchange of Thailand		
2008 - 2009 2008 - 2009 2003 - 2008	Director Chairman Chief Executive Officer and President	Export-Import Bank of Thailand TMB Asset Management Co., Ltd. TMB Bank PCL.		
Total Shareholding in Bank				
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>				

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
10. Assoc.Prof. Dr. Ismaae Alee Shariah Adviser Age 64 years Shariah Advisor Date of appointment: 1 August 2011	- Higher Cert.in Promotion of Peaceful Society, King Prajadhipok's Institute - Ph.D., Al-Fiqh (First Class Hons), Islamic University of Madinah, Saudi Arabia - M.A., Al-Fiqh (Excellence) Islamic University of Madinah, Saudi Arabia - B.A., Sharia (Hons), Islamic University of Madinah, Saudi Arabia - B.A., (Dawah and Usul al- din), Islamic University of Madinah, Saudi Arabia	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
		2007 - Present	Member, Chairman of Halal Affairs	Central Islamic Council of Thailand (CICOT)
		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		2010 - 2011 2008 - 2010	Head of Delegation Member	Thai Haj Delegation Shariah Advisory Council, Securities Commission, Malaysia
		2007 - 2010 2006 - 2010	Associate Professor of Islamic Law Head	Advisory Council for Peace Building in Southern Border Provinces of Thailand College of Islamic Studies (CIS), Prince of Songkla University (PSU)
2002 - 2010	Director	Doctoral Degree in Islamic Studies of CISPSU College of Islamic Studies CIS-PSU		
Total Shareholding in Bank				
No. of shares held as of 2014 - By director himself: None - By his spouse and minor children: None				

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
11. Dr. Maroning Salaming Age 49 years Shariah Advisor Date of appointment: 1 August 2011	<ul style="list-style-type: none"> - 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 	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
Total Shareholding in Bank No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>		2015 - Present 2013 - 2014 2012 - 2014	Expert Deputy Secretary General Specialized Committee Member	Sheikhul Islam Southern Border Provinces Administration Center Hajj Promotion Committee of Southern Border Provinces of Thailand, pursuant to the appointment order of Southern Border Provinces Administration Center Koperasi Bina Berhad
		2011 - Present	Member of Shariah Advisory Council	Sheikhul Islam
		2010 - Present	Consultant and Working Committee Member	College of Islamic Studies, Prince of Songkla University, Pattani Campus
		2009 - Present	Member of Management Committee of Ph.D Program	College of Islamic Studies, Prince of Songkla University, Pattani Campus
		2008 – Present	Adviser on Ph.D. Thesis	College of Islamic Studies, Prince of Songkla University, Pattani Campus
		2006 - Present	Adviser on Master's Degree Thesis	College of Islamic Studies, Prince of Songkla University, Pattani Campus
		2005 – Present	Professor of Islamic Law Department	College of Islamic Studies, Prince of Songkla University, Pattani Campus
		2015 - Present	Committee Member	College of Islamic Studies, Prince of Songkla University, Pattani Campus
			Adviser of Director College of Islamic Studies	College of Islamic Studies, Prince of Songkla University, Pattani Campus
		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		2008 - 2010	Member of Working Committee of Developing	Pursuant to the order of Sub Committee on Policy and Coordination of Judicial Process in Southern Border Provinces
		2007 - 2011	Adoption of Islamic Laws in Southern Border Provinces	Council for Yala Primary Educational Service Area 1
		2011 - 2013	Specialized Council Member	

Name of Director / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
12. Mr. Surachai Chitratsenee ^{/1} Age 64 years Deputy CEO Senior Executive Vice President Business Support Group Date of appointment: 1 January 2015 Total Shareholding in Bank No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>	<ul style="list-style-type: none"> - M.A. (Economics), State University of New York at Binghamton, U.S.A. - B.S. (Economics), Central Missouri State University, U.S.A. 	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
		Dec 2014 - Present Feb 2014 - Present 2005 - Present	Director Chairman Chairman	Sathorn Asset Management Co., Ltd. CT COLL Co.,Ltd Center Auto Lease Co.,Ltd.
		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		2005 - 2010	Chairman	WorldLease Co.,Ltd.
13. Mrs. Panute Na Chiangmai Age 58 years Senior Executive Vice President, Risk Management Group Date of appointment : 1 July 2009 Total Shareholding in Bank No. of shares held as of 2014 - By director herself: <i>None</i> - By her spouse and minor children: <i>None</i>	<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 Financial Institutions Governance Programme (FGP) Class 3/2011	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
		-	-	-
		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		-	-	-

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
14. Mr. Narongchai Wongthanavimok Age 52 years Chief Financial Officer Senior Executive Vice President Strategy and Finance Group Date of appointment: 3 December 2009	<ul style="list-style-type: none">- M.S (Information Systems), Golden Gate University, San Francisco, CA, U.S.A.- MBA (Finance), University of Pittsburgh, Pittsburgh, PA, U.S.A.- BA. (Econ), Thammasat University Training <ul style="list-style-type: none">- Diploma, The Joint State - Private Sector Course (Class 24), The National Defence College (Class 2011)- Financial Institutions Governance Program (FGP) Class 3/2011, Thai Institute of Directors- CIMB-Insead Leaderships program, INSEAD- Director Certification Program (DCP) 131/2010, Thai Institute of Directors- CFO Becoming a Strategic Partner, University of Pennsylvania, USA- Senior Finance Management Program, Executive Development International, UK- Chulalongkorn University, Bangkok, Thailand : Certificate in System Analysis	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies/Organisations		
		Period	Position	Company / Organization
		Aug 2012 - Present	Chairman	WorldLease Co.,Ltd.
Work Experience within Last 5 Years				
Period	Position	Company / Organization		
Aug 2010 - May 2014 2004 - 2009	Director (Authorized Signatory) First Senior Vice President, MIS & Planning Division Head, Finance Group	CIMB-Principal Asset Management Co., Ltd. Siam Commercial Bank PCL.		
Total Shareholding in Bank				
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>				

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years				
15. M.L.Nathchanya Davivongse Age 46 years Senior Executive Vice President Transaction Banking Group Date of appointment : 1 August 2010	<div><div>- MBA (International Business Management & Marketing), Oregon State University, Oregon, U.S.A.</div><div>- B.A. (International inance/Banking), Oregon State University, Oregon, U.S.A.</div></div>	Listed Companies				
		Period	Position	Company / Organization		
		-	-	-		
		Non-Listed Companies and Other Companies and Organisations				
		Period	Position	Company / Organization		
Total Shareholding in Bank		Work Experience within Last 5 Years				
No. of shares held as of 2014 - By director herself: <i>None</i> - By her spouse and minor childern: <i>None</i>		Period			Position	Company / Organization
		Nov 2009 - Jun 2010		Director - Regional Sales, Cash Management Corporate	Deutsche Bank AG, Asia-Pacific Head Office, Singapore	
		Nov 2005 - Oct 2009		Head, Global Transaction Banking	Deutsche Bank AG, Bangkok	

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
16. Mr.Silawat Santivisat Age 51 years Senior Executive Vice President Group Information and Operations Division Date of appointment : 1 September 2012	<ul style="list-style-type: none">- M.M., Sasin Graduate Institute of Business Administration, Chulalongkorn University- M.S. (Chemical Engineering), University of Texas, Austin, U.S.A.- B. E.(2nd class honor), Chulalongkorn University	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies/Organisations		
		Period	Position	Company / Organization
2 May 2014 - Present		Director	CIMB-Principal Asset Management Co., Ltd.	
Total Shareholding in Bank		Work Experience within Last 5 Years		
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>	Training <ul style="list-style-type: none">- Banc Assurance Straight Through Processing in Malaysia by May Bank, Ageas Insurance- Leadership Greatness by PacRim Group- Executive Programme for Senior Management 2008 by Fiscal Policy Research Institute Foundation- Building The Leadership Team for Outstanding for John C.Maxwell / Strategic Management for Service Industries by SASIN- On 21st Century Marketing by Philip Kotler by Thailand Management Association (TMA)- Lafferty Retail Finance Asia-Pacific 2004 by Lafferty- Cash and Treasury Management in Asia Pacific Region 2001,2002 by Euro Finance	Period	Position	Company / Organization
		May 2009 - Aug 2012	First Senior Vice President, Retail Banking Division	Kasikorn Bank PCL.
		Jan 2005 - Mar 2009	Executive Vice President, Transaction Banking / Cash Management Business	TMB Bank PCL.

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
17. Mr. Pornchai Padmindra Age 42 years Senior Executive Vice President Wholesale Banking Group Date of appointment : 1 September 2013	- Bachelor of Accounting Kasetsart University - AFS Scholarship Student Exchange Program Training 2008 Director Accreditation Program (DAP), Class 73/2008	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies/Organisations		
		Period	Position	Company / Organization
Total Shareholding in Bank		-	-	-
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		Sep 2011 - Aug 2013	Executive Vice President, Corporate Banking Team 2	Thanachart Bank Plc.
		Oct 2008 - Aug 2011	Executive Vice President, Origination & Client Coverage	Standard Chartered Bank (Thai) Plc.
		Mar 2007 - Sep 2008	Managing Director	Citicorp Securities (Thailand) Ltd.

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
18. Mr. Jiratchyuth Amyongka Age 47 years Senior Executive Vice President Commercial Banking Group Date of appointment : 27 September 2013	<div>- Cert. of Int'l Business & Finance, New York University</div> <div>- M.B.A., Indiana University of Pennsylvania</div> <div>- Bachelor of Law, Thammasat University</div> Training <div>- Great Leadership, Pacrim Group</div> <div>- Advance Negotiation skill, Independence Instructor</div> <div>- TAP (Talent Acceleration Program) GE, Turkey & London</div>	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies/Organisations		
		Period	Position	Company / Organization
	-	-	-	
Total Shareholding in Bank		Work Experience within Last 5 Years		
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>		Period	Position	Company / Organization
		June 2011 - Sep 2013	Head of SME Banking	Thanachart Bank PCL.
		Feb 2007 - June 2011	Executive Vice President, Strategy, Change Management and Product and Marketing Developmen Head & Sale Head BKK.	Bank of Ayudhya PCL.
		Feb 2007 - 2009	Director, SME Thailand	GE Money Bank PCL.

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
19. Mr. Adisorn Sermchaiwong Age 48 years Senior Executive Vice President Retail Banking Group Date of appointment : 11 September 2012	<div>- MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University</div> <div>- B.E., Chulalongkorn University</div> <div>Training</div> <div>- 2005 Director Certification Programme</div> <div>- Advanced Management Programme, Oxford University</div> <div>- Capital Market Academy Leadership Programme, Capital Market Academy (CMA) Class 1</div>	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies/Organisations		
		Period	Position	Company / Organization
2014 - Present		Director	CIMB-Principal Asset Management Co., Ltd.	
Work Experience within Last 5 Years				
Period		Position	Company / Organization	
2010 - 2012		Executive Director, Country Head of Channels	UOB Bank PCL.	
2007 - 2010		EVP, Saving & Investment Products	Siam Commercial Bank PCL.	
2002 - 2007		President	SCB Asset Management Co.,Ltd.	
Total Shareholding in Bank				
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>				

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
20. Mr. Sutee Losoponkul Age 54 years Senior Executive Vice President Treasury Group Date of appointment: 1 April 2011	<div>- MBA, National Institute of Development Administration (NIDA)</div> <div>- B.Sc. (Industrial Engineering), Prince of Songkla University</div> <div>Training</div> <div>- Market Risk for Treasury Products, New York Institute of Finance (Financial Times)</div> <div>- Asset and Liability Management, Chase Manhattan Bank, Singapore</div> <div>- Treasury Training Scheme, Institute of Banking and Finance (IBF), Singapore<ul style="list-style-type: none">Offshore Deposit MarketForeign Exchange ArithmeticFinancial FutureOptionsCitibank Bourse Game</div>	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies/Organisations		
		Period	Position	Company / Organization
		4 Mar 2011 - Present	Director	CIMB Securities (Thailand) Co.,Ltd.
23 Apr 2013 - Present		Director	The Thai Bond Market Association	
Work Experience within Last 5 Years				
Period		Position	Company / Organization	
-	-	-		
Total Shareholding in Bank				
No. of shares held as of 2014 - By director himself: None - By his spouse and minor children: None				

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
21. Mr. Sittichai Mahaguna Age 48 years Executive Vice President Corporate Finance and Equity Capital Markets Date of Appointment: 1 October 2012 Total Shareholding in Bank No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>	- MBA, Finance, California State University, San Bernardino, USA - BBA, Finance, Chulalongkorn University Training - 2013 CIMB-INSEAD Leadership Program	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies/Organisations		
		Period	Position	Company / Organization
		Present	Director,	CIMB Securities (Thailand) Co.,Ltd.
		Present	Director,	Investment Banking Club
		Work Experience within Last 5 Years		
		Period	Position	Company / Organization
		Sep 2009 - Sep 2012	Head of Investment Banking	CIMB Securities (Thailand) Co.,Ltd.Head
		Nov 2006 - Sep 2009	Head of Investment Banking	CIMB-GK Securities (Thailand) Co.,Ltd.
		Feb 2002 - Sep 2006	Executive Vice President, Investment Banking Group	Kimeng Securities (Thailand) Co.,Ltd.

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
22. Mr. Prapas Thongsuk Age 51 years Executive Vice President Corporate Communications Division Date of appointment: 1 April 2010	<ul style="list-style-type: none">- MBA, National Institute of Development Administration (NIDA)- B.Ed., Chulalongkorn University	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies/Organisations		
		Period	Position	Company / Organization
		-	-	-
Total Shareholding in Bank		Work Experience within Last 5 Years		
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>		Period	Position	Company / Organization
		2004 - 2010	SVP Corporate Marketing	Krungthai Card PCL.

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
23. Ms. Siriporn Sanunpairaue Age 50 years First Executive Vice President Internal Audit Division Date of appointment: 22 February 2010	<div>- MBA, Thammasat University</div> <div>- B.Acc., Thammasat University</div> <div>Training</div> <div>- CIMB-INSEAD Leadership Program</div> <div>- CIA Preparation, Institute of Internal Auditors of Thailand</div> <div>- Certified Professional Internal Auditor (CPIA), Institute of Internal Auditors of Thailand</div>	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
-	-	-		
Total Shareholding in Bank		Work Experience within Last 5 Years		
No. of shares held as of 2014 - By director herself: <i>None</i> - By her spouse and minor children: <i>None</i>		Period	Position	Company / Organization
		2007 - 2008	Head of Internal Audit Department, Senior Vice President	Standard Chartered Bank (Thai) PCL.
		2006 - 2007	Senior Audit Manager, Group Internal Audit	Standard Chartered Bank
Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years		
24. Mr. Thaphop Kleesuwan Age 54 years Executive Vice President Compliance Department Head Date of appointment: 22 June 2011 Executive Vice President Office of the President Company Secretary Date of appointment: 21 July 2008	<div>- LL.M. (Laws in Taxation), DePaul University, Chicago, Illinios, U.S.A.</div> <div>- LL.B, Chulalongkorn University</div> <div>Training</div> <div>- Bond-related Regulations Programme</div> <div>- Measure to Prevent Thai Baht Speculation Programme</div> <div>- Tone at the Top Programme</div> <div>- Credit Information Business Act Programme</div> <div>- Financial Institution Governance Programme, Thai Institute of Directors</div> <div>- Laws and Regulations for Company Secretary According to New Law on Securities and Exchange Programme, Facutly of Law, Chulalongkorn Univesity</div> <div>- Commercial Banking Business Regulators Programme, Faculty of Law, Chulalongkorn University</div> <div>- Company Secretary Programme, Thai Institute of Directors</div>	Listed Companies		
		Period	Position	Company / Organization
		-	-	-
		Non-Listed Companies and Other Companies and Organisations		
		Period	Position	Company / Organization
-	-	-		
Total Shareholding in Bank		Work Experience within Last 5 Years		
No. of shares held as of 2014 - By director himself: <i>None</i> - By his spouse and minor children: <i>None</i>		Period	Position	Company / Organization
		2008 - 2010	Director	Sathorn Asset Management Co., Ltd.

Name of Management / Age / Position Date of Appointment	Education	Directorship and Positions Held in Other Companies/Organisations and Work Experience within Last 5 Years				
25. Ms. Winita Kimsawadi Age 50 years Senior Vice President Financial Reporting Department Date of appointment: 16 August 2011	<div>- Master of Accountancy, Chulalongkorn University</div> <div>- BBA.(Accounting), Chulalongkorn University</div> <div>Training Advanced Financial Leadership Program (AFLP)</div>	Listed Companies				
		Period	Position	Company / Organization		
		-	-	-		
		Non-Listed Companies and Other Companies and Organisations				
		Period	Position	Company / Organization		
Total Shareholding in Bank		Work Experience within Last 5 Years				
No. of shares held as of 2014 - By director herself: <i>None</i> - By her spouse and minor children: <i>None</i>		Period			Position	Company / Organization
		2008 – 2011			Vice President, Data Management and Reporting Department, Finance Group	Bank of Ayudhya PCL.
		2005 – 2007			Vice President, Accounting	GE Money Retail Bank PCL.

Notes: None of the directors and executives are related by family

/1 The Board meeting resolved extending the employment and appointment of Mr. Surachai Chitratsene as Deputy CEO and Senior Executive Vice President, Business Support Group, taking effect from 1 January 2015 to 31 December 2015.

Change in shareholding of the directors and senior Executives of the bank
**Report of changing in securities holding of Directors' and Senior Executives
As at end 2014 compared with end 2013:**

Name	Official Title	No. share holding As at 31 Dec 14 (Shares)	No. share holding As at 31 Dec 13 (Shares)	No. of share change
Mr.Chakramon Phasukavanich	Chairman	1	1	-

Notes: /1 Mr. Chakramon Phasukavanich declared his intention to resign as Director and Chairman, effective from 28 August 2014.

**Directors' and Senior Executives' Share Ownership in Subsidiary Companies
As at end 2014 compared with end 2013:**

Particulars	No. share holding As at 31 Dec 14 (Shares)	No. share holding As at 31 Dec 13 (Shares)	No. of share change
Mr. Thaphop Kleesuan Executive Vice President, Office of the President Executive Vice President, Compliance Department			
- Center Auto Lease Co., Ltd	2	2	-
- Worldlease Co., Ltd.	1	1	-
Mr. Sutee Tantana Senior Vice President, Alternative Sales Management			
- Worldlease Co., Ltd.	1	1	
Mr. Tanit Onnuch Vice President, SME Service and Support Team Head			
- Center Auto Lease Co.,Ltd.	2	2	-

Attachment 2

Information on Directors of Subsidiaries

Details of Directors and Executives in Subsidiaries and Related Companies as of 28 February 2014

[illegible]

Remarks

A	Chairman	B	Vice Chairman	C	Chairman of Audit Committee
D	Independent Director	E	Audit Committee	F	Director
G	Chairman of Nomination, Remuneration and Corporate Governance Committee	H	Chairman of Risk Committee	I	Non-Executive Director
J	Senior Advisor	K	Advisor	L	Group Chief Financial Officer and Head of Group Strategy and Finance Division
M	Member, Audit Committee	N	Member, Corporate Governance and Social Responsibility Committee	O	Commissioner and Member, Audit Committee
P	Director, Sub Performance Assessment Committee	Q	Director, Committee Of Management Political Development Fund For Civil Sector	R	Director And Public Relations
S	Director and Secretary	T	President and Chief Executive Officer	U	Senior Executive Vice President
V	First Executive Vice President	W	Executive Vice President	X	Senior Vice President

Subsidiaries

- Center Auto Lease Co., Ltd.
- World Lease Co., Ltd.
- CT COLL Co., Ltd.

Others / Affiliate Companies

- CIMB Group Holdings Bhd
- Yu Cai Foundation
- CIMB Investment Bank Berhad
- Tanjong PLC.
- World Corporation PCL.
- Srisawad Power 1979 PCL.
- Federation of Accounting Professions
- CIMB Bank PLC, Cambodia
- Dragon Group International Limited (DGI), Singapore
- PTT Global Chemical PCL.
- CIMB Group Holdings Berhad
- Asia Capital Advisory PTE Ltd
- TPG Capital Asia
- Lien Centre for Social Innovation Singapore Management University
- Intouch Holdings PCL.
- Dhipaya Insurance PCL
- The Securities And Exchange Commission
- State Enterprise Policy Officer
- Office Of The Political Development Council, King Prajadhipok's Institute
- Pridi Panomyong Foundation
- Thai Investors Association
- Federation of Accounting Professions Under The Royal Patronage of His Majesty The King Thai Investors Association
- Association
- TRC Green Co., Ltd.
- Sakari Resources Ltd.
- PTT FLNG Ltd
- Investments, Khazanah Nasional Berhad, Kuala Lumpur, Malaysia
- Board of Acibadem Saglikve Hayat Sigorta A.S. (Non-Independent Non-Executive Director)
- The Stock Exchange of Thailand
- Sathorn Asset Management Co., Ltd
- CIMB-Principal Asset Management Co., Ltd
- The Thai Bond Market Association
- Investment Banking Club

Attachment 3**Details of Internal Audit Division Head and Compliance Department Head**

Details of education backgrounds and work experiences of Internal Audit Division Head and Compliance Department Head are as in Attachment 1 (items no. 23 and 24).

Roles and responsibilities of Compliance Department Head

Compliance Department Head has roles and responsibilities to ensure the Bank's business operation is in compliance with rules, regulations, policies and requirements of relevant government agencies such as the Bank of Thailand, Office of Securities and Exchange Commission and other agencies relating to banking business. The Board of Directors has approved policy and standard operating procedure regarding CIMB Group Compliance Policies and Procedures to ensure all senior executives and staff to completely and strictly comply with the rules, regulations, policies and requirements of such agencies.

Attachment 4**Audit Committee Report**

In 2014, 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 and Exchange Commission, the Bank of Lao PDR, and the relevant regulatory bodies. In addition, it has in place adequate procedures and systems of good corporate governance, appropriate risk management and internal control system 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 Stock Exchange of Thailand, the Securities and Exchange Commission and the Bank of Lao PDR.
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 as well as financial reporting standards.
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 5**The Nomination, Remuneration,
and Corporate Governance Committee Report**

In 2014, the Nomination, Remuneration, and Corporate Governance Committee performed its duties, namely to ensure that the Bank considered and nominated names of qualified candidates for positions of directors and senior executives of the bank, and with appropriate remuneration and benefits according to their duties and responsibilities. In addition, the Committee also reviewed the Corporate Governance Policy and Codes of Conduct for directors and employees of the Bank to ensure consistency with the corporate governance criteria of relevant regulatory authorities

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

1. To nominate qualified directors and senior executives and recommend appropriate remuneration and benefits to their duties and responsibilities to the Board for approval.
2. To consider the appointment of the Bank subsidiaries' directors and senior executives to the Board for concurrence.
3. To assess the performance of the Bank's senior executives against targets and performance criteria and referred the results to the Board of Directors with recommendations regarding the appropriate remuneration and benefits.
4. To review and consider the annual salary adjustments and bonuses for the Bank to the Board for approval.
5. To review the Corporate Governance Policy and Codes of Conduct for directors and employees of the Bank to ensure consistency with the corporate governance criteria of relevant regulatory authorities, and to submit to the Board of Directors for approval.
6. To approve corporate governance guidelines for relevant units to align with and present to the Board of Directors for acknowledgement on a yearly basis so as to enhance good corporate governance of the Bank.

The remuneration for the directors and the senior executives in year 2014 is set out in the Corporate Governance Report under the section "Director and Management Remuneration". The Committee has the opinion that such remuneration is in line with their duties and responsibilities, the individuals' performance, the overall economic situation, and the performance of the Bank.

- *Watanan Petersik* -
(Mrs. Watanan Petersik)
Chairwoman of the Nomination, Remuneration,
and Corporate Governance Committee

Attachment 6**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 accounting standards, applying appropriate and consistent accounting policies and with careful judgment and best estimates. Important information is adequately disclosed in the notes to 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 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 in this annual report.

The Board of Directors is of the opinion that the Bank's overall internal control is at a satisfactory level and reasonably provides reliability on the Bank's and its subsidiaries in relation to the financial statements for the year end 31 December 2014.

- *Chitrapongse Kwangsukstith* -
(Mr. Chitrapongse Kwangsukstith)
Director

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

Attachment 7**Form 56-3****Certified Financial Statement Report**

Financial Statement of CIMB Thai Public Company Limited
For The Accounting Period Ending December 31, 2014

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, 2014 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. Chitrapongse Kwangsukstith	Director	- Chitrapongse Kwangsukstith -
2. Mr. Subhak Siwaraksa	President and Chief Executive Officer	- Subhak Siwaraksa -