



**TISCO Bank Public Company Limited**

**Annual Registration Statements 2009 (Form 56-1)**

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## Executive Summary

In the early 2009, global and domestic economies were surrounded with uncertainties resulted from the 2008 global financial crisis. As the economy entering the second half of the year, economic conditions started to show clearer signs of recovery, attributable to a number of factors – massive fiscal stimulus packages worth 1.4 trillion Baht, favorable monetary policies with low interest rates, and a resurgence in domestic consumptions. Accordingly, the Thai economy experienced a gradual improvement from economic contraction during the first 3 quarters, to a positive growth of 5.8% in the last quarter of the year. Respectively, the SET Index which was tumbled by more than 40% at the end of 2008 during the peak of global crisis, sharply rebounded to close at 734.54 points, an increase of 63.2% from the previous year.

Despite the troubled economic conditions, TISCO Bank continued to emerge with strong business performance in 2009. This was a result of highly focused business strategies and TISCO Bank's strong competency to turn the crisis into opportunities. With continued expansion in core business portfolios, TISCO Bank reported a net profit after tax of 1,357 million Baht, a remarkable increase of 12.7% from the previous year. While the banking industry demonstrated a flat loan growth, TISCO managed to grow the loan portfolio by as high as 11.5% with asset quality still well managed. TISCO's Return on Equity (ROE), consequently, continued to stay among the top of the banking industry at 12.0%.

In 2009, TISCO Bank has strategically expanded its business continuously throughout the year. In hire purchase core business, in addition to continuing organic growth of approximately 8%, TISCO Bank also expanded inorganically by strategically acquiring business portfolios of Primus Leasing Company Limited, a captive finance company for vehicles under the Ford, Mazda, and Volvo brands, and GMAC (Thailand), a captive leasing of General Motors (Thailand) Limited. Not only the hire purchase portfolio further grew from the business acquisition, TISCO Bank also enjoyed exclusive business partnership with both Ford and General Motors groups in dealer auto floorplan financing and retail hire purchase.

TISCO Bank opened 9 new branches, totaling 43 branches nationwide, to expand retail customer base, increase business volume, and facilitate growing customers' needs. Over the past three years, TISCO Bank has successfully expanded the retail deposit base from 7% to 20% with current and savings account (CASA) also significantly increased from 6% to 24%, reflecting our successful diversifications of funding sources from the banking business platform. Thanks to the decreasing interest rates and the shift in funding mix, the cost of funds continually declined and, consequently, net interest margin significantly widened. Meanwhile, fee-based income continued to grow at a satisfactory rate of approximately 19% due mainly to hire purchase related and bancassurance fee income.

Year 2009 also marked a key milestone in development of TISCO Bank risk management infrastructure, which is considered one of the most advanced platforms in the banking industry. From December 2009, we have successfully entered into Basel II - IRB (Internal Ratings Based) standard for capital adequacy, in which the calculation of the Bank BIS ratio is now calculated based on the real risk profile of TISCO Bank loan portfolio. Due to quality loan book, together with the issuance of Tier-II subordinated debt amounting 4 billion Baht in the first half of 2009, TISCO Bank's BIS ratio under IRB approach at the end of 2009 increased to high as 17.0% as compared to 11.7% from the end of previous year, reflecting a very strong capital position.

TISCO has been committing to the highest ethical standards and good corporate governance in the belief that a sustainable growth has come from being a good corporate citizen of the society. In the Thai Institute of Directors Association's Corporate Governance Report 2009, we received the "Excellent CG Scoring" for overall performance. In 2009, TISCO also won Asiamoney magazine's "Best Managed Companies" (Small Market Cap Category), reflecting the opinions of head of research house and senior financial analysts in the region. For the fourth consecutive times, TISCO Bank again ranked first in the Asian Currency Bond Benchmark Survey as the "Best Bank in Thai Baht Corporate Bonds 2009" by the Asset Magazine, resulted from a survey of more than 300 institutional investors on the quality of bond services in the Asian region.

TISCO places great importance on its corporate commitment to social responsibility as one of the corporate core values. In 2009, TISCO, through TISCO Foundation for Charity, has handed out 6,197 scholarships for needy students at every level throughout the country. Moreover, the Foundation has provided medical support and start-up fund for the underprivileged both in Bangkok and local areas. In addition to TISCO Foundation, TISCO also put emphasis on building strong rapport among our stakeholders – management team, staff, clients etc. - to promote awareness on responsibility for contribution to the society. As part of the 40th TISCO Anniversary CSR Projects, TISCO has initiated "Rak Rian Ru Su Chumchon" project in which TISCO staffs provide learning opportunities for children and people living in rural areas by building or renovating school libraries and donating books to 40 villages near TISCO's branches around the country. At Baan Kiew Dong Mafai School in Udon Thani, TISCO staffs found that the main school building were in very poor conditions and needed an urgent renovation for students' safety. With the proceeds from the selling of TISCO's pocket book "Financial Planning of 40 Celebs", which promotes the importance of saving and investment planning to the public, in cooperation with donations and supports from TISCO's clients, management, and staff, the new building was heartily delivered to the students.

Going forward, although a more positive business outlook and recovery is generally expected, the risks and uncertainties in the operating environment are still viewed as eminent from various external and internal factors. TISCO will therefore continue to commit to our focused strategies and prudent business practice, while also ensuring our consistent standard of good corporate governance and corporate social responsibility.

The board truly appreciates all of our clients and shareholders' long-term commitment and support. Without their support, the success of TISCO could not have materialized. Finally, the board would like to extend special thanks to management and staff for their dedication, diligence, and contribution throughout the year.

## Part 1

### The Company

#### 1. General Information

<b>Company Name</b>	:	TISCO Bank Public Company Limited (hereafter "TISCO Bank" or "the Bank")
<b>Type of Business</b>	:	Banking Business
<b>Address</b>	:	Fl.1, TISCO Tower, 48/2 North Sathorn Road, Silom, Bangrak, Bangkok 10500
<b>Registration Number</b>	:	0107539000171
<b>Total registered capital</b>	:	11,002,000,000 Baht
<b>Paid-up Capital</b>	:	7,281,522,500 Baht comprised of 728,079,046 common shares and 73,204 preferred shares, both with par value of 10 Baht per share.
<b>Home Page</b>	:	www.tisco.co.th
<b>Telephone</b>	:	(66) 2633 6000
<b>Fax</b>	:	(66) 2633 6800
<b>Reference:</b>		
<b>Share Registrar</b>	:	<b>Thailand Securities Depository Co., Ltd.</b> Capital Market Academy Building, 2/7 Moo 4, (North Park Project) Vibhavadi-Rangsit Road Tung Song Hong, Laksi, Bangkok 10210 Tel. 0 2596 9000 Fax. 0 2832 4994-6
<b>Debenture Holder Representative</b>	:	<b>CIMB Thai Public Company Limited</b> 44 Langsuan Road Lumpini, Patumwan, Bangkok 10330 Tel. 0 2626 7000, 0 2657 3000, 0 2638 8000 Fax. 0 2657 3333
<b>Debenture Registrar</b>	:	<b>TMB Bank Public Company Limited</b> 3000 Phaholyothin Road Latyao, Chatu Chak, Bangkok 10900 Tel. 0 2299 1111 Fax. 0 2273 7121
<b>Subordinated Bond Representative</b>	:	<b>TMB Bank Public Company Limited</b> 3000 Phaholyothin Road Latyao, Chatu Chak, Bangkok 10900 Tel. 0 2299 1111 Fax. 0 2273 7121

**Subordinated Bond Registrar** : **TMB Bank Public Company Limited**  
3000 Phaholyothin Road  
Latyao, Chatu Chak, Bangkok 10900  
Tel. 0 2299 1111 Fax. 0 2273 7121

**Auditor** : **Mr. Supachai Phanyawattano**  
Certified Public Accountant (Thailand) Registration No.3930  
Ernst & Young Office Limited  
33<sup>rd</sup> Floor, Lake Rajada Office Complex,  
193/136-137 Rajadapisek Road, Bangkok 10110  
Tel. 0 2264 0777 Fax. 0 2264 0789-90

TISCO Bank held more than 10% of issued shares in 2 companies namely, TISCO Leasing Co., Ltd. and TISCO Securities Hong Kong Limited which ceased business operation and currently in process of liquidation, respectively. In addition, TISCO Bank Plc. held 10% of issued shares in other companies, all of them are non-listed companies. The investment in such companies is classified as general investment. Details of shareholding in such companies are shown in notes to financial statement item 3.2.5

## 2. Risk Factors

### Overview of Risk Management

Risk management of TISCO Group is centralized by consolidating all risk exposure to TISCO Financial Group as a parent company. All risk exposures are controlled and managed under the consolidated supervision principle. By maximizing the effectiveness of risk management, overall risk exposures of TISCO Bank are managed within the policy and guideline adopted from the parent company.

Following the risk management policy of TISCO Group, TISCO Bank places great importance on effective risk management and controls. By establishing an overall risk management framework, including policy objectives for all risk-related transactions, the TISCO Bank is able to increase awareness, accountability and efficiency in enterprise-wide risk management as well as maintain best practice standards and high-quality corporate governance. In addition, the TISCO Bank aims to maximize sustainable risk-adjusted returns over the long run.

### Risk Management Policy

Overall risk management policy of TISCO Bank, based on the risk management policy of TISCO Group, encompasses the following structures:

1. Consolidated and centralized risk management  
Risk management infrastructure is centralized by consolidating risk exposure from all subsidiaries under TISCO Financial Group through careful risk assessment and the establishment of appropriate risk guidelines and procedures.
2. Business line accountability, independent risk oversight  
Each business line is accountable for managing its own risks in the best interests of the Group while complying with risk management policies, guidelines, and procedures. Independent risk oversight and check-and-balance system have been established to ensure that risks are adequately monitored and controlled.
3. Comprehensive risk assessment  
Risk assessment is performed comprehensively in all key activities. Risk assessment methodologies may range from basic approaches such as expert judgments to more advanced approaches such as quantitative and statistical analysis, depending on the size and complexity of the risks involved. These assessments are in turn supplemented by fundamental risk analysis and stress testing of extreme risk events.
4. Capital management based on standardized risk tools  
Capital represents the ultimate interests of the shareholders. All risk exposures are quantified into a standardized risk measure called Value-at-Risk (VaR) which can relate risks to the amount of capital required to protect against them according to predefined risk limits. Risk capital enables management and business line managers to understand the level of risks being taken in a meaningful manner. Risks from different levels are integrated to produce an overall risk picture of the Group, which is used for capital adequacy planning and strategic capital allocation both at the corporate and business unit level.
5. Adequate return for risk and risk-adjusted performance management  
To promote shareholder value creation, risk components are incorporated into business performance measurements with the objective of maximizing risk-adjusted returns for shareholders. Product pricing takes into account varying risks to ensure overall profitability. Business expansion is advocated in the areas where marginal risk-adjusted returns are in excess of the marginal risks.
6. Portfolio management, diversification and hedging  
Risk diversification is a key risk management principle in all business activities. Diversification is considered and adopted by management and business line managers both at the portfolio and transaction levels as an effective approach to reducing the aggregate level of risks in accordance with certain guidelines and limits.
7. Strong Risk Awareness Culture  
Awareness and understanding of risks and risk management are important for the accountability of risk management. Business heads are expected to have a high degree of awareness and understanding of the risks in their accountable areas and how they contribute to the overall risk of the corporate as a whole.

8. Regulatory best practice

The Group has adopted risk management policies and guidelines that comply with all regulations and best practice standards of the Bank of Thailand (BoT), the Securities and Exchange Commission (SEC) and other regulatory authorities.

9. New Business or Product

All new businesses or products shall be approved by the portfolio risk authority and relevant specific-area risk authority according to the procedure outlined in the risk management guideline. New business or product will be evaluated in terms of its risk-reward characteristics, the contributions to the overall corporate risk profile, and the consistency with corporate capital capacity.

10. Related Party Transaction

All business transactions among the Group and related party shall be on a similar basis with same treatment of regular customers. Additionally, the related transaction shall be transparent and auditable. Meanwhile, the proportion of business transaction among the Group shall be controlled under regulatory guideline.

11. Stress Testing

Stress Testing is a procedure to assess the impact on the company's financial status under extreme risk events. Stress Testing process is designed to be as a supplementary tool for the analysis of credit risk, market risk and funding risk. Risk Management Committee is responsible to oversee the framework for stress tests. The Committee will establish guidelines and key required assumptions to perform stress tests based on the appropriate framework. Meanwhile, Risk Management Function is responsible to facilitate all related business units in order to perform periodically stress tests, and report the stress testing results as well as the recommendations on any important aspects to the Risk Management Committee. Stress testing assessment and results shall be integrated to setting and evaluating the internal management strategy which may involve reviewing the need for limit changes or developing contingency plans.

### **Risk Management Framework**

In accordance with enterprise-wide risk management policies and objectives, risk management and internal control have been monitored and controlled by the Board of Directors of TISCO Financial Group also including the Board of Directors of TISCO Bank with the delegation to the Executive Board of Directors of TISCO Bank. An effective management process has been established for assessing and managing all firm-wide risk exposures at both the portfolio and transactional levels to ensure the financial soundness and safety of TISCO Bank. Senior Management and relevant business advisory committees oversee the entire risk management framework and strategy for all business areas supported by planning and budgeting function in the parent company. Risk Management Committee, same members as TISCO Financial Group and supported by risk management and operational risk management functions in the parent company, is set up to oversee that enterprise-wide risk management of the group is undertaken according to the same standard. Specific-area risk authorities are then established to manage in-depth, transaction-level risks in each particular area, such as the Credit Committee, Problem Loan Committee, and Head of Credit Control. These mechanisms are in turn supported by the Office of the Credit Committee and functions governing compliance and internal control and legal office in the parent company. Business lines are fully accountable for managing their own risks within the policy guidelines established by the Risk Management Committee and specific-area risk authorities. All the business operations are under the risk limit approved by the Risk Management Committee including new business analysis in each business line. Additionally, risk limits triggered as well as new businesses shall be reported monthly to the Risk Management Committee for acknowledgement. However, to enhance the overall risk management system, the risk management system shall be audited and reported to the Audit Committee which directly reports to the Audit Committee of TISCO Financial Group.

The roles and responsibilities of the relevant committees and risk management authorities are described as follows:

- Board of Directors

The Board of Directors has assigned Executive Board the task of overseeing and monitoring risk management activities by reviewing and approving relevant policies and guidelines on an annual basis. This is achieved by setting risk limits and risk appetites, and ensuring the establishment of effective risk management systems and procedures in accordance with the standard practices of risk identification, assessment, monitoring and control, all of which are in line with the Audit Committee standards.

- Risk Management Committee

The Risk Management Committee of TISCO Bank, comprising the senior managements from the TISCO Bank, has been delegated from the Board of Directors of TISCO Bank in charge of the formulation and implementation of enterprise-wide risk strategies and action plans in connection with risk management policies and guidelines. The Risk Management Committee meeting is regularly held once a month. Risk management and operational risk management functions in the parent company support the Risk Management Committee in setting up and monitoring risk management policies and guidelines and performing enterprise-wide risk management activities through a risk research and reporting process. Moreover, Risk Management Committee of TISCO Bank has also been established in effective management and control of risks in various business units of the bank by adopting the risk management policy



from TISCO Financial Group. Under consolidated supervision principle of the Bank of Thailand, Risk Management Committee of TISCO Bank directly reports to the Risk Management Committee of TISCO Financial Group.

- **Specific-Area Risk Authorities**

Specific-area risk authorities are set up to address in-depth risk management and controls at the transaction level. Key specific-area risk authorities include the Credit Committee and Problem Loan Committees, which are in turn supported by the Office of the Credit Committee in overseeing credit approval and risk management. In addition, Executive board of Directors of the bank and Board of Directors of other credit-granting subsidiaries shall control and follow up all specific risk areas which are directly reported to the Board of Directors of the bank as well as the Board of Directors of TISCO Financial Group on a monthly basis.

## **Risk Types**

*Additional details are shown in Part 1 Section 11: Financial Status and Performance and notes to financial statements item 3.27*

### **2.1 Credit Risk**

Credit Risk is defined as the possibility of an obligor's failure to meet the terms of any contract with TISCO Bank as agreed or by defaulting on a loan agreement. Credit risk, if it occurs without pledged assets, requires the Bank to maintain higher provisions for loan losses, which will then adversely affect net income and TISCO Bank's capital.

- **Credit Risk Management Framework**

The Risk Management Committee is delegated to oversee credit risk management of the corporate portfolio. The committee is responsible for formulating credit risk strategies and establishing guidelines and limits, as well as advising other credit risk authorities and retaining accountability on related issues. It also monitors and reviews credit risks at the portfolio level and reports essential credit risk information to the Board.

Specific-Area credit risk authorities include the Credit Committee, Problem Loan Committee, and the Head of Credit Control, which are established to oversee credit risk management and control at in-depth transaction level. The Credit Committee is responsible for reviewing and granting credit approvals to any single client proposed by lending officers. The Credit Committee may delegate its authority to designated persons for authorizing lower-risk transactions. The Head of Credit Control, who is a member of the Credit Committee, is responsible for overseeing the board-approved credit granting authorities and procedures and has the right to veto any credit transaction. Problem Loan Committee was set up to monitor and follow up overdue payment and problem loan accounts. The committee provides criteria for classifying loans as problem loans in addition to developing problem loan guidelines and procedures in handling any single problem loan account.

Sound credit risk assessments are key risk practices at TISCO Bank such as credit rating, delinquency analysis, concentration level and risk capital. All loan origination must operate under a sound credit granting process in which an effective credit rating system is employed in key business area. In retail lending area, quantitative-oriented approaches to credit grading are implemented, considering its homogenous high-volume characteristics, with emphasis on the use of extensive data mining and analysis. In corporate lending area, qualitative-oriented credit grading approaches shall be employed, taking into account its highly varying risk profiles, with well-defined standard.

Concentration risks are also essential in credit portfolio risk management. Appropriate guidelines on concentration risks are set up considering appropriate business practice and company risk capital capacity.

TISCO Bank uses credit risk management guidelines and limits that are comprehensively applied to all credit-related functions both at the portfolio and transaction levels. Credit risk factors are explained in detail as follows:

#### **2.1.1 Default Risk**

In 2009, NPL ratio of TISCO Bank was decreased from 2.5% at year end of 2008 to 2.3% mainly due to economic recovery along with more stringent credit process and prudently managed non-performing loans (NPLs) with effective risk management tools and stringent practice of loan collection, debt restructuring and write-off process. Additionally, NPL ratio of retail loan and commercial loan was 1.6% and 3.5%, respectively with total NPLs of 2,461.08 million Baht which decreased by 4.1% or 105.00 million Baht during the period.

TISCO Bank has applied Collective Approach for loan loss provisioning to the car hire-purchase portfolio following the Basel II framework. The loan loss reserve was derived from the best estimate of expected credit losses from the portfolio over the next 12 months, based historical loss data incorporating with adjustment for the forecasted economic condition. As of December 31, 2009, loan loss reserve of TISCO Bank was 2,088.43 million Baht or 84.9% of NPLs with specific reserve for classified loan of 1,360.59 million Baht and general reserve of 727.85 million Baht. Total reserve was higher than the minimum loan loss reserve required by the Bank of Thailand at 1,327.67 million Baht, reflecting the prudent provisioning policy to mitigate potential risk.

### **Concentration Risk**

As of December 31, 2009, hire purchase and commercial loans represented 75.6% and 17.8% of the total credit portfolio, respectively. The hire purchase portfolio, of which concentration was very low, had 82,486.77 million Baht outstanding. Top-10 borrower exposure stood at 110.24 million Baht or 0.13% of the total hire purchase portfolio, or equal to 0.10% of the total credit portfolio.

For the commercial loan portfolio, it was diversified into three different sectors: manufacturing and commerce, 10,185.79 million Baht; real estate and construction, 6,237.64 million Baht; and public utilities and services, 2,833.16 million Baht. Lending to the above industrial sectors represented 52.5%, 32.2%, and 14.6% of the total commercial loan portfolio, and 9.3%, 5.7%, and 2.6% of the total credit portfolio, respectively. As top-10 borrower exposure stood at 7,657.63 million Baht or accounted for 10.8% of the total credit portfolio, there is slight concentration in real estate sector which has been managed under risk management procedure. However, commercial loan portfolios are almost fully collateralized. In loan approval process, appropriate proportion of collateral value and financing amount is maintained to ensure that risks were kept within a manageable level. Additionally, collateral values will be regularly appraised and effective loan drawdown procedure has been implemented. Portfolio credit quality was closely monitored.

#### **2.1.2 Collateral Risk**

As of December 31, 2009, 96.4% of the total lending portfolio in TISCO Bank was asset backed or with collateral. For the hire purchase portfolio, the underlying asset under the loan agreement itself is still owned by TISCO Bank. In case the borrowers of hire purchase loans cannot meet the terms and conditions, TISCO Bank can follow up and seize the underlying assets immediately. After repossession, the process of asset liquidation can be completed within one month.

A major risk factor in the hire purchase business depends on the market value of used cars. A substantial decrease in the market value of a used vehicle results in credit loss, which directly affects the net income and capital of TISCO Bank. Market prices for used cars depend on such diverse factors as market demand, type, brand and tax regulations.

However, judging by past records, the recovery rate for asset liquidation in the secondary market was somewhat high at 70-90% of the remaining net financing amount, which helped in absorbing losses from defaulted loans. TISCO Bank has attempted to minimize credit risk by regularly updating its information regarding trends in the used car market, requiring high-value collateral, sufficient down payment, and favoring well-known brands in the secondary market.

For commercial and mortgage loans, most collateral extended as loan guarantees was in the form of real estate, of which the value could be deducted for the purposes of loan loss provisioning. Collateral values were appraised according to International Accounting Standard No. 39 from BoT rules and regulations. The proportion of collateral value used in deducting the provisioning requirements for NPLs was 27.3% of the total outstanding NPLs.

Generally, the risk of real estate value changes depends on economic conditions. A recession in the Thai economy might result in lower values, which would require TISCO Bank to reserve higher loan loss provisions. Moreover, the legal process of collateral acquisition through related laws and enforcement is both costly and time consuming. However, all pending cases are closely monitored on a regular basis.

#### **2.1.3 Property Risk from Foreclosed Assets**

Property risk from foreclosed assets is the impairment of assets transferred from loans, hire purchase receivable on which debtors had defaulted on their repayment obligations under the loan contracts or restructured receivables. The value of repossessed assets is stated at the lower of cost and net realizable value. Outstanding assets in the process of liquidation held by TISCO Bank as of December 31, 2009 were worth 47.24 million Baht, or 0.04% of total assets. Allowances for impairment stood at 91.9% of total foreclosed assets, which decreased from 1,003.25 million Baht as of December 31, 2008 a result of an increase in provision for impairment and also partial liquidation in order to decrease risk from impairment of foreclosed assets.

### **2.2 Market Risk**

Market risk stems from adverse changes in securities prices and interest rates, which directly affect net income, capital, asset value, and liabilities of TISCO Bank.

- **Market Risk Management Framework**

Risk Management Committee is responsible to oversee the portfolio risk management and control of market risks. The business lines are accountable to manage market risks in their portfolios within the guidelines and limits set by the Risk Management Committee. Specific-Purpose Risk Authorities have been established in high-risk areas to oversee all aspects of transaction-level risks, such as setting investment guidelines, authorizing investment transactions and trade counterparties etc.

Market exposures shall be grouped appropriately according to the nature and characteristics of risks involved. Suitable risk treatment framework shall be implemented to effectively manage each class of market exposures. Portfolio market risks of all assets and liabilities shall be assessed and quantified using the Value-at-Risk (VaR) concept employing methodologies and techniques appropriate to the nature of risks involved. Back-testing has been prudently performed to validate internal value-at-risk model. In addition, Stress testing in place as a supplement to VaR is performed under various extreme scenarios. The risk assessment and corresponding risk treatment has taken into account the transaction intent as well as the market liquidity of the securities.

Interest rate risk from banking book is analyzed on the basis of mismatch between the timing of interest rate re-pricing of assets and liabilities and its potential impacts on future net interest income of TISCO Bank under simulated scenarios.

Sophisticated market risk positions, such as derivatives securities, shall be handled with special attention. Derivative risks must be decomposed into basic risks and analyzed such that the inherent risk profile is clearly understood. In addition, derivative risk management policy has been set up in order to effectively control and manage risks from derivative transactions with appropriation to complexity of the derivative. Important market risk factors are provided as follows:

### 2.2.1 Equity Price Volatility

As of December 31, 2009, the equity portfolio stood at 630.01 million Baht which totally was non-listed equity in book value. In addition, the investment in subsidiaries represented 60.06 million Baht.

#### (1) Listed Equity Risk

For listed equity investment portfolio, the volatiled price of stock market would impact the TISCO Bank's equity risk. Although as of December 31, 2009 TISCO Bank had no listed equity investment. However, TISCO Bank calculates VaR for risk assessment purposes and files reports to management in charge as well as to the Risk Management Committee on a daily basis. VaR is a maximum potential loss at a predefined confidence level and time horizon. For effective risk management and control, trigger limits were set up to monitor the overall market risk profile according to internal guidelines, such as concentration trigger limit, stop-loss trigger limit, etc.

#### (2) Non-Listed Equity Risk

Non-listed equity portfolio's book value stood at 630.01 million Baht, decreased from 638.94 million Baht in December 31, 2008. Additionally, the investment in subsidiaries was accounted for 60.06 million Baht decreasing from 96.06 million Baht at the end of 2008.

Presently, our investment strategy is not to increase the size of the non-listed equity portfolio. TISCO Bank is instead seeking opportunities to liquidate them, while at the same time closely monitoring portfolio quality on a regular basis.

### 2.2.2 Interest Rate Risk

Interest rate risk can be classified into two types; namely risk from interest-bearing assets and liabilities profile, and fixed-income risk.

#### (1) Risk from Interest-Bearing Assets and Liabilities Profile

Interest rate risk occurs whenever there is a mismatch in the re-pricing period of assets and liabilities. A movement in the level of interest rates may lead to higher borrowing costs when compared to earnings, resulting in lower interest rate income, which in turn influences TISCO Bank's income and capital.

The Risk Management Committee also acts as the Assets and Liabilities Management Committee (ALCO), which is responsible for managing and maintaining interest rate risk at an appropriate level. TISCO Bank's interest-bearing assets and liabilities structure, as of December 31, 2009, is provided in the following table.

(unit: million Baht)

Interest Bearing Assets and Liabilities	Changed within 1 month	Changed within 2-12 months	Changed within 1-2 years	Changed after 2 years	Total
Assets	25,378.11	35,810.05	27,283.37	36,396.05	127,867.58
Liabilities	(58,533.27)	(51,707.77)	(894.20)	(5,777.29)	(116,912.54)
Net Gap	(33,155.16)	(15,897.72)	26,389.16	33,618.75	10,955.04

Under the change of interest rate within 1 month, TISCO Bank had liabilities over assets cause the net gap to stand at 33,155.16 million Baht. The negative gap shown was mainly from an increase of the portion of short-term deposit specifically saving and current account which are less sensitive to the interest rate movements. According to the interest rate re-pricing mismatch structure,

TISCO Bank was exposed to a small interest rate rise. However, under the current circumstances, market interest rate is expected to stable or slightly increase.

#### (2) Fixed-Income Risk

Fixed-income risk is the result of a decrease in the value of fixed-income instruments when interest rates increase. As yields in the market go up, the value of fixed-income instruments decreases to maintain yields at the same level.

TISCO Bank's fixed-income portfolio as of December 31, 2009 stood at 3,236.38 million Baht, an increase of 615.39 million Baht compared to the end of 2008. Average duration of the bond portfolio and debenture portfolio in TISCO Bank were 0.21 years and 2.96 years, respectively. The average duration of bond and debenture portfolio increased from 0.19 years and 0.14 years, respectively, compared to the end of 2008 mainly due to the longer maturity investment portfolio in the year. Fixed-income risk was relatively low as a result of the short-term investment period for the purpose of maintaining liquidity reserves according to the BoT requirements.

### 2.3 Liquidity Risk

Liquidity risk is the possibility that TISCO Bank might not be able to meet its obligations to repay debts when they come due, whether as a result of a failure in cash management or an inability to raise funds to meet demand in time. Liquidity risk comes from internal and external factors. Internal factors are maturity mismatches in the assets and liabilities profile which affect the level of liquid assets, while market liquidity and depositor confidence represent external factors affecting liquidity risk.

#### ▪ Liquidity Risk Management Framework

Funding risk management is overseen by the Risk Management Committee who delegates day-to-day management of liquidity position to the accountable business line, subject to independent oversight and compliance to the approved risk policies and regulatory requirements.

Key funding risk policies involve the management of cash flow maturity profiles, concentrations, liquidity reserves, and emergency contingency plan. Funding risk strategies shall take into account the liquidity status in the market and how unexpected changes would affect the company's risks. A manageable level of maturity mismatches of cash flows from assets and liabilities shall then be consistently maintained and regularly monitored, together with the level of liquidity reserve. Funding sources shall be well-planned to optimize risk/return while controlling excess concentrations in certain funding sources is crucially required. Contingency procedures for liquidity management in the times of unexpected financial crisis must be established and made ready for timely activation.

As of December 31, 2009, the value of liquid assets was 15,438.59 million Baht; comprised of cash at 826.10 million Baht compared to 595.12 million Baht in December 31, 2008, net transactions with banks and money market at 12,074.64 million Baht compared to 13,148.34 million Baht as of December 31, 2008 and net current investment at 2,537.85 million Baht compared to 2,521.09 million Baht in December 31, 2008.

Currently, liquidity risk from the maturity mismatch is moderate, once adjustments for the historical behavior of creditors and debtors such as loan defaults or rollovers are taken into account. According to maturity mismatch profile within 1 year, the cumulative gap has shown the matured assets over the matured liabilities accounted for 15,169.59 million Baht. In addition, emergency credit line, cash flow from operations as well as inter-bank borrowing shall be utilized as a cushion against funding risk that might occur.

In order to provide more alternatives in investments for the public and the Bank's depositors as well as to enhance flexibility and variety of funding structure management, in December 31, 2009, the Bank reported the outstanding debentures of 4,000 million Baht with a maturity between 2-4 years, including bill of exchange amounted of 47,117.25 million Baht.

### 2.4 Operational Risk

Operational Risk is defined as the vulnerability of earnings, capital, or business continuity due to an inadequate or failed internal processes, people, technology or external factors. The impact can be classified into financial loss and non-financial loss as reputation, compliance, and service level to customers. In the year 2009, TISCO Bank expanded the business into various aspects in both extending the existing businesses as well as setting up the new businesses, therefore, operational risk increased accordingly following the business expansion. Nevertheless, the new business was analyzed for inherent risk in compliance with TISCO new business guideline to ensure risk-return approach. In addition, the operations were reviewed periodically to ensure that prudent control processes are in place and appropriate for the risk incurred.

#### ▪ Operational Risk Management Framework

Since TISCO Bank undertakes a wide variety of business and financial activities, operational risks are different for each area. Consequently, operational risks are managed and controlled through prudent control processes and a well-structured organization with an integrated check-and-balance system. Additionally, TISCO Bank is committed to creating accountability and awareness to all staffs on operational risk management.

The operational risk management policy is set by the parent company and coherent adoption across all subsidiary companies in TISCO Bank. Operational risk management is overseen by the Risk Management Committee of the Company, supported by operational risk management function who ensures appropriate application of the policy in all functions, analyzes risk and provides proper recommendation, as well as provides sufficient tools and information. The business units as risk owners are responsible to run the business and manage the operations in compliance with the policy and guidelines under risk-return perspectives. In addition, entire internal control system and risk management shall be investigated by Audit Committee which directly reports to Board of Directors following Basel II and requirements of Bank of Thailand.

In order to understand the operations and develop proper measures to manage operational risk, periodic and applicable operational risk identification and assessment is required. Operational Risk Management function is accountable to be the center and cooperate with other functions for assessing the operational risk. From assessment result, each functions shall develop their own plan and define risk indicator in order to manage and keep the risk be within proper level. Key Risk Indicators shall be collected and analyzed into the risk profile in terms of likelihood and impact. The acceptable level of operational risk in key operations shall be defined and triggered for attention when over-limited. The operations and implementation of measures shall then be monitored and followed up in ensure alignment with the plan.

At transactional level, abnormal events (incidents) shall be reported into incident management system which shall be used as a input for the operational risk assessment afterward. The incident management system also help TISCO ensure that all incidents and shall be corrected and managed properly regarding staff authority on timely basis and loss shall be contained.

Moreover, TISCO Bank had implemented business continuity management (BCM) in purpose of reducing the risk from business disruption and get ready for severe loss occurrence. This BCM plan works together with IT Disaster Recovery Plan to ensure that critical operation can provide their service.

With the varieties of business in TISCO Bank, which are under supervision of various governance authorities including the Bank of Thailand, the Securities and Exchange Commission and the Stock Exchange of Thailand. The changing of compliance regulatory is a significant factor impact to the bank operation such as Capital reserve of Basel II requirement, International Accounting Standards (IAS39), Consolidated Supervision as well as Deposit Protection Act. These directly impact to the capital reservation, and financial statement. However, Legal office, Compliance & Internal Control, Risk Management and Operational Risk Management function have evaluated the impact that caused from regulation alteration, and established for assessing and managing all firm-wide risk exposures by corporation of internal parties to ensure the financial soundness and safety of TISCO Bank.

#### **2.4.1 Operational Risk from business execution**

Considering likelihood and impact of risk, TISCO operational risk mostly incurs in low to moderate impact area (financial loss is less than 0.05% of annual net profit, and does not impact the business in the long term). These operational risks generally impact reputation than finance status; however, impact can be contained within limit area. Also, TISCO Bank has some fairly high to high operational risks including fraud, critical business disruption and high value customer dissatisfaction, which are exclusively controlled in order to terminate or transfer out.

From the business line aspect, Retail Banking Business has highest likelihood level, followed by Payment & Settlement Business. This likelihood level shall increase in line with the high number of transaction. Regarding the operations in 2009, the proportion of number of loss to number of transaction in each business is low; for instance, the number of loss in banking counter service is less than 0.1% of the number of transactions. In view of likelihood and impact for the top 2 main business are considered as;

Operational risks in Retail Banking Business are generally classified as high likelihood, low to moderate impact, e.g. error in transactional data entry and late transaction execution to customers. These operational risks typically do not impact financial loss because the erroneous transaction can be reversed, excluding some loan transactions that the recipients have taken cash out of the system. However, there are some operational risks in low likelihood, fairly high to high impact area including risks in cash handling, fraudulent risks, and critical reputational risks. These groups of operational risks once occurring, they can impact to financial loss or business sustainability, the risks can be coped as much as the effectiveness of loss management.

Operational risks in Payment & Settlement are distributed in fairly low likelihood with low to moderate impact area and low likelihood with fairly high to high impact area. In the first area, operational risks mostly involve with error in cheque issuance, cheque clearing, and transactional money transfer, normally reversible. Operational risks also include ATM unavailability. For the area of low likelihood, fairly high to high impact, operational risks incur in high value customer transaction. Any error, although reversible, could impact TISCO image and following business opportunities.

Operational risks in high value customers also incur in business targeting high potential customer, for instance Corporate Banking, Private Banking, Custodian, Cash Management, as well as Treasury and Investment.

From the aspect of risk factors, most operational risks are caused by human error, followed by process, IT system, and external factors. Considering the business line, human error is key risk factor in Retail Banking Business and Payment & Settlement Business. In 2009, TISCO Bank focused on operational risks in Retail Banking Business specifically in Counter Service area. Human error as risk factor can be categorized into 2 types including the factor from the environment with large number of transactions and limited processing time together with the complexity of the job which requires staff expertise. Therefore, TISCO Bank reprocessed operations at counter to be simple and capable to handle with large number of transactions. The reprocess was implemented incorporate with improved staff training program which shall decrease operational risks. Nevertheless, for fairly high to high impact operational risks, TISCO Bank periodically reviewed management methods including business continuity management, fraud risk management, and high value customer management.

## 2.5 Strategic Risk

Strategic Risk is a form of uncertainty stemming from the possibility that TISCO Bank might make an adverse business decision, or improper implementation of a decision in relation to the external business and regulatory environment that may affect TISCO Bank's earnings and capital.

- Strategic Risk Management Framework

The Executive Board and Senior Management directly oversee strategic risks of TISCO Bank, with the policy to employ effective sound practices in strategic management that enable it to respond effectively to changes in the business environment and unexpected external events. Vision and mission statements reflect the company's core direction and how our business is conducted, around which all strategies and policies are formulated. Sufficient processes have been set up to carry out effective corporate strategy formulation, business planning, resource management, performance management, and other essential decision support systems. Strategic audit process is then performed at the board level by non-management directors as the ultimate line of protection.

In organization and business practice, the principles and practices of good corporate governance have been adopted to protect the rights and interests of all stakeholders. The corporate governance framework has included corporate governance policy and strong systems of internal controls, which are subject to regular independent assessment and review.

TISCO Bank manages strategic risk by setting up 3-year strategic plans to provide a clear business direction together with operating budgets. The plans are reviewed on an annual rolling basis and used to compare actual performance on a monthly basis.

### 2.5.1 Risk from Economic Conditions and Business Competition

Although TISCO Bank diversifies its businesses in areas of high potential, most of them are influenced by changes in economic conditions. For hire purchase businesses, growth and credit quality are directly affected by the state of the economy, levels of competition and growth in public consumption. Strong economic growth results in faster growth in asset size and revenues of TISCO Bank, and vice-versa. Strong market share and competitive advantage, however, make TISCO Bank less vulnerable to negative economic factors.

### 2.5.2 Risk from Capital Adequacy

As of December 31, 2009, as the bank's capital requirement based in Basel II Internal Rating Based Approach (IRB) has become effective where the IRB capital requirement is more appropriate in reflecting the inherited risk profiles of assets than the capital requirement based on Standardized Approach (SA). The regulatory capital adequacy ratio (BIS ratio) after an adjustment of capital floor stood at 16.96% remaining higher than the 8.50% required by the Bank of Thailand, and higher than the capital requirement of 11.71% based on Basel II SA at the end of 2008. While Tier-I and Tier-II adequacy ratio before an adjustment of capital floor stood at 14.46% and 5.23%, respectively, Tier-I adequacy ratio also remained higher than the minimum requirement at 4.25%. In addition to regulatory capital requirement, TISCO Bank also adopts IRB Basel II approach in risk management and capital requirements. As an internal risk measurement of capital adequacy, the risk-based capital requirement stood at 5,813.27 million Baht, accounting for 39.9% of the total capital base under IRB Basel II of 14,554.55 million Baht. Additionally, the Bank maintained provisions against potential loan losses 57.3% higher than BoT requirements.

### 3. Overview of TISCO Business

#### 3.1 History and major developments

TISCO Bank was upgraded from TISCO Finance Public Company Limited ("the Company"), which in turn was co-founded in 1969 by three firms: (1) Banker Trust New York Corporation, with a holding of 60%; (2) Bancom Development Corporation, 20%; and (3) Kasikornbank, 20%. In 1969 the Company's finance and securities operations provided the first investment banking service in Thailand. Major shareholders changed in 1972, when Dai Ichi Kangyo Bank Ltd, (later called Mizuho Corporate Bank Ltd) bought out Bancom Development Corporation. In 1974, the Company established a subsidiary called Thai Securities Company Limited (TSC) to provide securities brokerage services. The Company was listed on the SET in 1983. In 1996, TSC was merged with the Company, putting securities operations under the management of a single company. The new company was named TISCO Finance and Securities Public Company Limited. In 1998, responding to new rules issued by the BoT, the two businesses and licenses were separated to create two companies: TISCO Finance Public Company Limited, which operates financial services, and TISCO Securities Company Limited which handles securities.

In 1999, the Ministry of Finance approved participation of the Company in the Tier 1 Capital Program, for which 600 million preferred shares of the Company worth a total of 6,000 million Baht were issued at 10 Baht each. Of the total, 300 million preferred shares worth a total of 3,000 million Baht were sold to the Ministry of Finance, and the remaining 300 million shares worth another 3,000 million Baht were sold to investors. This operation reduced the proportion of Banker's Trust shareholding from 52% to 7.44%, while raising the Finance Ministry's shareholding to 42.84%. Meanwhile, the Ministry of Finance issued 3-year warrants to investors, with an option to purchase its preferred shares. Upon maturity of these warrants on May 31, 2002, a warrant exercise reduced the Ministry of Finance's holding to 319,000 shares or 0.05%.

In 2005, after the Financial Sector Master Plan undertaken by the Bank of Thailand was implemented with the aim of reforming the finance and banking industry in October 2004, the company was the first financial institution granted approval from the Ministry of Finance for upgrading to a full service bank. The company changed its name to TISCO Bank Public Company Limited ("TISCO Bank" or "the Bank") and TISCO Bank commenced its banking business operation on July 1, 2005 onward.

In 2007, TISCO Bank established TISCO Financial Group under the Consolidated Supervision regulation undertaken by the Bank of Thailand with TISCO Bank as the parent company on August 9, 2007. Furthermore, the establishment of TISCO Financial Group Plc. would enhance risk diversification and capital efficiency. The dividend policy, business strategies and operations would be in harmony with the Bank's policy as planned.

After the enactment of Financial Institution Business Act B.E. 2551 on August 3, 2008, TISCO Bank submitted application to establish the Financial Group to the Bank of Thailand by set up a new company, TISCO Financial Group Plc., a non-bank public company limited to be a holding company and parent company of the Group in place of TISCO Bank on August 22, 2008 as approved by the Bank of Thailand. Under the Holding Company Restructuring Plan, TISCO Bank sold all shares in subsidiary companies<sup>1</sup> and Tokyo Leasing (Thailand) Co., Ltd.<sup>2</sup> to TISCO Financial Group Plc. and TISCO Bank would operate only banking business and hold no shares in any subsidiary companies in TISCO Financial Group.

At the present, the Holding Company Restructuring Plan with TISCO Financial Group Plc. as the parent company of TISCO Group has been completed. TISCO Financial Group Plc. acquired 99.51 % of securities of TISCO Bank and listing in the Stock Exchange of Thailand in place of TISCO Bank on January 15, 2009. Simultaneously, TISCO Bank had delisted its common share and preferred share from listed securities in the Stock Exchange of Thailand. In November 2009, the Company has been granted approval from the Securities and Exchange Commission to offer the newly issued common shares of the Company to TISCO Bank's shareholders. The offering of newly issued common shares of the Company has been carried out in order to achieve the objective of the Holding Company Restructuring plan of TISCO Group in which the Company acquires 100% of shares in TISCO Bank as well as protecting the benefit of the shareholders who did not swap securities into the Company's securities. The public offering period totaled 6 months from November 25, 2009 to May 24, 2010. As of January 5, 2010, the Company held 99.84% of TISCO Bank's total issued securities.

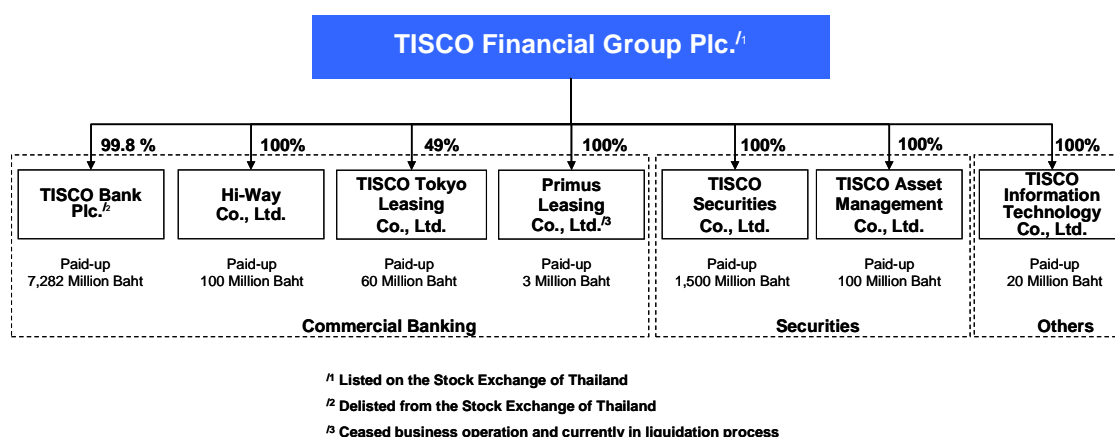
<sup>1</sup> Except the company which will be ceased and the company in liquidation process.

<sup>2</sup> Formerly named Mizuho Corporate Leasing (Thailand) Co., Ltd.

As at March 2, 2009, TISCO Group successfully acquired Primus Leasing Company Limited<sup>1</sup> captive leasing company for vehicles under the Ford, Mazda and Volvo Brands, with total assets of around 7 billion Baht. The business acquisition would result in TISCO becoming the sole partner in auto floor plans and leasing with the Ford Group in Thailand. TISCO Bank entered into an assignment agreement to acquire right of claim over hire purchase receivables, lease receivables and property foreclosed of Primus Leasing Company Limited for a total consideration of approximately 5,144 million Baht. Moreover, its performance was consolidated in the Company's financial statement starting from the beginning of March 2009 onwards. On June 18, 2009, TISCO Bank, has signed an auto hire purchase portfolio sale agreement, amounting 1,750 million Baht with GMAC (Thailand) Limited, a captive leasing of General Motors (Thailand). GMAC provides wholesales auto financing services for car dealers of General Motors (Thailand) Limited and Chevrolet Sales (Thailand) Limited as well as retail auto financing services for Chevrolet's retail customers. The auto hire purchase portfolio of GMAC was fully managed by TISCO Bank, commencing from July 1, 2009 onwards. In addition, TISCO Group had signed wholesale cooperation agreement to provide wholesale inventory financing to dealers of Ford, Mazda, Volvo, and Chevrolet nationwide.

### 3.2 Businesses of the Bank and subsidiaries

After the completion of shareholding restructuring, TISCO Bank has become a subsidiary company of TISCO Group with TISCO Financial Group Plc. as the parent company of the Group. TISCO Bank operates only banking business and holds no shares in any subsidiary companies. The investment structure of TISCO Group as of January 5, 2010 is as follows:



### 3.3 Revenue structure

The revenue structure of the Bank is as follows.

(unit: million Baht)

	2007		2008		2009	
	Amount	%	Amount	%	Amount	%
<b>Total Interest and Dividend Income</b>	6,255	172.1	7,588	210.3	7,792	135.1
Total Expenses on Borrowings	(3,296)	(90.7)	(3,324)	(92.1)	(2,333)	(40.4)
<b>Net Interest and Dividend Income</b>	<b>2,959</b>	<b>81.4</b>	<b>4,264</b>	<b>118.2</b>	<b>5,459</b>	<b>94.6</b>
Bad debts and doubtful accounts (Reversal)	(337)	(9.3)	707	19.6	(1196)	(20.7)
<b>Net interest and dividend income after bad debt and doubtful accounts</b>	<b>2,622</b>	<b>72.1</b>	<b>3,557</b>	<b>98.6</b>	<b>4,263</b>	<b>73.9</b>
<b>Total Non-interest Income</b>	<b>1,013</b>	<b>27.9</b>	<b>51</b>	<b>1.4</b>	<b>1,505</b>	<b>26.1</b>
<b>Total interest and dividend income after bad debt and doubtful accounts and Non-interest income</b>	<b>3,635</b>	<b>100.0</b>	<b>3,608</b>	<b>100.0</b>	<b>5,768</b>	<b>100.0</b>

<sup>1</sup> Ceased business operation and currently in process of liquidation



### 3.4 TISCO Group Business Strategy

To align the Bank's strategy and business plan in the same direction of TISCO Group, the Bank will adopt strategic and business planning process as directed by TISCO Financial Group Plc., the parent company of TISCO Group.

#### **Vision, Mission and Values for business operations**

To align the goals and direction of business units to match those of TISCO Group, the Bank has put in writing clearly defined statements outlining its Vision, Mission and Values. Vision encompasses the ultimate goal of TISCO Group, whereas Mission outlines instructions and procedures to be strictly followed in the course of all business operations. Values are intrinsic attributes that management and staff apply in achieving goals and objectives.

Our Vision, "To be the Customer's First Choice", also represents our ultimate measure of success as a leading financial institution.

Our Mission: "TISCO is a financial institution with exemplary governance. We are dedicated to creating sustainable values for our customers, shareholders, people, and society."

Our Values are the essence of the service we offer to our customers and qualities we cultivate and seek in our people. Through induction, training, and comprehensive corporate guidelines, these values are transferred into TISCO Group culture and shape our professional attitude. TISCO Group values consist of:

1. **Customer Priority** : Customers are our primary focus. Their needs are our priority. TISCO Group derives a professional and practical solution that fulfills our customers' requirements.
2. **Integrity** : Customers are assured of our unyielding commitment to ethical conduct, which is projected in all aspects of our undertakings. Dependable and constant in our actions, we endorse our values through our actions.
3. **Reliability** : We raise the quality of client relationship by infusing excellence and integrity into all our dealings. Clients are offered the knowledge base and experience of our integrated resources. The measure of client progress and satisfaction is our base for evaluation.
4. **Mastery** : Serving our customers by constantly and progressively improving our abilities through a sustained passion for knowledge. Our people are trained to demonstrate exceptional skills and show the ability to lead others.

#### **Strategic Plan and Strategy Map**

External business environments such as the economy, domestic and international politics play an important part in developing our 3-year business plan. Not only are external factors incorporated into strategic plan revision, but internal factors are also included, such as strengths, weaknesses, opportunities, threats, critical success factors and priority issues. The management will take all of these issues into consideration to determine a Corporate Theme. The Corporate Strategy Map, in accordance with the Corporate Theme, will then be crafted along with Vision and Mission.

To implement strategic planning successfully, the Bank has adopted Balanced Scorecard technique with the aim of achieving balance in strategic planning from four perspectives: financial, customer, internal process and learning. Key Performance Indicators will be determined for all business areas, and linked to performance management to gauge employee performance so that staff may be awarded fair compensation based on merit. Additionally, the business performance is constantly monitored via Performance Dashboard sessions.

#### **Strategic action for the organization**

To achieve the organization's goals, within the Vision and Mission framework, the Bank has determined strategic actions as follows:

1. Deliver the best solutions for clients in order to satisfy their needs by transforming the organization to become Customer Centric, which were previously structured as Product Centric.
2. Enhance distribution channels and the marketing team as well as continually identify new business opportunities in niche markets in order to maximize customer reach. In addition, the Bank offers services and products totally based on clients' needs, with an aim to maximize customers' satisfaction.
3. Emphasize on quality product development to deliver the best solutions for clients, including enhance banking infrastructure and automate working process to support growth in business volume and service channels.

4. Build corporate branding and preserve corporate image in order to widely promote TISCO Bank's product and services as well as business synergy among companies in TISCO Group. Customer Relationship Management is also employed for business opportunity expansion as well as maintaining good relationship with clients.
5. Focus on improving information technology, business decision support system and personnel development in order to shift efficiency in business operations and fully utilize the banking platform.

## 4. Business Operations by Area

TISCO Bank Public Company Limited ("The Bank") offers financial services under its Commercial Banking Business license. Banking services are offered through the TISCO Bank's headquarters, its subsidiaries, as of December 31, 2009, the Bank had 43 branches in every regions of Thailand. The locations of bank branches separated by region are shown as follows;

Region	Location
Bangkok	: Sathorn, Rattathibet, Srinakarin, Rangsit, New Phetchburi Road, Central World, Fashion Island, The Old Siam, Asoke, University of the Thai Chamber of Commerce, Pakin Building, Central Chaeng Watthana, Rachadaphisek-Huai Khwang, Seacon Square, Yaowarat, Homework Rachapruerk, Siam Paragon, Central Rama III, The Mall Bangkhae, Worachak and Central Pinklao.
Vicinity	: Nakorn Pathom and Samutsakhon
Central	: Ayutthaya, Saraburi, Chonburi, Rayong, Ratchaburi, Chantaburi and Si Racha
Northeast	: Nakorn Ratchasima, Khon Kaen, Udon Thani, Ubon Ratchathani and Surin
North	: Chiang Mai, Phitsanuloke, and Nakhon Sawan.
South	: Phuket, Songkhla, Surathani, Trang and Krabi.

### 4.1 Area of Services

After the completion of shareholding restructuring, TISCO Bank operated only banking business which divided into five business areas namely (1) Retail and SME Banking, (2) Private Banking, (3) Corporate Lending (4) Cash Management Services and (5) Corporate Investment. Details for each service operations are as follows:

#### 1. Retail and SME Banking

Retail and SME Banking provides three service types as follows:

##### 1.1 Retail and SME Loans

Retail finance and SME Loans are conducted by offering loan services to retail customers, both individuals and small and medium-sized enterprises (SME), which have specific loan purposes for either personal consumption or business operations. This segment can be classified by loan purpose as follows:

- **Hire-Purchase Financing**

Hire-purchase financing allows borrowers to buy assets under hire-purchase terms. The buyer makes a down payment at the predetermined proportion of asset value and pays equal installment amounts over the contract period. The ownership of assets is then transferred to the buyer after all installments are paid. Contract periods run from one to six years. A fixed interest rate is charged in line with the market rate on the contract date.

The Bank provides hire-purchase loans for all types and models of new and used automobiles. This includes passenger cars, multipurpose vehicles, and commercial vehicles such as sedans, trucks, and trailers. In addition, hire-purchase financing also offers loans for buying machinery and equipment for commercial purposes such as printing machines, computers and film-developing equipments.

Hire-purchase, one of the Bank's major businesses, has experienced continuous growth for years. It recorded 12.8% growth as of December 31, 2009, with 82,486.77 million Baht in loans in the hire-purchase portfolio, up from 73,109.19 million Baht at the end of 2008.

**Table shows details of car hire purchase loans**

Hire Purchase	December 31, 2007 (million Baht)	December 31, 2008 (million Baht)	December 31, 2009 (million Baht)	Growth rate (%)
Car	60,586.71	73,109.19	82,486.77	12.8

In 2009, TISCO Bank provided car hire purchase loan, ranked by car brands which are Toyota 34%, Honda 16%, Isuzu 24% and other brands 26% of total car hire purchase loan. The proportion of hire purchase loan between new car and used car were at 82% and 18% in 2009. In addition, the Group's strategy is to continue on expanding hire-purchase financing to benefit from strong market demand by offering a variety of high quality services, rather than low pricing. However, the interest rates charged are competitive and the maximum payment period is in compliance with the BoT rules.

#### • Consumer Loans

Consumer Loans are operated by TISCO Bank, provide consumer loans according to market needs with a strong focus on acceptable risk-adjusted return on capital (RAROC). The consumer loans segment has two main categories as follows:

**Mortgage Loans** are granted to buy residential property, including multipurpose loans, which use property as collateral to support the client's liquidity. The repayment terms vary from 3 to 30 years with full collateral, with interest rates either floating or fixed in the first one-to-three years and floated rate for the remaining years.

As of December 31, 2009, mortgage loans was 1,475.83 million Baht, decreased by 13.5% from 1,706.03 million Baht in 2008 partly due to early principal repayment and stringent credit policy.

**Consumption Loans** are operated by TISCO Bank, provide multipurpose lending for individuals such as personal loans, loans against car registration, loans for insurance premiums, and loans for provident fund members. The repayment periods vary from 6 to 30 months depending on cash flow and client's earning ability. The loans against car registration namely "TISCO Auto Cash", is considered a multipurpose loan for car owner who needs financing in which the loan does not require the transferring of car registration. In addition, TISCO Bank has provided TISCO Auto Cash more than 10 years and continually develop the product to meet customer's needs. The strengths of TISCO Auto Cash are convenient, speedy, and competitive interest rate compared with general consumer loan.

Consumption loans as of December 31, 2009 was 5,478.31 million Baht, decreased by 20.5% from 7,227.64 million Baht in 2008 as illustrated in the following table:

**Table shows details of retail loans**

Retail Finance	December 31, 2007		December 31, 2008		December 31, 2009		Change (%)
	Amount (million Baht)	%	Amount (million Baht)	%	Amount (million Baht)	%	
Hire purchase loans	60,586.71	90.8	73,109.19	89.1	82,486.77	91.9	12.8
Mortgage loans	1,887.89	2.8	1,706.03	2.1	1,475.83	1.6	(13.5)
Consumption loans	4,230.71	6.3	7,227.64	3.8	5,748.31	6.4	(20.5)
<b>Total</b>	<b>66,705.31</b>	<b>100.0</b>	<b>82,042.86</b>	<b>100.0</b>	<b>89,710.90</b>	<b>100.0</b>	<b>9.4</b>

#### **Customer and Distribution Channels**

The Bank possesses solid customer base through strong relationship with dealers. Target customers of the hire-purchase business are individuals with annuity income or salary and good repayment record. The Bank service's channels operate through the Bank's headquarters and branch network totaled 42 branches.

For consumption loans which are operated by the Bank, targets existing hire-purchase clients with good performance and adequate earning ability.

## 1.2 Retail Deposit

TISCO Bank has provided variety of deposit products such as current, savings and fixed deposits along with related financial product for instance cashier cheques, personal cheques, cheques clearing and money transfers at headquarter and branches channel. In 2009, the Bank has developed deposit products in order to response customer's benefits align with their needs. TISCO Bank launched deposit product namely "Cash M Savings" which aims to increase liquidity of customer by bundling benefits between money market fund and saving deposits. The customer can automatically trade mutual fund through savings account by simple withdrawal - deposit transaction. Hence, customer will continually enjoy returns from both capital gain and interest income. Moreover, the year 2009 was considered as 40th Anniversary of TISCO Group. The Bank launched "40 months Tax-Free Saving Account" and "Friend get Friends Campaign" which customer can gain extra interest rate from introduce their friend to be our customer. In addition, the savings account namely "Super Savings Deposit" our highlight product, which characterized as savings account but offer interest rate as high as fixed deposit account. The customer able to withdraw money from their super savings account without withdrawal fee via every banks' ATM.

TISCO Bank has expanded number of e-Money ATM (ETM) in both Bangkok and provincial areas. Furthermore, ETM's function was upgraded to present the real time movement of savings accounts together with detail of hire purchase contract. The bank has expanded new branches by focusing on community area, especially department store in order to increase service coverage. Furthermore, with an aim to improvement of customer service, the Bank introduced smart queuing system at branch channel. The smart queuing system will reduce paper process as well as customer's transaction time. As the result, customer receives convenience and faster service at TISCO Bank.

## 1.3 Bancassurance

The Bank has been granted Insurance Broker License since 2005 from the Department of Insurance, under the Ministry of Commerce. The Bank provides insurance brokerage service covering both life and non-life insurances. such as individual & group life insurance, health insurance, and credit insurance, motor insurance, fire insurance and miscellaneous insurance, etc. In order to protect risks in both life and property of customer as well as to provide full-shelved financial service for customer, TISCO Bank has partnered with strong financial stability and well-know insurance company in developing products that meet customer's needs such as Auto-Loan Protection (ALP). The protection coverage of ALP product has improved by covering all incidents caused by attack and murder in every risky area. Such product has received the well response from customers. In addition, there were 175,000 hire-purchase customers who held ALP as of December 31, 2009.

## 2. Private Banking

Private Banking is responsible for high networth clients who are ready to invest a minimum of 10 million Baht. The services offered include bank deposits, cash management services, professional financial and investment advisory as well as fund management services.

## 3. Corporate Banking

Corporate Lending service is operated by the Bank. Commercial finance facilities are provided to medium and large corporate clients for commercial purposes, including loans and related services such as guarantees, aval, loan arrangement services and loan restructuring. Commercial lending is classified by the following service types:

- **Working Capital Loans**

Working capital loans fill the need for business liquidity and cash flow, especially for industry and seasonal businesses, by facilitating loans for buying raw materials and inventory, and loans for accounts payable repayments. They are revolving loans, with repayment terms set for within one year. The terms and conditions of such loans are subject to credit review annually.

- **Project and Term Loans**

Project and term loans fill the need created by medium or long-term business development projects which have a specific purpose. The funding project, as the ultimate source of funds for loan repayment, must be traceable in terms of project progress. This segment mainly consists of term loans which have a repayment schedule in line with the timeline, progress and cash flow of the project. The Bank's policy is to support industry and manufacturing in all business areas, especially ones that support national development. Project and term loans are generally offered for building factories,

offices or business expansion, property developments, infrastructure construction, project bids or buying industrial machinery.

- **Other Commercial Loans**

Other than the two above-mentioned types, the Bank also provides credit for other commercial purposes such as loans against deposits or liquid assets with short or medium terms using liquidity assets as collateral. This segment includes loans for investment, which are medium or long-term funds which investors use to buy assets, such as property, which they then use as collateral, with the terms and conditions of the loan set according to asset earning ability.

- **Guarantee and Aval Services**

The Bank provides guarantees and aval services for our client's business partners by issuing project bidding bonds, performance bonds and purchase guarantee letters to manufacturers. Terms of letters of guarantee are flexible and made to suit the beneficiary's needs.

- **Loan Consultancy and Related Services**

The Bank provides full-service loan consultation services in such areas as financial structuring and debt restructuring, and is also a syndicated loan arranger, facility agent and security agent.

- **Custodian Service**

The Bank provides custodian service for safekeeping the clients' assets and securities, payment and delivery, and performs the fiduciary duty of acting as custodian for provident fund, private fund, juristic person and individual, including confirmation of net asset value for provident fund.

As of December 31, 2009, the Group had a commercial lending portfolio of 19,391.66 million Baht, which accounted for 17.1% of total loans. This indicated a 0.5% decrease from 19,488.07 million Baht at the end of 2008.

Type of Business	December 31, 2007		December 31, 2008		December 31, 2009		Change (%)
	Amount (million Baht)	%	Amount (million Baht)	%	Amount (million Baht)	%	
Manufacturing and commerce	7,821.51	9.5	7,342.21	7.2	10,185.79	9.3	38.7
Real estate and construction	5,041.33	6.1	8,807.72	8.7	6,237.64	5.7	(29.2)
Public utilities and services	2,648.16	3.2	3,212.80	3.2	2,833.16	2.6	(11.8)
Agriculture and mining	105.55	0.1	125.35	0.1	135.07	0.1	7.8
<b>Commercial Lending</b>	<b>15,616.55</b>	<b>19.0</b>	<b>19,488.07</b>	<b>19.2</b>	<b>19,391.66</b>	<b>17.1</b>	<b>(0.5)</b>
Retail loans and other loans	66,705.30	81.0	82,042.86	80.8	89,710.90	82.9	9.3
<b>Total Bank Loan</b>	<b>82,321.85</b>	<b>100.0</b>	<b>101,530.93</b>	<b>100.0</b>	<b>109,102.57</b>	<b>100.0</b>	<b>7.5</b>

#### **Customer and Distribution Channels**

Targeted customers are mainly current customer base who have established long-term relationships with the Bank, and new customers from industries that support national development or sectors with strong government backing, such as vehicles and parts, agriculture and food processing, transportation and logistics, and petrochemicals. In addition, future infrastructure projects, such as those in the energy, property development, and construction sectors, are within our scope of interest.

Apart from the headquarters in Bangkok and branches upcountry, the Bank also provides its services through direct sales by marketing officers and client visits. In addition, advertising and public relations via newspapers and the Internet are deployed as alternative sale channels.

#### **4. Cash Management Services**

The Bank's Cash Management Services include cash inflow and cash outflow management for corporate clients, which ultimately help increase operation efficiency and reduce operating cost for clients. Cash Management Services comprise of 3 main

business areas, TISCO Collection, TISCO Payment, and TISCO Liquidity Management. Additionally, TISCO E-Cash Management was introduced to facilitate customer in performing business transaction and enquiring consolidated account information.

## 5. Corporate Investment

Treasury department is a unit of the Bank, responsible for asset and liability management activities, including the procuring of funding sources from local and foreign financial institutions, and investing and trading bonds in order to maximize returns under the corporate guidelines and risk policy and in compliance with all related rules and regulations. It also manages liquidity according to the BoT regulations.

The Bank invests in both short-term and long-term debt instruments. In addition, the Bank invests in equity securities in both listed and non-listed companies. The investment policy is to invest long term in good fundamental securities at a reasonable price for both dividend income and capital gains.

The investment portfolio of debt and equity instruments as of December 31, 2009, was 8,409.63 million Baht, up 88.6 % from 4,458.61 million Baht in 2008.

## 4.2 Market and Competition

### • Market

As of December 31, 2009, there were 34 banks unchanged from 2008, composed 18 Thai commercial banks and 16 branched of foreign banks. The conditions of deposits and loans market are detailed as follows;

#### Deposits

In 2009, deposit in Thai commercial bank industry<sup>1</sup> was at 6,504,531 million Baht, up by 0.3% from 2008 due to market interest rate was relatively low as well as lower degree of deposit raising competition compared with the previous year. In addition, some customers turned to invest in foreign bonds which its yield higher than deposit interest rate. At the end of 2009, average 3-month deposit interest rate at the top five large banks was at 0.71% declined from 1.58 % at the end of year 2008 following continuously declined of policy rate by the Bank of Thailand in order to stimulate the domestic economy.

**Table showing movement of average interest rates of Thai commercial banks**

	(unit: % per year)		
	2007	2008	2009
Minimum Lending Rate (MLR) <sup>/1</sup>	6.92	6.90	5.94
3-month fixed deposit rate <sup>/1</sup>	2.15	1.58	0.71

<sup>/1</sup> Average interest rate at the end of each period of five large banks, i.e. Bangkok Bank Plc., Siam Commercial Bank Plc., Krung Thai Bank Plc., Kasikornbank Plc. and Bank of Ayudhya Plc.

In 2009, the Bank's deposit was 107,048.20 million Baht, up by 8.3% YoY, composed of 56,930.95 million Baht of deposits and 50,117.25 million Baht of short-term borrowings.

#### Loans

As of December 31, 2009, loan in commercial bank industry was 5,781,941 million Baht, down by 0.6% YoY due to loan in commercial was slowdown following the contraction of domestic economic. The Bank's loan was 107,014 million Baht, up by 7.1% YoY.

<sup>1</sup> Summary of Assets and Liabilities Form (C.B. 1.1) Bank of Thailand

**Table showing comparison of assets, deposits and loans as of December 31, 2009**

Commercial Banks	Assets	Market Share (%)	Deposits	Market Share (%)	Loans	Market Share (%)
1. Bangkok Bank Plc.	1,740,192	19.5	1,342,977	20.6	1,038,603	18.0
2. Krung Thai Bank Plc.	1,539,743	17.3	1,208,140	18.6	1,034,390	17.9
3. Kasikorn Bank Plc.	1,268,083	14.2	952,742	14.6	868,692	15.0
4. Siam Commercial Bank Plc.	1,286,514	14.4	978,064	15.0	901,049	15.6
5. Bank of Ayudhya Plc.	760,625	8.5	524,686	8.1	539,350	9.3
6. Thai Military Bank Plc.	541,637	6.1	407,949	6.3	336,969	5.8
7. Siam City Bank Plc.	415,870	4.7	324,379	5.0	261,200	4.5
8. Thanachart Bank Plc.	413,878	4.6	266,727	4.1	274,826	4.8
9. Standard Charter Bank(Thai) Plc.	265,438	3.0	95,750	1.5	78,380	1.4
10. UOB Bank Plc.	226,437	2.5	151,241	2.3	136,892	2.4
11. CIMB Thai Bank Plc.	138,966	1.6	88,424	1.4	76,934	1.3
12. TISCO Bank Plc.	130,615	1.5	56,931	0.9	107,014	1.9
13. Kiatnakin Bank Plc.	129,020	1.4	76,109	1.2	82,778	1.4
14. ACL Bank Plc.	65,054	0.7	30,411	0.5	44,861	0.8
<b>Total</b>	<b>8,922,073</b>	<b>100.0</b>	<b>6,504,531</b>	<b>100.0</b>	<b>5,781,941</b>	<b>100.0</b>

Source: Summary of Assets and Liabilities Form (C.B. 1.1) Bank of Thailand

Moreover, car hire-purchase business, the major business of the Bank, expands in line with automobile industry growth. Since the end of 2006, industry-wide new car sales have been slow down and shrunk by 10.6% from 614,078 cars in 2008 to 548,872 cars in 2009. The proportion of new passenger car sales to commercial car sales in 2008 was 42.8% to 57.2%. In 2009, the car penetration rate of TISCO was 12%.

**Table showing car sales in Thailand during 2005-2009**

Unit : cars	2005	2006	2007	2008	2009
<b>Passenger cars</b>	188,211	195,458	182,767	238,990	235,169
<b>Commercial cars</b>	515,050	486,705	448,484	375,088	313,703
<b>Total</b>	<b>703,261</b>	<b>682,163</b>	<b>631,251</b>	<b>614,078</b>	<b>548,872</b>

Source : Automobile Institute

#### • Competition

In 2009, the growth of Thai commercial bank industry continuously decelerated from 2008 following unfavorable domestic economic condition which affected by several negative factors i.e. global economic crisis, domestic political uncertainty. These factors were deteriorated loan demand from private and public sectors. Accordingly, the commercial banks also increased prudence on credit expansion in order to prevent the impact from asset quality problem. Nevertheless, Thai commercial bank industry improved following the ongoing economic recovery in the last quarter of 2009. In deposit market, the market competition was relatively low when compared with the previous year in line with the sluggish credit market. The competition by offering high deposit interest rate was considered to maintain customer base rather than enlarge funding base. However, a lot of banks emphasized to expand fixed deposit in order to lock-up low cost funding base and also supporting credit expansion as well as deposit interest rate which expected to increase



in 2010. For commercial finance, the Bank's strategy focuses on improving loan quality and reducing NPLs by accelerating the loan restructuring process and preparing for expected market growth in the following year. Amidst the high market competition, the Bank has focused on quality rather than quantity and expanding its customer base on account of its over 40 years of business experience, efficient operations and management systems, and high quality services that can respond to varying customer needs in order to maintain long-term relationships. At the end of 2009, the Bank was ranked at 12<sup>th</sup> place compared with the industry. The market share of assets, deposits and loans were 1.5%, 0.9% and 1.9% respectively.

For auto hire purchase market, despite domestic car sales in 2009 decreased from previous year amid domestic economy slowdown, the competition of auto hire purchase market was still in a state of intense competition. The key players emphasized on pricing competition and terms & conditions of hire purchase e.g. offering low interest rate, lower down payment proportion and longer installment period to attract the customer. In addition, the competitors in auto hire purchase can be divided into two major groups: 1) leasing companies and financial institutions and 2) subsidiary companies of car manufacturers and car dealers (captive finance company). The key market competitors are commercial banks and leasing company-owned subsidiary of commercial bank who enjoy fund cost advantage amid declining interest rate environment. Meanwhile, some captive finance companies sold loan portfolio and business due to high fund cost when compared with the market. Furthermore, upon the price cutting competition in hire purchase market, some competitors turned their attention to loans against car registration which its return higher than hire purchase loan for new car. Furthermore, it is expected that market competition in 2010 will continue intensifying led by market share expansion of large competitor.

TISCO Bank focuses on providing efficient and high standards of service, and maintaining long-term relationships with agents and dealers. It will decrease prices as necessary to maintain its client base. In 2009, the Bank increased used car portion in hire-purchase portfolio in order to increase average portfolio yield. TISCO has also gained competitive advantage after becoming the key strategic partner with car manufacturers and car dealers of Ford, Mazda, Volvo, and Chevrolet. In addition, the Group is highly confident that it can maintain its status as one of the top three in the market given the long-term experience of the Bank, good connections with dealers, effective cost and risk management and an extensive customer database.

### 4.3 Resources

#### 1) Source of Funds

Apart from the Bank's capital, most of the Bank's funds are sourced from deposits, the interbank and money markets and short and long-term borrowing. The details of sources of funds are as follows:

(unit : million Baht)

Source of Funds	2007	2008	2009
Deposit	35,728.81	58,875.78	56,930.95
Short-term Borrowings	29,954.39	40,028.19	50,117.25
Long-term Borrowings	8,005.05	4,899.30	5,429.75
Interbank and Money Market Items	6,402.43	3,951.72	4,321.44
Other Liabilities	2,436.06	2,463.04	2,609.93
<b>Total Source of Funds from Liabilities</b>	<b>82,526.74</b>	<b>110,218.03</b>	<b>119,409.32</b>
Capital	11,637.50	11,334.12	11,231.40
<b>Total Source of Funds</b>	<b>94,164.24</b>	<b>121,552.15</b>	<b>130,640.72</b>

As of December 31, 2009, list of assets and liabilities breakdown by term to maturity is shown in the following table:

Transaction	(Unit : Million Baht)							
	At call	0 – 3 months	3- 12 months	1-5 years	Over 5 years	Unspecified	Non performing loans	Total
<b>Financial assets</b>								
Cash	826	-	-	-	-	-	-	826
Interbank and money market items	2,174	9,901	-	-	-	-	-	12,075
Investment – net	689	522	1,584	4,572	976	67	-	8,410
Receivable from clearing house	1,629	8,001	24,309	69,055	2,122	-	4,084	109,200
Loans and receivable	5,318	18,424	25,893	73,627	3,098	67	4,084	130,511
<b>Financial liabilities</b>								
Deposits	28,970	21,244	6,220	497	-	-	-	56,931
Interbank and money market items	663	2,773	127	758	-	-	-	4,321
Liabilities payable on demand	345	-	-	-	-	-	-	345
Borrowings	2,870	34,764	12,483	1,430	4,000	-	-	55,547
	32,848	58,781	18,830	2,685	4,000	-	-	117,145
<b>Off-balance sheet items</b>								
Aval to bills and guarantees of loans	-	-	22	-	-	-	-	22
Other commitments	31	385	457	300	-	444	-	1,617

Details of risk of duration mismatch is described in Part 1 Section 2: Risk Factor.

## 2) Lending

### • Credit granting policy

#### Commercial loans

The Bank has a policy to emphasize prudent growth in commercial and retail lending. In each new credit approval, the Bank thoroughly considers the borrower's business potential, opportunities, ability to repay, collateral, and also the rate of return that justifies the risk of each borrower. The Bank focuses on expanding business into markets with acceptable risks/returns in which it has sufficient expertise. The Bank performs analysis and key risk characteristics prior to entering new markets.

The collateral policies vary, depending on the type of credit. Prudent collateral policies are employed with effective procedures to stabilize collateral values under the specified conditions and to minimize potential losses. However, the Bank may selectively grant loans without collateral to certain borrowers considered to have high creditworthiness on a case-by-case basis. For the appraisal of collateral values, the Bank has a policy to have the collateral appraised by an independent appraiser or the internal asset appraisal unit before any loan can be drawn. The Bank's Appraisal Committee is responsible for approving the appraisal value proposed by the internal unit and independent appraisers under the Bank's guidelines in compliance with the regulations of the BOT.

The Bank has established prudence procedures for all credit approvals to ensure high credit quality while maintaining customer satisfaction. Approved credits are reviewed and controlled in compliance with overall credit policies.

The maximum credit terms are set according to the regulations of the BOT. The Bank has constructed a pricing policy aligned with current market conditions and credit exposure as well as the cost of funds without any price undercutting strategy.

### **Retail loans**

The hire-purchase business covers a large portion of the retail credit portfolio. The Bank has a policy to aggressively expand its hire-purchase business in this market with justified risk-adjusted returns. Despite the growth of automobile hire-purchase in 2009 was moderate following sluggish economy, the Bank has a policy to competitively expand while still maintaining good loan quality and market share.

In addition, the Bank has established a standard approval process for the hire-purchase portfolio by implementing a credit-scoring system which has been developed from an internal database to effectively control and shorten the loan approval process.

Credit policies have been regularly reviewed to reflect the current market situation and support loan expansion in a prudent manner. Meanwhile, the Bank has a policy to maintain good credit quality compared to competitors without resorting to a price-undercutting policy. In this respect, the focus on enhancing quality of service and good business relationships is a vital competitive tool. For the collateral policy, hire-purchase assets are supported by adequate secondary markets and appropriate insurance strategies.

For mortgage loans, the approved credits do not exceed 90% of the collateral value with terms and conditions varying with the types of collateral, while other retail loans without collateral require higher interest rates to offset the higher risk being assumed.

- **Credit Approval Limits and Authorities**

The Credit Committee is responsible for overseeing the credit approval process under the credit policies and guidelines set forth by the Executive Board.

In addition, credit approval policies have been clearly stated in terms of credit limits and delegation of authority. All corporate loan transactions must be reviewed and approved by the Credit Committee while loan facilities considered material and large in size must be approved by the Executive Board.

For the retail credit portfolio, which naturally covers small transaction sizes, the credit approval process and delegation of authority varies according to the level of credit limit as controlled by overall credit policies. Large retail credits must be approved by the Credit Committee or the Executive Board after reviewing the types and purposes of loans on a case-by-case basis.

The Bank has also implemented a credit-scoring system to assist the loan approval process in which customer characteristics, loan terms and conditions are taken into consideration for the computation of credit scores.

- **Credit Risk Management**

The Risk Management Committee, comprised of senior management from key business lines, has been delegated the authority to set up policies, guidelines and procedures for overall credit risk management. Meanwhile, the Credit Committee and Chief Credit Officer, who are in charge of the loan approval processes of each credit transaction, set up guidelines for the delegation of approval authority at different levels for different types of facilities. The Problem Loan Committee is set up to monitor and follow up on problem loans and set up appropriate provisions for potential loan losses. In addition, Risk Management Committee will report risk management activities to the Risk Management Committee of TISCO Financial Group Company Limited, the parent company, on a regular basis in compliance with Consolidated Supervision principle of the Bank of Thailand.

To ensure independence in carrying out the credit approval process and reporting to the Risk Management Committee, credit quality control functions are clearly separated from marketing functions. Moreover, credit review functions assigned by the Internal Control function and the Audit Committee are responsible for reviewing ongoing credit approval processes and ensuring transparency in overall credit granting procedures.

A credit grading system has been adopted in credit risk assessment for both corporate and retail credit portfolios. In accordance with the implementation of the Internal Ratings Based approach (IRB) under the new guidelines of the Basel Committee for banking supervision, historical payment information based on credit rating is being developed and tested to ensure system validity and provide more efficiency in capital utilization.

In controlling risks from credit concentration, the Bank has set up a concentration limit which defines the maximum credit exposure for each individual borrower or borrowing group. Moreover, concentration in a single sector is also controlled within an acceptable level, and considered in combination with the sector exposure of equity investment. Furthermore, the Bank complies with the regulations of BoT concerning single lending limits.

- **Credit Collection**

The Bank regularly performs credit reviews of the loan portfolio and monitors problem accounts. The Credit Committee closely co-ordinates with credit departments, and follows up accounts with potential problems promptly after a missing repayment is reported. Also, Problem Loan Committee meetings are arranged to review the status of borrowers, set up debt collection schedules and follow-up procedures, pursue legal action, and set aside provisions for loan losses. In the follow-up procedures, the credit officer reports to the Problem Loan Committee on all restructuring cases on a regular basis.

For the retail credit portfolio, the Bank strives to continuously improve the strategies and procedures for debt collection and follow-up, in line with economic conditions and related laws and regulations, particularly with regard to notification from the Office of Consumer Protection. The main collection and follow-up process includes collection, follow-up and asset repossession, legal process and enforcement.

- **Debt restructuring**

The objective of debt restructuring is to resolve problem loans, which are affected by economic downturns or the borrower's financial difficulties. Under the Bank's procedures on debt restructuring, there are various methods such as relaxing of payment conditions, debt-to-assets conversion, debt-to-financial-instruments conversion, and debt-to-equity conversion.

Debt restructuring can be conducted with every type of borrower, either defaulted or non-defaulted. The corporate lending function is responsible for the debt restructuring process, including the decision to select borrowers for restructuring. The delegated officers will evaluate the borrower's credit qualities and related financial and operating environments, and perform projections on repayment possibilities.

For debt restructuring cases related to, both directly and indirectly, Bank directors, persons related to the Bank directors or the management, the borrower's status, repayment ability and cash flow status must be evaluated by an independent financial institution or third party with no conflict of interest with the bank and the borrower. Under the regulations of the Bank of Thailand, all restructured loans are reclassified, provisioned, and recalculated for impairment loss.

### 3) Capital Adequacy

The Bank has a policy to maintain capital that is adequate to safeguard against the Bank's risks in the long run, taking into account long-term solvency within economic uncertainties and the adequacy of regulatory capital-to-risk asset ratios as required by law. Currently, the Bank of Thailand sets the capital adequacy ratio for banks registered in Thailand at 8.50%, where Tier-I Capital must be maintained at a level equal to at least 4.25% of risk assets.

The year-end Capital Adequacy Ratio for 2008 and 2009 have been maintained above the regulatory requirements with details as follows:

(unit: percentage)

Capital Adequacy Ratio	2007 <sup>1</sup>	2008 <sup>1</sup>	2009 <sup>2</sup>	Regulatory Requirement
Tier-I Capital to Risk Assets	12.41	11.23	14.46*	4.25
Total Capital to Risk Assets	12.81	11.71	16.96**	8.50

<sup>1</sup>Use calculation method under Basel II SA approach

<sup>2</sup>Use calculation method under Basel II IRB

\* Before an adjustment of capital floor

\*\* After an adjustment of capital floor

It can be clearly seen that the capital base of the Group remains strong with the Capital Adequacy Ratio exceeding the requirements of the BOT and fairly sufficient to support the forthcoming regulations concerning debt reclassification and provisions.

### 4) Liquidity Management Policy

The Risk Management Committee is responsible for monitoring and determining assets-to-liabilities direction and funding structure in detail. The Committee also establishes various liquidity limits to serve as early warning triggers such as liquid assets, contractual maturity mismatches, funding concentration and daily deposit/withdrawal levels. Furthermore, a liquidity contingency plan has been established for outlining clear procedures and responsibilities in detail for liquidity management in times of crisis.

Meanwhile, the Treasury function is responsible for daily liquidity management and preparation for securing sources and the use of funds as required. The Treasury function is also responsible for managing the Bank's liquidity position to comply with internal guidelines and the regulatory requirements of the BoT under the notification on prescription and maintenance of liquid assets by commercial banking as follows:

- The Bank shall maintain liquid assets on average of no less than 6% of the total deposits and borrowings as follows: and total foreign borrowings, which shall mature within one year.
  - The sum of all types of deposits.
  - The sum of foreign borrowings which mature within one year since borrowing date and total foreign borrowings which shall repay or reclaim within one year since borrowing date, except the borrowings which complied with the guideline of the BoT.
  - The sum of borrowings which embedded derivative feature.
- The liquid assets must consist of deposits with the BoT of no less than 0.5%, unencumbered securities of no less than 4.5%, and deposits at commercial banks residing in Thailand.

#### **5) Asset Classification, Provisions and Write-offs**

The Bank defines asset classifications according to the notification of the Bank of Thailand regarding worthless or irrecoverable assets and doubtful assets that may be worthless or irrecoverable as follows:

(1) Assets classified as Loss are claims where there is no possibility of repayment due to death, disappearance, bankruptcy or dissolved business, or losses from debt restructuring according to the rules and regulations of the Bank of Thailand.

(2) Assets classified as Doubtful-to-Loss are assets or claims whose entire value is expected to be irrevocable, such as debt claimed on the principal and interest overdue more than 12 months from the payment date.

(3) Assets classified as Doubtful are assets or claims that are unlikely to be repaid in full, such as debtors with payments overdue more than 6 months from the contractual payment date.

(4) Assets classified as Sub-Standard are defined as assets or claims with difficulties of repayment or that do not generate a reasonable income, such as debtor-owing interest and/or principal payments for a cumulative period of over three months from the contractual due date.

(5) Assets classified as Special Mention are assets or claims whose value is deteriorating, such as debtor-owing interest and/or principal payments for a cumulative period of over one month from the contractual due date.

(6) Assets classified as Pass are assets or claims which are not classified as Loss, Doubtful to Loss, Doubtful, Sub-Standard, or Special Mention.

The Bank has a conservative provisioning policy. As of December 31, 2009, the Bank's reserves were 2,088.43 million Baht, or 157.3 % of those required by the BoT. Our asset classification policies are in compliance with those set by the Bank of Thailand and the Securities and Exchange Commission as presented in Section 5 : Operating Assets item: 5.2

## 5. Operating Assets

### 5.1 Major Fixed Assets

#### Land, premises, and equipment – Net

Land, premises, and equipment to TISCO Bank as of December 31, 2007-2009 are as follows: These assets are free from any obligations.

(unit: million Baht)

Type of Assets	2007 <sup>1</sup>	2008	2009
<b>Land and buildings</b>			
1. Office of TISCO Financial Group Plc. at TISCO Tower	839	368	347
2. Office for subsidiaries at TISCO Tower	421	-	-
3. Brokerage branch – Chiang Mai at Hillside Plaza & Condotel, Huay Kaew Road, Chiang Mai	4	-	-
4. Brokerage branch – Nakhon Pathom	8	-	-
<b>Total land and buildings (net)</b>	<b>1,272</b>	<b>368</b>	<b>347</b>
Office furniture and improvements (net)	135	157	168
Total office furniture (net)	94	158	125
Others	62	18	9
<b>Total (net)</b>	<b>1,563</b>	<b>701</b>	<b>649</b>

<sup>1</sup> Before the restructuring plan, TISCO Bank is the parent company of TISCO Group which had 6 subsidiary companies in the group.

#### Long-term contract

##### 1. Contract

The Bank has entered into several lease agreements in respect of the lease office building and branch office in which terms of the agreements are approximately 3 years. The details are shown in notes to financial statement item 3.26.3

### 5.2 Loans

#### Classification of assets under BoT guidelines

Asset classification in TISCO Bank consists of loans and receivables, investments in securities and property foreclosed. Asset classification policies are in compliance with those set by the BOT and the SEC. The details of asset classification as of December 31, 2009, are shown below:

(unit: million Baht)

	Loans and receivables	Investments	Property foreclosed	Others	Total	%
Pass	109,926	-	-	-	109,926	91.9
Special mention	6,615	-	-	-	6,615	5.6
Substandard	774	-	-	-	774	0.6
Doubtful	354	-	-	-	354	0.3
Bad debts	1,333	81	537	-	1,951	1.6
<b>Total</b>	<b>119,002</b>	<b>81</b>	<b>537</b>	<b>-</b>	<b>119,620</b>	<b>100.0</b>

#### Provision for Loan Loss Policy

TISCO Bank's provisioning policy for bad debt allowances or losses from debt restructuring are in accordance with the regulations of the BoT and the SEC.

The provisioning requirements for bad debt allowances under the BoT regulations can be summarized as follows:

1. Assets classified as Loss shall be written off.

2. Assets classified as Doubtful to Loss require a provision of 100%.
3. Assets classified as Doubtful require a minimum provision of 100%.
4. Assets classified as Sub-Standard require a minimum provision of 100%.
5. Assets classified as Special Mention require a minimum provision of 2%.
6. Assets classified as Pass require a minimum provision of 1%.

Under the announcement by the BoT, provisioning regulations following International Accounting Standard No.39 (IAS39) require assets classified as Substandard, Doubtful, and Doubtful to loss to set a minimum provision in accordance with a 100% of the different between asset's carrying amount and present value of estimated future cash flow or the present value of estimated future cash flow from collaterals. Meanwhile, the loan portfolio with similar credit risk profile can be set on a portfolio basis following collective approach.

TISCO Bank has a policy in applied portfolio provision basis or collective approach with loan portfolio which as similar credit profiles with adequate historical loss data. TISCO Bank will prudently set provision level based on estimation of historical loss.

#### **Provision of Asset Impairment Policy**

The Bank will reserve provisioning in cases of asset impairment by considering impairment indicators based on generally accepted accounting principles (GAAP) and by estimating the receivable value of the assets.

#### **Policy of revenue recognition**

The Bank has a more conservative policy for recognition of interest income than the requirements of the BoT. The Bank stops accruing income for loans on which interest payments are overdue by more than 1 month for commercial loans, and 3 months for retail loans, whether or not there is collateral. Furthermore, the Bank will reverse all recorded accrued interest on such loans.

Income recognition of such loans will be reinstated to accrual basis only when the total overdue amount is received.

The Bank recognizes interest income from restructured loans, in corporate lending business only, on a cash basis. Income recognition will be restated to accrual basis only when receiving approval from the Problem Loan Committee, and assurance of borrower status regarding the capacity to repay principal and interest normally.

### **5.3 Investment in Securities**

Details of investment in securities are shown in Notes to Financial Statements, 3.2 Investments in securities.

#### **Risk Management of Investment Portfolio**

The Bank diversifies its investments in order to avoid high concentrations in single securities. Appropriate investment opportunities are emphasized to ensure a proper risk-return trade-off. In addition, the Bank has set up an integrated risk management system to aggregate all investment risks, where the issues of capital adequacy and the prospect of risk-return from each investment are incorporated to enable timely portfolio adjustment if required. Details of risk management are listed in Part1, Section 2: Risk Factors.

#### **Allowance for Impairment of Securities**

The Bank sets allowances for impairment of securities according to accounting standards. Investments in securities held for trading purposes are determined at fair value. Gains or losses arising from changes in the value of securities are included in determining earnings. Investments in available-for-sale securities, both held for short-term and long-term investment, are determined at fair value. Changes in the value of the securities are shown as separate items in shareholders' equity until the securities are sold, after which they are included in determining earnings.

The fair value of marketable securities is based on the latest bid price of the last working day of the period as quoted on the SET. The fair value of government bonds, state enterprise securities and private debt instruments is determined by using the formula quoted by the BoT, which is based on the yield rate quoted by the Thai Bond Dealing Center or other financial institutions. The fair value of unit trusts is determined based on their net asset value.

In the event the Bank reclassifies their investments in securities, the investments are adjusted to reflect their fair value on the reclassification date. Differences between the carrying amount of the investments and their fair value on that date are included in determining earnings or recorded as a surplus (or deficit) from changes in the value of investments in shareholder equity, depending on the type of investment which is reclassified.

## 6. Legal Disputes

As of December 31, 2009, the Bank had 16 unresolved cases from its regular business operations, all of them were civil cases, involving an estimated total amount of 147.41 million Baht, which was less than five percent (5%) of its shareholders' equity. Of all cases, there were 8 cases involving total amount of 1.85 million Baht which were in the tribunal process and not yet reach judgment. Furthermore, there were 4 cases, with a total value of 87.36 million Baht that already dismissed by the Court of First Instance and/or the Appeal Court, however, the plaintiff still appealed to the Appeal Court or Supreme (Dika) Court. There were 2 cases, with a total amount of 0.8 million Baht, that the Bank appealed the cases to the Court. Apart from the said case, there were 2 cases which incurred from management of debt collections for Sukhumvit Asset Management Co., Ltd., amounting 57.40 million Baht in which the Bank had an indemnification for any damages suffered (if any). Moreover, in June 2009, a foreign subsidiary has been sued in amounting to 46.6 million HKD (equivalent to 201 million Baht as of December 31, 2009) and the case is in the tribunal process and not yet reach judgment. Additional details on legal disputes are presented in Notes to Financial Statements; 3.26.2 Litigation. Additional details on legal disputes are presented in Notes to Financial Statements; 3.26.2 Litigation. The management of the Bank believes that the Bank will not suffer material loss as a result of the abovementioned lawsuits. In addition, there is no claim against the Bank by the directors, managements or any related persons of the Bank.



## 7. Capital Structure

### 7.1 Securities Information

#### 7.1.1 Common Shares and Preferred Shares

Total registered and paid-up capital as of December 31, 2009

Total registered capital	:	11,002,000,000 Baht
Total paid-up capital	:	7,281,522,500 Baht comprised of 728,079,046 common shares and 73,204 preferred shares, both with par value of 10 Baht per share.

The preferential rights of the preferred shares were expired on June 30, 2009. Thus, since July 1, 2009, the rights and benefits of preferred shares were equal to those of common shares in all aspects.

#### 7.1.2 Debentures

As of December 31, 2009, the details of outstanding debentures of the Bank are as follows:

1. TISCO Bank Public Company Limited 1/2007 Tranche 1 debenture with maturity date in 2010

Type of Offering	:	Public Offering
Face Value	:	1,000 Baht
Offering Price	:	1,000 Baht
Issue size	:	3,000,000 units
Outstanding	:	3,000,000 units
Tenor	:	3 years
Issuing Date	:	May 24, 2007
Maturity Date	:	May 24, 2010
Security	:	None
Coupon Rate	:	Fixed rate 3.75% per annum
Payment Date	:	Every 24 <sup>th</sup> of May and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Rating	:	A(th) from Fitch Ratings (Thailand) Limited on December 24, 2009
Debenture holder		
Representative	:	CIMB Thai Bank Public Company Limited
Debenture Registrar	:	TMB Bank Public Company Limited

2. TISCO Bank Public Company Limited 1/2007 Tranche 2 debenture with maturity date in 2012

Type of Offering	:	Public Offering
Face Value	:	1,000 Baht
Offering Price	:	1,000 Baht
Issue size	:	1,000,000 units
Outstanding	:	1,000,000 units
Tenor	:	5 years
Issuing Date	:	May 24, 2007
Maturity Date	:	May 24, 2012
Security	:	None
Coupon Rate	:	Fixed rate 4.04% per annum
Payment Date	:	Every 24 <sup>th</sup> of May and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Rating	:	A(th) from Fitch Ratings (Thailand) Limited on December 24, 2009
Debenture holder		
Representative	:	CIMB Thai Bank Public Company Limited
Debenture Registrar	:	TMB Bank Public Company Limited

3. TISCO Bank Public Company Limited 1/2009 subordinated debenture with maturity date in 2019 with call option

Type of Offering	:	Public Offering
Face Value	:	1,000 Baht
Offering Price	:	1,000 Baht
Issue size	:	2,000,000 units
Outstanding	:	2,000,000 units
Tenor	:	10 years
Issuing Date	:	February 17, 2009
Maturity Date	:	February 17, 2019
Security	:	None
Coupon Rate	:	5.5% per annum for Year1 <sup>st</sup> - Year3 <sup>rd</sup> , started from issuance date 6.0% per annum for Year4 <sup>th</sup> - Year7 <sup>th</sup> , started from issuance date 6.5% per annum for Year8 <sup>th</sup> - Year10 <sup>th</sup> , started from issuance date
Payment Date	:	Every 17 <sup>th</sup> of February, May, August and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	With an approval from the Bank of Thailand in writing, the issuer may call debentures prior to the maturity date at face value according to the debenture terms and conditions. The issuer shall send a notice to debenture holders at least 30 days but not more than 60 days prior to the call option exercise date to inform debenture holders of the call option under the following conditions:  (a) Prior to the fifth year after the issuing date, if the issuer is informed by the Bank of Thailand that (1) This debenture is not or is no longer classified as instrument eligible for inclusion in Tier 2 capital of the issuer; or (2) This debenture is eligible for inclusion in Tier 2 capital but is lower than 50% of the issuer's Tier 1 capital; or  (b) On the fifth anniversary of the issuance of the debenture or on any coupon date after the fifth year of issuance; or  (c) The issuer is able to demonstrate that interests paid by this debenture can no longer be deducted as expenditure of the issuer for tax benefits; or  (d) The issuer is able to acquire equivalent or excess amount of funds from other sources or the issuer's Tier 1 capital exceeds the minimum requirement of BoT after the redemption; or  (e) Any cases or conditions to be specified by the Bank of Thailand in the future.
Rating	:	A-(tha) from Fitch Ratings (Thailand) Limited on December 24, 2009
Debenture holder	:	
Representative	:	TMB Bank Public Company Limited
Debenture Registrar	:	TMB Bank Public Company Limited

4. TISCO Bank Public Company Limited 2/2009 subordinated debenture with maturity date in 2019 with call option

Type of Offering	:	Public Offering
Face Value	:	1,000 Baht
Offering Price	:	1,000 Baht
Issue size	:	2,000,000 units
Outstanding	:	2,000,000 units
Tenor	:	10 years
Issuing Date	:	May 25, 2009
Maturity Date	:	May 25, 2019
Security	:	None
Coupon Rate	:	5.0% per annum for Year1 <sup>st</sup> - Year3 <sup>rd</sup> , started from issuance date

	5.5% per annum for Year4 <sup>th</sup> – Year7 <sup>th</sup> , started from issuance date
	6.0% per annum for Year8 <sup>th</sup> – Year10 <sup>th</sup> , started from issuance date
Payment Date	: Every 25 <sup>th</sup> of February, May, August and November of each year during the term of the debenture. The first payment will be on August 25, 2009. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: With an approval from the Bank of Thailand in writing, the issuer may call debentures prior to the maturity date at face value according to the debenture terms and conditions. The issuer shall send a notice to debenture holders at least 30 days but not more than 60 days prior to the call option exercise date to inform debenture holders of the call option under the following conditions: <ul style="list-style-type: none"> <li>(a) Prior to the fifth year after the issuing date, if the issuer is informed by the Bank of Thailand that (1) This debenture is not or is no longer classified as instrument eligible for inclusion in Tier 2 capital of the issuer; or (2) This debenture is eligible for inclusion in Tier 2 capital but is lower than 50% of the issuer's Tier 1 capital; or</li> <li>(b) On the fifth anniversary of the issuance of the debenture or on any coupon date after the fifth year of issuance; or</li> <li>(c) The issuer is able to demonstrate that interests paid by this debenture can no longer be deducted as expenditure of the issuer for tax benefits; or</li> <li>(d) The issuer is able to acquire equivalent or excess amount of funds from other sources or the issuer's Tier 1 capital exceeds the minimum requirement of BoT after the redemption; or</li> <li>(e) Any cases or conditions to be specified by the Bank of Thailand in the future.</li> </ul>
Rating	: A-(tha) from Fitch Ratings (Thailand) Limited on December 24, 2009
Debenture holder Representative	: TMB Bank Public Company Limited
Debenture Registrar	: TMB Bank Public Company Limited

### 7.1.3 Bills of Exchange

As of December 31, 2009, TISCO Bank had outstanding short-term bills, all in forms of Bills of Exchange, worth 47,117.25 million baht with coupon rate ranging from 0.75 - 3.50% and average of 78 days to maturity.

### 7.1.4 Major shareholder agreements regarding share issuance or Bank management

None

## 7.2 Shareholders

The list of the top 10 major shareholder groups whose names appeared in the share registration book on January 4, 2010 is as follows:

Shareholder Name	Total Shareholding			
	Common Shares	Preferred Shares	Total	%
1. TISCO Financial Group Public Company Limited	726,952,407	41,200	726,993,607	99.84
2. NORBAX INC.,13	750,000	-	750,000	0.10
3. Mr. Praphan Uawongprawit	55,000	-	55,000	0.01
4. Mr. Somsak Srisupornwanich	46,800	-	46,800	0.01
5. NORDEA BANK DANMARK A/S	40,000	-	40,000	0.01
6. Ms. Wipawan Sethapattanachai	35,000	-	35,000	0.00
7. Mr. Vichai Namsirichai	30,000	-	30,000	0.00
8. Mr. Kittichai Kraikorkit	23,900	-	23,900	0.00
9. Thaimex Finance and Securities Public Company Limited	12,800	-	12,800	0.00
10. Ms. Pornsuk Pornprapa	8,100	-	8,100	0.00
<b>Total shareholding of the first 10 major shareholders</b>	<b>727,954,007</b>	<b>41,200</b>	<b>727,995,207</b>	<b>99.98</b>
Others	125,039	32,004	157,043	0.02
<b>Total</b>	<b>728,079,046</b>	<b>73,204</b>	<b>728,152,250</b>	<b>100.00</b>

By virtue of the provisions of Section 18 of the Financial Institutions Business Act B.E. 2551 was imposed that no person shall hold either directly or indirectly more than 10% of the total amount of a financial institution's shares sold except in the case where an exemption was granted by the Bank of Thailand or compliance with criteria prescribed by the Bank of Thailand. Such shareholding must include the shares of related persons to the shares of the aforementioned person. However, this excludes preferred shares which have no voting rights. On November 13, 2008, TISCO Financial Group Public Company Limited, the parent company of TISCO Group, was approved by the Bank of Thailand to hold 100% of TISCO Bank's total paid-up shares, not exceeding 728,152,250 shares.

## 7.3 Dividend Policy

TISCO bank will consider the annual dividend payment to the parent company subject to operating performance which dividend payout ratio at least 50% in order to ensure that the parent company has sufficient income to pay dividend for its shareholders. The dividend payment will be subject to operating performance, business strategy, future investment and suitability, and long-term capital adequacy as well as competitive environment and economic condition.

The Board of Directors of the Bank may from time to time pay interim dividends when it is clear that the Bank has sufficient profit to do so and they shall report in the next shareholders' meeting.

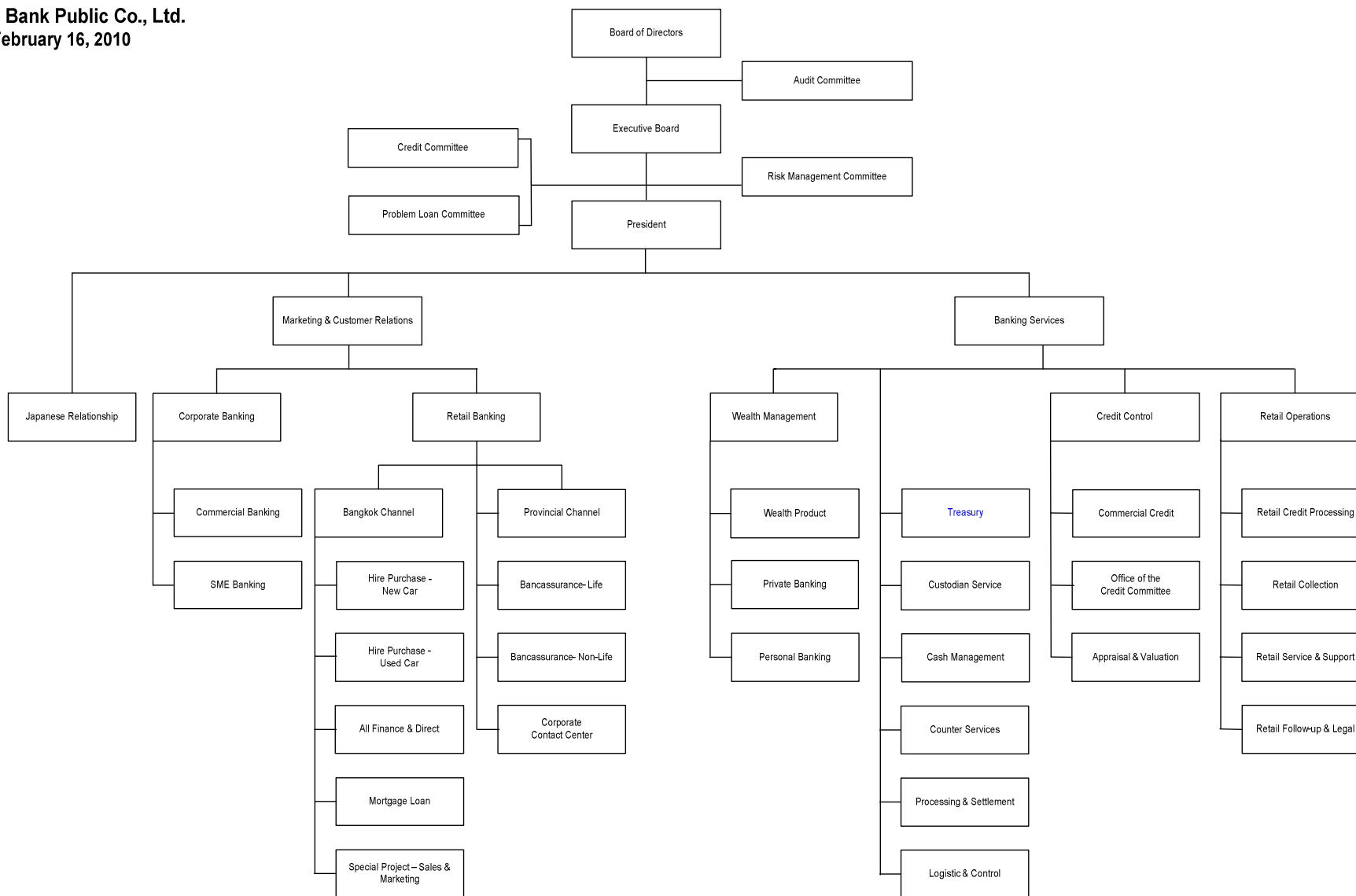
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## **8. Management**

### **8.1 Management Structure**

As of December 31, 2009, the Board Structure is comprised of 3 boards/committees: (1) Board of Directors (2) Executive Board and (3) Audit Committee. The Nomination and Compensation Committee is centralized at TISCO Financial Group Public Company Limited, the parent company.

**TISCO Bank Public Co., Ltd.**  
As of February 16, 2010



### 8.1.1 Board of Directors

As of December 31, 2009, the Board of Directors consisted of the following 9 directors:

Name	Position
1. Mr. Pliu Mangkornkanok	Chairman of the Board
2. Assoc. Prof. Dr. Angkarat Priebjriwat	Independent Director and Chairperson of the Audit Committee
3. Ms. Panada Kanokwat	Independent Director and member of the Audit Committee
4. Prof. Dr. Pranee Tinakorn	Independent Director and member of the Audit Committee
5. Mr. Hon Kit Shing (Alexander H. Shing)	Director
6. Mr. Hirohiko Nomura	Director
7. Mr. Pichai Chanvirachart	Director
8. Ms. Oranuch Apisaksirikul	Director
9. Mr. Suthas Ruangmanamongkol	Director

Remark: Qualifications of independent directors were prescribed in section 8.3

#### Authorized Signatory:

The Bank's authorized signatories are Mr. Pliu Mangkornkanok, Ms. Oranuch Apisaksirikul, Mr. Hon Kit Shing (Alexander H. Shing), Mr. Hirohiko Nomura and Mr. Suthas Ruangmanamongkol. It is required that Mr. Pliu Mangkornkanok singly sign with the seal of the Company affixed or any two directors namely Ms. Oranuch Apisaksirikul or Mr. Hon Kit Shing (Alexander H. Shing) or Mr. Hirohiko Nomura or Mr. Suthas Ruangmanamongkol jointly sign with the seal of the Bank affixed..

#### Authority and Responsibilities of the Board of Directors:

Under consolidated supervision framework, the Board shall ensure that the Bank adopt and adhere to TISCO Corporate Governance Policy approved by the Board of Directors of the parent company. TISCO Corporate Governance Policy constitutes all key policies and guidelines concerning the governance and operating structure of TISCO group, business strategy, management and operations, risk and controls, human resources, finance and accounting, corporate affairs, and public and client communications. The Board shall carry out the following responsibilities within the policies and directions set forth in TISCO Corporate Governance Policy efficiently and effectively in the best interests of the shareholders.

1. Define the Bank business strategies, and approve business & operating plan of the Bank, as directed by TISCO group's business strategies and action plan.
2. Ensure the institution of internal business codes and ethics, codes of conduct for directors, management and employees.
3. Continuously review the Bank's operations to ensure that its directors, management, and employees conduct the Bank's businesses in compliance with TISCO Corporate Governance Policy as well as related laws and regulations.
4. Ensure competent management of the Bank including appointing senior management.
5. Ensure the institution of effective systems for internal control and audit.
6. Ensure that the Bank's management refers significant issues to the Board.
7. Ensure that the Bank's management has in place risk management policies, processes and controls of all risk types. The Board shall be responsible for approval of adoption and ongoing implementation of such risk management policies and guidelines.
8. Appoint other committees according to the needs and suitability to carry out specific tasks to ensure that the operations are in compliance with established Corporate Governance Policy.
9. Ensure that the Bank has policies, guidelines and controls procedures for granting credit and investment transactions with related parties.
10. Ensure that there is a process for prompt submission of management letters from the external auditor and management to the Board.
11. Ensure that there exists appropriate check and balance in the management and/or major shareholders of the Bank, in particular, the proportion or the number of independent directors on the Board.

12. Ensure that the Board and the parent company receive sufficient information to effectively discharge its authorities, duties, and responsibilities.
13. Report business activities and financial performance to the shareholders.
14. Report business activities and financial performance to the parent company's Executive Board on a regular basis, in compliance with the Consolidated Supervision Principle of the Bank of Thailand.

Other matters such as increase or decrease the Bank's capital, issuance of debentures, sales or transfers of whole or important parts of Bank business to other persons; the purchase, acceptance, or transfer of business belonging to other companies; amendments to Bank Memorandum and Articles of Association as well as transactions between related parties and sale and purchase of important parts of the business as per regulations stipulated by governance bodies, must obtain resolutions from shareholder meeting.

The Board of Directors may assign other committees or an attorney to conduct the businesses on behalf of the Board of Directors. In this regard, the scope of authority of the committees or the attorney will be clearly stated, provided that such scope of authority or delegation of such authority shall exclude approval for any transactions in which the attorney or the person who may have conflicts of interest (as defined in by the Securities and Exchange Commission) has interest or conflicts of interest with TISCO Bank or its subsidiary companies.

Corporate Secretary:

The Board appointed Ms. Pakaporn Punyashtithi the Corporate Secretary with responsibilities in preparing and keeping register of directors, handling board meeting and shareholder meeting on matters concerning notice, minutes, annual report, preparing annual report, keeping report on interest filed by directors and management and performing other duties as required by the Capital Market Supervisory Board.

### 8.1.2 Executive Board

The Executive Board members were appointed by the Board of Directors of the Bank and were endorsed by the Executive Board of TISCO Financial Group Public Company Limited, the "Parent Company". As of December 31, 2009, the Executive Board comprised the following directors:

Name	Position
1. Mr. Hon Kit Shing (Alexander H. Shing)	Chairman of the Executive Board
2. Mr. Hirohiko Nomura	Member of the Executive Board
3. Ms. Oranuch Apisaksirikul	Member of the Executive Board
4. Mr. Suthas Ruangmanamongkol	Member of the Executive Board

Authority and responsibilities of Executive Board:

Under consolidated supervision framework, the Executive Board shall ensure that the Bank adopt and adhere to TISCO Corporate Governance Policy approved by the Board of Directors of the Parent Company. TISCO Corporate Governance Policy constitutes all key policies and guidelines concerning the governance and operating structure of TISCO Group, business strategy, management and operations, risk and controls, human resources, finance and accounting, corporate affairs, and public and client communications. The Board shall carry out the following responsibilities within the policies and directions set forth in TISCO Corporate Governance Policy efficiently and effectively in the best interests of the shareholders.

1. Oversee the Bank's operation in accordance with TISCO Corporate Governance Policy as well as related laws and regulations.
2. Approve transactions involving high risk, or exceeding authority of the Bank's management.
3. Handle urgent matters, which call for an immediate action by Executive Board, though in ordinary circumstances such matters would require the Board of Directors' review. Such urgent matter should be reported to the Board of Directors for acknowledgement in the next Board meeting.
4. Report business activities and financial performance to the Board of Directors on a regular basis.



### 8.1.3 Audit Committee

The Audit Committee members were appointed by the Board of Directors of the Bank and were endorsed by the Executive Board of the Parent Company. As of December 31, 2009, the Audit Committee comprises the following independent directors:

Name	Position
1. Assoc.Prof.Dr. Angkarat Priebjrivat	Chairperson of the Audit Committee
2. Ms. Panada Kanokwat	Member of the Audit Committee
3. Prof. Dr. Pranee Tinakorn	Member of the Audit Committee

- Remark:**
- All 3 members of the Audit Committee have sufficient knowledge and experience to review the trustworthiness of financial statements.
  - Members of the Audit Committee of TISCO Bank are the same as that of TISCO Financial Group Public Company Limited (the "Parent Company")

#### *Authority and responsibilities of Audit Committee:*

Under consolidated supervision framework, the Audit Committee shall review to ensure that the Bank's operations are in compliance with TISCO Corporate Governance Policy approved by the Board of Directors of the parent company, as well as related laws and regulations. TISCO Corporate Governance Policy constitutes all key policies and guidelines concerning the governance and operating structure of TISCO group, business strategy, management and operations, risk and controls, human resources, finance and accounting, and corporate affairs, and public and customer communications. The Audit Committee shall carry out the following responsibilities within the policies and directions set forth in TISCO Corporate Governance Policy efficiently and effectively in the best interests of the shareholders.

1. Review the Bank's financial report to ensure accuracy and adequacy.
2. Review and evaluate that the Bank has suitable and efficient internal control system and internal audit.
3. Nominate the independent person to be the external auditor of the Bank and recommend remuneration of such auditor as determined by the Audit Committee of the parent company as well as meet with the external auditor at least once a year without participation of management.
4. Ensure the accuracy and completeness of the disclosure of the Bank, especially the connected transaction or the transaction that may cause conflict of interest.
5. Prepare and disclose the Audit Committee report signed by the Chairperson of the Audit Committee in an annual report.
6. Report to the Board of Directors of the Bank and Audit Committee of the parent company in order that remedial action is taken within the time that the Audit Committee deems appropriate in case the Audit Committee finds or suspects any misconduct which may affect the Bank's financial position and performance significantly as follows;
  - Transaction which causes conflict of interest;
  - Fraud or irregularity or material defect in the internal control system;
  - Infringement of applicable laws and regulations of related regulatory agencies. If the Board of Directors or the management do not take remedial action within the time that the Audit Committee proposed, the Audit Committee shall disclose such infringement in annual report and report to the Bank of Thailand
7. Conduct the businesses as assigned by the Board in agreement of the Audit Committee.
8. Report audit activities to the Board of Directors on a regular basis.
9. Report audit activities to the Audit Committee of the Parent Company on a regular basis in compliance with Consolidated Supervision Principle of the Bank of Thailand.

The details of meeting attendance of directors in 2009 are as follows:

Name	No. of Attendance		
	Board of Directors	Executive Board	Audit Committee
<i>No. of Meetings (times)</i>	7	12	12
1. Mr. Pliu Mangkornkanok	7	-	-
2. Assoc. Prof. Dr. Angkarat Priebjivat	7	-	12
3. Ms. Panada Kanokwat	7	-	12
4. Prof. Dr. Pranee Tinakorn	7	-	12
5. Mr. Hon Kit Shing (Alexander H. Shing)	6 (out of 7 times)	10 <sup>/1</sup> (out of 12 times)	-
6. Mr. Hirohiko Nomura	7	12	-
7. Mr. Pichai Chanvirachart	7	-	-
8. Ms. Oranuch Apisaksirikul	6 (out of 7 times)	12	-
9. Mr. Suthas Ruangmanamongkol	7	12	-

<sup>/1</sup> Mr. Hon Kit Shing (Alexander H. Shing) did not attend two Executive Board meetings in person but participated via conference calls

### 8.1.4 Management

As of February 16, 2010, the Management of TISCO Bank comprised of the following members:

Name	Position
Mr. Suthas Ruangmanamongkol <sup>/1 /2</sup>	President
Mr. Sakchai Peechapat <sup>/1 /2</sup>	Senior Executive Vice President - Marketing & Customer Relations and Head of Corporate Banking
Ms. Nipa Mekara <sup>/1</sup>	Head of Commercial Banking
Mr. Sommai Ung	Head of SME Banking
Mr. Chalit Silpsrikul <sup>/1 /2</sup>	Executive Vice President - Retail Banking
Mr. Rungroj Jarasvijitkul	Deputy Head of Retail Banking and Head of Bangkok Channel
Mr. Suthep Trivannakij	Head of Hire Purchase- New Car
Mr. Somsak Wongwachirawanich	Head of Hire Purchase- Used Car
Ms. Wipa Mettawiharee	Head of All Finance & Direct
Mr. Prakrit Shoonhasriwong	Head of Mortgage Loan
Mr. Yuttpong Sriwongjanya <sup>/1</sup>	Deputy Head of Retail Banking and Head of Provincial Channel
Mr. Sathian Leowarin	Head of Bancassurance-Life
Ms. Charupee Chinapongpaisal	Head of Bancassurance-Non-Life
Mr. Nattanan Ananpreeyavit	Head of Corporate Contact Center
Mr. Metha Pingsuthiwong <sup>/1 /2</sup>	First Executive Vice President – Banking Services
Mr. Picha Ratanatam	Head of Wealth Management
Mr. Thanom Chairoondeekul	Deputy Head of Wealth Management
M.L. Waraporn Worawarn	Head of Wealth Product
Ms. Mallee Peravanichkul	Head of Private Banking
Ms. Sanikorn Suparp	Head of Personnel Banking
Ms. Karantar Vongsa	Head of Treasury
Ms. Ladda Kulchatchai	Head of Custodian Service
Ms. Suwande Khaolaorr	Head of Cash Management
Mr. Kittichai Tonnajarn	Head of Counter Services
Ms. Preeyarat Poomdontri	Head of Processing & Settlement
Ms. Saranya Ket-Udom	Head of Logistics & Control
Ms. Suthinee Muangman	Head of Credit Control
Ms. Prapatsorn Arthachinta	Head of Commercial Credit
Ms. Nlinvadee Nainsomboon	Head of Office of Credit Committee
Ms. Chantana Srisuwanvilai	Head of Appraisal & Valuation

Name	Position
Mr. Dejphinun Suthadsanasoung	First Senior Vice President Retail Operations
Ms. Penthip Laobooncharoen	Head of Retail Credit Processing
Mr. Worapoth Tirakaroon	Head of Retail Collection
Mr. Sukit Sakulwongyai	Head of Retail Service & Support
Mr. Songsak Niltiean	Head of Retail Follow-up & Legal
Mr. Hiroshi Kato	Head of Japanese Relationship

<sup>/1</sup> Management as defined by the Securities and Exchange Commission

<sup>/2</sup> Management of TISCO Financial Group Public Company Limited, the parent company of TISCO Group, seconded to manage TISCO Bank

Remark: Both Executive Vice President of Risk & Financial Control, Mr. Chatri Chandrangam, and Head of Corporate Accounting, Ms. Chutintorn Vigasi, are employed under TISCO Financial Group Public Company Limited.

*Authority and Responsibilities of President:*

Under consolidated supervision framework, the President shall ensure adoption and implementation of TISCO Corporate Governance Policy approved by the Board of Directors of the parent company in the day-to-day management and decision making of the Bank. The President shall carry out the following responsibilities within the policies and directions set forth in TISCO Corporate Governance Policy efficiently and effectively in the best interests of the shareholders.

1. Formulate business strategies and action plan for the Bank as directed by TISCO group's corporate strategies.
2. Ensure strategic alignment of the Bank to TISCO group's direction and ensure effective implementations of Bank's business plan.
3. Direct, control, and monitor day-to-day operations of the Bank according to TISCO group's policies and guidelines.
4. Oversee the Bank's services, operations, risk management & control systems.
5. Monitor the Bank business activities and operating performance.
6. Control the Bank's financial budgets and manage the Bank's allocated resources.
7. Ensure that the Bank business conducts are in accordance with related laws and regulations.

## **8.2 Directors and Management Selection Guidelines**

### **8.2.1 Director Nomination**

Following the holding company restructure in early 2009, Nomination and Compensation Committee is centralized at TISCO Financial Group Public Company Limited, the Parent Company. The Parent Company's Nomination and Compensation Committee, upon contemplating Company's need and good corporate governance, is in charge of formulating policy, criteria, and method for nominating candidates for directors of all subsidiary companies in TISCO Group, including the Bank, by identifying and proposing qualified nominees, with knowledge, experiences, sufficient understanding of banking and finance, economics, law or any other fields deem appropriate. To nominate independent directors, such qualified nominees shall have qualifications in compliance to rules and regulations set by the Securities and Exchange Commission, the Stock Exchange of Thailand, and corporate governance policy as specified in Topic 8.3 below.

Nomination and Compensation Committee shall propose the Bank Board of Directors to consider the appointment of new director for replacement of any vacancy occurring otherwise than by rotation, or propose to shareholders the appointment of directors to replace those who retire by rotation or additional directors. The appointment and removal criteria are as follows:

1. The shareholders shall, from time to time, by resolution of a general meeting of shareholders, determine the number of directors, which shall not be less than 9, provided that not less than one half of the directors domicile in Thailand. In addition, the number of directors who are persons of Thai Nationality shall be in compliance with related law.
2. The general meeting of shareholders shall elect directors in accordance with rules and procedures as follows.
  - (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
  - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
  - (3) 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 until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointments shall be made by drawing lots.
3. At the general meeting of shareholders of each calendar year, the whole board of directors shall be simultaneously elected. However, the former board of directors shall remain in office to conduct the business of the company for the time being, as necessary, until the new board of directors takes office. Retired directors are eligible for re-election.
4. A director can be elected or removed only by the shareholders at a general meeting. A Board vacancy occurring for any A director can be elected or removed only by the shareholders at a general meeting. A Board vacancy occurring for any reason other than rotation or retirement may be filled by the remaining directors, unless the term of the original director was less than two months. For the purpose thereof, the resolution of the appointment of new directors shall be valid with the vote of not less than three-fourths the number of remaining directors. However, any person so appointed shall hold office only for the remainder of the term of the director to whom he has succeeded. If a general meeting of the shareholders removes a director, and appoints another person in his place, the person so appointed shall hold office only for the remainder of the term of the director so removed.
5. A general meeting of shareholders may resolve to remove a director before expiration of office with the votes of not less than three-fourths the number of shareholders who attend the meeting and have right to vote. Such a motion must also represent an agreed number of shares equal to or not less than half the total shares held by the shareholders who attend the meeting and have right to vote.

### **8.2.2 Management Selection**

Subsequent to the completion of the holding company restructure, the Nomination and Compensation Committee of the Parent Company is in charge of formulating policy, criteria, and method for nominating candidates for senior management of subsidiary companies in TISCO Group, including TISCO Bank.

Nomination and Compensation Committee of the Parent Company identify and propose qualified nominees with necessary expertise to be appointed as Top Management to the Board. The prerequisites in selection should generally include consideration on the candidates' character, technical competence, and employment experience in the financial services field. The successful candidate should share the board's operating philosophy and vision of the Bank's future in order to ensure that the institution's goals are met. It is important that mutual trust and a close working relationship are established. The Nomination and Compensation Committee shall recommend qualified candidates to the Board of Directors for approval.

For other senior management positions, Top Management shall identify and propose qualified nominees for the Nomination and Compensation Committee's consideration and further recommendation to the Executive Board of the Bank and the Parent Company for approval.

### 8.3 Qualifications of Independent Director

The Bank, as stated in the Article of Association, follows Corporate Governance Policy and Guideline of TISCO Group in determining the following qualifications of an independent director. These qualifications are stricter than those of the Securities and Exchange Commission.

- 1 Holding not exceeding 0.25 per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
- 2 Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary companies, associated companies, or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years.
- 3 Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and son/daughter, including spouse of the son/daughter, management, major shareholders, controlling persons, or persons to be nominated as management or controlling persons of the Company or its subsidiary companies.
- 4 Not having any business relationship, as defined by the Capital Market Supervisory Board, with the Company, subsidiary company, associated company or any juristic persons who may have a conflict of interest that could be barrier to independent judgment; or not being existing or previous major shareholder, director other than independent director or management of the stakeholders of the Company, subsidiary companies, associated companies or any juristic persons who may have a conflict of interest unless the foregoing relationship has ended not less than two years.
- 5 Neither being nor having been an auditor of the Company, its parent company, subsidiary companies, associated companies or juristic persons who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years.
- 6 Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing status has ended not less than two years.
- 7 Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the company's major shareholder.
- 8 Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary companies.
- 9 Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the company's business affairs.

### 8.4 Director and Management Remuneration

#### 8.4.1 Director and Management Remuneration Policy

TISCO Financial Group Public Company Limited, the parent company of TISCO Group, is the only company in TISCO Group which pays remunerations to directors. All other subsidiary companies, including TISCO Bank, shall not pay any director remuneration.

#### 8.4.2 Financial Remuneration

TISCO Bank shall not pay any remuneration to its directors. In 2009, total remunerations for TISCO Bank management (total of 31 persons, excluded 4 persons which are the Parent Company's management and seconded to manage TISCO Bank, was 88,834,389.88 baht. This was paid in form of monthly compensation, salaries, provident funds, and bonuses which varied according to TISCO Bank performance.

## 8.5 Corporate Governance

As a subsidiary company in TISCO Group, the Bank's Articles of Association clearly states that the Bank shall strictly follow corporate governance policy of TISCO Group formulated and overseen by TISCO Financial Group Public Company Limited. Thus, this topic will briefly summarize TISCO Group corporate governance.

TISCO Group is dedicated to providing competitive and innovative financial solutions that ensure complete customer satisfaction. Our commitment to the highest ethical standards and good corporate governance is the result of our belief that a truly successful business is one that conducts itself as a good corporate citizen of the society in which it operates. This can only be achieved by ensuring that the rights and interests of all stakeholders, which includes shareholders, employees, customers, business partners and creditors, society and the environment, are fully protected.

Corporate Governance Code of Conduct is set up to provide guiding principles of good corporate governance to the directors, management, and employees of TISCO Group in order to ensure that the Group complies with all relevant laws and regulations and carries out duties with maximum accountability, transparency, and equitable treatment to all stakeholders so as to promote managerial integrity, effectiveness, and efficiency across the group. The Corporate Governance Principle covers 5 main areas, namely, the Rights of Shareholders, Equitable Treatment of Shareholders, Role of Stakeholders, Disclosure and Transparency, and Responsibilities of the Board (details of Corporate Governance Code of Conduct are presented on [www.tisco.co.th](http://www.tisco.co.th)).

TISCO Group Corporate Governance Principles formulated by TISCO Financial Group Public Company Limited and being used across companies in TISCO Group is outlined as follows:

### 1. Rights of Shareholders

In recognition of the significance of the rights of shareholders as the real owners of the company, TISCO is committed to ensuring their equitable treatment for all shareholders. The shareholders' basic legal rights include buying, selling, or transferring shares; receiving their rightful portion of company profits; easily obtaining relevant and adequate information of the company on a regular basis; attending and voting in the shareholders' meetings to elect or remove members of the Board of Directors and determining director remuneration, appointing the external auditor and determining auditing fees, and making decisions on any transactions that significantly affect the company. TISCO also encourages shareholders to fully exercise their rights by providing them with convenient access to relevant information via its website, setting up Investor Relations function for direct communication with investors, and facilitating attendance in shareholders' meetings.

The Company also gives great emphasis to shareholders' meetings as important occasions in which the shareholders have the right to participate in the decision-making process. TISCO strongly encourages shareholders to fully exercise their rights by facilitating in the following aspects:

- **Notification of Meeting Details and Meeting Materials**

The Company prepares Notice of the shareholder meeting in both Thai and English and notifies the meeting details to investors prior to the meeting date to allow shareholders adequate time to study meeting materials. Such Notice and materials shall be sent to the shareholders not less than 7 days before the date set for the meeting in accordance with the law. The information presented on the website shall be the same as that presented in the meeting materials sent to the shareholders. In addition, the Company shall publish Notice of the shareholder meeting in a Thai daily newspaper for 3 consecutive days and not less than 3 days before the date set for the meeting. The order of the annual general meeting agenda shall be in accordance with the Company's Articles of Association. All agenda items shall indicate clearly whether it is a matter being proposed for acknowledgement, for approval, or for consideration, as the case may be, and include the opinions of the Board of Directors in said matters.

- **Meeting attendance**

To protect shareholders' rights to attend the meeting and ensure equitable treatment for shareholders, TISCO assigned officers to check shareholders' or proxies' documents according to the requirements stated in the Notice. TISCO utilized a computer and barcode system for registration and printing of voting forms for each agenda item to facilitate shareholder participation, and to ensure prompt and accurate registration. In addition, shareholders are also able to register to attend and exercise their voting rights on the agenda that they have not cast the vote in advance after the meeting's commencement. For shareholders unable to attend the meeting and would like to appoint a proxy, TISCO proposes independent director together with director profiles for the shareholders' selection. The Company has attached Proxy form

which allows shareholders to specify their voting decision, with the Notice. Moreover, the shareholders can download other types of proxy forms from the Company's website.

- Shareholders' opportunity for query and comment

In the meeting, the Chairman shall allocate appropriate time and encourage equal opportunity for shareholders to express their opinions and raise their queries at the meeting as per the agenda. TISCO shall endeavor to arrange for all directors, executives of the company and subsidiaries, as well as the auditors to attend the shareholders' meeting to answer the queries. The company's directors and management will clearly explain and clarify such matters.

- Conduct of the meeting and voting

The meeting is conducted in accordance with the order of agenda as arranged in the notice of the meeting, unless the shareholders holding an aggregate number of shares not less than two-third of total number of shareholders attending the meeting resolve to change the order of the agenda. In addition, the shareholders holding an aggregate number of shares not less than one-third of the total number of shares sold may request that the meeting consider other matters in addition to those specified in the notice of the meeting. Before the meeting starts considering the agenda, the shareholders will be informed of number or proportion of shareholders or proxy attended the meeting, their voting rights, total votes required for each agenda and the voting process for each agenda. For the purpose of transparency and equitable treatment of the shareholders in the voting process, the Company shall utilize voting forms for each agenda. For the director election agenda, the voting form for such agenda shall allow shareholders to cast their votes to each of the director. The Company assigns inspectors to oversee and monitor the meeting to ensure that the meeting is conducted with transparency and legal compliance. After the vote count is completed, voting results of each agenda will be announced to the meeting, by specifying the vote results as "For", "Against", and "Abstain" together with number of votes.

## **2. Equitable Treatment of Shareholders**

The Company treats all shareholders, majority or minority, individual or institutional, foreign or Thai, both executive and non-executive, fairly and equally. All shareholders receive important and accurate information at the same time. For shareholders who prefer to appoint a proxy, TISCO shall propose independent directors for shareholders' selection and provide opportunity to express their opinions and raise queries in the meeting. For director election agenda, TISCO has introduced a Cumulative Voting process, which allows minority shareholders to take part in nominating and appointing Independent Directors. To ensure transparency and equitable treatment, shareholders are allowed to cast their votes for individual director.

The Company shall prepare the minutes of the meeting in which all relevant information, including all clarifications, queries, opinions, and resolutions are recorded and categorized into "For", "Against", and "Abstain" votes. TISCO shall disseminate the above minutes on its website and keep the original at the office.

Regarding measures taken to prevent conflict of interest, TISCO Group has set code of conduct for employees to ensure that they comply with stipulated laws and regulations, conduct their duties with integrity, consider the Company's interests above their own, and refrain from exploiting inside information for their own benefit. TISCO has set out rules regarding securities trading by employees, stating that all employees must open trading accounts only with TISCO Securities Co., Ltd., a company in TISCO Group. Also, employees are required to seek the approval of their supervisors and the Compliance Unit before executing trades. Moreover, it also prohibits management and insiders from trading TISCO's shares from the last working day of the month until the company's financial statements or the summary statements of assets and liabilities (C.B. 1.1) of TISCO Bank are published.

Each director, executive director, Top Management, or top four executives whose ranks are subsequent to the Top Management, any person holding equivalent position of the fourth executive, including those holding executive level in accounting or finance at the level of the department manager or higher, or equivalent must report their securities holdings in TISCO, as well as the securities holding of their spouse and any minor children, to the SEC. This report on securities holding must be filed within 30 days of the appointment. Moreover, they must report on the changes of securities holdings within 3 working days from the date of the change. Directors must also notify the Audit Committee of their shareholdings at the end of each quarter.

The above-mentioned persons must file a copy of their report on securities holdings to TISCO within the same date on which such a report is filed to the Office of Securities and Exchange Commission. In addition, Directors and management shall file with TISCO a report on his/her interest or a related person's interest in relation to management of TISCO or the subsidiaries in accordance with the rules, conditions and procedures specified by the Company in compliance with governance body rules and regulations.



TISCO Group has placed great emphasis on managing its business operations effectively under good governance guidelines. TISCO Group has no policy to encourage transactions between related parties or any other transactions that may result in a conflict of interest. Should any such transactions occur, they must be considered thoroughly by the Audit Committee. The Audit Committee shall report and/or propose to the Board of Directors Meeting for approval, as the case may be. The company shall consider said transactions with the same conditions as those governing normal business transactions. Persons with vested interests shall not be entitled to vote for the approval of said transactions.

### **3. Role of Stakeholders**

Since each stakeholder has different objectives and expectations, the Bank carefully considers the differing stakeholders' legal rights, and ensures that those rights are protected and treated with care. Co-operation between the Bank and various groups of stakeholders is promoted in order to ensure business relationships and stability.

TISCO Group provides variety of channels for all stakeholders to effectively and conveniently deliver their suggestions, complaints, or any other concerns to the Company including but not limited to through Customer Service Center, service counters at head office and branches, TISCO Group website, and TISCO dedicated functions. For example, Investor Relations function is responsible for feedbacks and complaints from shareholders and investors community while Human Resources function is responsible for those from employees. Moreover, Compliance function has been assigned to receive suggestions, complaints or any other concerns related to TISCO business operation and regulatory matters. Significant issues shall be reported to the Compliance Committee for consideration and/or report to the Audit Committee for further consideration or actions as deemed appropriate. The Audit Committee shall report to the Board for acknowledgment.

- Shareholders : TISCO Group focuses on the ownership rights of the shareholders and commits to providing shareholders with the best performance, and recognizes the important of quality services as well as an ever-expanding scope of opportunities for future achievement. The shareholders are empowered to exercise their rights as shown by the implementation of "Cumulative Voting" which allows minority shareholders to nominate directors. The company's policy regarding the protection of shareholder rights and interests is shown in Item 1. Rights of Shareholders and Item 2. Equitable Treatment of Shareholders.
- Employees : TISCO Group recognizes and values the dedication and commitment of its staff in carrying out their duties. As an organization built on the solid foundation of good corporate governance, the goal is to equip the employees with the education and training they need to serve customers with the highest standards of professionalism. TISCO Group has provided employees with various training: for basic knowledge, job-specific skills, and specialized trainings in accordance to each annual policy.
- With regard to compensation, to ensure that our people are rewarded fairly for their dedication, a performance management system is in place so that all employees may enjoy the fruits of TISCO Group's success and be treated fairly and equitably. The Group ensures that employee welfare is well taken care of, both in health and safety.
- Customers : TISCO Group provides professional and practical solutions that fulfill customer needs, elevating the quality of the company-client relationship by infusing excellence and integrity into all our dealings, and offering the knowledge base and experience of our integrated resources in accordance with the highest standards of professional ethics. The company shall keep customer information confidential.
- Business partners and Creditors : Any conditions within the agreements made with business partners and creditors will be served honorably by TISCO Group. The Group refrains from accepting or giving any benefits not in good faith from business partners and creditors.

- Competitors : TISCO Group executes business with due regard for fair competition and integrity, operates within the framework of applicable competition regulations, and refrains from competitive action that may have a negative impact on the industry.
- Society : TISCO Group recognizes its social responsibility and has continually taken a leading role in making society a better place together with business operations. Great emphasis is given on education and on creating opportunities for sustainable development in underprivileged communities. Moreover, the Group also supports cultural and environmental activities.
- TISCO Group established the TISCO Foundation in 1982 to carry out long-term social activities including the provision of educational support for underprivileged students, medical care for disadvantaged and handicapped patients, vocational support for those in need, and cooperation with other charities in performing public and social services.
- In addition to ongoing charity services through the TISCO Foundation, TISCO Group also supports other social and community development programs such as donating educational materials, donating blood to the Red Cross, supporting Thai artists and religion, supporting the operation of several charity projects and foundations.
- The environment : TISCO Group consistently supports activities aimed at conserving both its internal and external resources and the environment. TISCO Group strives to cultivate moral values, social responsibility and environmental awareness among all employees. In providing financial services, employees use "Know Your Customers" guidelines to ensure that the services granted by TISCO Group as well as business advisory are given only to projects that operate in compliance with the environmental regulations and will not result in negative impacts on the community or the environment.

Details of the Company's responsibilities to the society and environment are described in Section 12.

#### **4. Disclosure and Transparency**

TISCO recognizes the importance of information disclosure, with respect to financial reports and non-financial information, in an accurate, complete, transparent, equitable, and timely manner, in compliance with applicable laws and regulations. The disclosure is conducted in both Thai and English, through easy access channels including the company's website, press releases, analyst meetings, and the information dissemination channels of the Securities and Exchange Commission.

TISCO prepares reports for submission to relevant authorities and for public dissemination on the basis of equality and accessibility. The Board of Directors shall provide a report indicating the performance of the company and important business activities over the course of the year to shareholders. Moreover, the Board of Directors is accountable for assessing the company's internal control system, which is primarily assessed by the Executive Board and reviewed by the Audit Committee. And for certifying the accuracy of information in financial statements, the Board assigns the Audit Committee to review the financial statements of the Company and subsidiary companies and ensure that they are presented in accordance with generally accepted accounting principles and disclosed in an accurate and transparent manner to allow investors to make informed investment decisions. The Board provides the Statement of the Board of Directors' Responsibility for Financial Statements, while the Audit Committee provides reports on audit issues along with the auditor's report. Reports from the Board, the Audit Committee and the auditor's report are included in the Annual Registration Statement (Form 56-1) and Annual Report.

TISCO arranges for the disclosure of the names and responsibilities of directors and other committees, the number of meetings, each director's meeting attendance record and their remuneration in the Annual Report.

The company assigned its Corporate Secretariat function and Investor Relations function to represent the company in communications with shareholders, investors, analysts, and related regulatory bodies. The company's information is publicly disseminated for easy access to interested parties through various channels, including reports submitted to the SET, the SEC, and the company's website under the topic of "Investor Relations". Furthermore, TISCO has set up numerous activities to portray or update the company's information as well as to provide responses to inquiries from investors such as Quarterly Analyst Meetings, Press Conferences, One-on-one meetings and Meetings with investors, both local and international. In addition, activities to provide information and responses to inquiries from investors were normally participated by senior management.

Directors and management shall file with the company a Report of their Securities Holding in the company and Report on their Conflict of Interest as details in 5) mentioned below.

## **5. Responsibilities of the Board**

### **5.1 Board Structure**

The Board members are selected on the basis of, among other things, knowledge, experience, skill, diversity of expertise, integrity, ability to make independent analytical inquiries, and their understanding of TISCO Group's business environment. In addition, the term of office of TISCO's directors is 1 year as specified in the Articles of Association, whereby the whole Board of Directors shall be simultaneously elected. However, the former Board of Directors shall remain in office to conduct the business of the company as necessary until the new Board of Directors take office.

Recognizing the crucial roles of the Board of Directors, managers and person with controlling power in devoting time and effort to managing the company, directors, managers and person with controlling power are allowed to assume the position of Chairman, executive director, or director with signatory authority in no more than three business groups in compliance with Bank of Thailand regulations. Directors should avoid other positions or jobs that may lead to conflicts of interest.

To achieve high standards of performance, the Board may delegate other committees to take on tasks that require in-depth consideration. TISCO assigns the Corporate Secretary to take care of the Board's activities, monitoring compliance to the Board's resolution, handling Board Meeting and shareholders' meeting on matters concerning notice, minutes, including other duties as required by related laws and regulations.

### **5.2 Roles and Responsibilities of the Board**

Key roles of the Board of Directors are divided into 2 areas: Performance roles, and Compliance roles. This illustrates that the Board of Directors not only places great emphasis on overseeing the company's policy and strategic planning, but that it is also responsible for monitoring the company's operations to ensure that key policies are implemented effectively and efficiently and in accordance with all laws, rules and regulations as well as upholding the highest ethical standards.

#### **(1) Performance roles of the Board – Strategy and policy formulation**

The Board oversees the development of a long-term strategic plan, which reflects the Board's general business philosophy and vision for the future of the company. Short-term business plans should outline specific and measurable targets that management adheres to and that are evaluated at regular intervals. The Board approves a 3-year rolling business plan as a guideline for staff and annual budgets prepared by the management. The business plan also includes key performance indicators and business targets wherein variation from these targets is regularly measured and analyzed. In addition, business performance analysis prepared by management is regularly reported to the Board to provide updates on progress and achievement of targets. Timely performance monitoring and assessment helps the company identify significant deviations of results from predefined business plans in order to perform corrective actions promptly.

The Board determines the operational policies designed to regulate areas of fiduciary and insider activities, human resource management, financial disclosure, auditing and investments that are consistent with TISCO Group's long-term and short-term strategic plans. By approving the implementation of such policies and procedures developed by management, the Board defines what practices are acceptable and in line with the overall business philosophy of the institution. Policies should be devised to assist the management in determining what actions to take in various situations, limiting unnecessary errors resulting from ill-informed judgments.

All major activities of TISCO Group are to be regulated by policy which shall be flexible. When required, they should extend to cover new or improved practices and adapt to changing business conditions. Having clearly written policies prevents miscommunication. Newly introduced activities should not be undertaken without proper implementation of policy. The Board should specify appropriate procedures in monitoring and reporting risk activity.

In implementing policies, clear standards of performance are communicated through all levels of the company, providing a single, authoritative source of reference. The Board also establishes the norm of periodically reviewing policies and revising such policies as necessary to ensure that they remain consistent with the institution's long and short term strategic plans.

TISCO Group has placed great emphasis on managing its business operations effectively under good governance guidelines. TISCO Group has no policy to encourage transactions between related parties or any other transactions that may result in a conflict of interest. Should any such transactions occur, they must be considered thoroughly by the Audit Committee. The Audit Committee shall report and/or propose to the Board of Directors Meeting for approval, as the case may be. The company shall consider said transactions with the same conditions as those governing normal business transactions. Persons with vested interests shall not be entitled to vote for the approval of said transactions.

#### (2) Compliance roles of the Board – Supervising, Monitoring, and Accountability

Although the Board delegates a substantial part of its administrative function including day-to-day operations to a full-time management team of executives, in fulfilling its compliance roles, the Board is responsible for monitoring company's operations. The Board must be continually aware of the institution's operating environment. Directors are to be well informed of internal and external factors affecting the institution, including business environments, legal and regulatory frameworks. Directors also be aware of the potential liabilities imposed on them by law or regulations and ensure that the company has appropriate policies and procedures in place to maintain compliance with them. Directors should also be aware and keep themselves updated on local, regional, national, and international financial trends and any statutory and regulatory changes affecting the company.

The primary mechanism for overseeing TISCO Group's operations is regular reports to the Board from the management containing relevant information regarding financial performance, management of the loan portfolio, liquidity risk, market risk, investment, assets and liabilities, and compliance. The Board shall carefully review reports and be aware of any warning signs of deteriorating performance, increased risk, abuse of power within the management, problems with internal control systems, compliance issues or issues relating to the accuracy and reliability of the reports.

In addition to providing the reports noted above, management should regularly brief the Board on the business environment, market trends, industry benchmarks, regulatory changes and macro-economic indicators. Management should be expected to promptly alert the Board of any competitive threats, business opportunities, changes within the industry, or political procedures that may impact the institution or information which would assist the Board in strategic planning, setting policy, or monitoring operations or business performance.

On the Board's role in supervising risk management, the Board ensures that management has identified potential risks and has established an adequate risk management process to assist in identification, measurement, monitoring and control of various categories of risk commonly encountered by financial institutions. It is the responsibility of the Board to approve and periodically review TISCO Group's risk management strategies that are ultimately implemented by senior management.

TISCO Group needs to comply with a large number of regulatory requirements, including various reporting obligations. It is the responsibility of the Board to establish and maintain rigorous internal controls to ensure that TISCO Group complies with all relevant laws and regulations and to highlight potential or actual breaches if and when they occur.

#### 5.3 Other Committees

To optimize the efficiency of its corporate governance, the Board of Directors set up committees to take on tasks that require detailed review or in-depth consideration. Such committees as the Executive Board, the Audit Committee, and others if necessary, are entitled to make decisions on behalf of the Board of Directors or submit recommendations for consideration, depending on the committee's specific charter. The structure of each committee shall be determined by the size of business, the scope of operation, the composition of the committee, the experience and expertise of each director, and in compliance with the Principles of Good Corporate Governance. The scope of authority given to other committees shall exclude approval for conducting transactions in which the committee member has or may have conflict of interest.

The Board of Directors is accountable for clearly defining and separating the roles and responsibilities of the Board of Directors, the Audit Committee, the Nomination and Compensation Committee, and the Executive Board as detailed in Topic 8.1 of this Section.

#### 5.4 Board of Directors' Meeting

Board meetings are regularly scheduled in advance so that each member of the Board can manage their time to attend the meetings. Furthermore, in case of special agenda, additional meetings may be scheduled as necessary. The Board of Directors also

assigns the Corporate Secretary to send out notice of the meeting together with documents relating to the meeting agenda, stating clearly which matters are to be acknowledged, approved, or considered, to every director at least 7 days prior to the date set for the meeting.

During meetings, the Chairman of the Board promotes transparent consideration of each issue and allocates adequate time for the management to present issues, with adequate time set aside for directors to thoroughly discuss important matters. The Board encourages the executives to attend the Board of Directors Meeting to present additional information relevant to their responsibilities. After the meeting, the Corporate Secretary is responsible for preparing minutes of the meeting in which all issues, contents, and opinions are properly recorded and kept for inspection.

#### 5.5 Board and Management Training

When a new director is appointed to the Board, senior management will arrange for an orientation regarding TISCO Group's business operations and past performance to provide clear understanding and enable the director to fully perform his/her duties. The Company shall also provide a copy of the Director Manual and the Corporate Governance Policy and Code of Conduct to such director. It is TISCO Group's policy to encourage trainings and educational activities for directors on a regular basis. The company has arranged membership in The Thai Institute of Directors Association for directors in order to keep abreast of news and updates as well as to attend trainings beneficial to a listed company directorship. Training schedules shall be regularly notified to the director in advance.

#### 5.6 Succession Planning

To ensure stability and continuity of TISCO Group in future circumstances, successor of all key positions has been determined. The Nomination and Compensation Committee of the Parent Company was assigned to oversee the preparation of Top Management's succession plan. Said plan shall be regularly reviewed as appropriate. For other management positions, senior management and Human Resources function shall consider and evaluate the successors.

## 8.6 Business Ethics

TISCO Group has introduced a code of business ethics into the compliance manual and has established an Employee Code of Conduct to assist employees in performing their duties with integrity and fairness. The Good Corporate Governance Guidelines are displayed on the intranet system, "mytisco" for the management and employees at all level to follow. Additionally, in order to ensure honest and fair performance of the management and employees with regard to the bank, stakeholders and the public, the Bank requires compliance with these regulations, and will impose serious penalties for any violations. The Compliance Function is charged with monitoring performance in accordance with the code of business ethics. A summary of the Bank's code of business ethics is as follows:

1. Honest and fair conduct	Employees shall conduct their duties with honesty and fairness and refrain from exploiting their position for their own benefit or that of any particular group, or committing any dishonest action that may damage the Bank or customers.
2. Legal and regulatory compliance	Employees shall comply with applicable laws and regulations, and refrain from assisting others to violate any laws, regulations, or ethical principles. Employees shall make an effort to learn, understand, and monitor changes to relevant laws and regulations, as well as keep up to date with their professional code of conduct.
3. Supervisory responsibility	Supervisors shall be responsible for preventing their subordinates from violating applicable laws, regulations, and the professional code of conduct, as well as business ethics.
4. Record keeping and reporting duties	The Bank's financial and other record keeping must be accurate and complete. The Bank shall not withhold any information from appointed auditors or other supervisory agencies, and shall disclose information required to evaluate the accuracy of financial statements and the integrity of the Bank's operations.
5. Duty of confidentiality towards the Bank and customers	Confidentiality towards the Bank and customers is fundamental to the Bank's business operations. Financial information pertaining to the bank and customer transactions and activities is deemed confidential and shall not be exploited for any employees' own benefit, nor be disclosed to any other party.
6. Conflict of interest	Employees shall concentrate on their responsibilities to the Bank regardless of personal interest. Business decisions shall be made to ensure maximum benefit for the Bank and clients. Employees are not allowed to receive any benefits such as cash or gifts related to their involvement in situations or activities that lead or may lead to a conflict of interest between employees and the Bank or clients.
7. Political support	According to the rules laid down by the Bank, donations to political parties or political candidates including payments to government officials, is prohibited.

## 8.7 Control of Internal Information

TISCO Group's compliance manual acts as a set of guidelines to help employees perform their duties fairly and honestly, comply with applicable laws and regulations, avoid conflicts of interest, and not seek to benefit from insider information. Business guidelines, regulations, and the code of conduct have all been compiled to create the Bank's compliance manual. With respect to Bank regulations governing employee securities trading, the Bank requires management and employees to open trading accounts with TISCO Securities, its subsidiary. In this regard, he or she must, however the case may be, seek approval from supervisors before executing trades or report to supervisors and the Compliance function after execution. Furthermore, the Bank also prohibits management and insiders from trading the Bank's shares from the last working day of the month until the day the Bank's monthly financial statements or concise assets and liabilities statement (C.B 1.1) are published. Penalties shall be imposed for any breaches.

## 8.8 Human Resources

As of December 31, 2008, the total number of employees at TISCO Group was 2,893 (excluding senior management) of which 2,628 were permanent employees and 265 contract staff.

Major Function	As of December 31	
	2008	2009
1. Retail and SME Banking	1,620	1,948
2. Private Clients and Asset Management	194	202
3. Corporate and Investment Banking	246	204
4. Corporate Investment	16	14
5. Corporate Function	575	525
<b>Total</b>	<b>2,651</b>	<b>2,893</b>

The number of employees of TISCO Group at the end of 2008 was increased by 242 additional staff, or 9.1% increasing as a result of 9 TISCO Bank's branches expansion. For the year 2009, TISCO Group's total employee remuneration in the form of salaries, bonuses, and provident fund contributions was 1,489,758,886.01 Baht. In the last 3 years, the TISCO Group have adjusted personnel expenses to match business performance. The proportion of variable personnel expenses to total personnel expenses in 2007, 2008 and 2009 was 33%, 30% and 32% respectively.

### 8.8.1 TISCO Group Registered Provident Fund

TISCO Group has established a Provident Fund in accordance with Ministerial Regulation 162 (B.E. 2526). The purpose of the fund is to encourage long-term savings among employees for their retirement or in the event of their leaving the TISCO Group.

The fund, called the "TISCO Group Registered Provident Fund", as per Ministerial Regulation 162 (B.E. 2526), has been registered in compliance with the Provident Fund Act B.E. 2530 since June 21, 1990. Rules and regulations of the fund, including the rights of members for the entire duration of their membership to the fund, have been set up to comply with Provident Fund Act B.E. 2530.

**Employee's Contribution:** Members shall remit contributions to the fund by granting the Employer permission to make deductions from their monthly salary. Members have two alternatives; to remit contributions at 5% of monthly salary, or at the same rate as the employer's contribution, which can be changed once a year.

**Employer's Contribution:** Employer is obligated to contribute to the fund on the same day as the employee, and the percentage of the employer's contribution depends on the employee's years of service as follows:

Years of Service	Employer's Contribution (% of salary)
1	5
2	6
3	7
4	8
5	9
≥ 6	10

The fund is supervised by the fund committee, which is comprised of the employee's elected representatives and the employer's appointed representatives. Terms for fund committee members are valid for two years, and any individual can be re-elected or re-appointed. The fund committee is responsible for the supervision of fund management and investment policy.

In 2002, TISCO Group established an additional fund to offer Employees an option to better match their desired risk and return profile named "TISCO Group Savings Registered Provident Fund." Also, the "TISCO Group Registered Provident Fund" was renamed "TISCO Group Investment Registered Provident Fund." These two funds differ only in investment policy, and members are able to switch between the two funds once a year if so desired.

As of December 31, 2009, the total fund size of "TISCO Group Investment Registered Provident Fund" was 812,357,738.32 Baht with 1,356 members. The total fund size of "TISCO Group Savings Registered Provident Fund" was 277,861,696.10 Baht with 1,039 members. The total fund size of "TISCO Asset Management Co., Ltd. Registered Provident Fund" was 97,282,836.06 Baht with 162 members.

## 8.8.2 General Human Resources Policies

To strengthen the group's corporate identity and brand personality in 2009, TISCO Group had established one Human Resources Policy that applies to all TISCO entities. Human Resources system and tools are developed to ensure the most effective human resource management and development. Human Resources operations are centralized for work efficiency and consistency. Meanwhile, decentralized authority and empowerment is embedded to allow business lines to execute competitive HR practices for competitive advantage in their own business environment and industry. The policy is shown as follows:

### 1. Principles of Dealing with People at TISCO Group

Because professionalism and trust in financial services is crucial, TISCO Group has established a clear definition of its corporate values in order to foster their development in TISCO Officers. TISCO Group's values describe the four human behaviors that accommodate the journey of the organization towards success.

- 1 Customer Priority
- 2 Integrity
- 3 Reliability
- 4 Mastery

### 2. Hiring

In order to serve various business aims while maintaining a uniform corporate culture across the group, the selection and hiring of TISCO Group employees is based on corporate values and the required competency, ie Organizational Core Competency, Functional Competencies, Leadership Competencies.

To ensure good corporate governance, close relatives and immediate family members of the Board of Directors, the Executive Board, and the Management Committee, will not be considered for any job vacancy in the TISCO Group. The same condition will apply to senior employees with managerial authority. Kin and immediate family members of other employees are to be considered on a case-by-case basis by senior management and the human resources function. Every candidate will be assessed to match their competency with the requirements of the position and potential for growth in the future.

TISCO Group has job promotion and job rotation policy in case of job vacancy in the TISCO Group. Even, the executive and human resource function also have duty to select the candidate from outside who have appropriate qualification in order to maintain the good quality of human resource. It is as important to hire the right person as it is to integrate newcomers into the organization so that their skills and behaviors can merge smoothly with TISCO Group culture.

### 3. Employment at TISCO Group

To uphold the highest standards of Good Corporate Governance, TISCO Group has established a "**Business Code of Conduct**" that demonstrates its determination to be a good corporate citizen in society. These principles are to be respected everywhere and under all circumstances. The management will implement the necessary processes to ensure that these principles are enforced at all levels. Employees who fail to abide with the Business Code of Conduct cannot be maintained in employment and will be asked to leave the organization. Employees should also inform vendors, suppliers and the providers of outsourced services of our Business Code of Conduct in the issues related to them and they should comply.

TISCO Group favors a policy of long-term employment. Separations are only for cases violating the Bank's principles, business misconduct, retirement, leaving voluntarily, and falling into the separation criteria as stated in the rules and regulations that TISCO Group has registered with the Department of Labor. Whenever an operation or business cannot be maintained under the parent company's umbrella (TISCO Financial Group Public Company Limited), reasonable steps will be undertaken to avoid overall loss of employment and by fully respecting all related labor laws. Reasonable efforts will be undertaken to reduce, as much as possible, the suffering of our employees.

### 4. Assessment and Development

#### 4.1 Assessment

Human value creation starts with the quality of the people that fit with TISCO Group's strategy, culture, technology and environment. Therefore, employee assessments shall be employed in all steps of employee movements from selection of new



candidates to promotion, career development and succession planning. The Human Resources function will provide assessment tools at the corporate level, whereas business units will have the freedom to customize assessment tools under corporate HR consultation to suit each business environment while maintaining corporate standards of people quality.

#### **4.2 Development**

To sustain organizational growth, TISCO has prioritized human resources development as a primary policy. Learning culture is established by providing development solutions that satisfy both organizational requirements and individual development. A policy that encourages continuous self-improvement through learning leads to sustainable growth and, finally, a High Performance Organization.

The Human Resources function is responsible for providing knowledge and skills development at the corporate level for corporate competitive advantage. At the Business Unit level, the Human Resources function provides consultation and advice on development methodology and techniques to maximize learning and development of human capital to add value to the business. Human Resources is also responsible for the recording of organizational knowledge and the skills inventory of all business units in TISCO Group.

#### **5. Career Management**

To motivate employees and build up the organization's strength, every employee has opportunities for career progression, both vertically and horizontally. TISCO Group emphasizes "*promotion from within*" for available job positions. Should there be no best fit within the organization, hiring from outside then comes into consideration.

Career development and progression are open for upwards, downwards and lateral movements both within business units and functions and cross-functions across TISCO Group. Open communication in career development and progression is mandatory between line managers and employees to ensure transparency and clear expectations.

#### **6. Performance Management**

The objective of Performance Management is to build a workforce committed to the delivery of quality service while building a trusting relationship between line managers and job performers. Performance Management will be a key responsibility of every employee who assumes a supervisory role. Regular counseling and guidance are the best tools for improving performance and helping people develop their skills. Efficient performance management emphasizing the achievement of agreed objectives is a prime responsibility for each manager. Candidates for managerial positions should clearly have demonstrated a willingness and ability to apply the performance management system and process. The components of the performance management system and process are outlined in the guidelines and manuals that support this policy and will be developed, updated and maintained by the Human Resources function.

#### **7. Employee Compensation and Benefits**

TISCO Group recognizes that its employees are its most important resource and thus places great emphasis on their health, safety and well being. TISCO Group arranges for all employees to have annual physical checkups, and has set up facilities for aerobic exercise, yoga, badminton, football, golf, and other activities, for the use of its employees. Regarding employee safety, TISCO Group provides life and travel insurance for each employee as well as arranging fire drills annually under the Workplace Safety Committee's supervision. Additionally, TISCO Group has also set up the Employee Welfare Committee to be responsible for monitoring, attending to and recommending policies regarding employee welfare.

TISCO Group favors competitive, stimulating and fair remuneration structures offering an overall competitive and attractive compensation package. Various forms of compensation are designed in combination to best match the nature of various jobs, as well as supply and demand. Remuneration includes salary, fixed and variable incentives/bonuses, social welfare, health care and other benefits.

TISCO Group has adopted the broad banding system specifically to facilitate the implementation of a flat organizational structure. The system is flexible so as to be able to adapt to the evolution of market conditions. The broad banding structure allows sufficient flexibility to effectively reward high professional insight and performance as well as individual potential in both generalist and specialist employees.

TISCO Group will establish a compensation practice based on relevant external compensation levels as well as the requirement of internal fairness. It is the responsibility of each manager to propose, within the framework of TISCO Group policy, the remuneration of his/her employees, taking into account the local market, competency in financial industry, individual performance, skills and potential for development.

It is also the responsibility of each manager, if needed, with the support of the Human Resources function, to communicate properly, clearly and with sufficient transparency, the individual remuneration of each staff member regarding his/her specific responsibilities. The quality of communication in these matters is an essential part of the dialogue that each manager will have with his/her employees. It should be realized that, however important remuneration is for each employee, it is not remuneration alone that will stimulate the motivation of staff.

TISCO Group rewards employees in the following aspects:

### **7.1 Pay for roles and responsibilities**

All jobs in TISCO Group are clearly identified by key roles and responsibilities and slotted into the broad banding system. Certain pay levels are determined for each job by market surveys and benchmarking. The jobholders will be rewarded within the pay range of their particular job and band.

Individual remuneration is considered from skills, knowledge, behavior, attitude and potential to contribute to the business. Development of competency level will be valued and rewarded. Line managers have a direct responsibility to assess team members for a fair reward.

### **7.2 Pay for performance**

Performance objectives and targets for each employee are preset and agreed at the beginning of the financial year. Employees who meet their target are entitled to earn rewards in the form of monetary bonuses or incentives of any form that TISCO Group will announce in the future.

Different types of businesses in TISCO Group can have different combinations and methods of pay, with senior management agreement and CEO and President approval, in order to drive business success.

## **8. Human Resources Administration**

To be fully in compliance with labor laws and regulations, all HR practices related to labor laws are centralized at the Human Resources function so as to be handled properly. Any policies and/or HR practices that contradict national labor laws will be automatically superseded and the Bank's rules will be revised in accordance with new labor laws.

Employee data recording is centralized at the Human Resources function for overall and high-level workforce management. Transfers or changes in employee status at all business units across TISCO Group are to be reported and processed according to the corporate HR guidelines and procedures.

## **9. Succession Planning**

To prepare the organization for the future, all key positions are required to develop successors and put development plans in place. Succession planning is overseen by the CEO and President with support from the Human Resources function.

In addition, Nomination and Compensation Committee of the Company responsible to prepare the succession plan of the senior executives of all companies in TISCO Group for tranquil and continuous business operation. The succession plan will periodically review. The Nomination and Compensation Committee of the Company will select and nominate names of qualified candidates to the Board of Director for the position of senior executives in the Company and its subsidiaries which contribute more than 25% of total revenue of TISCO Group.

### **8.8.3 Organizational Development**

TISCO Group have focused a great deal of energy towards becoming a "learning organization" through performance and competency development, productivity improvement, leadership and developmental effectiveness. This has led TISCO Group to undertake many changes and pursue a strategy of continuous development. In 2009, TISCO Group continued implementing development programs as follows:

#### **1. Branded Customer Service Project**

As the financial services needs of customers rapidly change, the banking industry faces significant delivery challenges. TISCO Group has realized the importance of concentrating on service quality as the way to increase customer satisfaction and loyalty to confirm our customer centric strategy, and to improve the core competence and business performance. The Branded Customer Service Project includes an assortment of activities such as the Customer Service Research and Survey in order to assess the needs, expectations, and satisfaction of our customers as well as service staff. The research results are taken into consideration as the

groundwork of this project to identify the standard of customer service attitudes and behaviors of all frontlines staff at all TISCO Bank branches.

**a. Performance and Competency Development Project**

TISCO Group consistently supports the Performance and Competency Development of people and organizational effectiveness. Under the philosophy of Customer Centric, training and development activities aimed to enhance quality, effectiveness and risk protection. Working guidelines and procedures had developed to ensure the delivery of standard service. The target group were all employees in particular to Relationship Manager, Sales, Customer Service and Teller.

**3. 2009 Corporate Training**

TISCO provided full training according to business requirement, business plan, leadership, risk assessment and protection, Receiving Performance Feedback skill and etc. These programs were regularly organized

**4. Executive Trainee**

In 2009, TISCO Group continued the implementation of its Executive Trainee Development Program. The participants are employees with high performance potential, as well as experienced TISCO staff with exceptional leadership qualities. Executive trainees learned all of the group's business strategies and key success factors, were given an overview of the need for good governance, and benefited from lectures aimed at sharing expertise delivered by top managers in TISCO Group, as well as some external resources. This program, which grooms fresh prospects to become exemplary "TISCO Officers" capable of becoming TISCO executives in the future, encourages staff to initiate, analyze, and be knowledgeable in all aspects of the business.

**5. TISCO Culture and Value enhancement**

Our mission is TISCO is a financial institution with exemplary governance. We are dedicated to creating sustainable values for our customers, shareholders, people and society. TISCO places the importance on the corporate value i.e. Mastery, Reliability, Integrity and Customer Focus. Culture and Value enhancement has been continuously designed and embedded into many trainings and activities

## 9. Internal Control

### 9.1 Internal Control Overview

The importance of an internal control system has always been a key focus of the TISCO Group. Special emphasis is placed on the adequacy and appropriateness of the internal control system on all business operations, with the ability to protect the Group's assets from any damage or misconduct on the part of employees or management. Meanwhile, recommendations on internal controls from the independent external auditor and the BOT's auditor are seriously taken into consideration.

For all business operations, clear goals and operating guidelines have been set up in a measurable way to ensure operational efficiency. The Group also sets up training programs to increase staff knowledge and skills at many levels in order to improve efficiency and reduce operational errors. In addition, an operating compliance manual and an IT user manual have been put into place to create thorough understanding and compliance to the rules and regulations of the organization.

The Board of Directors of TISCO Financial Group Public Company Limited ("the Company") oversees all of the internal control system through the Executive Board and the Audit Committee, with the following organizational structure: Under TISCO Group, corporate governance and internal controls is centralized at the parent company, the Company, and in compliance with the consolidated supervision principle of the Bank of Thailand with the TISCO Group governance structure as show in page 8-2

1. The Executive Board of the parent company oversees all the internal control systems of TISCO Group by taking into account of good corporate governance and consolidated supervision principle of the BOT. The Company as parent company has delegated sub-committees to oversee and control all specific risk areas, namely: the Risk Management Committee, the Compliance Committee, and the Information Technology Committee while other subsidiaries including TISCO Bank have also established sub-committees to be in line with complexity of the business involved, namely the Risk Management Committee, the Credit Committee, and the Problem Loan Committee. Effective policies and guidelines for internal controls and risk management have been set up with clearly-defined roles and responsibilities and are documented in writing.

#### Specific-Area Committee of the Company

- The Risk Management Committee is responsible for setting up effective risk management policies, guidelines and limits. The committee regularly reviews risk positions of TISCO Group to ensure comprehensive and timely risk monitoring and control. The Risk Management function supports the Committee in assessing and monitoring group's risks at the portfolio level, under the guidelines and limits approved by the Risk Management Committee. It regularly reports on risk positions to the Risk Management Committee and relevant business lines, and performs risks analyses of new businesses for TISCO Group.
- The Compliance Committee is responsible for reviewing internal control guidelines and processes, as well as following up and detecting issues and compliance related to internal controls, to ensure that operational risks are thoroughly addressed. The Compliance and Internal Control division, which is comprised of Compliance and Internal Control functions of TISCO Bank, TISCO Securities, and TISCO Asset Management, supports the committee and is responsible for reviewing and monitoring the internal controls system at the transaction level and reporting to the Head of Compliance and Internal Control. The Head of Compliance and Internal Control regularly reviews the internal controls system of all business operations, while ensuring good compliance with the internal guidelines and related laws and regulations.
- The Information Technology Committee is responsible for setting up an effective IT technology policy and prudent operating guidelines to ensure accuracy and security of information.

#### Specific-Area Committee of TISCO Bank and other subsidiaries

- The Risk Management Committee of TISCO Bank is responsible for controlling and monitoring the adoption of the Company risk management policy to ensure effective managements in the bank's various business units. The Risk Management function supports the Committee in assessing and monitoring bank risks at the portfolio level, under the guidelines and limits approved by the Risk Management Committee. It regularly reports on risk positions to the Risk Management Committee and relevant business lines, and performs risks analyses of new businesses.
- The Credit Committee of TISCO Bank and other credit-granting subsidiaries and the Problem Loan Committee of TISCO Bank are responsible for setting up credit granting criteria and controlling loan approval procedures at the transaction level to ensure comprehensive monitoring and control of credit risk. The Credit Control business line supports the

committees in assessing and controlling the credit approval process of each transaction. In addition, the Credit Review unit regularly reviews compliance to the credit approval guidelines and procedures.

2. The Audit Committee of the Company independently reviews the assessment of the adequacy of the TISCO Group's internal control system, as annually prepared by the Executive Board, in relation to the group's risks, and also reviews the policy and guidelines for internal audit as well as for the Compliance Committee and the Audit Committee of other subsidiaries to ensure that financial statement reports are transparent and accurate. The committee also effectively assesses that all business operations have adequate internal controls and are in compliance with laws and regulations, and reports the key issues to the Board of Directors of the Company for consideration. For other subsidiaries under the supervision of regulators, the Audit Committee, internal control and internal audit reporting process have been established in each company. Additionally, the Audit Committee of TISCO Bank has been delegated by the parent company, and is responsible for independent audit and assessment of the adequacy of the Bank's internal control system to ensure that financial statement reports of the bank are transparent and accurate. The Committee also effectively assesses that all business operations have adequate internal controls and are in compliance with laws and regulations, and shall be directly reported to the Audit Committee of the Company, whilst internal audit and control process in other companies shall also be reported directly to the Audit Committee of the Company.

The Internal Audit function is responsible for regular auditing of business operations in compliance with policies and guidelines, and reporting to the Audit Committee. Internal Audit also coordinates with management and relevant business units to improve the effectiveness of internal control systems.

### 9.1.1 Audit Committee Report

All members of the Audit Committee attended 12 meetings in Year 2009. Major activities performed by the Committee were as follows:

1. Reviewing quarterly, semi-annual and annual financial statements audited by the certified public accountant which consideration for the appropriateness of the Bank's accounting policies used in the preparation of the financial statements and the completeness of information disclosure before recommending to the Board of Directors.
2. Reviewing internal control system and internal audit works by considering the management letter issues and the results of assessment by the certified public accountant towards efficiency of the internal audit department, related company transactions and irregularity transactions. Also, assessing the independence of internal audit department and endorsing annual audit plan, strategy, key performance indicators and the Charter of Internal Audit, and acknowledging the results of audits.
3. Endorsing annual compliance plan and the Compliance Charter, and acknowledging the compliance activities in Year 2009 covering training and communication for TISCO staff, compliance monitoring, complaint management, examination of TISCO by regulators, and changes in related laws and regulations. Also, meeting with Head of Compliance & Internal Control and Head of Legal in acknowledging the status of regulatory compliance with all necessary rules and regulations, litigation, annual compliance reports and non-compliance issues arising during the year.
4. Considering suitability, selecting and nominating to the Board of Directors and general shareholders' meeting for endorsement a certified public accountant and determining their audit fee. The Committee proposed the appointment of Mr. Supachai Phanyawattano of Ernst & Young Office Limited as the auditor of the Bank for the Year 2009. The Committee viewed that Ernst & Young Office Limited is a qualified audit firm that acquires good credentials and proven track records together with a reasonable audit fee.
5. Meeting with Financial Controller and the certified public accountant in acknowledging and reviewing related party transactions or transactions that may lead to conflicts of interests for the Year 2009 and the pricing policy for the transactions to ensure the conformity with laws and regulations. The Committee viewed that those transactions were conducted in a normal course of business operation or were justified for the best interests of the Bank. In addition, their disclosures were in compliance with the corporate governance policy and related party transaction policy of the Bank.
6. Meeting with management in updating and monitoring on the progress of implementation of the operational risk management, and also the status and effectiveness of the enterprise risk management system, risk management framework & tools, risk self-assessment on all types of risks, namely strategic risk, market risk, credit risk, liquidity risk, and operational risk, and the enhancement of risk management system in order to support the minimum credit risk capital requirement based on Basel II – Internal Rating Based Approach (Basel II – IRB).
7. Reviewing the internal audit's preliminary report on the assessment of the Bank's fraud prevention and detection system in two perspectives, namely the evaluation of the Bank's strengths and weaknesses in fraud risk management, and the

assessment of the Bank's practices to prevent major fraud schemes common to banking organizations, and recommending to the Board of Directors for acknowledgement.

8. Meeting with Head of Human Resources & Organization Development in acknowledging TISCO Group's employee code of conduct and report of code violations and disciplinary actions in Year 2009.
9. Acknowledging the results of external assessment and examinations by the Bank of Thailand and the Securities and Exchange Commission, Thailand, and assessing corrective actions on important findings. Also, conducting self assessment, developing an annual plan, and reviewing the Charter of Audit Committee before proposing to the Board of Directors for acknowledgement.

In conducting Audit Committee's self assessment, the Audit Committee compared the Committee's activities to the Charter of Audit Committee, relevant laws and regulations, and leading practices. The Audit Committee opines that the Audit Committee members have carried out their duties and responsibilities adequately and effectively according to the Charter of Audit Committee and as delegated by the Board of Directors.

The Audit Committee has agreed with the certified public accountant that the Bank's financial statements and the disclosure of relevant information are adequate and fairly presented in accordance with generally accepted accounting principles. The Audit Committee also opines that the Bank's internal control system is appropriate and efficient and the Bank properly follows all necessary rules and regulations imposed by the related regulators.

See the Report of the Audit Committee in Attachment 3.

### **9.2 Board of Directors' Report on Internal Control System**

At the Board of Directors' Meeting No. 1/2010 on February 26, 2010, where all Audit Committee members and independent directors were present, the Board assessed the Bank's internal control system, as prepared by the Executive Board and reviewed by the Audit Committee. The Board viewed that the Bank's internal control system is adequate based upon the assessment of five aspects: Organisational Control and Environmental Measures, Risk Management Measures, Management Control Activities, Information and Communication Measures, and Monitoring, including sufficient internal control system for transaction with major shareholders, management and related persons, with details provided in Attachment 4.

### **9.3 Independent Auditor's Comment on Internal Control System**

In year 2009, Ernst & Young Office Limited as independent auditor of the bank had no comments on the internal control system

## **10. Related Party Transactions**

In 2009, the Bank had business transactions only with the companies in TISCO Group. These transactions were the supporting transaction for normal business operation of TISCO Group, according to the consolidated supervision principle by the Bank of Thailand. The transactions did not incur any conflict of interests, and disclosed in the notes to financial statement item 3.24 and 4.3.

### **10.1 Measures or procedures for approval of related party transactions**

All transactions between related parties shall be done on the same basis and conditions as applied to external parties. Personal vested interests shall not be entitled to vote for the approval of said transaction. In addition, TISCO Group will be disclosed information in a transparent manner according to the Good Governance principle.

### **10.2 Future related transaction policy**

The Bank puts a strong emphasis on effective management under Good Governance and in accordance with rules and regulation of related regulators. In addition, the Group has set up "Related Party Transaction Policy" and implemented across the group, and therefore the Group has no policy to encourage transactions between related parties. Should any such transactions occur, the conditions would be the same as in normal business transactions for the group

## **11. Financial Status and Performance**

### **11.1 Financial Statements**

#### **11.1.1 Auditor's Report**

##### *The Separate Financial Statements of the Bank for the Year Ended December 31, 2007 and 2008*

The independent auditor for the Bank's separate financial statements for the year ended December 31, 2007 and 2008 was Mr. Narong Puntawong, Certified Public Accountant (Thailand) No. 3315, of Ernst & Young Office Limited. The conclusion of his report can be described as follows:

Based on the independent auditor's audit, the financial statements for the year ended December 31, 2007 and 2008 presented fairly, in all material respects, the financial position of the Bank as of December 31, 2008 and 2009, the results of the operations, and cash flows in accordance with generally accepted accounting principles.

##### *The Separate Financial Statements of the Bank for the Year Ended December 31, 2008 and 2009*

The independent auditor for the Bank's separate financial statements for the year ended December 31, 2008 and 2009 was Mr. Supachai Phanyawattano, Certified Public Accountant (Thailand) No. 3930, of Ernst & Young Office Limited. The conclusion of his report can be described as follows:

Based on the independent auditor's audit, the financial statements for the year ended December 31, 2008 and 2009 presented fairly, in all material respects, the financial position of the Bank as of December 31, 2008 and 2009, the results of the operations, and cash flows in accordance with generally accepted accounting principles.



Table Depicting the Financial Statements of the Bank

<b>TISCO BANK PUBLIC COMPANY LIMITED</b>			
<b>BALANCE SHEETS</b>			
<b>AS AT DECEMBER 31</b>			
	<b>(Unit : Baht)</b>		
	<b>2007</b>	<b>2008</b>	<b>2009</b>
<b>ASSETS</b>			
CASH	439,197,848	595,120,161	826,095,960
INTERBANK AND MONEY MARKET ITEMS - Domestic			
Interest bearing	-	13,113,647,326	9,900,793,589
Non-interest bearing	555,659,355	34,692,996	2,173,850,384
INTERBANK AND MONEY MARKET ITEMS - Foreign			
Interest bearing	-	-	-
Non-interest bearing	95,252,768	-	-
Total Interbank and money market items – net	650,912,123	13,148,340,322	12,074,643,973
SECURITIES PURCHASED UNDER RESALE AGREEMENTS	2,400,000,000	-	-
INVESTMENT IN SECURITIES			
Current investment – net	924,589,793	2,521,088,917	2,537,845,421
Long-term investment – net	3,676,094,933	1,841,528,286	5,811,725,391
Investment in Subsidiaries	2,966,664,271	96,063,931	60,055,638
Net investments	7,567,348,997	4,458,681,134	8,409,626,450
LOANS, RECEIVABLE AND ACCRUED INTEREST RECEIVABLE			
Loans and receivable	82,321,854,739	101,530,926,903	109,102,566,701
Total loans and receivable	82,321,854,739	101,530,926,903	109,102,566,701
Accrued interest receivable	110,306,176	110,754,580	97,471,206
Total loans, receivable and accrued interest receivable	82,432,160,915	101,641,681,483	109,200,037,907
Less : Allowance for doubtful accounts	(2,464,917,060)	(1,604,457,372)	(2,088,416,132)
Less : Allowance for loss on debt restructuring	(538,175)	(18,258)	(18,258)
Net Loans, receivable and accrued interest receivable	79,966,705,680	100,037,205,853	107,111,603,517
PROPERTY FORECLOSED – net	1,032,381,620	1,003,254,030	47,241,840
LAND, PREMISES AND EQUIPMENT – Net	1,066,991,797	701,210,952	649,626,633
DEFERRED TAX ASSETS	221,131,399	182,534,215	479,399,809
OTHER ASSETS	819,568,922	1,425,798,806	1,042,483,541
<b>TOTAL ASSETS</b>	<b>94,164,238,386</b>	<b>121,552,145,473</b>	<b>130,640,721,723</b>

## TISCO BANK PUBLIC COMPANY LIMITED

## BALANCE SHEETS (CONTINUED)

AS AT DECEMBER 31

(Unit : Baht)

	2007	2008	2009
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
DEPOSITS IN BAHT	35,728,808,527	58,875,780,866	56,930,949,089
INTERBANK AND MONEY MARKET ITEMS			
Domestic – interest bearing	6,402,426,150	3,951,717,928	4,321,444,855
LIABILITY PAYABLE ON DEMAND	475,067,616	496,740,597	345,170,135
BORROWINGS			
Short-term borrowings	29,954,388,462	40,028,191,682	50,117,254,545
Long-term borrowings	8,005,054,853	4,899,301,740	5,429,750,030
Total borrowings	37,959,443,315	44,927,493,422	55,547,004,575
ACCRUED INTEREST PAYABLE	782,253,814	868,991,067	250,447,376
OTHER LIABILITIES	1,178,736,950	1,097,305,714	2,014,309,628
<b>TOTAL LIABILITIES</b>	<b>82,526,736,372</b>	<b>110,218,029,594</b>	<b>119,409,325,658</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital			
Registered	11,002,000,000	11,002,000,000	11,002,000,000
Issued and paid up			
73,204 preferred shares of Baht 10 each			
(2008: 183,500,430 preferred shares of Baht 10 each)	1,827,753,800	1,835,004,300	732,040
728,079,046 ordinary shares of Baht 10 each			
(2008: 544,651,820 ordinary shares of Baht 10 each)	5,446,171,200	5,446,518,200	7,280,790,460
Share premium			
Share premium of preference shares	84,925,420	93,951,250	37,480
Share premium of ordinary shares	36,500,000	36,500,000	130,413,770
Revaluation surplus on changes in the value of investment	38,216,329	5,575,057	7,927,052
Retained earnings			
Appropriated – statutory reserve	486,800,000	547,000,000	614,900,000
Unappropriated	3,717,135,265	3,369,567,072	3,196,595,263
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>11,637,502,014</b>	<b>11,334,115,879</b>	<b>11,231,396,065</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>94,164,238,386</b>	<b>121,552,145,473</b>	<b>130,640,721,723</b>

**TISCO BANK PUBLIC COMPANY LIMITED**

**STATEMENT OF EARNINGS**

**FOR THE YEARS ENDED 31 DECEMBER**

	<b>2007</b>	<b>2008</b>	<b>2009</b>
<b>Interest and dividend Income</b>			
Loans	1,046,345,614	1,215,475,030	1,332,375,203
Interbank and money market items	371,553,848	284,769,504	133,781,609
Hire purchase and financial lease income	4,214,182,642	4,982,758,508	5,773,453,963
Investments	622,928,175	1,104,696,119	552,461,773
<b>Total interest and dividend income</b>	<b>6,255,010,279</b>	<b>7,587,699,161</b>	<b>7,792,072,548</b>
<b>Interest expenses</b>			
Deposits	2,188,784,978	1,776,545,685	1,090,078,579
Interbank and money market items	122,132,409	150,864,971	113,300,341
Short-term borrowings	717,812,980	1,201,737,752	851,599,459
Long-term borrowings	267,509,933	194,655,549	278,011,984
<b>Total interest expenses</b>	<b>3,296,240,300</b>	<b>3,323,803,957</b>	<b>2,332,990,363</b>
<b>Net interest and dividend income</b>	<b>2,958,769,979</b>	<b>4,263,895,204</b>	<b>5,459,082,185</b>
<b>Bad debts and doubtful accounts</b>	<b>(336,960,679)</b>	<b>(706,730,835)</b>	<b>(1,195,853,909)</b>
Net interest and dividend income after bad debt and doubtful accounts and loss on debt restructuring	2,621,809,300	3,557,164,369	4,263,228,276
<b>Non-interest income</b>			
Gain (loss) on investments	220,421,564	(1,157,527,839)	71,239,230
Fees and service income			
Acceptances, aval and guarantees	10,203,762	10,201,047	9,850,231
Insurance services	511,193,208	673,001,138	613,151,987
Others	119,138,601	154,858,748	137,488,033
Gain (loss) on exchange	(6,900,252)	(9,805,581)	9,228,971
Other income	158,906,128	380,164,026	664,126,275
<b>Total non-interest income</b>	<b>1,012,963,011</b>	<b>50,891,539</b>	<b>1,505,084,727</b>
<b>Total Net Income</b>	<b>3,634,772,311</b>	<b>3,608,055,908</b>	<b>5,768,313,003</b>
<b>Non-interest expenses</b>			
Personnel expenses	882,630,606	952,793,212	1,002,452,622
Premises and equipment expenses	474,391,112	567,667,381	623,495,416
Taxes and duties	110,236,687	105,991,556	111,310,282
Fees and service expenses	184,298,863	178,385,885	997,242,782
Directors' remuneration	8,050,000	7,550,000	-
Other expenses	335,299,694	444,456,405	1,092,718,158
<b>Total non-interest expenses</b>	<b>1,994,906,962</b>	<b>2,256,844,439</b>	<b>3,827,219,260</b>
<b>Earnings before income tax and minority interest</b>	<b>1,639,865,349</b>	<b>1,351,211,469</b>	<b>1,941,093,743</b>
Corporate income tax	(346,961,822)	(147,504,191)	(584,030,422)
<b>NET EARNINGS FOR THE YEAR</b>	<b>1,292,903,527</b>	<b>1,203,707,278</b>	<b>1,357,063,321</b>
<b>Diluted earnings per share</b>	<b>1.52</b>	<b>1.40</b>	<b>1.74</b>

**TISCO BANK PUBLIC COMPANY LIMITED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED 31 DECEMBER**

	<b>Unit: Baht</b>		
	<b>2007</b>	<b>2008</b>	<b>2009</b>
<b>Cash flows from operating activities</b>			
Income before corporate income tax	1,639,865,349	1,351,211,469	1,941,093,743
Adjustments to reconcile income before corporate income tax to net cash provided by (paid from) operating activities:			
Depreciation and amortization	169,591,939	195,879,588	195,203,426
Bad debt and doubtful accounts	606,353,067	1,115,338,253	1,731,543,371
Allowance for impairment of investment (reversal)	(13,973,134)	44,329,201	(17,821,461)
Allowance for impairment of property foreclosed	13,629,174	14,953,680	494,780,383
Loss (gain) on disposal of investments	(206,448,430)	1,113,198,638	(53,417,769)
Unrealised loss on exchange rate (reversal)	6,900,252	9,805,581	(9,228,971)
Gain on sales of property, plant and equipment	(1,127,986)	(47,952,462)	(5,399,300)
Gain from disposal of property foreclosed	(4,452,183)	(27,885,032)	(171,351,141)
Decrease (increase) in other accrued income	(1,077,956)	10,174,609	70,316,532
Increase in accrued expenses	33,835,952	1,201,094	134,560,023
Income from operating activities before changes in operating assets and liabilities	2,243,096,044	3,780,254,619	4,310,278,836
Decrease (increase) in operating assets			
Interbank and money market items	(75,591,309)	(12,498,004,809)	1,073,696,349
Securities purchased under resale agreements	(682,000,000)	2,400,000,000	-
Loans and receivable	(15,188,163,143)	(22,679,069,458)	(10,007,055,007)
Property foreclosed	1,015,039,861	1,314,014,974	2,082,417,269
Other assets	(378,464,571)	(257,642,076)	(676,421,908)

**TISCO BANK PUBLIC COMPANY LIMITED**  
**STATEMENTS OF CASH FLOWS (Continued)**  
**FOR THE YEARS ENDED 31 DECEMBER**

	<b>(Unit : Baht)</b>		
	<b>2007</b>	<b>2008</b>	<b>2009</b>
Increase (decrease) in operating liabilities			
Deposits	(4,939,307,747)	23,146,972,339	(1,944,831,777)
Interbank and money market items	3,836,347,691	(2,460,375,435)	376,851,669
Liabilities payable on demand	(2,448,191)	21,672,981	(151,570,462)
Borrowings	11,371,032,418	6,981,022,056	6,939,715,953
Other liabilities	(32,699,502)	(99,030,992)	(225,670,013)
	(2,0765,229,307)	(152,123,817)	1,799,410,909
Net interest and dividend income	(2,958,769,979)	(4,263,895,204)	(5,459,082,185)
Cash received from interest income	5,800,039,533	6,895,895,784	8,073,861,613
Cash paid for interest expense	(2,966,345,828)	(3,237,932,569)	(2,951,326,950)
Cash paid for corporate income tax	(158,173,748)	(277,885,230)	(310,923,340)
<b>Net cash flows from (used in) operating activities</b>	<b>(2,359,479,329)</b>	<b>(1,035,941,036)</b>	<b>1,129,940,047</b>
<b>Cash flows from investing activities</b>			
Cash paid for purchase of investment in securities held for investment	(10,963,039,197)	(9,887,024,735)	(8,037,111,985)
Cash received from disposal of investment in securities held for investment	10,601,207,183	8,762,827,476	4,339,649,586
Cash received from dividend	1,097,051,124	895,918,439	49,977,208
Cash paid for purchase of equipment	(132,603,263)	(249,548,824)	(111,346,914)
Cash received from disposal of property, plant and equipment	1,302,679	486,921,839	6,101,920
Cash received from capital return from subsidiaries	512,461,232	667,370,466	210,010,000
Cash received from disposal of investment in subsidiaries	-	1,981,546,810	-
<b>Net cash flows from (used in) investing activities</b>	<b>1,116,379,758</b>	<b>2,665,011,471</b>	<b>(3,542,720,185)</b>
<b>Cash flows from financing activities</b>			
Dividend paid	(1,633,234,980)	(1,489,771,452)	(1,025,244,063)
Cash paid for redemption of long-term debentures and debt instruments	(4,800,000,000)	-	(331,000,000)
Cash received from issue of long-term debentures and debt instruments	7,884,832,583	-	4,000,000,000
Cash received from exchange of warrants to purchase preference shares	21,611,970	16,623,330	-
<b>Net cash flows from (used in) financing activities</b>	<b>1,473,209,573</b>	<b>1,473,148,122)</b>	<b>2,643,755,937</b>
<b>Translation adjustment</b>			
Net increase in cash	230,110,002	155,922,313	230,975,799
Cash at beginning of the year	209,087,846	439,197,848	595,120,161
<b>Cash at the end of the year</b>	<b>439,197,848</b>	<b>595,120,161</b>	<b>826,095,960</b>

**11.1.2 Important Financial Ratios**

		2007	2008	2009
<b>Profitability Ratio</b>				
Gross Profit Margin	(%)	51.1	51.8	61.4
Net Profit Margin	(%)	35.6	33.4	23.5
Return on Average Shareholders' Equity	(%)	11.1	10.5	12.0
Interest Income Ratio	(%)	7.2	6.4	6.1
Interest Expense Ratio	(%)	4.5	3.5	2.1
Interest Spread	(%)	2.7	2.9	4.0
Return on Investment	(%)	11.4	(0.9)	9.7
<b>Efficiency Ratio</b>				
Net Interest Income to Total Assets	(%)	3.4	4.0	4.3
Return on Average Assets	(%)	1.5	1.1	1.1
Total Asset Turnover	(times)	0.0	0.0	0.0
<b>Financial Ratio</b>				
Debt to Equity Ratio	(times)	7.1	9.7	10.6
Total Loans to Total Borrowing and Deposits	(%)	111.0	94.2	93.4
Total Loans to Public Borrowing	(%)	230.4	172.4	191.6
Public Borrowing to Total Liabilities	(%)	43.3	53.4	47.7
Dividend Payout Ratio	(%)	115.2	54.6	59.3
<b>Asset Quality Ratio</b>				
Allowance for Doubtful Account to Total Loans and accrued interest receivable	(%)	3.0	1.6	1.9
Bad Debt and Doubtful Account to Total Loans and accrued interest receivable	(%)	0.5	1.9	1.1
Non-accrued loans <sup>1</sup> to Total Loans	(%)	4.0	3.4	3.9
Loan loss provision to Non-performing loans	(%)	76.3	62.5	84.9
Accrued Interest Receivable to Total Loans	(%)	0.1	0.1	0.1
<b>Other Ratios</b>				
Capital Funds to Risk Weighted Asset (BIS)	(%)	11.9	11.7	17.0

<sup>1</sup> according to the Bank of Thailand's definition

## **11.2 Explanation and Analysis of Financial Status and Performance**

### **Major Events**

Amidst the troubled economic conditions in 2009, TISCO Group was able to expand the business continuously throughout the year. In the first quarter of 2009, TISCO Financial Group Public Company Limited, the parent company of TISCO Group, successfully acquired Primus Leasing Company Limited, a captive leasing company for vehicles under the Ford, Mazda and Volvo Brands, with total assets of around 7 billion Baht. In addition, TISCO Bank Public Company Limited, a subsidiary of TISCO Financial Group Public Company Limited, has signed an auto hire purchase portfolio sale agreement in the second quarter of 2009, amounting 1,750 million Baht, with GMAC (Thailand) Limited. Moreover, TISCO Group had signed wholesale cooperation agreement to provide wholesale floor-plan financing to dealers of Ford, Mazda, Volvo, and Chevrolet nationwide.

TISCO Group has continuously opened new branches since the beginning of this year. During the year 2009, TISCO Group has opened 9 new branches, totaling 43 branches nationwide, which was a part of the group's strategy to strongly expand customer base, increase business volume for both saving and loan product, and to facilitate and serve growing customer's needs.

**The Management Discussion and Analysis compares operating performance and financial position of TISCO Bank Public Company Limited as the subsidiary company of TISCO Financial Group Public Company Limited for the year 2009 and year 2008**

### **Movement of Money Market and Capital Market**

Due to sluggish economy since year 2008, the government had issued several economic stimulation plans in attempt to encourage spending and investment. One of the plans was to decrease the policy rate down from 2.75% to 2.00% and 1.50% in the first quarter, and to 1.25% in the second quarter of 2009. Meanwhile, average 3-Month fixed deposit rates of Top 5 commercial banks decreased from 1.58% at the end of 2008 to 0.71% at the end of 2009 while the average minimum lending rate of Top 5 commercial banks decreased from 6.90 % to 5.94% at the end of 2009.

In 2009, the domestic economy has started to recover due to several government spending projects, improvement in investor's confidence, and increase in public consumption. The SET index improved from the last year ending at 734.54 points, increased by 284.58 points. In terms of the trading activity, average daily turnover increased from 15,869.94 million Baht to 17,852.52 million Baht following the improvement of domestic and international capital market.

### **11.2.1 Operating Results**

In 2009, TISCO Bank recorded net income of 1,357.06 million Baht, increased by 153.36 million Baht (12.7% YoY) resulting from an increase by 28.0% (YoY) of net interest and dividend income following strong growth in corporate and retail lending businesses of 7.5% (YoY), together with a higher loan spread at 4.7%, compared to 3.2% in the year 2008. Meanwhile, non-interest income was reported at 1,505.08 million Baht, increased by 1,454.19 million Baht (2,857.4% YoY) mainly due to gain from investment totaling 71.24 million Baht, compared to loss on investment of 1,157.53 million Baht in 2008. In addition, other income increased was reported 673.36 million Baht, increased by 303.00 million Baht (81.8% YoY).

Diluted earnings per share for the year 2009 were 1.74 Baht compared with those in 2008 of 1.40 Baht. The average return on equity (ROAE) for the year 2009 was 12.0% compared with that in 2008 of 10.5%.

### (1) The Bank's Revenue Structure

The Bank's revenue structure in 2008 and 2009 is illustrated in Table1.

**Table 1: Revenue Structure**

Type of Revenue	2008		2009		Change
	Amount (Bt. million)	%	Amount (Bt. Million)	%	% YoY
Interest and dividend income					
Interest on loans	1,215.48	28.2	1,332.38	19.1	9.6
Interest on interbank and money market items.	284.77	6.6	133.78	1.9	(53.0)
Hire purchase and financial lease income	4,982.76	115.5	5,773.45	82.9	15.9
Investments	1,104.70	25.6	552.46	7.9	(50.0)
<b>Total interest and dividend income</b>	<b>7,587.70</b>	<b>175.9</b>	<b>7,792.07</b>	<b>111.9</b>	<b>2.7</b>
Interest expenses	(3,323.80)	(77.0)	(2,332.99)	(33.5)	(29.8)
<b>Net interest and dividend income</b>	<b>4,263.90</b>	<b>98.8</b>	<b>5,459.08</b>	<b>78.4</b>	<b>28.0</b>
Non-interest income					
Gain on securities	(1,157.53)	(26.8)	71.24	1.0	(106.2)
Fees and services income	838.06	19.4	760.49	10.9	(9.3)
Others	370.36	8.6	673.36	9.7	81.8
<b>Total non-interest income</b>	<b>50.89</b>	<b>1.2</b>	<b>1,505.08</b>	<b>21.6</b>	<b>2,857.4</b>
<b>Total income before bad debts and doubtful accounts</b>	<b>4,314.79</b>	<b>100.0</b>	<b>6,964.17</b>	<b>100.0</b>	61.4
Bad debt and doubtful accounts	(780.73)		(1,195.85)		
Bad debt written back revenue	74.00		0.00		
<b>Total income – net of bad debts and doubtful accounts</b>	<b>3,608.06</b>		<b>5,768.31</b>		
Non-interest expenses	(2,256.84)		(3,827.22)		
<b>Profit before income tax</b>	<b>1,351.21</b>		<b>1,941.09</b>		
Corporate income tax	(147.50)		(584.03)		
<b>Net Profit</b>	<b>1,203.71</b>		<b>1,357.06</b>		

### (2) Net Interest and Dividend Income

Net interest and dividend income for the year 2009 was 5,459.08 million Baht, increased by 1,195.19 million Baht (28.0% YoY), while interest and dividend income was 7,792.07 million Baht, increased by 204.37 million Baht (2.7% YoY) following strong loan growth. Meanwhile, interest expense increased by 990.81 million Baht (29.8% YoY) to 2,332.99 million Baht following the downward interest rate environment since the beginning of this year and the increase in portion of saving accounts and current accounts from 11.7% to 23.8% in 2009 (YoY).

TISCO Bank was able to increase loan spread from 3.2% to 4.7% in 2009 through its ability to manage asset-liability mix, as TISCO Bank has pursued the strategy to penetrate in high-yield loan segments under prudent risk management. In addition, TISCO Bank captured low-yield cost of fund segment by continually expanding retail deposit base.

TISCO Group reported net interest and dividend income after bad debts and doubtful account of 4,263.23 million Baht, increased by 706.06 million Baht (19.8% YoY). Bad debts and doubtful account was 1,195.85 million Baht, including loan loss reserve from the best estimate of expected credit losses from the portfolio over the next 12 months, totaling 734.60 million Baht and general reserve for future volatility of 461.26 million Baht. The increase in bad debts and doubtful account, comparing to 706.73 million Baht in 2008, was in line with loan growth and improvement in asset quality.



**Table 2: Interest spread 2008 -2009**

%	2008	2009
Yield on Loans	6.7	6.8
Cost of fund	3.5	2.1
<b>Loan spread</b>	<b>3.2</b>	<b>4.7</b>

**(3) Non-interest Income**

Non-interest income of TISCO Bank's core businesses recorded at 1,505.08 million Baht, increased by 1,454.19 million Baht (2,857.4% YoY) as contributed by a gain from investment amounting to 71.24 million Baht compared to loss from investment of 1,157.53 million Baht in 2008. In addition, other income increased by 303.00 million Baht (81.8% YoY) following an increase in gain from disposal of property foreclosed by 154.44 million Baht (553.85% YoY).

**(4) Non-interest Expenses**

Non-interest expenses for 2009 were 3,827.22 million Baht, increased by 1,570.37 million Baht (69.6% YoY) following an increase in fee and service expenses by 818.86 million Baht or 459% (YoY) as well as an increase in other expenses by 648.26 million Baht or 145.9% (YoY) which was mainly due to additional reserve set up of foreclosed assets during the current year. TISCO Bank had outstanding foreclosed assets totaling 584.51 million Baht mainly comprised of land and building. With current economic situation, the immediate force sale of these assets may cause the selling price to be undervalued, while the company was required to dispose these assets according to the BOT. The Company therefore decided to postpone the sale of these assets. As of December 31, 2009, the Company had 100% reserve set up for foreclosed assets with holding periods exceeding 10 years amounting 537.28 million Baht under prudent and conservative provisioning policy.

**(5) Bad Debt and Doubtful Accounts**

In 2009, TISCO Group had setup higher provision for bad debts and doubtful accounts. TISCO Group's specific loan loss reserve required by the Bank of Thailand was 734.60 million Baht which was derived from the best estimate of expected credit losses from the portfolio over the next 12 months. This required specific loan loss reserve for the year 2009 accounted for 0.7% of total loan portfolio, slightly decreased from 2008 which was in line with asset quality improvement and the decrease in NPL ratio from 2.5% to 2.3%. Meanwhile, the loss from sales of car repossession decreased, following the decline in oil price. Although the domestic economy was in recovery stage, there still remain several risk factors in the market such as oil price and interest rate which were highly volatile. TISCO Group, therefore, decided to set up additional general reserve amounting 461.26 million Baht during the year, with total amount of 727.85 million Baht as at December 31, 2009 to cushion against future volatility and systematic market risk.

In the beginning of 2009, TISCO Group had foreclosed properties of 537.28 million Baht, while some of the assets were disposed during the year amounting 473.71 million Baht, accounted for 3.7% of capital fund. The ratio was below the Bank of Thailand requirement, which specifies that if such foreclosed properties are held longer than 10 years and total amount exceeds 10% of capital fund, the financial institutions are required to set up 70% reserve of total foreclosed properties within 7 years. Therefore, TISCO Group was not required to set up any additional reserve. Nevertheless, since the company had minimal amount of foreclosed properties and intended to avoid possible burdens and impairment risk in the future, TISCO Group decided to set up 100% reserve of foreclosed properties, totaling 537.28 million Baht, whereby the book value of such foreclosed properties was already adjusted for current market price.

**(6) Corporate Income Tax**

In 2009, the corporate income tax was 584.03 million Baht, equivalent to the effective tax rate of 30.1%, compared to 10.9% in 2008.

**11.2.2 Financial Position****(1) Assets**

TISCO Bank's total assets as of December 31, 2009 were 130,640.72 million Baht, increased by 9,088.58 million Baht (7.5% YoY) following strong loan growth from 101,530.93 million Baht to 109,102.57 million Baht (7.4% YoY).

**Table 3: Assets Breakdown as of December 31, 2008 and 2009**

Assets	December 31, 2008		December 31, 2009		% Change
	Amount	%	Amount	%	
	(Bt. million)		(Bt. million)		
Cash	595.12	0.5	826.10	0.6	38.8
Interbank and Money Market Items	13,148.34	10.8	12,074.64	9.2	(8.2)
Securities purchased under resale agreements	0.00	0.0	0.00	0.0	0.0
Fixed income	2,620.98	2.2	3,336.37	2.6	27.3
Equity	1,741.64	1.4	5,013.20	3.8	187.8
Investment in Subsidiaries	96.06	0.1	60.1	0.0	(37.5)
Corporate Loans	19,488.07	16.0	19,391.66	14.8	(0.5)
Retail Loans	74,815.21	61.5	83,962.59	64.3	12.2
Other Loans	7,227.64	5.9	5,748.31	4.4	(20.5)
Allowance for doubtful accounts and for loss on debt restructuring	(1,604.48)	(1.3)	(2,088.43)	(1.6)	30.2
Other Assets	<b>3,423.55</b>	<b>2.8</b>	2,316.22	1.8	(32.3)
<b>Total – The Bank Only</b>	<b>121,552.16</b>	<b>100.0</b>	<b>130,614.81</b>	<b>100.0</b>	<b>7.5</b>

**(a) Investments**

At the end of 2009, total investment was 8,409.63 million Baht, increased by 3,950.95 million Baht or 88.6% (YoY) following the transfer of hire purchase portfolio from Primus Leasing Company Limited and GMAC (Thailand) Limited which was recorded as investment according to the accounting standard. After including the hire purchase portfolio recorded in investment, the loan portfolio increased by 11.5% YoY.

**(b) Loans and Receivables Breakdown**

Total Bank's loans and receivables were 109,102.57 million Baht, up by 7,571.64 million Baht (7.5% YoY), following growth in corporate and retail loan. The composition of loan portfolio was 77.0% of retail loans, 17.8% of corporate loans, and 5.2% of other loans. In addition, loans and receivables breakdown is displayed in the following table.

**Table 4: Loans and Receivables Breakdown as of December 31, 2008 and 2009**

Type of Business	December 31, 2008		December 31, 2009		% Change
	Amount	%	Amount	%	
	(Bt. million)		(Bt. million)		
Manufacturing and commerce	7,342.21	7.2	10,185.79	9.3	38.7
Real estate and construction	8,807.72	8.7	6,237.64	5.7	(29.2)
Public utilities and services	3,212.80	3.2	2,833.16	2.6	(11.8)
Agriculture and mining	125.35	0.1	135.07	0.1	7.8
<b>Commercial Lending</b>	<b>19,488.07</b>	<b>19.2</b>	<b>19,391.66</b>	<b>17.8</b>	<b>(0.5)</b>
Hire purchase	73,109.19	72.0	82,486.77	75.6	12.8
Housing	1,706.03	1.7	1,475.83	1.4	(13.5)
<b>Retail Lending</b>	<b>74,815.21</b>	<b>73.7</b>	<b>83,962.59</b>	<b>77.0</b>	<b>12.2</b>
<b>Others</b>	<b>7,227.64</b>	<b>7.1</b>	<b>5,748.31</b>	<b>5.2</b>	<b>(20.5)</b>
<b>Total – The Bank Only</b>	<b>101,530.93</b>	<b>100.0</b>	<b>109,102.57</b>	<b>100.0</b>	<b>7.5</b>

**(c) Non-performing Loans**

TISCO Bank has prudently managed non-performing loans (NPLs) with effective risk management tools and stringent practice of loan collection, debt restructuring and write-off process. In which, the percentage of total NPLs declined from 2.5% at year-end 2008 to 2.3% as of December 31, 2009. Additionally, the percentage of NPLs of retail loan and corporate loan was 1.6% and 3.5%, respectively with total NPLs of 2,461.08 million Baht, decreased by 105.00 million Baht (4.1% YoY).

**Table 5: NPLs Breakdown by Area as of December 31, 2008 and 2009**

Type of Business	December 31, 2008			December 31, 2009			% Change
	% NPL	Amount (Bt. million)	%	% NPL	Amount (Bt. million)	%	
Manufacturing and commerce	1.4	102.22	4.0	1.4	139.80	5.7	36.8
Real estate and construction	4.9	435.09	17.0	7.2	446.99	18.2	2.7
Public utilities and services	2.1	68.93	2.7	2.9	82.95	3.4	20.3
Agriculture and mining	0.2	0.25	0.0	2.3	3.10	0.1	1,162.2
<b>Commercial Lending</b>	<b>3.1</b>	<b>606.49</b>	<b>23.6</b>	<b>3.5</b>	<b>672.85</b>	<b>27.3</b>	<b>10.9</b>
Hire purchase	1.8	1,303.81	50.8	1.4	1,153.25	46.9	(11.5)
Housing	11.0	187.94	7.3	11.6	170.50	6.9	(9.3)
<b>Retail Lending</b>	<b>2.0</b>	<b>1,491.76</b>	<b>58.1</b>	<b>1.6</b>	<b>1,323.76</b>	<b>53.8</b>	<b>(11.3)</b>
<b>Others</b>	<b>6.5</b>	<b>467.84</b>	<b>18.2</b>	<b>8.1</b>	<b>464.47</b>	<b>18.9</b>	<b>(0.7)</b>
<b>Total – The Bank Only</b>	<b>2.5</b>	<b>2,566.08</b>	<b>100.0</b>	<b>2.3</b>	<b>2,461.08</b>	<b>100.0</b>	<b>(4.1)</b>

**(d) Allowance for Doubtful Accounts and Losses on Debt Restructuring**

TISCO Group has applied Collective Approach for loan loss provisioning to the car hire-purchase portfolio following the Basel II framework. The loan loss reserve was derived from the best estimate of expected credit losses from the portfolio over the next 12 months, based historical loss data incorporating with adjustment for the recent market situation. As of December 31, 2009, loan loss reserve of TISCO Group was 2,088.43 million Baht or 84.9% of NPLs. Total loan loss reserve of the Bank comprised of specific reserve for classified loan of 1,360.59 million Baht and general reserve of 727.85 million Baht. Total reserve was higher than the minimum loan loss reserve required by the Bank of Thailand at 1,327.67 million Baht, reflecting the prudent provisioning policy to mitigate potential risk.

**Table 6: Allowance for doubtful accounts – classified by the receivables classification as of December 31, 2008 and 2009**

Type of receivables classification	December 31, 2008 (Bt. million)	%	December 31, 2009 (Bt. million)	%	% Change
Pass	396.66	24.7	594.91	28.5	50.0
Special mentioned	29.59	1.8	60.64	2.9	104.9
Substandard	146.88	9.2	162.26	7.8	10.5
Doubtful	138.91	8.7	71.47	3.4	(48.5)
Doubtful of loss	625.83	39.0	471.29	22.6	(24.7)
General reserve	266.59	16.6	727.85	34.9	173.0
<b>Total</b>	<b>1,604.46</b>	<b>100.0</b>	<b>2,088.42</b>	<b>100.0</b>	<b>30.2</b>

**(2) Liabilities**

Total liabilities as of December 31, 2009 were 119,409.33 million Baht, increased by 9,191.30 million Baht (8.3% YoY). The liabilities mix comprised of 89.7% total deposit including short-term borrowing, 3.6% interbank and money market items, 4.5% long-term borrowings, and 2.2% other liabilities. In addition, the bank issued additional subordinated debenture during the current year amounting 4,000 million Baht, which will be counted as Tier II capital. These subordinated debentures will be matured in 2019.

**Table 7: Liabilities Breakdown by Area as of December 31, 2008 and 2009**

Type of Borrowings	December 31, 2008		December 31, 2009		
	Amount (Bt. million)	%	Amount (Bt. million)	%	
Deposits and short-term borrowings	98,903.97	89.7	107,048.20	89.7	8.2
Interbank and money market items	3,951.72	3.6	4,321.44	3.6	9.4
Long-term borrowings	4,899.30	4.5	5,429.75	4.5	10.8
Others	2,463.04	2.2	2,584.02	2.2	6.0
<b>Total – The Bank Only</b>	<b>110,218.03</b>	<b>100.0</b>	<b>119,383.41</b>	<b>100.0</b>	<b>8.3</b>

**(3) Shareholders' Equity**

Shareholder's equity and unappropriated retained earnings as of December 31, 2009 were 11,231.40 million Baht and 3,196.60 million Baht, respectively, increased by 102.72 million Baht (0.9% YoY) and 172.97 million Baht (5.1% YoY) respectively. During 2009, TISCO Bank paid annual dividend amounting 656.80 million Baht with dividend payout ratio of 54.6%. As of December 31, 2009, the Bank's book value was at 15.42 Baht per share slightly decreased from 15.56 Baht per share as of December 31, 2008. Moreover, TISCO Bank had preferred share conversion to common share due to the expiry of preferential rights during the year. As at December 31, 2009, TISCO Bank had paid-up shares amounting 728.15 million shares, comprising 728.08 million common shares and 0.07 million preference shares.

**(4) Commitments and contingent liabilities**

TISCO Bank's commitments and contingent liabilities included Avals, Guarantees of loans, and other obligations in 2008 and 2009 amounting to 6,295.47 million Baht and 1,638.59 million Baht, respectively. A decrease mainly arose from maturity of cross currency swap contract and interest rate swap contract.

**11.2.3 Business Segment Performances****Loans**

Total Bank's loans and receivables were 109,102.57 million Baht, up by 7,571.64 million Baht (7.5% YoY), following growth in corporate and retail loan. After including the hire purchase portfolio which was recorded as investment, the loan increased by 11.5% (YoY). The composition of loan portfolio was 77.0% of retail loans, 17.8% of corporate loans, and 5.2% of other loans.

**Corporate lending**

A portfolio of the Bank totaled 19,391.66 million Baht, dropped by 96.41 million Baht (0.5% YoY), mainly due to a decrease in loans to real estate and construction industry.

**Retail lending**

A portfolio consisted of 98.2% car, other hire purchase and 1.8% mortgage loans. Outstanding hire purchase loans equaled to 82,486.77 million Baht, up by 9,377.58 million Baht (12.8% YoY). Car hire purchase new business volume amounted 41,975.26 million Baht, increased by 526.27 million Baht (1.3% YoY), while the domestic car sales in the first 12 months of 2009 reported at 548,872 units decreased from 614,078 units (10.6% YoY), resulting in high car penetration rate of 12.0%, comparing with average penetration rate of 10.2% in 2008.

**Deposit**

Total deposit totaled 107,048.20 million Baht, increased by 8,144.23 million Baht (8.2% YoY). The portion of saving accounts and current accounts to total deposits increased from 11.7% to 23.8% (YoY).

**Table 8: Deposits Structure as of December 31, 2008 and 2009**

Type of Deposits	December 31, 2008		December 31, 2009		% Change
	Amount (Bt. million)	%	Amount (Bt. million)	%	
Current accounts	6,467.62	6.5	7,552.99	7.1	16.8
Saving accounts	5,140.40	5.2	17,920.36	16.7	248.6
Fixed accounts	4,043.74	4.1	1,939.79	1.8	(52.0)
Negotiate certificate deposit	43,221.62	43.7	29,515.42	27.6	(31.7)
Promissory notes and Bill of exchange	2.40	0.0	2.38	0.0	0.0
<b>Short-term borrowings</b>	<b>40,028.19</b>	<b>40.5</b>	<b>50,117.25</b>	<b>46.8</b>	<b>25.2</b>
<b>Total</b>	<b>98,903.97</b>	<b>100.0</b>	<b>107,048.20</b>	<b>100.0</b>	<b>8.2</b>

The loans to deposit ratio decreased from 102.7% to 101.9% (YoY).

#### 11.2.4 Liquidity

As of December 31, 2009, the Bank's cash was 826.10 million Baht, an increase of 230.98 million Baht or 38.8% (YoY). This balance mainly comprised of 1,129.94 million Baht of net cash generated from operating activities following increases in loans and receivables. Likewise, net cash flows from financing activities increased by 2,643.76 million Baht mainly due to an of long-term debenture and debt instruments. However, there was a net cash flow used in investing activities amounting 3,542.72 million Baht mainly arising from an increase in purchase of investment in securities held for investment.

#### 11.2.5 Sources and Uses of Funds

As the end of 2009, the funding structure as shown in the Bank's financial statement comprised of 119,409.33 million Baht in liabilities and 11,231.40 million Baht in shareholders' equity, resulting in a debt-to-equity ratio of 10.6. The major source of funds on liabilities side was deposits, which accounted for 89.7% of total source of funds. Other sources of funds included interbank and money market items and borrowing, accounted for 3.6% and 4.5% of total source of funds, respectively.

The Bank major use of funds was loans, amounting 109,102.57 million Baht, resulting in a loan-to-deposit ratio<sup>1</sup> of 101.9%. The other uses of funds include interbank and money market items, securities purchased under resale agreements, and investment in securities.

#### 11.2.6 Capital Requirements

As of December 31, 2009, TISCO Bank's capital based on Internal Rating Based Approach (IRB) stood at 14,554.55 million Baht comprising of Tier-I, Tier-II capital and adjustment from reserve. The integrated risk capital increased by 418.96 million Baht or 7.8% from year 2008 to 5,813.27 million Baht following the expansion of the business and income together with improving credit quality over the year. In addition, the capital surplus was remarkably strong at 60.1% of the capital.

Comparing to the end of 2008, The market risk capital in 2009 increased by 45.50 million Baht from 1,351.01 million Baht to 1,396.51 million Baht, resulting from an increase in interest rate risk in banking book together with a lower risk of properties foreclosed caused by an increasing in net provision and also partial liquidation of the foreclosed asset. Meanwhile, the credit risk capital rose by 267.36 million Baht to 3,794.08 million Baht following the expansion of retail lending business by 12.2% from 74,815.21 million Baht in 2008 to 83,962.59 million Baht at the end of 2009. In addition, credit risk profile of loan portfolio has gradually improved over the second half of 2009 with a drop in the portion of non-performing loan in retail lending business from 2.0% in 2008 to 1.6% in 2009.

<sup>1</sup> Deposit includes short-term borrowings from the Bank's regular client base

In the meantime, the interest rate risk in banking book remained stable as a result of stable interest rate gap (BPV) during 2009. Although the assets duration was longer from 1.34 years to 1.63 years due to the expansion of long-term loan, the liabilities duration also increased from 0.33 year to 0.64 year as an issuance of long-term subordinated debentures during the year. Therefore, the duration gap of assets and liabilities slightly decreased from 1.01 year to 0.99 year and was still manageable in the range of 12 months.

In terms of regulatory capital requirement of the Bank, the positions are still in strong and sufficient levels to cushion for the expansion of asset in the future. At the end of 2009, as the bank's capital requirement based on Basel II IRB has become effective, the regulatory capital adequacy ratio (BIS ratio) after an adjustment of capital floor stood at 16.96% remaining higher than the 8.50% required by the Bank of Thailand, and higher than the capital requirement of 11.71% based on Basel II SA at the end of 2008. While Tier-I and Tier-II capital adequacy ratio before an adjustment of capital floor stood at 14.46% and 5.23%, respectively, Tier-I capital adequacy ratio also remained higher than the minimum requirement at 4.25%.

**Table 9: Capital Adequacy Ratio as of December 31, 2008 and 2009**

Capital Adequacy Ratio	December 31, 2008 <sup>1</sup>	December 31, 2009 <sup>2</sup>
Tier-I Capital	11.23	14.46*
Total Capital	11.71	16.96**

<sup>1</sup> based on Basel II SA

<sup>2</sup> based on Basel II IRB

\* Before an adjustment of capital floor

\*\* After an adjustment of capital floor

**Table 10: Average Duration Mismatch of Assets and Liabilities and Its Impact**

Type of Fund	Duration (years)		1-Y Net interest income change to 1% interest rate increase (Bt.million)	
	2008	2009	2008	2009
Assets	1.34	1.63	456.67	425.88
Liabilities	0.33	0.64	(695.66)	(705.68)
Net Gap	1.01	0.99	(238.99)	(279.80)

#### 11.2.7 Auditor's Fee

##### (1) Audit Fee

The Bank paid the audit fee for the year 2009 of 2,890,000 Baht to Ernst & Young Office Limited.

##### (2) Non-audit Fee

The Bank paid non-audit fees in 2009 amounted to 230,000 Baht to Ernst & Young Office Limited. These fees were for special audit under the requirement of the Bank of Thailand.

#### 11.2.8 Credit Rating

On December 24, 2009, Fitch Ratings (Thailand) Ltd. has affirmed TISCO Bank National ratings at Long-term 'A(thai)' with a Stable Outlook and National Short-term ratings at 'F1(thai)'. The rating reflect TISCO's strong asset quality, capital and profitability, as well as, its conservative management track record. Details of Credit Rating by Fitch Ratings are shown in the following table.

Credit Rating (Unsolicited Rating)	Credit Rating Announcement Date		
	March 20, 2007	October 20, 2008	December 24, 2009
Long – Term National Rating	A (tha)	A (tha)	A (tha)
Short – Term National Rating	F1 (tha)	F1 (tha)	F1 (tha)
Rating Outlook	Stable	Stable	Stable

In addition, Fitch Ratings (Thailand) Ltd. has affirmed the ratings of TISCO Bank's senior debentures of up to 3 billion Baht due 2010 and senior debentures of up to 1 billion Baht due 2012 National ratings at Long term 'A(thai)' with a stable outlook. Also, Fitch Ratings (Thailand) Ltd. has affirmed a National Long-Term rating of 'A'-(thai)' (A minus (thai)) to TISCO Bank's subordinated and unsecured debentured of up to 4 billion Baht due 2019 with a stable outlook .

Credit Rating	Credit Rating Announcement Date		
	November 20, 2008	December 9, 2008	December 24, 2009
Rating by	Fitch Ratings (Thailand) Ltd,	Fitch Ratings (Thailand) Ltd,	Fitch Ratings (Thailand) Ltd,
(Unsecured Debenture)			
TSCO105A: Bt 3,000 million senior debenture due 2010 <sup>1</sup>	A	A	-
TSCO125A: Bt 1,000 million senior debenture due 2012 <sup>1</sup>	A	A	-
TISCO192A: Bt 2,000 million subordinated debenture due 2019 <sup>2</sup> The issuer may set the call option to redeem the debentures before maturity.	-	-	A-(tha)
TISCO195A: Bt 2,000 million subordinated debenture due 2019 <sup>2</sup> The issuer may set the call option to redeem the debentures before maturity.	-	-	A-(tha)

<sup>1</sup> Issued in 2007

<sup>2</sup> Issued in 2009

## 12. Others related information

### 12.1 Corporate Social Responsibility

TISCO places great importance on its corporate commitment to social responsibility as one of the group's core values. Not only are the group's Corporate Social Responsibility ("CSR") projects and activities focused on the sustainable development of the nation's people, culture and environment, they are supported by the active participation of TISCO employees. Working groups for specific projects have been set up to maintain continuity in the activities and to evaluate whether the project's desired outcome has been attained.

TISCO focuses on corporate social responsibility takes into account all stakeholder groups, including shareholders, customers, employees and society. Guided by its code of ethical conduct and the principles of good corporate governance, TISCO strives to achieve the goals of social responsibility and environmental conservation which leads to sustainable development would not be possible. The key considerations for behaving in a socially responsible manner that have been the foundation of TISCO's practices for all through 40 years are as follows:

1. Business ethics
2. Continuous implementation derived from organizational culture
3. Beginning within the organization, then expanding to external society
4. Recognizing the importance of the environment

### 12.2 General Policy on Social Responsibility

TISCO realizes that success in business is not measured solely by profitability or performance growth, but also by good corporate citizenship, business ethics, involvement in community development and helping underprivileged people to be self-reliant and independent. The Bank recognizes that building a society with a solid foundation is a critical factor for sustainable development, and therefore conducts its business responsibly.

In addition to its focus on business ethics and good corporate governance through internal controls, compliance and risk management policies closely monitored by management, the board of directors encourages the company to initiate and participate in social development programs, which are followed up on through reports at the board's meeting annually. The board also encourages TISCO's local branches to participate in community development activities, all of which are undertaken as long-term projects and closely monitored from year to year.

TISCO Group is thoroughly committed to maintaining high standards of corporate governance. It is the group's policy to ensure that the rights and interests of all stakeholders are well protected (see more details in Part 2 Section 9.5 Corporate Governance). The board carefully considers the various stakeholders' legal rights, and ensures that those rights are protected and treated with care. Co-operation between the company and all stakeholders is promoted in order to secure profits and business stability.

**Shareholders** TISCO Group respects the ownership rights of shareholders. To protect their interests, the group is committed to achieving the best performance possible in order to offer maximum shareholder value, as well as quality service that takes into account an ever-expanding scope of opportunities for future achievement. The shareholders are empowered to exercise their rights, for example, through the implementation of cumulative voting that allows minority shareholders to nominate directors (see more details in Part 2, Section 9.5 Corporate Governance, 2. Shareholders: Rights and Equitable Treatment).

**Customers** TISCO Group has embraced the policy of continuous development with the aim of becoming a fully-customer centric organization. To maximize client value, three business areas serving all key clients have been identified, comprising Retail and SME Banking, Private Clients and Asset Management, and Corporate and Investment Banking.

TISCO Group's financial products and services do not inflict negative consequences on society. Its commercial banking business, operated by TISCO Bank, does not provide personal loans or credit card service, which may result in overspending and huge debts. The products and services of TISCO Bank are mainly offered in the form of consumer loans and related financial services, in response to customer demand for housing, vehicles, and cash flow for business operations. TISCO Group also provides savings and investment products to boost long term savings and prudent investment under the advisory services of well trained investment consultants and marketing officers, and offers monthly seminars for customers seeking a better understanding of financial services.

Furthermore, to provide the best financial services, the group requires that its employees follow the guidelines set out in its "Know Your Customers" measures and under the "Customer Due Diligence" policy, bank employees must ensure that the services granted by TISCO are given at an appropriate risk level for each customer. This policy also requires that projects financed by the Bank operate in compliance with environmental regulations and do not create any adverse effects for the community and environment. Moreover, TISCO had established a "Productivity Improvement" department in 2009 to be responsible for improving operating process and resources efficiency usage of the organization.



TISCO Bank launched a new product called "TISCO Purse", a two-in-one card which functions as an ATM card and a digital payment card – or smart purse – instead of having to use cash. TISCO Purse cardholders can complete deposits, withdrawals, and money transfers at all TISCO's branches, all banks' ATMs, and also at Post offices nationwide. TISCO Bank also initiated the e-Money ATM machine, also called e-TM machine, a new financial innovation for doing electronic transactions with smart purse and/or ATM cards. Via TISCO e-TMs, customers can complete deposits, withdrawals, money transfers, and payments conveniently. TISCO Purse cardholders can top up their credit by transferring money from their saving accounts into their TISCO Purse card via ETMs. In 2009, our electronic card "TISCO Purse" was recognized as one of the innovative products from Financial Insights Innovative Awards by Financial Insights Asia/Pacific, a well-known research company in Singapore conducting the survey of more than 100 Asian financial institutions.

In addition, TISCO Group always adheres to the principle that our financial services will not be provided to businesses which do not comply with law and regulations, and our financing will not contribute to any social and environmental risk related projects. Besides, a new development in this year was the establishment of a new business unit in the Investment Banking group of TISCO Securities Co., Ltd., named the Clean Development Mechanism (CDM) Division, to help mitigate global warming. The unit will accommodate the system of carbon trading by providing a Certified Emission Reductions brokerage service to work with project owners in identifying the most suitable buyers of CDM credits.

**Trading partners and Creditors** Any conditions within the agreement made with trading partners and creditors will be served honorably by the group. The group refrains from accepting or giving any benefits in bad faith from trading partners and creditors.

**Competitors** TISCO Group executes its business under the principles of fair competition and integrity.

**Employees** TISCO Group recognizes and values the dedication and commitment of staff in carrying out their duties. As an organization built on the solid foundation of good corporate governance, the group's goal is to equip employees with the education and training they need to serve customers with the highest standards of professionalism. To ensure that our people are rewarded fairly for their dedication, a performance management system is in place so that all may enjoy the fruits of the group's success.

Furthermore, TISCO Group places a high value on education and learning as an important part of its corporate culture. As such, training and development activities are therefore aligned with corporate goals and policy directives. While every employee is responsible for their own career path development, the group encourages them to express their goals and expectations through the performance management system and equips them with appropriate tools. The group also invests in human resources development to improve employee potential, thus enabling them to meet the highest requirements of professional ethics (See more details in Section 9.8 Human Resources).

The group's policies and objectives are delivered through continuous training and development programs as follows:

1. Specific Knowledge and Skills Training, which requires business units to plan staff development activities according to specific requirements.
2. Basic Training Courses designed to align employee knowledge and understanding with the requirements of their functions.
3. Strategic Policy Training

In 2009, the Human Resource & Organization Development department has continually arranged several training programs for TISCO employees throughout the year. TISCO held 238 in house courses with 1,226.50 training hours, and 295 outside programs of 3,076.50 training hours. In total the company provided 533 training programs using 4,303 training hours.

**Society** TISCO Group recognizes its responsibility for taking a leading role in making society a better place. Therefore, the group exercises this responsibility through a broad array of initiatives aimed at creating opportunities for sustainable development. TISCO's charitable works include scholarships for needy students and donations to support worthy causes. The group also extends its support to cultural and environmental activities.

**Environment** TISCO Group consistently supports activities aimed at conserving both internal and external resources and the environment. The group strives to cultivate the values of social responsibility and environmental awareness among all employees.

The Group's policy for protecting the rights and interests of shareholders, employees, customers, trading partners, creditors and competitors is disclosed in Part 2, Section 9.5 Corporate Governance.

### 12.3 Corporate Social Responsibility Highlights in 2009

TISCO group always gives emphasis to a long-term project to achieve sustainable development. Through the TISCO Foundation for Charity, the group has handed out many scholarships for needy students, provide medical funding assistance for destitute patients, helped underprivileged people get back on their feet with business start-up funds, and supported a wide array of important social and community activities as follow;

## 1. Social Supports

### 1.1 TISCO Foundation for Charity

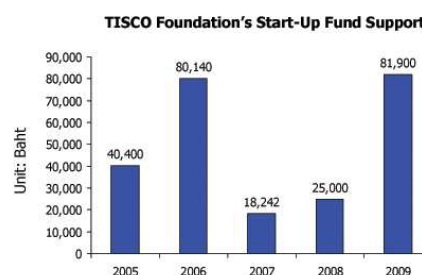
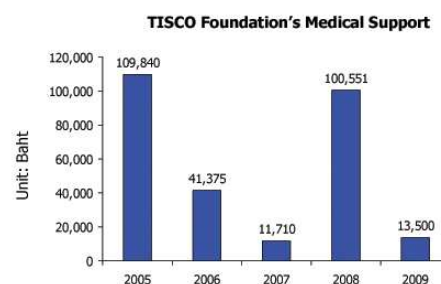
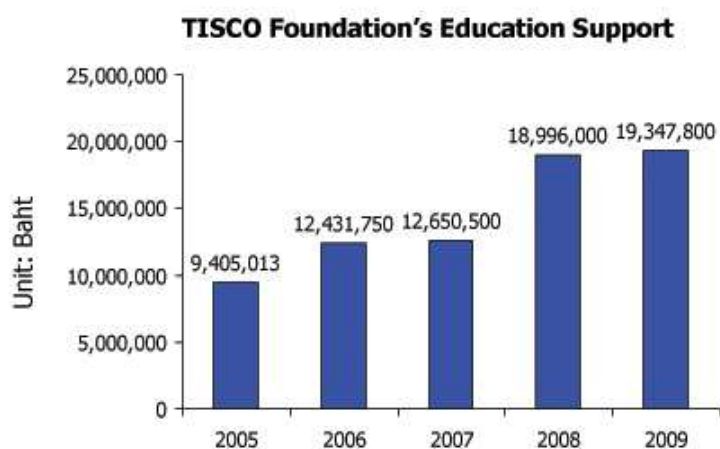
As a demonstration of TISCO Group's long-term commitment to sustainable development, the "TISCO Foundation for Charity" was established in 1982 to work towards the long-term goal of improving society and the nation. Since then, TISCO's major social contributions have been made through the work of TISCO Foundation, which has four primary charitable purposes as follows:

- 1) Providing nationwide educational scholarships for needy students,
- 2) Providing medical funding for destitute patients including donation of artificial organs and prosthesis
- 3) Providing business start-up funds for underprivileged people to promote self-reliance
- 4) Providing support for social and community activities.

Apart from the interest generated by the foundation's capital fund, the foundation has received regular support from TISCO Group, TISCO employees and the general public. The interest income from such funds has been donated to many charitable projects in accordance with the foundation's objectives. In 2009, TISCO mainly contributed to the TISCO Foundation at the total amount of 19,443,200 baht.

**TISCO Foundation's Social Support Activities (Unit: Baht)**

Year	Education Support	Medical Support	Start-Up Fund	Total
1982-2004	85,477,599	3,939,778	1,700,979	91,118,356
2005	9,405,013	109,840	40,400	9,555,253
2006	12,431,750	41,375	80,140	12,553,265
2007	12,650,500	11,710	18,242	12,680,452
2008	18,996,000	100,551	25,000	19,121,551
2009	19,347,800	13,500	81,900	19,443,200



In 2009, TISCO Foundation provided 6,197 scholarships at the total amount of 19,347,800 baht to needy students at every level throughout the country i.e., 509 scholarships to primary school students, 4,726 scholarships to secondary school students, 532 scholarships to vocational school students, 285 scholarships to university students and 145 scholarships to other levels. Among these scholarships, 3,243 scholarships have been continuously granted, and 2,954 to the new recipients.

Moreover, TISCO Foundation has provided medical support and start-up fund for the underprivileged both in Bangkok and local areas. During the year contributions were 13,500 baht for medical support and 81,900 baht for start-up funds.

#### *Follow-up Progress*

TISCO Foundation has regularly followed-up and made outcome evaluations of the scholarships to maximize its benefits in the future. TISCO Foundation's committee members, staff and voluntary working group usually made follow-up progress in every November by visiting schools and homes of the granted students and also the prospective ones.

In 2009, TISCO Foundation's staff went on field trips to follow up scholarships performance in various provinces, including Bangkok, Mae Hong Son, Chiang Rai, Nakhon Sawan, Prachin Buri, Nakhon Ratchasima, Nakhon Si Thammarat and Trang. As for the start-up fund support, the Foundation's staffs usually visit the fund recipients to see their progress 2 times, once after the funds have been granted for 2 months, and once after 1 year.

### **1.2 40<sup>th</sup> TISCO Anniversary CSR Projects**

To mark the 40<sup>th</sup> anniversary in 2009, CSR projects that were initiated are as follows:

**"Rak Rian Ru Su Chumchon"**, an initiative of TISCO staff with the company support, aims to provide learning opportunities for children and people living in rural areas by building/renovating school libraries and donating books to 40 villages near TISCO's branches around the country. In the next phase of the project, those libraries will be served as a learning center of the community where TISCO staff will regularly support activities to promote learning ability.

#### **"TISCO 40<sup>th</sup> Anniversary School Building"**

A by-project of "Rak Rian Ru Su Chumchon" founded by TISCO staff who worked on location to select 40 schools in rural areas. At Baan Kiew Dong Mafai School in Udon Thani, not to mention the library's conditions, they found that the main school building was almost collapse. Major cracks and deformed building parts were there. Everyone agreed on the spot that the place urgently needs renovation for students' safety. TISCO then provided support of the new building construction. Fund raising activities were held including the selling of a pocket book "Financial Planning of 40 celebs", produced by TISCO, to promote the importance of saving and investment planning for long term goal to the public. All proceedings from the selling with out expense deduction were contributed to the school building fund.

### **1.3 Other Social Support Activities**

A part from continuous social support activities through TISCO Foundation, TISCO Group also supports other social and community development including supporting education of children who have becomes orphans as a result of AIDS through Sem Pringpuangkeo Foundation, assisting underprivileged children through UNICEF, The Foundation of the Welfare of the Mentally Retarded of Thailand under the Royal Patronage of Her Majesty the Queen and Chiang Mai Mass Communication Alumni Association.

## **2. Environmental Conservation**

### *Reforestation Project*

In 2009, TISCO group organized its 22nd annual reforestation trip with participation and 250 staff, mostly new recruits, to plant more than 5,000 saplings on a 18-rai plot of land at the Huay Sai Royal Development Center at Cha-um district, Petchaburi province. Since the reforestation project began in 1991, TISCO staffs have planted more than 340,000 trees on 1,072 rai in Kanchanaburi, Nakhon Nayok and Petchaburi provinces.

Since the reforestation project began in 1991, TISCO staffs have planted more than 340,000 trees on 1,072 rai in Kanchanaburi, Nakhon Nayok and Petchaburi provinces. As part of TISCO Group policy to instill a sense of social responsibility and environment conservation amongst its employees, the group and its staff have embarked on numerous charity ventures focused on preserving the environment. In addition, a special CSR report entitled "Two Decades of TISCO Reforestation" is published to share TISCO group's experience and lesson learned in almost two decades of reforestation activity.

The establishment of a business unit in TISCO's Investment Banking group, the "Clean Development Mechanism (CDM) Division", to provide consultancy to businesses /manufacturers interested in carbon market. Since 2008, the unit provides a Certified Emission Reductions (CERs) that gradually presenting the knowledge to investor and public by supporting a seminar "The First Carbon Neutral Seminar in Thailand : The Promotion of a Socially Responsible Voluntary Carbon Market in Thailand" in order to promote the knowledge and social responsibility and support the voluntary carbon market among private sector and firms in Thailand.

In January and June, 2009, TISCO in collaboration with Thailand Greenhouse Gas Management Organization (Public Organization) , Emergent Venture International (EVI) Company, First Climate Company and Norton Rose Company held a seminar "Post-2012 Carbon Market" to provide the information about the direction of CDM (Clean Development Mechanism) after A.D.2012 in every aspects i.e. demand trend of Carbon Market, role of bank in Thailand and Emission Reduction Purchase Agreement (ERPA).

In addition, TISCO Group's environmental conservations also include resource management policy. TISCO Group places great importance on creating mindset for energy and environmental conservation among TISCO employees, i.e. power saving, travel planning, using environmental-friendly office supplies and waste reduction.

## **3. Support for the Arts and Cultures**

### *Thai Contemporary Art Support*

TISCO Group has been a pioneer and continuous supporter of the Thai contemporary art since 1970, realizing that a vibrant cultural life is important for sustaining national pride and identity. To help promote and preserve Thai culture, TISCO consistently

supported a number of initiatives and collected more than 300 Thai contemporary and modern arts. The TISCO Art Collection has been recognized as one of the best in the country boasting great diversity that unfolds the maturity and long history of nation's contemporary art. The collection covers many early works of prominent artists at present which are rare to find nowadays. It is also considered a reflection of the journey of Thai contemporary art in four decades.

To celebrate our 40<sup>th</sup> anniversary, TISCO held an art exhibition, Four Decades of Thai Contemporary Art, showing 24 masterpieces by 24 well known artists from the collection open to the public for a month at the TISCO headquarter. The exhibition was well received among art lovers and the public. To promote the works of Thai artists to the world, we also created an on-line art gallery, [www.tiscoart.com](http://www.tiscoart.com), so that any one in can enjoy any time, any where in cyber space.

#### *Religious support*

TISCO continues to support important religious traditions, especially in the rural areas where monasteries are center of communities. Through TISCO Bank's provincial branches, merit making activities such as Katin ceremonies were organized annually to provide support to designated temples.

In 2009, the group hosted the kathin ceremony at Wat Thep Nimit in Ayutthaya province. The contribution was intended to support the renovation of the temple's sermon hall which was damaged by recent flood. In addition, TISCO also hosted a religious papha ceremony for Maha Wan temple in Lamphoon.

### **Summary of Corporate Social Responsibility Donations and Supports in 2009**

#### **1. Social support**

##### **1.1 TISCO Foundation for Charity**

<b>Date/Month</b>	<b>Activities</b>	<b>Objectives</b>	<b>Amount (Baht)</b>
All Year	Educational Support	To provide nationwide educational scholarships for needy students	19,347,800
All Year	Medical Support	To provide medical funding for destitute patients	13,500
All Year	Start-Up Fund	To provide business start-up funds for underprivileged people to promote self- reliance	81,900
	Total		19,443,200

##### **1.2 TISCO's 40th anniversary projects**

<b>Date/Month</b>	<b>Activities</b>	<b>Objectives</b>	<b>Amount (Baht)</b>
All year	Rak Rian Ru Su Chumchon"	To provide opportunities for children and people living in underprivileged areas through renovating/improving community libraries to be a better place for learning	1,600,000
	- 40 <sup>th</sup> TISCO Anniversary School Building at Baan Kiew Dong Mafai , Udon Thani	To support construction cost of the school's new building	2,800,000
	- School equipments providing		97,000
	- Production of a pocket book "Financial Planning like 40 celebs"	To raise fund from book selling for school building without deduction of expenses	418,400
All year	Blood Donation for the Thai Red Cross Society	To save life by expands this activity to branch network around the country	197,500
	Total		5,112,900

##### **1.3 Other Social Support Activities**

<b>Date/Month</b>	<b>Activities</b>	<b>Objectives</b>	<b>Amount (Baht)</b>
Jan 09	Donate to the Sem Pringpuangkeo Foundation	To support the operation of the foundation	50,000
Feb 09	Donate to UNICEF	To support the operation of the foundation	80,000
Oct 09	Donate to The Foundation of Chiangmai Mass Communication Alumni Association	To support social activities of the university	30,000
Nov 09	Donate to The Foundation of the Welfare of the Mentally Retarded of Thailand under the Royal Patronage of Her Majesty the Queen	To support operation of the foundation	50,000
	Total		210,000

## 2. Environmental Conservation

Date/Month	Activities	Objectives	Amount (Baht)
June 2009	Reforestation Project - plant more than 5,000 saplings at the Huay Sai Royal Development Center	to instill a sense of social responsibility and environmental conservation amongst the employees	420,000
	Total		420,000

## 3. Support for the Arts and Cultures

Date/Month	Activities	Objectives	Amount (Baht)
March-April 09	"Four Decades of Thai Contemporary Art" exhibition	To promote and preserve Thai culture by publishing TISCO's art collection to celebrate 40 <sup>th</sup> anniversary	2,532,145
Oct 09	Hosted buddhist papha ceremony at Wat Maha Wan in Lampoon	To raise fund for renovation of a library for monks	435,742
Oct 09	Hosted kathin ceremony at Thep Nimit Temple in Ayutthaya	To raise fund for renovation of the sermon hall damaged by the flood	352,940
	Total		3,320,827
<b>Total</b>			<b>30,181,167</b>

TISCO Group endeavors to support CSR projects and activities undertaken in parallel with our business operations. We take pride in our accomplishment each year and have a long-term commitment to continue CSR activities to achieve sustainable development.

### 12.4 The Committee's Planning and Implementation for Corporate Social Responsibility

TISCO Group's CEO and three top executives are TISCO Foundation's Board of Directors, together with other six expertise, who will formulate the Foundation's strategies for maximizing the usefulness of the Foundation's annual budget. In addition, 20 TISCO employees volunteered to assist the Foundation's staff as a working group each year, such as organizing scholarship presentation ceremonies, scholarship follow-up and implementing other fund-raising activities.

For other social activities and charitable events, the Foundation's Board of Directors also advises and approves the budget and then implemented by the project's working group.

The key factor that makes TISCO Group enable to put its planning into implementation is the organizational culture that supports increased cooperation. Each project has its own in-charge person and working group to plan and implement the project, continue follow-up progress and communicate efficiently and continuously for increased cooperation.

Performance Report to the Foundation's Board of Directors for Evaluation and Consideration

Most of social activities are long-term projects and are implemented through TISCO Foundation by the Foundation's Board of Directors and working group. TISCO Group's Board of Directors is regularly reported the Foundation's activities and other social activities in the Board meeting annually.

In addition, TISCO Group provided a Corporate Social Responsibility Special Report in 2009, as one of communication tools of TISCO's social responsibility ideas and activities to our stakeholders and the public.

### 12.5 Honors & Awards in 2009

Awards are recognition of professional success, a reflection of TISCO Group's achievements, and proof of the quality of service and standardized operational policies that TISCO provides. In 2009, the awards received include:

Best Managed Company 2009

TISCO Bank Plc. was named "Best Managed Company in Thailand" by Asiamoney Magazine's poll. The result reflects the opinions of investors, senior analysts and fund managers in Asia region towards all listed companies in each country, and for Thailand, TISCO stood out in the small cap market sized category on the basis of overall management and corporate governance.

#### Best Bank in Thai Baht Corporate Bond 2009

For the fourth consecutive year, TISCO bank won “Best Bank in Thai Baht corporate Bonds – Sell side 2009” in Bond Dealers service of The Asian currency Bond Benchmark Awards arranged by The Asset Magazine who conducts a survey across nine markets in the region. The finding of institutional investors reflects their opinions towards dealer services in this region. The criteria includes service quality, trade volume and investor relations.

#### Best CSR Nominees - SET Awards 2009

The SET Awards 2009 was organized by the Stock Exchange of Thailand to honor outstanding listed companies, securities companies and asset management companies who performed best in their category. This year TISCO Group was nominated for “Best Corporate Social Responsibility Awards” of under 10 billion baht market cap sized company. Through 40 years of operation, doing business with social responsibility has been in practice at TISCO. We commit to creating sustainable values for our stakeholders including society and environment.

#### Best Employer of the Year 2009

Hi-way Co., Ltd., a subsidiary of the TISCO group, was named “the Best Employers in Thailand” by Hewitt Associates and Sasin Graduate Institute of Business Administration of Chulalongkorn University in view that the company has close relationship with its 250 staff, provide career advancement, and take good care of its staff like members of a family. The company had won this award before in 2005.

## **Part 2**

### **Certification of the Accuracy of Information**

The Bank has examined the information contained in this annual registration statement and hereby certifies that the information contained herein is neither false nor misleading nor are there any factual omissions. The Bank further certifies that:

- (1) The financial statements and financial summary in this annual registration statement present fairly, in all material respects, the financial position, the results of the operations and cash flows of the Bank and subsidiary companies.
- (2) The Bank shall be responsible for providing sound information disclosure systems to ensure that the Bank has accurately disclosed all the Bank's and subsidiary companies' material information and that all the procedures of the said systems were followed properly.
- (3) The Bank shall be responsible for providing reliable internal control system and ensure that the Bank has comprehensively complied with the said system. Moreover, the Bank has reported the internal control assessment on February 26, 2010 to the auditor and the Audit Committee. The information includes errors and significant changes, if any, of the internal control systems as well as any misconduct which might have an effect on the preparation of the Bank's and subsidiary companies' financial statements.

In order to ensure the authenticity and the wholeness of the said documents, the Bank authorizes Ms. Pakaporn Punyashthiti or Mr. Nipon Wongchotiwat to sign every page of each document. If any document does not contain the signature of Ms. Pakaporn Punyashthiti or Mr. Nipon Wongchotiwat, the Bank will deem that such document is not the document that the Company certified.

<b>Name</b>	<b>Position</b>	<b>Signature</b>
Mr. Pliu Mangkornkanok	Chairman of Board	<i>...Pliu Mangkornkanok .....</i>

<b>Name</b>	<b>Position</b>	<b>Signature</b>
Authorized Signatory    Ms. Pakaporn Punyashthiti	Corporate Secretary	<i>...Pakaporn Punyashthiti ..</i>
Authorized Signatory    Mr. Nipon Wongchotiwat	Head of Planning & Budgeting (TISCO Financial Group Plc.)	<i>..... Mr. Nipon Wongchotiwat .....</i>

## 1.1 Details of Directors, Management and Controlling Persons as of February 16, 2010

Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years							
					Period	Position	Company / Organization	Type of Business				
1. Mr. Pliu Mangkornkanok Director Chairman of the Board (Authorized Signatory)	62	Common -	-	M.B.A. (Finance)	2009-present	<u>TISCO Group</u>	TISCO Financial Group Public Company Limited	Holding Company				
		Preferred -		University of California at Los Angeles, USA		Chairman of the Executive Board						
				M.S. (Industrial Engineering)		2008-present			Group Chief Executive Officer	TISCO Financial Group Public Company Limited	Holding Company	
				Stanford University, USA		2009-Present			Director	TISCO Bank Public Company Limited	Bank	
				B.Eng. (Industrial Engineering)		2005-2008			Chairman of the Board	TISCO Bank Public Company Limited	Bank	
				Chulalongkorn University					Director	TISCO Bank Public Company Limited	Bank	
				- Directors Certification Program					Chairman of the Executive Board			
				- Chairman 2000 Program					Chief Executive Officer			
				Thai Institute of Directors Association		2005-2006			Secretary to the Nomination Committee	TISCO Bank Public Company Limited	Bank	
						2002-2005			Director	TISCO Finance Public Company Limited	Finance	
									Chairman of the Executive Board			
									Member of the Nomination Committee			
									Chief Executive Officer			
									<u>Others</u>			
									2008-present	Director	Thai Institute of Directors Association	Association
									2007-present	Executive Director	The Thai Bankers' Association	Association
									2006-present	Director	Amata Spring Development Co., Ltd.	Golf Course
									2004-present	Councillor	Thai Management Association	Association
									1994-present	Director	Phelps Dodge International (Thailand) Co., Ltd.	Manufacture of wire and cable products
									1994-present	Director	P D T L Trading Co., Ltd.	Distributor of electric wires and cable
			1990-present	Director	TISCO Foundation	Foundation						
			1973-present	Director	Rama Textile Industry Co., Ltd.	Manufacturer of Yarn						
			2003-2006	Director	Thai Agro Exchange Co., Ltd.	Fruits & Vegetables Wholesale						
			2002-2005	Chairman	Association of Finance Company	Association						
			2002-2005	Director	Singer (Thailand) Public Co., Ltd.	Manufacture and Distribute of electrical product						
				Chairman of the Compensation Committee								
				Member of the Audit Committee								
				Chairman of the Nomination Committee								



Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years			
					Period	Position	Company / Organization	Type of Business
<b>2. Assoc.Prof.Dr. Angkarat Priebjivat</b> Independent Director Chairperson of the Audit Committee	55	Common - Preferred -	-	Ph.D (Accounting)	2008-present  2007-present 2005-present 2005-2007  2009-present 2008-present 2006-present 2004-present 2002-present 1997-present 1992-present 2004-2009  2002-2009 2006-2008 2005-2008 2002-2005 2001-2005	<u>TISCO Group</u> Independent Director Chairperson of the Audit Committee	TISCO Financial Group Public Company Limited  TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Holding Company  Bank Bank Bank
				New York University, USA		Member, Accounting and Corporate Governance Steering Group	The Securities and Exchange Commission	Independent State Agency
				M.S. (Accounting)		Independent Director and Chairperson of the Audit Committee	Office Mate Public Company Limited	Supplier of full line office products
				Thammasat University		Chairman, Supervisory Committee	The ABF Thailand Bond Index Fund	Fund
				B.B.A. (Accounting)		Independent Director (Accounting Specialist)	Association of Investment Management Companies	Association
				Thammasat University		Advisor to the Audit Committee	TOT Corporation Public Co., Ltd.	Communication
				- Certificate of Capital Market Academy Leadership Program		Associate Professor	National Institute of Development Administration (NIDA)	Educational Institute
				Capital Market Academy		Advisor to the Listing and Disclosure Department	The Stock Exchange of Thailand	Stock Exchange
				- Certificate in International Financial Reporting Standard (IFR)		Member of the Consultative Subcommittee on Cost Accounting Development Project	Commission on Higher Education	Commission on Higher Education
				- Certificate in International Financial Reporting Standard (IFR)		Advisor	The Comptroller General's Department, Ministry of Finance	Government
				The Institute of Chartered Accountants in England and Wales (ICAEW)		Director and Chairperson of the Audit Committee	National Housing Authority	Government
				- Role of Chairman Program		Chairperson of the Accounting Standard Setting Committee	Federation Of Accounting Professions	Federation
				- Monitoring the Internal Audit Function		Specialist - Financial Institutions Policy Group	The Bank of Thailand	The Bank of Thailand
				- Audit Committee Program		Associate Dean of Administrative Affairs and Director of the Executive MBA Program	National Institute of Development Administration (NIDA)	Educational Institute
				- Director Certification Program				
				- Director Accreditation Program				
				- Monitoring the System of Internal Control and Risk Management				
				- Monitoring Fraud Risk Management				
Thai Institute of Directors Association								
<b>3. Ms. Panada Kanokwat</b> Independent Director Member of the Audit Committee	61	Common - Preferred -	-	M.B.A. (Banking & Finance)	2008-present  2008-present  2009 2008-2009 2008-2009 2008-2009 2008-2009 2008-2009 2008-2009 2005-2009 2004-2009 2008 2006 2004-2005	Independent Director Member of the Audit Committee Independent Director Member of the Audit Committee	TISCO Financial Group Public Company Limited  TISCO Bank Public Company Limited	Holding Company  Bank
				North Texas State University, USA		Director	Thai Fatty Alcohols Co., Ltd.	Petrochemical and Chemical
				B.B.A. (Accounting)		Director	PTT Chemical International Pte. Ltd. (Asia Pacific ROH)	Petrochemical and Chemical
				Thammasat University		Director	Thai Oleochemicals Co., Ltd.	Petrochemical and Chemical
				- Certificate of Capital Market Academy Leadership Program		Director	TOC Glycerol Co., Ltd.	Petrochemical and Chemical
				Capital Market Academy		Director	Thai Choline Chloride Co., Ltd.	Petrochemical and Chemical
				- Certificate of Executive Program in International Management		Director	Thai Ethanolamines Co., Ltd.	Petrochemical and Chemical
				Stanford-National University of Singapore		Director	PTT Polyethylene Co., Ltd.	Petrochemical and Chemical
				- Certificate of Building, Leading & Sustaining Innovation Organization		Senior Executive Vice President, Chief Corporate Finance & Accounting	PTT Chemical Public Co., Ltd.	Petrochemical and Chemical
				Sloan School of Management, Massachusetts Institute of Technology, USA		Executive Vice President	PTT Public Co., Ltd.	Oil and Gas
				- Director Certification Program		Director	Bangkok Polyethylene Public Co., Ltd.	Petrochemical and Chemical
				- Director Accreditation Program		Director	Star Petroleum Refining Co., Ltd.	Refinery
				Thai Institute of Directors Association		Director	Rayong Refinery Public Co., Ltd.	Refinery

Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years			
					Period	Position	Company / Organization	Type of Business
4. Prof. Dr. Pranee Tinakorn Independent Director Member of the Audit Committee	60	Common - Preferred -	-	Ph.D. (Economics) University of Pennsylvania, USA M.A. (Economics) University of Pennsylvania, USA B.A. (Economics) Swarthmore College, USA - Director Accreditation Program - Audit Committee Program - Monitoring the System of Internal Audit Function - Monitoring the System of Internal Control and Risk Management - Monitoring Fraud Risk Management - Monitoring the Quality of Financial Reporting Thai Institute of Directors Association		<u>TISCO Group</u>		
					2008-present	Independent Director	TISCO Financial Group Public Company Limited	Holding Company
					2009-present	Member of the Audit Committee		
					2009-present	Independent Director	TISCO Bank Public Company Limited	Bank
					2009-present	Member of the Audit Committee		
					2008-present	<u>Others</u> Executive Director of TDRI	Thailand Development Research Institute Foundation (TDRI)	Foundation
					2008-present	Member of the Committee on Budget Subsidy for Public Services	Ministry of Finance	Government Office
					2005-present	Member of TDRI Council of Trustees	Thailand Development Research Institute Foundation (TDRI)	Foundation
					1979-present	Professor of Economics	Thammasat University	Academic Institute
					2007-2008	Subcommittee on Budget Law under the Committee on Fiscal, Banking and Financial Institutions	National Council of Legislation	Government Office
					2007-2008	Advisor to the Minister of Finance	Ministry of Finance	Government Office
					2007-2008	Member of the Committee on Private Joint Operation in Public Enterprise, CAT Telecom Public Co., Ltd. and True Move Company Limited and Digital Phone Company	CAT Telecom Public Co., Ltd.	Communication
					2007-2008	Member of Executive Committee	Triam-Udomsukka Alumni Association	Alumni Association
					2005-2007	Subcommittee of the Thammasat University Council on Assets and Fiscal Affairs	Thammasat University	Academic Institute
					2005-2006	University Committee on Grievance and Appeal	Thammasat University	Academic Institute
					2004-2005	Member of the Thammasat University Council	Thammasat University	Academic Institute
					2004-2005	Member of the Committee on Adjustment of the State Enterprise Capital Act B.E. 2542	Ministry of Finance	Government Office
2003-2006	Dean, Faculty of Economics	Thammasat University	Academic Institute					
2003-2006	Member	Puey Ungphakorn Institute Committee	Institute					
2003-2006	Member of the Research Committee	Secretariate of the House of Representatives	Government Office					
5. Mr. Hon Kit Shing (Alexander H. Shing) Director Chairman of the Executive Board (Authorized Signatory)	33	Common - Preferred -	-	B.Sc. (Economics) Massachusetts Institute of Technology, USA		<u>TISCO Group</u>		
					2009-present	Vice Chairman of the Executive Board	TISCO Financial Group Public Company Limited	Holding Company
					2008-present	Director, Member of the Nomination and Compensation Committee	TISCO Financial Group Public Company Limited	Holding Company
					2009-present	Chairman of the Executive Board	TISCO Bank Public Company Limited	Bank
					2007-present	Director	TISCO Bank Public Company Limited	Bank
					2007-2008	Member of the Executive Board	TISCO Bank Public Company Limited	Bank
					2007-2008	Member of the Nomination and Compensation Committee		
					2008-present	<u>Others</u> Senior Advisor	CDIB & Partners Investment Holding Corporation	Investment
					2005-present	Managing Director	Quintus Capital Group Ltd.	Investment
					2005-2008	Senior Vice President	CDIB & Partners Investment Holding Corporation	Investment
					2005-2008	Director	CDIB & Partners Asset Management Holding Ltd.	Asset Management
2004-2005	Vice President/Advisor	China Development Industrial Bank, Taipei	Bank					
6. Mr. Hirohiko Nomura Director Member of the Executive Board (Authorized Signatory)	46	Common - Preferred -	-	B.A. (Economics) The University of Tokyo, Japan		<u>TISCO Group</u>		
					2009-present	Member of the Executive Board	TISCO Financial Group Public Company Limited	Holding Company
					2008-present	Director	TISCO Financial Group Public Company Limited	Holding Company
					2008-present	Member of the Nomination and Compensation Committee		
					2008-present	Director	TISCO Bank Public Company Limited	Bank
					2008-present	Member of the Executive Board		
					2008	Member of the Nomination and Compensation Committee	TISCO Bank Public Company Limited	Bank
2008-present	<u>Others</u> Managing Director	MHC Consulting (Thailand) Co., Ltd.	Consultant					
2002-2008	Senior Manager, International Credit Division	Mizuho Corporate Bank, Ltd., Head Office	Bank					

Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years			
					Period	Position	Company / Organization	Type of Business
8. Ms. Oranuch Apisaksirikul Director Member of the Executive Board (Authorized Signatory)	52	Common -	-	M.B.A (Finance)	2009-present	<u>TISCO Group</u>	TISCO Financial Group Public Company Limited	Holding Company
		Preferred -		Thammasat University		Member of the Executive Board		
				LL.B.		President		
				Thammasat University		Director		
				B.A. (Accounting & Commerce)		Member of the Executive Board		
				Thammasat University		Director		
				- Directors Certification Program		Chairman of the Board		
				Thai Institute of Directors Association		Director		
						Chairman of the Board		
						Director		
						Chairman of the Board		
						Director		
						Senior Executive Vice President		
						Director		
						Director		
						Chief Financial Officer, Planning and Risk Management		
						<u>Others</u>		
		Advisor, Member of Risk Management Sub-Committee						
		Member of Risk Management Committee						
		Member of Risk Management Sub-Committee						
9. Mr. Suthas Ruangmanamongkol Director Member of the Executive Board (Authorized Signatory) President	49	Common -	-	M.S. (Finance & Banking)	2010-present	<u>TISCO Group</u>	TISCO Financial Group Public Company Limited	Holding Company
		Preferred -		University of Wisconsin-Madison, USA		President		
				M.B.A. (Finance)		Member of the Executive Board		
				Western Illinois University, USA		Director		
				B.Eng. (Computer Engineering)		President		
				Chulalongkorn University		Director		
				- Directors Certification Program		Member of the Executive Board		
				Thai Institute of Directors Association		Director		
						Director		
						President		
						Managing Director		
		Head of Commercial Finance Treasury and Funding						
		<u>Others</u>						
		-						
7. Mr. Pichai Chanvirachart Director	60	Common -	-	B.B.A. (Finance)	2009-present	<u>TISCO Group</u>	TISCO Financial Group Public Company Limited	Holding Company
		Preferred -		Marshall University, USA		Advisor		
				- Directors Certification Program		Director		
				Thai Institute of Directors Association		Director		
						Member of the Executive Board		
						President		
						Director		
						Member of the Executive Board		
		President						
		<u>Others</u>						
		Director						
		Director						

Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years			
					Period	Position	Company / Organization	Type of Business
10. Mr. Sakchal Peechapat Senior Executive Vice President Marketing & Customer Relations (Acting)	42	Common -	-	M.B.A. (International Business) University of Hawaii at Manoa, USA B.Eng. (Civil Engineering) (Honour) Kasetsart University - Director Certification Program - Director Accreditation Program Thai Institute of Directors Association - Japan-focused Management Program Japan-America Institute of Management Science, USA - Executive Management Program Faculty of Commerce and Accountancy, Thammasat University				
		Preferred -			2010-present	Senior Executive Vice President	TISCO Financial Group Public Company Limited	Holding Company
					2010-present	Executive Vice President-Marketing & Customer Relations	TISCO Bank Public Company Limited	Bank
					2009-present	Director	TISCO Securities Co., Ltd.	Securities
					2009-present	Director	TISCO Asset Management Co., Ltd.	Asset Management
					2010-present	Chairman of the Board	Hi-Way Co., Ltd.	Leasing
					2009-present	Director	Hi-Way Co., Ltd.	Leasing
					2009-present	Chairman of the Board	TISCO Tokyo Leasing Co., Ltd.	Leasing
					2009	Executive Vice President-Marketing & Customer Relations	TISCO Bank Public Company Limited	Bank
					2008	Executive Vice President-Retail Banking	TISCO Bank Public Company Limited	Bank
					2006-2008	Executive Vice President-Retail Banking and Human Resources and Organization Development (Acting)	TISCO Bank Public Company Limited	Bank
					2005-2006	Executive Vice President-Human Resources and Organization Development	TISCO Bank Public Company Limited	Bank
					2004-2005	Head of Human Resources and Organization Development	TISCO Finance Public Company Limited	Finance
	2002-2004	Deputy Head of Retail Finance and Head of Special Channel Distribution (Acting)	TISCO Finance Public Company Limited	Finance				
	2006-present	<u>Others</u> Director	AXA Insurance Public Co., Ltd.	Insurance				
11. Ms. Nipa Mekara Head of Commercial Banking	49	Common -	-	Master of Business Administration Thammasat University				
		Preferred -			2006 - Present	Head of Commercial Banking	TISCO Bank Public Company Limited	Bank
					2005 - 2006	Acting Head of Commercial Banking Head of Commercial Lending <u>Other</u> -	TISCO Bank Public Company Limited	Bank
12. Mr. Sommai Saeung Head of SME Banking	39	Common -	-	Master of Business Administration University of the Thai Chamber of Commerce				
		Preferred -			2007 - Present	Head of SME Banking	TISCO Bank Public Company Limited	Bank
					2006 - 2007	Head of Marketing - 1	TISCO Bank Public Company Limited	Bank
					2002 - 2005	Head of Special Asset Management - Asset Sale <u>Other</u> -	TISCO Finance Public Company Limited	Finance
13. Mr. Chalit Silpsrikul Executive Vice President Retail Banking	49	Common -	-	M.B.A. Thammasat University B.A. (Accounting) Thammasat University Crestcom Bullet Proof Manager (Management Skill Development Course) Ra Khang Associates Limited Financial Executive Development Program (FINEX 14) The Thai Institute of Banking and Finance Association				
		Preferred -			2010-present	Executive Vice President	TISCO Financial Group Public Company Limited	Holding Company
					2009-present	Executive Vice President - Retail Banking	TISCO Bank Public Company Limited	Bank
					2005-2008	Deputy Head of Retail Banking <u>Others</u> -	TISCO Bank Public Company Limited	Bank
14. Mr. Rungroj Jarasvijitkul Deputy Head of Retail Banking Head of Bangkok Channel	43	Common -	-	Master of Business Administration Chulalongkorn University				
		Preferred -			2009 - Present	Deputy Head of Retail Banking Head of Provincial Channel	TISCO Bank Public Company Limited	Bank
					2005 - 2008	Head of Bangkok Channel Acting Head of Hire Purchase - Commercial Product <u>Other</u> -	TISCO Bank Public Company Limited	Bank

Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years			
					Period	Position	Company / Organization	Type of Business
<b>15. Mr. Suthep Trivannakij</b> Head of Hire Purchase - New Car	47	Common 108 Preferred -	-	Bachelor of Art Bansomdej Rajamangkala Institution	2005 - Present 2003 - 2004	<u>TISCO Group</u> Head of Hire Purchase - New Car Head of Marketing & Business Development <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank
<b>16. Mr. Somsak Wongwachirawanich</b> Head of Hire Purchase - Used Car	48	Common - Preferred -	-	Bachelor of Business Administration (Finance) Ramkhamhaeng University	2002 - Present	<u>TISCO Group</u> Head of Hire Purchase (Used Car) <u>Other</u> -	TISCO Bank Public Company Limited	Bank
<b>17. Ms. Wipa Mettaviharee</b> Head of All Finance & Direct	39	Common - Preferred -	-	Bachelor of Business Administration (Accounting) Rajamangala Institute of Technology	2002 - Present	<u>TISCO Group</u> Head of All Finance & Direct <u>Other</u> -	TISCO Bank Public Company Limited	Bank
<b>18. Mr. Prakrit Shoonhasriwong</b> Head of Mortgage Loan	36	Common - Preferred -	-	Master of Business Administration Chulalongkorn University	2009 - Present 2003 - 2008	<u>TISCO Group</u> Head of Mortgage Loan Head of Marketing <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank
<b>19. Mr. Yuttpong Sriwongjanya</b> Deputy Head of Retail Banking Head of Provincial Channel	43	Common - Preferred -	-	Master of Business Administration The University of Mississippi , U.S.A.	2009 - Present 2004 - 2008	<u>TISCO Group</u> Deputy Head of Retail Banking Head of Provincial Channel Managing Director <u>Other</u> -	TISCO Bank Public Company Limited Hi Way Company Limited	Bank Leasing
<b>20. Mr. Sathian Leowarin</b> Head of Bancassurance - Life	45	Common - Preferred -	-	Master of Business Administration Prince of Songkhla University	2006 - Present 2005 - 2006 2004 - 2005	<u>TISCO Group</u> Head of Bancassurance - Life Head of Retail Marketing Support Head of Marketing <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank Bank
<b>21. Ms. Charupree Chinapongpaisal</b> Head of Bancassurance-Non-Life	54	Common - Preferred -	-	Master of Business Administration (Management) Sukhothai Thammathirath Open University	2000 - Present	<u>TISCO Group</u> Head Of Bancassurance-Non-life <u>Other</u> -	TISCO Bank Public Company Limited	Bank
<b>22. Mr. Nattanan Ananpreeyavit</b> Head of Corporate Contact Center	40	Common - Preferred -	-	Master of Business Administration (Corporate Finance) University of Dallas, U.S.A.	2008 - Present 2007 - 2008 2005 - 2006	<u>TISCO Group</u> Head of Corporate Contact Center Head of E - Channel Head of Internet Trading <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Securities Company Limited	Bank Bank Securities

Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years			
					Period	Position	Company / Organization	Type of Business
<b>23. Mr. Metha Pingsuthiwong</b> First Executive Vice President Banking Service	42	Common - Preferred -	- -	M.B.A. (Finance) University of Wisconsin-Milwaukee, USA B.Eng. (Electrical Engineering) Chulalongkorn University - Directors Certification Program Thai Institute of Directors Association	2010-present 2010-present 2009-present 2009 2005-2008 2005 2002-2005 1999-present	<u>TISCO Group</u> First Executive Vice President First Executive Vice President- Banking Service Director Executive Vice President-Treasury and Banking Operation Executive Vice President- Treasury and Private Banking Executive Vice President- Treasury and Funding Head of Securities Investment and Trading <u>Others</u> Director	TISCO Financial Group Public Company Limited TISCO Bank Public Co., Ltd. TISCO Securities Co., Ltd. TISCO Bank Public Co., Ltd. TISCO Bank Public Co., Ltd. TISCO Finance Public Company Limited TISCO Securities Co., Ltd. K-Line (Thailand) Co., Ltd.	Holding Company Bank Securities Bank Bank Finance Securities Transportation
<b>24. Mr. Picha Ratanatam</b> Head of Wealth Management	39	Common - Preferred -	- -	Master of Business Administration (Finance) California State University at San Diego , U.S.A.	Present	<u>TISCO Group</u> Head of Wealth Management <u>Other</u> -	TISCO Bank Public Company Limited	Bank
<b>25. Mr. Thanom Chairoondeekul</b> Deputy Head of Wealth Management	51	Common - Preferred -	- -	Bachelor of Business Administration (Finance) University of the Thai Chamber of Commerce	Present 2007 - 2010 1994 - 2006	<u>TISCO Group</u> Deputy Head of Wealth Management Head of Private Banking Deputy Head of Funding <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank Bank
<b>26. M.L. Waraporn Worawarn</b> Head of Wealth Product	49	Common - Preferred -	- -	Master Degree (Economic) Dhurakijjundit University	Present 2007 - 2009	<u>TISCO Group</u> Head of Wealth Product Head of Investment Consultant <u>Other</u> -	TISCO Bank Public Company Limited TISCO Asset Management Company Limited	Bank Asset Management
<b>27. Ms. Mallee Peravanichkul</b> Head of Private Banking	55	Common - Preferred -	- -	Diploma (Finance) Kitti Commercial College	Present 2007 - 2010 2003 - 2006	<u>TISCO Group</u> Head of Private Banking Deputy Head of Private Banking Co-Head of Marketing <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank Bank
<b>28. Ms. Sanikorn Suparp</b> Head of Personal Banking	39	Common - Preferred -	- -	Bechelor of Business Administration (Finance) University of the Thai Chamber of Commerce	2007 - Present	<u>TISCO Group</u> Head of Personal Banking <u>Other</u> -	TISCO Bank Public Company Limited	Bank
<b>29. Ms. Karantarat Vongsa</b> Head of Treasury	48	Common - Preferred -	- -	Master of Business Administration Texas A&M University, U.S.A.	1993 - Present	<u>TISCO Group</u> Head of Treasury <u>Other</u> -	TISCO Bank Public Company Limited	Bank
<b>30. Ms. Ladda Kulchatchai</b> Head of Custodian Service	52	Common - Preferred -	- -	Bachelor Degree Of Law Thammasat University	2003 - Present	<u>TISCO Group</u> Head of Custodian Service <u>Other</u> -	TISCO Bank Public Company Limited	Bank

Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years			
					Period	Position	Company / Organization	Type of Business
<b>31. Ms. Suwandee K.laorr</b> Head of Cash Management	44	Common - Preferred -	-	Master of Business Administration (Management ) Thammasart University	2010 - Present 2002 - 2009	<u>TISCO Group</u> Head of Cash Management Head of Payroll Processing <u>Other</u> -	TISCO Bank Public Company Limited TISCO Securities Company Limited	Bank Securities
<b>32. Mr. Kittichai Tonnajarn</b> Head of Counter Services	41	Common - Preferred -	-	Master of Business Administration (General Business) University of Central Arkansas, U.S.A.	Present 2009 - 2010 2006 - 2007 2004 - 2006	<u>TISCO Group</u> Head of Counter Services Head of Logistic & Control Head of Branch System & Control Head of Electronic Banking <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank Bank Bank
<b>33. Ms. Preeyarat Poomdontri</b> Head of Processing & Settlement	54	Common - Preferred -	-	Master Degree of Public and Private Management National Institute of Development Administration	2009 - Present 2004 - 2008	<u>TISCO Group</u> Head of Processing & Settlement Head of Banking & Operation <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank
<b>34. Ms. Saranya Ket-Udom</b> Head of Logistic & Control	49	Common - Preferred -	-	Master of Business Administration (Finance) National Institute of Development Administration	Present 2010 - 2010 2009 - 2010 2007 - 2008 2004 - 2006	<u>TISCO Group</u> Head of Logistic & Control Head of Counter Services Head of Banking Services Head of Branch System & Control Deputy Head of Banking & Operation <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank Bank Bank Bank
<b>35. Ms. Suthinee Muangman</b> Head of Credit Control	56	Common - Preferred -	-	Bachelor of Business Administration (Finance and Banking) Thammasart University	2010 - Present 2008 - 2009 2001 - 2007	<u>TISCO Group</u> Head of Credit Control Deputy Head of Credit Control Head of Office of the Credit Committee <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank Bank
<b>36. Ms. Prapatsorn Arthachinta</b> Head of Commercial Credit	46	Common - Preferred -	-	Master of Business Administration Oklahoma City University, U.S.A.	2005 - Present 2003 - 2004	<u>TISCO Group</u> Head of Commercial Credit Acting Head of Commercial Credit <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank
<b>37. Ms. Nalinvaadee Nainsomboon</b> Head of Office of the Credit Committee	38	Common - Preferred -	-	Master of Business Administration Suffolk University, U.S.A.	2009 - Present 2003 - 2008	<u>TISCO Group</u> Head of Office of the Credit Committee Head of Credit Administrative <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank

Name of Director, Management and Controlling Person	Age (years)	Total Shareholding <sup>1</sup> (shares)	Family Relationship with other Management	Education / Director's Training Course Program	Work Experience within 5 years			
					Period	Position	Company / Organization	Type of Business
<b>38. Ms. Chantana Srisuwanvilai</b> Head of Appraisal & Valuation	54	Common - Preferred -	-	Bachelor of Economics Thammasart University	1998 - Present	<u>TISCO Group</u> Head of Appraisal & Valuation <u>Other</u> -	TISCO Bank Public Company Limited	Bank
<b>39. Mr. Dejphinun Suthadsanasoung</b> Head of Retail Operations	40	Common - Preferred -	-	Master of Business Administration Eastern Michigan university, U.S.A.	2010 - Present 2009 - 2010 2006 - 2008 2005 - 2006 2004 - 2005	<u>TISCO Group</u> Head of Retail Operations Deputy Head of Credit Control Head of Retail Credit & Collection Deputy Head of Retail Banking Head of Retail Credit & Collection Head of Corporate Lending <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank Bank Bank Bank
<b>40. Ms. Penthip Laobooncharoen</b> Head of Retail Credit Processing	43	Common - Preferred -	-	Master of Business Administration (Finance) Thammasart University	2002 - Present	<u>TISCO Group</u> Head of Retail Credit Processing <u>Other</u> -	TISCO Bank Public Company Limited	Bank
<b>41. Mr. Worapoth Tirakaroon</b> Head of Retail Collection	42	Common - Preferred -	-	Master of Business Administration Chulalongkorn University	2005 - Present 2001 - 2004	<u>TISCO Group</u> Head of Retail Collection Head of Collection Services <u>Other</u> -	TISCO Bank Public Company Limited TISCO Bank Public Company Limited	Bank Bank
<b>42. Mr. Sukit Sakulwongyai</b> Head of Retail Service & Support	40	Common - Preferred -	-	Master of Business Administration Thammasat University	2006 - Present 2002 - 2004	<u>TISCO Group</u> Head of Retail Service & Support Head of Special Asset Management - Asset Enforcement <u>Other</u> -	TISCO Bank Public Company Limited TISCO Finance Public Company Limited	Bank Finance
<b>43. Mr. Songsak Nittean</b> Head of Retail Follow-up & Legal	53	Common - Preferred -	-	Bachelor of Laws ( LL.B. ) Ramkhamhaeng University	2004 - Present	<u>TISCO Group</u> Head of Retail Follow Up & Legal <u>Other</u> -	TISCO Bank Public Company Limited	Bank

<sup>1</sup> Including spouse and minor children



**Changes in TISCO Shareholdings by Directors and Management<sup>/1</sup>**
**Attachment 2**

		Common Shares		Preferred Shared	
		Increase (Decrease) During the Year	As of February 16, 2010	Increase (Decrease) During the Year	As of February 16, 2010
1	Mr. Pliu Mangkornkanok	(35,600)	0	(1,983,500)	0
2	Assoc.Prof.Dr.Angkarat Priebjivat	0	0	0	0
3	Ms. Panada Kanokwat	0	0	0	0
4	Prof. Dr. Pranee Tinakorn	0	0	0	0
5	Mr. Alexander H. Shing	0	0	0	0
6	Mr. Hirohiko Nomura	0	0	0	0
7	Ms. Oranuch Apisaksirikul	(100,000)	0	(1,846,200)	0
8	Mr. Suthas Ruangmanamongkol	0	0	(2,110,000)	0
9	Mr. Pichai Chanvirachart	(2,136)	0	(2,170,000)	0
10	Mr. Sakchai Peechapat	(60,000)	0	0	0
11	Mr. Metha Pingsuthiwong	0	0	(178,000)	0
12	Mr. Chalit Silpsrikul	(11,072)	0	0	0
13	Ms. Nipa Mekara	0	0	(160,000)	0
14	Mr. Yuttpong Sriwongjanya	(40,000)	0	0	0
15	Mr. Dejphinun Suthadsanasoung	0	0	0	0

Remark: <sup>/1</sup> Including spouse and minor children

## Report of the Audit Committee

The Audit Committee of TISCO Bank Public Company Limited currently comprises three independent directors:

1. Assoc. Prof. Dr. Angkarat Priebjrivat	Chairperson
2. Miss Panada Kanokwat	Director
3. Prof. Dr. Pranee Tinakorn	Director

The Audit Committee has performed duties and responsibilities according to the Charter of Audit Committee and as delegated by the Board of Directors. The Audit Committee has carried out duties independently and without restrictions as to access to information. The Audit Committee supports the Bank's good corporate governance in accountability, transparency, fairness, integrity, and check & balance, which will serve the best interests of not only shareholders but also employees and other stakeholders.

All members of the Audit Committee attended 12 meetings in Year 2009. Major activities performed by the Committee were as follows:

- **Financial Statements:** Reviewing quarterly, semi-annual and annual financial statements audited by the certified public accountant which consideration for the appropriateness of the Bank's accounting policies used in the preparation of the financial statements and the completeness of information disclosure before recommending to the Board of Directors.
- **Internal Control and Audit:** Reviewing internal control system and internal audit works by considering the management letter issues and the results of assessment by the certified public accountant towards efficiency of the internal audit department, related company transactions and irregularity transactions. Also, assessing the independence of internal audit department and endorsing annual audit plan, strategy, key performance indicators and the Charter of Internal Audit, and acknowledging the results of audits.
- **Regulatory Compliance:** Endorsing annual compliance plan and the Compliance Charter, and acknowledging the compliance activities in Year 2009 covering training and communication for TISCO staff, compliance monitoring, complaint management, examination of TISCO by regulators, and changes in related laws and regulations. Also, meeting with Head of Compliance & Internal Control and Head of Legal in acknowledging the status of regulatory compliance with all necessary rules and regulations, litigation, annual compliance reports and non-compliance issues arising during the year.
- **Suitability of External Auditor:** Considering suitability, selecting and nominating to the Board of Directors and general shareholders' meeting for endorsement a certified public accountant and determining their audit fee. The Committee proposed the appointment of Mr. Supachai Phanyawattano of Ernst & Young Office Limited as the auditor of the Bank for the Year 2009. The Committee viewed that Ernst & Young Office Limited is a qualified audit firm that acquires good credentials and proven track records together with a reasonable audit fee.
- **Transactions with Related Parties and Conflicts of Interests:** Meeting with Financial Controller and the certified public accountant in acknowledging and reviewing related party transactions or transactions that may lead to conflicts of interests for the Year 2009 and the pricing policy for the transactions to ensure the conformity with laws and regulations. The Committee viewed that those transactions were conducted in a normal course of business operation or were justified for the best interests of the Bank. In addition, their disclosures were in compliance with the corporate governance policy and related party transaction policy of the Bank.
- **Risk Management:** Meeting with management in updating and monitoring on the progress of implementation of the operational risk management, and also the status and effectiveness of the enterprise risk management system, risk management framework & tools, risk self-assessment on all types of risks, namely strategic risk, market risk, credit risk, liquidity risk, and operational risk, and the enhancement of risk management system in order to support the minimum credit risk capital requirement based on Basel II – Internal Rating Based Approach (Basel II – IRB).
- **Fraud Risk Management:** Reviewing the internal audit's preliminary report on the assessment of the Bank's fraud prevention and detection system in two perspectives, namely the evaluation of the Bank's strengths and weaknesses in fraud risk management, and the assessment of the Bank's practices to prevent major fraud schemes common to banking organizations, and recommending to the Board of Directors for acknowledgement.
- **Human Resources & Organization Development:** Meeting with Head of Human Resources & Organization Development in acknowledging TISCO Group's employee code of conduct and report of code violations and disciplinary actions in Year 2009.
- **Others:** Acknowledging the results of external assessment and examinations by the Bank of Thailand and the Securities and Exchange Commission, Thailand, and assessing corrective actions on important findings. Also, conducting self assessment, developing an annual plan, and reviewing the Charter of Audit Committee before proposing to the Board of Directors for acknowledgement.

In conducting Audit Committee's self assessment, the Audit Committee compared the Committee's activities to the Charter of Audit Committee, relevant laws and regulations, and leading practices. The Audit Committee opines that the Audit Committee members have carried out their duties and responsibilities adequately and effectively according to the Charter of Audit Committee and as delegated by the Board of Directors.

The Audit Committee has agreed with the certified public accountant that the Bank's financial statements and the disclosure of relevant information are adequate and fairly presented in accordance with generally accepted accounting principles. The Audit Committee also opines that the Bank's internal control system is appropriate and efficient and the Bank properly follows all necessary rules and regulations imposed by the related regulators.

*Assoc. Prof. Dr. Angkarat Priebjrivat*

(Assoc. Prof. Dr. Angkarat Priebjrivat)  
Chairperson of the Audit Committee  
February 8, 2010

**Internal Control System Assessment Questionnaire**

**TISCO Bank Public Company Limited**

**February 26, 2010**

**This questionnaire was completed by the Bank's Board of Directors. It reflects the Board's opinion on the adequacy of the Bank's internal control system.**

**Part 1 Organizational Control and Environment Measure**

The term "organizational control and environment" refers to a strong organizational structure and environment, which are significant foundations for an effective internal control system. It is necessary to create an environment or factors that help the Company's internal control system to function as intended. The control environment would encourage staff to realize the importance of the internal control system. The control environment includes management's emphasis on business ethics, the appropriate organizational structure and clear description of duties as well as written policies and guidelines.

Under Consolidated Supervision framework of the Bank of Thailand, TISCO Financial Group Public Company Limited and its subsidiary companies will operate as the single financial group. The parent company will function as the governance company in overseeing, managing, and controlling business operations of all subsidiary companies in TISCO Financial Group, and also be responsible for the Group strategy, corporate governance, risk & controls, and corporate support functions. Subsidiary companies will function as strategic business units (Operating Company), and be responsible for marketing & customer relationship, and transaction processing & credit control activities.

TISCO Corporate Governance Policy has been established to define group governance structure, code of conduct, operating structure, charters of governance bodies, as well as centralized operating policies in various areas for coherent adoption across all subsidiary companies in TISCO Group. The parent company and subsidiary companies of TISCO Group are required to strictly comply with this Corporate Governance Policy.

The internal control system assessment questionnaire has been performed on a group consolidated basis.

- 1.1 Does the Board ensure that the Company develops clear and measurable operating goals to be used as working guidelines for staff?

Yes  No

The Board defines the Company business strategies, and approves business & operating plan, as directed by TISCO Group's business strategies and action plan. The business plan also includes key performance indicators and business targets of the Company where the variation from these targets is regularly measured and analyzed. In addition, business performance analysis is regularly reported to the Management and business managers for update on progress and achievement of targets. The business performance analysis is also reported to the Board of the parent company on regular basis.

- 1.2 Does the Board review the operating goals to ensure that the goals were set circumspectly and all possibilities to achieve the goals were taken into account? Are the staff's incentive or compensation targets reasonable? Is there undue pressure to achieve unrealistic targets that may lead to fraudulent activities, for example, too high a sales target that may encourage window dressing of the sales amount?

Yes  No

There is no undue pressure to achieve unrealistic targets as targets are basically formulated and proposed by operational functions. Therefore the targets were anticipated from the functions to be achievable. The targets will also be reviewed periodically, i.e. 6 months or whenever there is significant factor affecting the Group's operations. The Company also implements incentive system that will reward employees in form of annual bonus based on their performance under the policy as set by the parent company.

- 1.3 Has the Company's structure been properly organized to help management operate the Company effectively?

Yes  No

The Company's structure has been well defined according to the Group's client-centric business strategies. The Company's business functions have well aligned business directions, which are formulated and implemented for each client segment focus group. This enables different functions to operate their diversified business activities independently in the most effective way, while also remaining focused in the Group common directions, and effectively utilizing group's resources.

- 1.4 Does the Company have a written code of conduct and regulations prohibiting the activities of management and staff that would cause a conflict of interest with the Company? Are there disciplinary procedures for any violations of these regulations?

Yes  No

The code of conduct is a part of TISCO Group compliance manual which are distributed /communicated to every employees.

- 1.5 Does the Company develop written policies and guidelines for financial transactions, purchasing and general management transactions? Are they appropriate and able to detect fraud?

Yes  No

The Internal Control function of the parent company, regularly review the policies and guidelines as appropriate. Internal Audit function of the parent company will audit actual operation in accordance with the policies and guidelines to protect fraud and regularly report results to the Audit Committee. In addition, the Audit Committee will report to the Audit Committee of the parent company.

- 1.6 Is fairness to counter-parties taken into account in determining the Company's policies and guidelines for the Company's benefit in the long run?

Yes  No

The Company emphasizes in customer and business partner satisfaction in its operation in order to strengthen long-term relationship following the Group's policy of being customer's first choice. In addition, the Company strictly follows related customer protection law and ensures that product and service information has been adequately provided to customers through well-trained staff. Also, any complaints from customers are handled by function under the Compliance Committee of the parent company who reports directly to the President of the parent company.

**Part 2 Risk Management Measures**

The Company faces a variety of business risks from internal to external sources. Examples of internal factors causing risk are lack of integrity and ethics by management; and failure by the working system and monitoring to cope with rapid business expansion. External risk factors include changes in technology or consumer behavior, which erode market share. To deal with these risks, management has to carry out the following duties regularly:

- (1) Identify risks
- (2) Analyze risks, concentrating on various scenarios and their effects.
- (3) Manage risks

2.1 Does the Company regularly assess both internal and external risk factors that materially affect the Company's businesses?

Yes  No

The Company regularly performs risk assessment through Risk Management Committee and other supporting functions. Planning and Budgeting function of the parent company constantly assesses internal and external risk factors from strategic and business stand point while Risk Management function regularly assesses financial risks, particularly in the areas of credit, market, and liquidity risks. In addition, operational risk has been regularly assessed by Operational Risk Management function of the parent company.

2.2 Does the Company analyze its businesses to identify situations that cause risk?

Yes  No

Businesses are analyzed in an ongoing basis in order to identify situations that cause risks. While business strategy and action plan revisit is performed semiannually, risks from business activities are analyzed and reported for the Risk Management Committee of the Company and the Risk Management Committee of the parent company to review in an ongoing basis.

2.3 Does the Company have mechanisms to deal with risks and measures to mitigate them?

Yes  No

Procedures and systems to measure and integrate all risks have been set up in writing, including policies and guidelines to manage the risks according to the economic and business condition each year by the Risk Management function of the parent company, with the objective to receive returns that is justified for the controlled risks.

2.4 Does the Company communicate risk management strategy to relevant employees for acknowledgement and action?

Yes  No

The Company has documented policies specifying risk management methodologies and strategies, set forth by the parent company which are distributed to relevant employees for acknowledgement and compliance. Employee awareness to comply with the policies is regularly reinforced with key risk information regularly communicated to relevant employees.

2.5 Does the Company have monitoring systems to ensure that all departments have complied with prescribed risk management procedures?

Yes  No

The Company follows up compliance to the risk management guidelines and limits as set by the parent company on a daily basis. Compliance to the guidelines is also regularly assessed by independent internal auditors of the parent company through established procedures.

**Part 3 Management Control Activities**

Management control activities are integral procedures that help ensure management directives are carried out. The control activities include:

- (1) appropriate authorization and approvals
- (2) segregation of duties
- (3) Proper procedures for transactions executed with major shareholders, directors, management and related persons to protect the Company from improper transfer of benefits
- (4) Compliance with applicable laws and regulations

3.1 Does the Company have a clear, written scope of authority and approval limits?

- Yes  No

The Company has a clear power of attorney and approval limits for employees to act on behalf of the Company. For the loan approval authority, the Company has a clear chart of delegation levels of approval authority.

3.2 Is there a complete segregation of the following duties for crossed-checks (1) approval (2) accounting records and information (3) custody of assets?

- Yes  No

The duties of approval, accounting records and custody of assets are separately responsible by business function, accounting function of the parent company and cashiering & bulk processing function, respectively. Moreover there are specific committees to control risk in any aspects, e.g. Risk Management Committee, Credit Committee and Problem Loan Committee, in separation of business function.

3.3 Does the Company have adequate procedures to ensure that transactions with major shareholders, directors, management or related persons are properly approved as required?

- Yes  No  No such cases

As the Company's transactions with major shareholders, directors, management or related persons are on arm's length basis, they are then processed through the same procedures as other clients are. The Company also discloses such information for transparency in accordance with the principles of good corporate governance and the Group's related party transaction policy. If a director has a personal interest in a matter, the director shall disclose the interest to the board, excuse himself or herself from participation in the discussion and shall not vote on the matter

3.4 Are only persons without conflict of interest authorized to approve the transactions mentioned in 3.3?

- Yes  No  No such cases

3.5 Is approval for transactions in 3.3 made on "an arm's length" basis and for maximum benefit of the Company?

- Yes  No  No such cases



- 3.6 Are there measures to ensure that terms and conditions are complied with throughout the contract period (for example, timely loan repayment and revision of contract) in cases where long-term transactions with related persons are approved (for example, purchase and sell agreement, loan and guaranty)?

Yes  No  No such cases

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- 3.7 Do the procedures for transactions mentioned in 3.3 cover cases whereby major shareholders, directors, management or related persons might have used opportunities or benefits of the Company for themselves?

Yes  No  No such cases

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- 3.8 Does the Company monitor the operation of subsidiaries and related companies regularly as well as set policy directions for persons nominated by the Company to be directors or management of such companies?

Yes  No  No such cases

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- 3.9 Does the Company have measures to ensure that its operations comply with applicable laws for the purpose of mitigating operational risks and protecting its reputation?

Yes  No

The Company's compliance with all regulations is reviewed by Compliance and Internal Control function of the parent company. This function also emphasizes on the communication of all related regulations to the Company's all operational functions in order to improve their understanding and effectively comply with regulations. In addition, the Compliance and Internal Control function of the parent company is responsible to conduct the review of the Company's business operations and procedures to ensure that they comply with related rules and regulations. The Compliance Committee of the parent company oversee, advise, and settle all compliance issues and customer's complaints of the Company with assistance from Legal function and Compliance function of the parent company. In addition, operational risk management function of the parent company also initiated group-wide incident filing and self-assessment system in order to comprehensively monitor compliance and risks, as well as, determine timely action plans in case of any risk incident.

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- 3.10 Does the Company have preventive and corrective measures to ensure the non-recurrence of activities that were not in compliance with law, in case the Company used to have such activities?

Yes  No  No such cases

In case of violation of laws, the Company will preliminarily investigate the cause of actions while also reviewing the operations and compliance processes in order to prevent such violations from recurring in the future. After that, the Compliance and Internal Control function of the parent company will monitor the corrective actions and report progress to the Audit Committee of the Company, the Compliance Committee and the Audit Committee of the parent company respectively. Additionally, infringement of laws and regulations governed by relevant regulators, if the Board of Directors or Bank Management do not take remedial action within the time that the Audit Committee proposed, the Audit Committee shall disclose such infringement in annual report and report to relevant regulators e.g. the Bank of Thailand, the Securities and Exchange Commission, etc.

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**Part 4 Information and Communication Measures**

To carry out their responsibilities carefully, Board members, management, shareholders or other related persons need to make decisions based on accurate and adequate information, both financial and general. Therefore, effective communication with related parties is essential and supports an efficient internal control system. Information should be:

- (1) instructive
- (2) complete
- (3) up-to-date
- (4) in an easy to understand format
- (5) well-arranged

- 4.1 Does the Company provide sufficient and relevant information on issues put before the Board of Directors for their consideration and decisions? (Such information includes details, reasons, effects and options.)

Yes  No

The Company has clear procedures that the Executive Board, authorized by the Board of Directors, will monitor business operations of the Company. The Executive Board will then assign Management to perform part of the Executive Board's responsibilities. Management will regularly report their activities and provide adequate information required by the Executive Board for decision making on a monthly basis. The Executive Board will propose the matters to the Board of Directors for acknowledgement or approval and also report business activities to the Executive Board of the parent company.

- 4.2 Do Board members receive advance notice of the meeting and documents, which contain relevant and sufficient details for consideration at the meeting, at least within the minimum number of days required by law?

Yes - average 7 days before meeting  No

The Company shall send a notice of meeting and related documents to Board members for consideration not less than 7 days in advance of the date of the meeting with the exception in the case of urgency such as an immediate report from government agencies which the Company receives very close to the meeting date.

- 4.3 Do minutes of the Board's meetings contain sufficient information for the shareholders to oversee the activities of the Board members? The information includes the Board members' inquiries, opinions and observations as well as the opinions of members who do not agree with the proposed recommendations, along with their reasons.

Yes  No

The Board members' observations, inquires, opinions and resolutions are always included in the minutes of the Board's meetings.

- 4.4 Does the Company maintain complete and categorized accounting records and documents? Do the auditors ever report any related deficiency? Have reported deficiencies, if any, been corrected?

Yes  No

The auditors have never reported any deficiency in accounting records.

- 4.5 Does the Board consider whether the management has already adopts generally accepted accounting principles suitable for the Company's business type and not adopt ones that might cause the Company to report incorrect operating results?

Yes  No

The Board of Directors emphasize that the Company must adopt conservative framework as its principle accounting policy. The Audit Committee in cooperation with the auditor evaluate and consider whether the accounting policy adopted by the management is in accordance with generally accepted accounting principles and suitable to the nature of businesses. This is to assure that the Company's financial statements are accurate, complete and reliable.

**Part 5 Monitoring**

To operate effectively and efficiently, the Company has to monitor on an ongoing basis to ensure that predefined objectives are achieved, internal controls systems are functioning, improvements are made in association with changing situations and deficiencies are resolved in a timely fashion.

5.1 Does the Board compare the actual operational results with the predefined business plan?

Yes  No  No such cases

The Management reports business performance and financial results compared with predefined business targets to the Executive Board on a monthly basis, and the Board on a bi-monthly basis. The business performance and financial results also report to the Executive Board of the parent company on a regular basis.

5.2 Does the Company take corrective and timely action in cases where there is variance between the predefined plan and actual results?

Yes  No  No such cases

The Executive Board reviews business performance with Management on a monthly basis. In addition, the Group's Performance Dashboard Meeting is organized on a monthly basis among the Management and business line managers. The meeting helps monitor, evaluate and respond to business performance in timely and proactive manners. Any significant deviation of the results from predefined business plans will be identified and discussed so that any corrective actions can be performed promptly.

5.3 Have periodic evaluations of internal control systems been conducted?

Yes  No

The internal control systems of each business processes and activities as well as computerized information system have been evaluated by internal auditors of the parent company periodically.

5.4 Do the internal auditors report their audit results directly to the Board or Audit Committee to ensure that internal auditors are able to work independently and report the audit results openly?

Yes  No  No such cases

Internal Audit function of the parent company, an independent function, performs audit activities and reports audit results directly to the Audit Committee of the Company and parent company. The Audit Committee will then consider the matters and recommend on corrective action to management as well as follow up the disposition and report to the Board of Directors and the Audit Committee of the parent company periodically.

5.5 Are significant deficiencies, if founded, reported directly to the Board/Audit Committee for corrective and timely action?

Yes  No  No such cases

The internal auditors of the parent company shall inform and discuss with the management about their findings and corrective action to be taken. The audit results together with management's response shall instantly be reported to the Audit Committee of the Company and parent company for additional advice, if any.

5.6 Does the Company have to report the progress of corrective action taken to the Board/Audit Committee?

Yes  No

It is reported to the Audit Committee of the Company and parent company continuously and systematically. The Audit Committee, in turn, will present report summaries to the Board continuously.

5.7 Does the Company have a policy for management to report immediately to the Board in cases of fraud or suspected fraud, activities that are not in compliance with the law and other abnormal activities which might have a material impact on the Company's reputation or financial position?

Yes

No

No such cases

The Company will report the significant cases of fraud or suspected fraud, lawsuit filed on the Company and other concerns related to the business operation to Compliance function of the parent company. Significant issues shall be reported to the Compliance Committee of the parent company, who shall make decision on corrective actions or report to the Audit Committee of the parent company for further consideration as deemed appropriate.

**Statement of the Board of Directors' Responsibility for Financial Statements**

The Board of Directors of TISCO Bank Public Company Limited is responsible for the Bank's financial statements and all financial information presented in the annual report. The financial statements have been prepared in accordance with generally accepted accounting standards applicable in Thailand, which are based on appropriate accounting policies, consistently applied and practiced, prudent judgment and best accounting estimates. All material information has been sufficiently disclosed in the notes to financial statements. These financial statements also have been made in compliance with the stipulations of the Notification of the Bank of Thailand and the Office of the Securities and Exchange Commission. The financial statements have been audited and expressed with unqualified audit opinion by an independent auditor, which reflected fair and transparent financial position and operating performance that is useful information for shareholders and general investors.

The Board of Directors has established effective risk management and internal control systems to ensure that the reliability and completeness of financial information are in place, with the ability to protect the Bank's assets, as well as identifying the weaknesses of operation in order to adequately prevent operational risk.

In this regard, the Board of Directors has appointed the Audit Committee, comprising independent directors, to oversee qualitative aspects of financial reporting and internal control systems. The opinion of the Audit Committee with regard to these matters appears in the Report of the Audit Committee in this annual report.

The Board of Directors views that the Bank's internal control systems are satisfactory and provide reasonable assurance as to the reliability of the Bank's financial statements as of December 31, 2009.

*Pliu Mangkornkanok*  
Mr. Pliu Mangkornkanok  
Chairman of the Board

*Suthas Ruangmanamongkol*  
Mr. Suthas Ruangmanamongkol  
President