

The 2012 Annual Genaral Meeting of Shareholders

The Board has always recognized the critical importance of corporate governance in supporting the Bank's sustainable growth, creating shareholder value, and securing trust from all stakeholders, including shareholders, customers, employees, the community. The Board has therefore adopted good corporate governance practices on a continuing basis, reflected in the Bank's awards from several organizations, including, "Best CG Report" for the third year in a row from the Stock Exchange of Thailand (SET Awards 2012), and "The Best of Asia 2012 Award" for the sixth year in a row from Corporate Governance Asia, the leading magazine for Asian corporate governance. The CG assessment results announced by the Thai Institute of Directors (IOD) for 2012 recognized the Bank for the continued development of excellent corporate governance practices for eight years covering the period from 2005 to 2012. Also, the Thai Investors Association scored the Bank at a full 100 points for the third consecutive year for its shareholders' meeting assessment during 2010-2012.

Corporate Governance Policy

The Board has assigned the Nomination, Compensation and Corporate Governance Committee to formulate corporate governance policy and monitor compliance. The Committee also reviews and adapts the policy to ensure that it is in line with guidelines issued by supervisory authorities for commercial banks and listed companies, as well as the internationally accepted standards for corporate governance. The Bank's goal is to adhere to world-class practices in order to benefit stakeholders and retain their confidence.

The Bank has applied its current Corporate Governance Policy since early 2012. The Policy was updated to be more comprehensive by encompassing the issues below:

1) The Policy requires that the Bank has in place a clear vision, mission and code of conduct for the Board and its employees. The Board has approved the Bank's vision to serve as "The Bank of Choice for Our Customers, Shareholders, Employees and Community," as well as its mission to be Thailand's premiere universal bank, with a strong focus on key financial markets and customer segments, maximizing the synergies from its group franchise, together with a strong commitment to meeting its social obligations as an exemplary corporate citizen.

2) The Corporate Governance Policy formalizes, among others, the structure, inclusive of role and responsibility, composition, and tenure of members of the Board and the Board Committees, the Board's meeting procedure, nomination and appointment of members of the Board, orientation for the Board's new members, the holding of positions by the Board's members in other companies, separation of positions among the chairman of the Board, the chairman of Executive Committee, and the president, remuneration of directors and persons with authority to manage its operations, assessment of performance of the Board and persons with authority to manage its operations, succession planning, and the role of the company secretary.

3) The Policy enumerates the right and treatment of stakeholders (shareholders and other stakeholders) in terms of arrangement of shareholders' meeting, dividend payments, and transparency through disclosure of information.

4) The Policy restricts the use of confidential and non-public information by directors and employees, and specifies rules for connected transactions, conflict of interest, and conflict-of-interest reporting.

In this regard, the updated Corporate Governance Policy is shown at the general public at the Bank's website (www.scb.co.th) under the sequence of menu headings "About SCB," "Corporate Governance," and then "Corporate Governance Policy."

2012 Corporate Governance

The Bank's corporate governance practices in 2012 were as follows:

1. Right of Shareholders

The Bank has complied with the Corporate Governance Policy with an aim to ensure that shareholders enjoy their rights and exercise such rights in an equitable manner, such as buying or selling shares, receiving dividends, receiving adequate, timely and complete information about the Bank via easily accessible channels. In addition, shareholders are entitled to take part in material business decisions, e.g., payment of dividends, appointment and removal of directors, determination of directors' remuneration, appointment of auditors, fixing the audit fees, determination on amendment to provisions of the Memorandum and Articles of Association, and approval on special transaction engagement (if any) (e.g., capital increase or reduction, acquisition or disposal of assets, or certain connected transactions, etc.) The shareholders can cast their votes in the aforesaid matters according to details provided in the Notice of the Annual General Meeting of Shareholders. The principles applied by the Bank in respect of treatment of shareholders are shown in detail at the Bank's website (www.scb.co.th) under the sequence of menu headings "About SCB," "Corporate Governance," "Corporate Governance Policy," and then "Rights and Treatment of Stakeholders."

1.1 Shareholders' Meeting

In 2012, the Bank held its Annual General Meeting of Shareholders (AGM) No. 189 on 5 April 2012. The following proceedings were carried out by the Bank to ensure that the shareholders could exercise their rights in accordance with laws and other relevant regulations, including good governance practices.

1) In accordance with the Bank's policy to ensure that shareholders receive clear and adequate information and have sufficient time to consider agenda items of the AGM as well as be able to easily access the Notice of the AGM and its accompanying documents, the Bank disseminated the Notice of the AGM and proxy forms prepared both in Thai and English through the Bank's website 31 days prior to the meeting date. Then, the Notice of the AGM both in Thai and English, together with the 2011 Annual Report (in the form of a CD-ROM) was sent via post to shareholders 14 days in advance of the meeting date. The aforesaid Notice of the AGM contained information, such as date, time and venue of the meeting, and details of each agenda item, (including, factual background and rationale, and opinions or recommendations of the Board) as well as accompanying documents, e.g., minutes of the previous meeting, remuneration of Board members, personal profiles of candidates proposed for election as directors, and audit fees, etc., including details of meeting procedures, voting and proxy appointments. Further, the Bank posted the Notice of the AGM on bulletin boards at the Bank's head office and all branches. The Meeting Notice was also advertised for three consecutive days in newspapers no fewer than three days prior to the date of the AGM. If any shareholders wished to obtain the 2011 Annual Report in printed form before the date of the meeting, they were entitled to receive it from the company secretary upon request.

2) With a policy to encourage all shareholders (individuals, juristic persons and institutional investors) to attend the AGM to exercise their rights in an equitable manner, the Bank delivered the Notice of the AGM together with the Proxy Form B to the shareholders to appoint any other persons as proxies of such shareholders to attend the meeting on behalf of them, for use if they were unable to attend the AGM in person. Furthermore, institutional investors, which are funds or custodians, were invited to appoint their representatives and inspect their rights for the meeting attendance in advance.

3) To facilitate attendance by all shareholders and proxy holders in an equitable manner, the Bank has a policy to set the date and time of the AGM on a working day and hold the meeting at the Bank's head office. On the meeting day, the registration counters were available for document and voting entitlement for a period of two hours in advance of the meeting time. The Bank's meeting registration service made use of a bar code system whereby different counters were set-up for each type of shareholder, i.e., individuals, juristic persons, and funds or custodians. For timely and convenient registration, the Bank allocated to each shareholder and proxy holder the ballots to be used for casting votes for each agenda item with the same barcode as that which the shareholders used for meeting registration. Further, the meeting registration remained open to shareholders during the meeting, allowing shareholders to register and attend the meeting at any time and vote on any agenda item yet to be considered.

4) During the meeting, the chairman of the Board presided as the chairman of the meeting and, last year, all 16 directors of the Bank attended the meeting together with the Bank's senior executives and the external auditors, in order to clarify and answer the issues and questions raised. Prior to starting with the agenda of the meeting, the company secretary informed the meeting regarding the voting procedure for each agenda item. Holders of the Bank's ordinary and preferred shares, including the proxy holders, who attended the meeting, were entitled to cast their votes on the basis of one share for one vote. In order to increase the efficiency and speed of the voting process, only the ballots in which the disapproval and abstention votes are cast were collected. Voting and ballot counting were conducted openly, which were computed based on the bar code system jointly with PDA (Personal Digital Assistant). SCG Legal Counsel Limited was assigned by the Bank to review and inspect the accuracy of proxy appointment, quorum, and vote casting at the meeting. As a consequence, the Bank could report the voting result to the meeting on an agenda item per item basis in a timely, accurate and transparent manner.

5) For shareholders' convenience and easy understanding, multi-media presentations were shown at the meeting. The chairman of the meeting allowed shareholders full opportunity to ask questions and make recommendations on an equitable treatment basis, and provided comprehensive clarification and/or replied to all questions. The directors and management persons jointly responded to shareholder questions and clarified issues while the company secretary took minutes of the meeting and recorded the votes cast under each agenda item. Additionally, the agenda of the meeting was not switched, added to, or revised during the meeting.

6) Following the meeting day in 2012, the 2011 AGM's resolutions in both Thai and English were posted on websites of the Stock Exchange of Thailand and the Bank on the working day following the meeting. Such resolutions were posted at least one hour in advance of trading hours of the Stock Exchange of Thailand. In addition, the minutes of the 2011 AGM were submitted to the Stock Exchange of Thailand within 14 days of the meeting, and disclosed on the Bank's website in both Thai and English to allow shareholders early access to the information and for other persons with an interest to note and study the Bank's AGM proceedings. The minutes were retained for future reference and inspection. Each material matter proposed at the meeting, including the name list of directors and senior executives who attended the meeting, the vote casting procedure, the broad nature of the questions raised by shareholders, and where appropriate, the Board's clarification or response, the resolutions made together with

the number of votes for approval, disapproval and abstention, were recorded in such minutes.

1.2 Dividend Payment

The Bank has a policy to pay dividends at the rate of 30-50% of net profit according to the consolidated financial statements by taking into account the long-term return to all shareholders. The dividends will be paid in any year in which the Bank posts a profit, provided there are no accumulated losses, and the Bank has set aside all statutory and other reserves and is able to maintain adequate capital funds in compliance with the regulatory requirements. The interim dividends are paid within 30 days after the date of approval for the dividend payment by the Board or at the shareholders' meeting.

At the 189th AGM held on 5 April 2012, the shareholders' meeting resolved to approve the dividend payment from the Bank's operational results in the financial year 2011. The dividends were paid to holders of the Bank's preferred and ordinary shares at the rate of Baht 3.50 per share equivalent to Baht 11,897 million or approximately 38.3% of the 2011 net profit, according to the Bank's consolidated financial statements, excluding extraordinary profit. The dividend payment can be described in detail as follows:

1) The Board in its meeting No. 12/2011 dated 23 August 2011 resolved to approve for the interim dividend payment from the Bank's operational results in the first-half year of 2011, and the interim dividends at the rate of Baht 1.00 per share were paid to holders of the Bank's preferred and ordinary shares on 16 September 2011 (24 days after the date of approval for the interim dividend payment by the Board), and

2) The remaining dividends were paid at the rate of Baht 2.50 per share to holders of the Bank's preferred and ordinary shares on 4 May 2012 (30 days after the date of approval for the dividend payment by the shareholders' meeting).

1.3 Communication Among the Bank's Shareholders

The Bank has a policy of not preventing shareholders from communicating or coordinating with one another. The Bank's shareholders can freely access information regarding other shareholders by way of requesting a copy of the list of names of the Bank's shareholders from the Ministry of Commerce.

2. Equitable Treatment of Shareholders

As stipulated in the Bank's Corporate Governance Policy, all shareholders, i.e., major, minor, institutional and foreign shareholders, enjoy their shareholder rights and are treated on an equitable and fair basis. The principles applied by the Bank in respect of equitable treatment of shareholders are shown in detail at the Bank's website (www.scb.co.th) under the sequence of menu headings "About SCB," "Corporate Governance," "Corporate Governance Policy," and then "Rights and Treatment of Stakeholders."

2.1 Invitation to Shareholders to Propose Agenda Items, Candidates for Directorship and Questions in Advance of the Shareholders' Meeting

To ensure that all shareholders are equally treated, the Bank's shareholders are invited to propose significant matters in advance of the shareholder's meeting, i.e., agenda items considered important and beneficial to be included in the shareholders' meeting, qualified candidates for directorship, and questions, criteria of which is posted in detail on the Bank's website. The aforesaid proposals can be submitted to the company secretary via post or E-mail: company_secretary@scb.co.th. The Nomination, Compensation and Corporate Governance Committee will consider and screen the shareholders' proposals and propose them to the Board for consideration. The decision on whether the Bank accepts the proposals will be notified to the proposing shareholders for information. The accepted proposals will be included as agenda items at the next AGM.

In the 2012 AGM, the Bank invited shareholders to propose agenda items, candidates for directorship, and questions three months in advance of the end of the Bank's accounting period, i.e., during 1 October to 31 December 2012. In this regard, no shareholders submitted proposals to the Bank.

2.2 Proxy Appointment for Shareholders' Meeting

At every shareholders' meeting, should there be shareholders who find it inconvenient to attend the meeting in person, they can appoint proxies to attend on their behalf and exercise their rights as shareholders. Three types of proxy forms (Form A, Form B, and Form C) set by the Department of Business Development, Ministry of Commerce, are made available to shareholders.

In the 2012 AGM, proxy Form B in which various items of power delegation in clear detail were specified, together with the Notice of the Annual General Meeting of Shareholders, were delivered to shareholders. As an option to shareholders for proxy appointment, the Bank also made available two independent directors, who did not have any conflict-of-interest issue in the relevant agenda items, to shareholders for their appointment as proxy for attending and voting in the meeting. Personal information in detail regarding such independent directors; such as, historical record, residing address, educational background, position in other business that might have had a conflict of interest with that of the Bank, relationship with the Bank or the Bank's subsidiaries, and interest in relation to the agenda items, were given. The shareholders may therefore select either one of the two independent directors or any other person as their proxy as they deemed appropriate. In addition, shareholders who wanted to use proxy Form A and Form C could download the forms at the Bank's website.

2.3 Ballots for Shareholders' Meeting

In the 2012 AGM, the ballots were used in every agenda item and only the ballots in which the disapproval and abstention votes casted, were collected. In order to ensure that the voting process was conducted in an efficient, accurate, speedy and verifiable manner, voting and ballot counting were computed based on a bar code system conducted jointly with PDA. Prior to starting the meeting, the company secretary informed the meeting of the voting procedure of each agenda item. In addition, the ballots casted for each agenda item were kept for further verification.

2.4 Election of Director on an Individual Basis

In every Annual General Meeting of Shareholders, one-third of the directors will retire by rotation. Five directors were due to retire at the 2012 AGM. The Bank arranged for shareholders to elect each director to replace the outgoing directors one by one by casting their vote in the ballot. Those who voted for disapproval or abstention had their ballots collected and counted, as in vote counting on other agenda items. The AGM minutes also showed the results of each director's election individually.

2.5 Determination of Directors' Remuneration

As stipulated in the Bank's Articles of Association, a director is entitled to remuneration from the Bank, namely gratuities, meeting

allowance, rewards, bonuses, or any other nature of interests pursuant to the consideration of the shareholders' meeting. The Nomination, Compensation and Corporate Governance Committee is assigned by the Board to propose remuneration of directors and provide recommendation to the Board for consideration and proposal to the shareholders' meeting for annual approval. The Board has formulated and adopted a policy that provides remuneration to the directors at an appropriate level and in line with their functional duties.

2.6 Internal Control

The Board places emphasis on preventing Board members and management from using confidential and non-public information for illegitimate gains. The Board had enhanced the Corporate Governance Policy relating to internal control to prevent use of inside information by Board members and employees as well as adopted procedures for connected transactions, prevention of conflicts of interest, including disclosure of beneficial interest, to comply with regulatory requirements and the Bank's Corporate Governance Policy, details of which are as follows and also available on www.scb.co.th under the sequence of menu headings "About SCB," "Corporate Governance," "Corporate Governance Policy" and then "Internal Control."

1) Internal Control on the Use of Inside Information by Directors and Staff

The Board formulates measures designed to disclose and prevent conflicts of interest and prevent the use of non-public information by laying down policy, operational guidelines and supervision through the following means:

- Setting up codes of conduct for both the members of the Board and employees, covering such matters as the use of non-public information and the confidentiality of customer information. The Bank disseminates such codes to all staff and Board members.

- Laying down guidelines for members of the Board and regulations for employees that prohibit directors and relevant staff from using or disclosing non-public information for any personal interest related to securities trading.

- Imposing non-trading periods on directors, executives and employees involved in financial statement preparations, prohibiting them from trading the Bank's securities during a 14-day period preceding the announcement of quarterly, semi-annual, and annual financial statements, and also from investing in any securities to which the Bank's ordinary shares are linked.

- Requiring directors and persons with management authority (as defined in the Financial Institutions Business Act, A.D. 2008) to disclose information on their shareholdings and to report their trading transactions related to the Bank's shares to the Bank and the Securities and Exchange Commission within three days, pursuant to which the company secretary is responsible for collecting data on any change in such shareholding for reporting as part of the regular agenda of the Board meeting.

2) Connected and Conflict-of-Interest Transactions

The members of the Board and executives recognize, and are well aware of, the Bank's policy and guidelines regarding the approval process and engagement in any connected or conflict-of-interest transaction as follows:

- To strictly follow the regulations and notifications of the Stock Exchange of Thailand, the Securities and Exchange Commission and the Capital Market Supervisory Board whereby directors and executives are prohibited from participating in consideration of any matter in which they might have a beneficial interest, and the company secretary takes notes of their related interests in the minutes of the meeting.

- To set a policy for price quotation and other conditions for related-party transactions to ensure that such pricing and conditions are in line with those of other regular business.

- To set forth that the Board (excluding interested members) has a duty to consider and grant approval on any provision of credit facilities or investment the interest or benefit of which relates to the Bank, any director, or person with management authority (as defined in the Financial Institutions Business Act, A.D. 2008).

- To prescribe the regulations regarding appropriate securities trading by employees who are senior executives and/or persons in the units where access to inside information might be misused for their own benefit or the benefit of any other person. Such regulations must also cover any persons related to such executives.

Detailed information regarding transactions between the Bank and related persons is shown on page 74 of this Annual Report.

3) Conflict-of-Interest Report

The Bank requires directors and persons with management authority (as defined in the Financial Institutions Business Act, A.D. 2008) to report to the company secretary on a quarterly basis regarding their interests and interests by persons related to them, as well as subsequent changes in such information. The company secretary has a duty to collect such information, prepare a report in connection therewith, and then inform the chairman of the Board and the chairman of the Audit Committee in compliance with the Securities and Exchange Act, B.E. 2535 (A.D. 1992), whereby that information will further be used for monitoring the transactions between the Bank and directors, persons with management authority, and/or persons related to directors and managers.

Moreover, the Bank has a policy to appoint an independent adviser whose role is to provide opinion on any connected transaction, acquisition or disposal of a significant asset of the Bank and its subsidiary, merger, or such transactions as prescribed in the laws. The Board assigned the Audit Committee to review the procedures and oversight of these transactions to ensure that they are compliant with the laws and regulations.

3. Role of Stakeholders

3.1 Principles and Treatment of Stakeholders

The Bank always recognizes the rights of stakeholders as encapsulated in the Bank's vision of being "The Bank of Choice for Our Customers, Shareholders, Employees and Community." Besides, the Bank continually upholds the principles dealing with stakeholders as specified in the Bank's Code of Conduct, details of which are available on www.scb.co.th under the sequence of menu headings "About SCB," "Corporate Governance," and then "Code of Conduct." In this connection, the Bank's principles and practices under its Code of Conduct regarding stakeholders can be summarized as follows:

Customers: To provide suitable benefits and satisfaction to the Bank's customers through delivery of quality products and services, fair treatment, and safeguards on the confidentiality of information.

The Bank's implementation of this principle, which reflects its responsibility towards its customers, is set out in the section titled "Performance and Plans" on page 29 of this Annual Report.

Shareholders: To deliver satisfactory returns to the Bank's shareholders through sustained, superior operating results as well as effective internal control, auditing systems and risk management.

Implementation of this principle and the Bank's Corporate Governance Policy, which recognizes shareholders' rights and transparent information disclosure, contributed to increasing the Bank's total market capitalization (calculated from ordinary and preferred shares) to Baht 616.9 billion at end 2012 and is the highest among Thai financial institutions.

Employees: To recruit and retain excellent and capable personnel, continually implement employee development programs, and provide job security and career advancement opportunities.

The Bank's implementation on this principle, respect of human rights, equitable treatment of employees, and appropriate employee benefits and development opportunities, are described in the section titled "Human Resources Report" on page 85 of this Annual Report.

Business Partners and Competitors: To conduct business with the Bank's partners and competitors with fairness and confidentiality, in compliance with applicable laws and regulations, not using dishonest or unethical means to gain information about the Bank's partners and competitors.

Creditors and Suppliers: To honor the agreements that the Bank makes with its creditors and suppliers in accordance with the agreed terms and relevant laws and regulations.

Social Responsibility: To conduct the Bank's business with responsibility toward society and with sensitivity regarding issues relevant to the public interest; and to regularly support and participate in activities that are beneficial to the community and society.

In addition to the above-mentioned principle, emphasis was also placed on supporting employees' involvement in activities that benefit society or communities where the Bank's branches are situated, details of which are available in the section titled "Corporate Social Responsibility and Environmental Management" on page 95 of this Annual Report.

Environment: To abide by environmental laws and regulations; implement effective safety and environmental management measures to prevent negative impacts on local communities; and promote employees' awareness of and concern for the environment.

The Bank's emphasis on environmental issues are described in the section titled "Corporate Social Responsibility and Environmental Management" on page 95 of this Annual Report.

Furthermore, to express its willingness on the implementation of anti-corruption efforts, the Bank has jointly signed the "Declaration of Intent in View of Establishing Thailand's Private Sector Collective Action Coalition Against Corruption". To reach that goal, the Bank stands ready to work in cooperation with all segments of the Thai society to foster cleaner business practices and strengthen ethical behavior in all business activities.

3.2 Contact Channels for Stakeholders

The Bank provides channels for various groups of stakeholders to directly contact with its relevant units as follows:

- Customers can communicate with the Bank's branches or the officer/relationship manager in charge.

- Employees are fully informed that the Bank has established channels to accept complaints and reports of employee misconduct. Employees can voice their opinions, report or complaints on any unfair matters, fraud, or misconduct directly to their supervisors or through other channels anonymously as follows:

    - The "Ethics Hot Line" at 0-2544-2500 is a channel to receive complaints or provide answers about unethical practices or misconduct.

    - "Purple People Talk" (purple_talk@scb.co.th) is another channel to anonymously voice opinions, complaints or fraud reports via e-mail. Submitted matters will be treated as confidential.

    - The HR Call Center at 4444 is a channel for inquiries or submitting opinions or complaints.

All matters reported by employees or appellants are treated as confidential, and the Bank has set up a working team to accept opinions and investigate complaints about fraud. If grounds for complaints are proven, the matter will be escalated for disciplinary process. Procedures to report complaints are as follows:

- The employee proposes opinions, reports, or fraud complaints via determined channels whereby he/she can choose to remain anonymous and the reported matter will be kept confidential.
- The Complaint Acceptance Working Team conducts a primary investigation of facts or investigates relevant parties confidentially and reports progress to the appellant if the appellant chooses to be identified.
- The Complaint Acceptance Working Team submits matters supported by sufficient grounds to relevant units in order to appoint an investigation committee according to the Bank's regulations or report matters to the Fraud Management Committee for further action.
- The Bank approaches matters on a case-by-case basis and will not disclose its sources of information to ensure the confidentiality and protection of the appellants.

Moreover, any complaints, suggestions or comments from any stakeholder can also be addressed through the Bank's central channel to the Board and the management of the Bank by contacting:

- SCB Easy Call Center at Phone: 0-2777-7777
- Board Secretariat and Shareholder Services Office at
  Company Secretary
  Board Secretariat and Shareholder Services Office
  The Siam Commercial Bank PCL,
  9 Ratchadapisek Road, Kwang Jatujak,
  Khet Jatujak, Bangkok 10900
  Phone: 0-2544-4221
  Fax: 0-2937-7931
  E-mail: company_secretary@scb.co.th

In this connection, the Bank has formulated a clear policy and practical guidelines for handling complaints from customers, employees and other stakeholders. All complaints received are kept confidential, investigated and resolved and a public report made to the Audit Committee and the Board.

4. Disclosure of Information and Transparency

4.1 Policy and Practices on Information Disclosure

The Bank's policy and procedures on information disclosure are incorporated into its Corporate Governance Policy. Major principles can be summarized as follows:

1) information to be disclosed must be accurate, complete and clear as well as disclosed in a timely fashion;
2) disclosure of information must fully comply to all applicable rules;
3) all of the Bank's stakeholders, including shareholders, investors, analysts and other interested persons must have equal right to know or receive information disseminated by the Bank; and
4) any information that could effect the price of the Bank's shares influence investors' decision making, or could affect the rights of shareholders must be disclosed abruptly through the Stock Exchange of Thailand.

The Bank has also designated persons and/or units responsible for information disclosure, including the period during which the Bank's operating result must be disclosed, as specified in the Corporate Governance Policy. Audited annual financial statements are released within 60 days from the end of each financial year. For each quarterly financial statement, an explanatory section titled "Management Discussion and Analysis" (MD&A) is provided to help investors to better understand the Bank's operating results.

In addition, the Bank's Corporate Governance Policy requires the directors and management to disclose their holdings in the Bank's shares. Changes in the directors' and management's holdings of the Bank's shares in year 2012 are shown on page 266 of this Annual Report.

In 2012, activities by the Investor Relations Division for disclosure of the Bank's information can be summarized as follows:

Forms of Activities	Number of Times
One-on-one meetings/conference calls, with investors and equity analysts	160
General meetings with equity analysts	4
Investor conferences	9
Global road shows	4

Furthermore, the Bank always holds press conferences and media events as well as to issue press releases to publicize and promote its activities.

Interested persons can contact the Investor Relations Division at:
Investor Relations Division, 19th Floor, Zone B
The Siam Commercial Bank PCL, Head Office
9 Ratchadapisek Road, Kwang Jatujak, Khet Jatujak, Bangkok 10900
Phone: 0-2544-4358
Fax: 0-2544-2658
E-mail: investor.relations@scb.co.th
Website: www.scb.co.th

4.2 Auditors

The auditors' qualifications are scrutinized by the Audit Committee with regard to their independence, suitability, professional responsibility, and absense of conflict of interest with the Bank and its subsidiary companies, management, major shareholders or connected persons. The Audit Committee also determines the appropriateness of the annual audit fee based on the scope of audit. The Audit Committee is responsible to propose the list of qualified auditors and the audit fees to the Board for consideration in order to seek approval of shareholders for the auditors' appointment and the determination of audit fees in the AGM.

Details regarding the audit fees and other service fees as well as the auditor's report for year 2012 are available in the sections titled "Audit Fees" and "Audit Report of Certified Public Accountant" of this Annual Report.

5. Responsibilities of the Board

5.1 Board Composition

At the end of 2012, there were 16 Board members. The number of Board members commensurates with the Bank's size and business. The Bank's policy on its Board composition is to comply with the criteria set forth by relevant regulators as well as to possess diversity in terms of knowledge, capabilities and gender.

The 16 Board members comprises four women and 12 men who are professionals with diversified backgrounds in finance, banking, business management, marketing, law, auditing and accounting, corporate governance, social and community responsibility, and other experience considered beneficial to supervising banking business. The Bank has nine independent directors* (representing 56% of the total directors), namely Mr. Anand Panyarachun, Mr. Maris Samaram, Mr. Chumpol NaLamlieng, Prof. Vicharn Panich M.D., Mr. Sumate Tanthuwanit, Assoc. Prof. Dr. Kulpatra Sirodom, Mr. Ekamol Kiriwat, Khunying Jada Watthanasiritham, and Mr. Robert Ralph Parks, three executive directors (representing 19% of the total directors), namely Dr. Vichit Suraphongchai, Mrs. Kannikar Chalitaporn, and Mr. Bodin Asavanich, According to the Bank's Articles of Association, a director, either Dr. Vichit Suraphongchai, chairman of the Executive Committee, or Mrs. Kannikar Chalitaporn, president, is authorized to sign on behalf of the Bank.

The names of the Bank's Board members and their respective number of years in positions are provided in Table 1.

* The terms "independent director" shall have the same meanings as those specified in the Bank of Thailand's Notification No. SorNorSor. 13/2009, Re: Corporate Governance of Financial Institutions, and the Capital Market Supervisory Board's Notification No. TorJor. 28/2008, Re: Application and Approval on the Offering for Sale of Newly Issued Shares, including any amendment to such Notifications (if any). Moreover, an independent director may not hold shares of the Bank in excess of 0.5% of the total number of voting shares of the Bank, or the Bank's parent, subsidiary, or associate company, or the Bank's major shareholder, or the person having controlling power over the Bank, while the number of shares held by any person related to the independent director must also be included for this calculation purpose. This shareholding restriction of not more than 0.5% is the Bank's standard, which is higher than that set by the Capital Market Supervisory Board, which prohibits an independent director to hold more than 1% of the total voting shares of the company of which he/she is a director.

Table 1: Board of Directors

Name	Positions	Number of Years in Positions[4]
1. Mr. Anand Panyarachun	Chairman of the Board, Independent Director, and Member of the Corporate Social Responsibility Committee	1st Round: 7 years (1984 - 1991) 2nd Round: 20 years 2 months (1992 - Present)
2. Dr. Vichit Suraphongchai	Director, Chairman of the Executive Committee, and Member of the Corporate Social Responsibility Committee	13 years
3. Mr. Maris Samaram	Independent Director and Chairman of the Audit Committee	9 years 10 months
4. Prof. Vicharn Panich M.D.	Independent Director and Chairman of the Corporate Social Responsibility Committee	6 years 3 months
5. Mr. Chumpol NaLamlieng[3]	Independent Director and Chairman of the Nomination, Compensation, and Corporate Governance Committee	1st Round: 1 years 8 months (1998 - 1999) 2nd Round: 5 years 11 months (2007- Present)
6. Mr. Sumate Tanthuwanit	Independent Director and Member of the Audit Committee	9 years 9 months
7. Assoc. Prof. Dr. Kulpatra Sirodom	Independent Director and Member of the Audit Committee	3 years 6 months
8. Mr. Ekamol Kiriwat	Independent Director and Member of the Audit Committee	1 years 9 months
9. Dr. Chirayu Isarangkun Na Ayuthaya[1]	Director and Member of the Corporate Social Responsibility Committee	25 years 3 months
10. M.R. Disnadda Diskul[1]	Director and Member of the Corporate Social Responsibility Committee	1st Round: 3 years 2 months (1996 - 1999) 2nd Round: 13 years 9 months (1999 - Present)
11. Khunying Jada Wattanasiritham[3]	Independent Director, Member of the Corporate Social Responsibility Committee, and Member of the Nomination, Compensation, and Corporate Governance Committee	13 years 11 months
12. Miss Supa Piyajitti[1]	Director and Member of the Nomination, Compensation, and Corporate Governance Committee	3 years 8 months
13. Mr. Robert Ralph Parks	Independent Director and Member of the Nomination, Compensation, and Corporate Governance Committee	2 years 9 months
14. Prof. Thosaporn Sirisamphand[1] and 2)	Director and Member of the Nomination, Compensation, and Corporate Governance Committee	6 months
15. Mrs. Kannikar Chalitaporn	Director, President, Member of the Executive Committee, and Member of the Corporate Social Responsibility Committee	10 years 11 months
16. Mr. Bodin Asavanich	Director, Member of the Executive Committee, and Senior Executive Vice President, Group General Counsel	10 years 11 months

Remarks:

1) Dr. Chirayu Isarangkun Na Ayuthaya, M.R. Disnadda Diskul, Miss Supa Piyajitti, and Prof. Thosaporn Sirisamphand represent the majority shareholders.

2) Prof. Thosaporn Sirisamphand was appointed by the Board of Directors as a director on 6 July 2012.

3) Mr. Chumpol NaLamlieng and Khunying Jada Wattanasiritham have been appointed as independent directors since 2009.

4) Information as of 31 December 2012.

5.2 Directors' Term of Position

One-third of the total number of members of the Board must retire by rotation at every Annual General Meeting of Shareholders. The directors who have held office longest since date of election or last reelection shall retire. If the number of directors to retire is not a multiple of three, the number of directors closest to one-third shall retire. However, any retiring director may be re-elected to continue his/her office.

In addition, for transparency and corporate governance purpose, the Bank has set forth the principle that the tenure of an independent director in general should normally not exceed three consecutive terms.

5.3 Segregation of Positions

The Bank has segregated the positions and capacities of the chairman of the Board, the chairman of the Executive Committee, and the president to enhance governance and transparency of internal operations as follows:

Chairman of the Board - The chairman of the Board of Directors is an independent director and shall not be the chairman of the Executive Committee or the president of the Bank, nor be involved in the Bank's routine management. This is in compliance with the principle of segregation of roles in policy formulation and oversight from those in operation management. The key roles of the chairman of the Board are to ensure that board meetings are conducted effectively, that matters that are vital and essential to the Bank's operations are placed on the meeting agenda, particularly corporate strategy related issues, allocate time for management to present clear information, support and allow attending board members to voice their opinions and ask questions, and ensure that board resolutions are clear and the meeting minutes are correct. The chairman of the Board also presides over the shareholders' meeting. Another key role of the chairman is to ensure that the Bank's governance practices are in compliance with adopted policies, such as the composition of the Board, directors' performance of duties, and chief executive succession planning.

Chairman of the Executive Committee - The Board has appointed one of its members as chairman of the Executive Committee with powers and duties to manage and control the business of the Bank as assigned by the Board. The chairman of the Executive Committee is empowered to develop and review key strategies and practices with roles and responsibilities relating to business of the Bank and other Board committees as appointed by the Board of Directors, including overseeing the Executive Committee's compliance with its charter, and signing on behalf of the Bank. The Executive Committee Charter is available to the public on www.scb.co.th under the sequence of menu headings "About SCB," "Corporate Governance," and then "Charter of the Board and Board Committee."

President - Under the Articles of Association, the president is an ex-officio member of the Executive Committee. The president is also an authorized director with powers and duties, as assigned by the Board. The powers and duties of the president in general are in accordance with those stated in the Bank's Corporate Governance Policy.

5.4 Membership of Other Company Boards

The Bank has laid down a clear policy regarding membership of other company boards, which is in line with ethical practices as prescribed by the relevant supervisory bodies, such as the Bank of Thailand and the Stock Exchange of Thailand. The Stock Exchange of Thailand has recommended that a director of a listed company shall not hold positions in more than five listed companies, while the Bank of Thailand has announced that a director of any commercial bank shall not be the chairman, executive director, or an authorized director of limited companies of more than three business groups.

In addition, the Bank has established internal practical guidelines for directorship of other companies, requiring directors to notify the Nomination, Compensation and Corporate Governance Committee in advance before assuming any position in companies or organizations so that the Nomination, Compensation and Corporate Governance Committee may review the appropriateness of the appointment and compliance with relevant laws and regulations. The company secretary shall regularly inform the Board of the membership status of each director. Information on membership in the Boards of other listed companies is disclosed to shareholders on page 244 of this Annual Report and it shows that no directors are holding positions in more than five other listed companies and there are no executive directors holding positions in more than two other listed companies that are not in the SCB group.

5.5 Roles and Responsibilities of the Board of Directors

Directors are committed to pursue the highest standards of ethical conduct. The Board's roles, duties and responsibilities shall be in accordance with those specified by laws, the Bank's Memorandum and Articles of Association, and the resolutions of the shareholders. In addition, the Board's roles and responsibilities are stipulated in the Charter of the Board of Directors, which includes determining, approving, and overseeing the implementation of policies, strategies, financial objectives, operational directions proposed by the management, with the aim of maximizing overall economic value and shareholders' wealth after taking into account the interests of all relevant stakeholders. The Board is also tasked with reviewing and ensuring the appropriateness of the risk management system, the audit and compliance, and the overall internal control processes. Details of the roles, responsibilities, and authority of the Board are available on www.scb.co.th under the sequence of menu headings "About SCB," "Corporate Governance," "Charter of the Board and Board Committee," and then "Charter of the Board of Directors."

In addition to complying with the relevant laws and regulations as mentioned above, the Board shall abide by the following principles as stipulated in the Directors Code of Conduct; a) Honesty, Fairness and Integrity, b) Personal Transactions, c) Confidentiality of Information, d) Disclosure of Interests, e) Abiding by the Law, and 5) Payments, Gifts, Entertainment and Travel. Moreover, the Board, including the Bank's executives, and employees, are committed to pursue the principles under the Corporate Code of Conduct as well. Details regarding the Directors Code of Conduct and the Corporate Code of Conduct are shown on www.scb.co.th under the sequence of menu headings "About SCB," "Corporate Governance," and then "Code of Conduct."

5.6 Board Committees

The Board has appointed the following committees to study and review specific matters.

5.6.1 Board Committees

At present, the Bank has four committees appointed by the Board of Directors comprising: the Executive Committee; the Audit Committee; the Nomination, Compensation and Corporate Governance Committee; and the Corporate Social Responsibility Committee. Each of these committees has its roles and responsibilities clearly defined in its charter. A summary of each committee's operations in 2012 is as follows:

- **Executive Committee**

  Members of the Executive Committee are appointed by the Board, comprising a number of directors and executives at the level of senior executive vice president. The executive directors hold concurrent tenure with that of their directorships. Currently, the Executive Committee has nine members comprising three directors, namely Dr. Vichit Suraphongchai (chairman), Mrs. Kannikar Chalitaporn, Mr. Bodin Asavanich, and another six persons who are the Bank's senior executive vice presidents.

  The major functions and responsibilities of the Committee are to manage the Bank's business by following the Bank's strategies and policies, including screening issues prior to their submission to the Board as well as approving issues within the scope as assigned by the Board. There were 41 meetings held by the Committee in 2012.

- **Audit Committee**

  The Board initially appointed an Audit Committee in 1998 with responsibilities to review the financial statements and consider whether they are accurate and adequate, to ensure that the Bank has efficient systems in internal control and internal audit, to review whether the Bank complies with the laws and regulations imposed by relevant regulatory agencies, as well as to consider and review other issues as stipulated in the Charter of the Audit Committee. Another vital role of the Audit Committee is to consider and propose qualified auditors and audit fees to the Board for consideration prior to seeking approval from the shareholders' meeting. Furthermore, the Audit Committee is tasked to assess the auditors' performance on an annual basis.

  In 2012, the Audit Committee comprised four independent directors, namely Mr. Maris Samaram (chairman), Mr. Sumate Tantuvanit, Assoc. Prof. Dr. Kulpatra Sirodom, and Mr. Ekamol Kiriwat, whose tenure as members of the Audit Committee is concurrent with that of their directorships. Mr. Maris Samaram, Assoc. Prof. Dr. Kulpatra Sirodom, and Mr. Ekamol Kiriwat are the Board members who possess strong knowledge and experience in reviewing financial statements. In 2012, the Audit Committee held 13 meetings and details of its activities are shown on page 82 of this Annual Report.

- **Nomination, Compensation and Corporate Governance Committee**

  The main responsibilities of the Nomination, Compensation and Corporate Governance Committee are to nominate directors and senior management staff as well as to determine and propose appropriate remuneration of the Board and the Board Committees in order for the Board to consider and endorse prior to referring the matter to the shareholders' meeting for approval. In addition, the Nomination, Compensation and Corporate Governance Committee is assigned to assure that the senior management staff are adequately compensated based on their roles and responsibilities, and to formulate the Bank's policy in respect of corporate governance and propose it to the Board for consideration and approval.

  The Nomination, Compensation and Corporate Governance Committee is currently composed of five members, namely Mr. Chumpol NaLamlieng (chairman), Khunying Jada Wattanasiritham, Miss Supa Piyajitti, Mr. Robert Ralph Parks, and Prof. Thosaporn Sirisamphand. Three of them (including the Chairman) are independent directors and the remaining two members are non-executive directors. Tenure of the Committee members is concurrent with that of their directorships. In 2012, the Nomination and Corporate Governance Committee held eight meetings, and details of its activities are provided on page 72 of this Annual Report.

- **Corporate Social Responsibility Committee**

  The roles and responsibilities of the Corporate Social Responsibility Committee are to develop the Bank's direction, and to monitor, supervise, and assess the Bank's business, and activities engaged by the Bank, for the betterment of the country in terms of economic and social welfare and the environment. The Committee performs its roles by laying the foundations of good policy and practice, developing networks, and sustaining them, with an emphasis on the following three principles: 1) developing human resources, especially among the youth, 2) establishing volunteer networks in order to promote the importance of participation on a collaborative basis, which can more effectively drive social betterment, and 3) developing quality of life and protecting the environment, which are crucial factors for sustainable development.

  All seven members of the Corporate Social Responsibility Committee are Board members, comprising Prof. Vicharn Panich M.D. (chairman), Mr. Anand Panyarachun, Dr. Chirayu Isarangkun Na Ayuthaya, Dr. Vichit Suraphongchai, Khunying Jada Wattanasiritham, M.R. Disnadda Diskul, and Mrs. Kannikar Chalitaporn. Tenure of the Corporate Social Responsibility Committee members is concurrent with that of their directorships. In 2012, the Corporate Social Responsibility Committee held eight meetings resulting in the success of the Bank's social activity projects within the framework and policy set by the Board, details of which are shown on page 95 of this Annual Report.

5.6.2 Committees Related to Management

There are six committees related to management, namely the Management Committee, the People Development Committee, the Change Program Steering Committee, the Risk Management Committee, the Assets and Liabilities Management Committee, and the Equity Investment Management Committee. The composition, roles and responsibilities of each Committee are described in the Bank's Corporate Governance Policy, which can be summarized as follows:

- **Management Committee**

  As from early of 2011, the Bank has restructured and renamed the Strategy and Review Committee as the Management Committee. There were 19 meetings held by the Committee in 2012 for its members to discuss and exchange views in relation to the Bank's business operations, and to consider and/or

approve new products, services and operational processes.

- **People Development Committee**

  The People Development Committee was set up in 2010 to formulate policies and strategies of the Bank's human resource management as well as to supervise, monitor and review these policies and strategies. In 2012 the Committee held 11 meetings.

- **Change Program Steering Committee**

  The Change Program Steering Committee is in charge of developing and laying down the program or project framework for the Bank's development, including monitoring each of the projects. There were 14 meetings held by the Committee in 2012.

- **Risk Management Committee**

  The Board of Directors established the Risk Management Committee in 2002. In 2012, the Committee held 11 meetings to set out the policy and guidelines in respect of risk management of the Bank's financial group of companies as well as to supervise, monitor, inspect and assess the risk management results, and to ensure that the Bank's financial group of companies comply with policy and criteria of the risk management as imposed by the Bank and the Bank of Thailand.

- **Assets and Liabilities Management Committee**

  The Assets and Liabilities Management Committee is part of the Bank's market risk management framework. The Committee held 14 meetings in 2012 to formulate strategies to manage the Bank's risks in liquidity, interest rates and exchange rates.

- **Equity Investment Management Committee**

  The Equity Investment Management Committee, which is in charge of formulating the Bank's equity investment strategy for the Boards approval, upon which the committee is tasked with implementing the approved policy. The committee held 4 meetings in 2012.

5.7 Board Meetings

Meetings of the Board of Directors and the Board committees were held in accordance with the meeting rules specified in the Charter of the Board and the charters of the relevant Board committees, including the Corporate Governance Policy. The meeting schedules of each Committee are planned in advance throughout the year. In addition, the Board set a policy that non-executive directors shall meet on a semi-annual basis. At each Board meeting, the meeting documents will be delivered to the directors seven days in advance of the meeting day.

In 2012, there were 12 Board meetings (including two Board Retreats) and two non-executive directors' meetings. Details of each meeting in 2012 are shown in Table 2.

Table 2: Details of Director Attendance Records in 2012

Name	The Board of Directors	The Executive Committee	The Audit Committee	The Corporate Social Responsibility Committee	The Nomination, Compensation, and Corporate Governance Committee	The Annual General Meeting No. 189
1. Mr. Anand Panyarachun	12/12			8/8		1/1
2. Dr. Vichit Suraphongchai	12/12	37/41		7/8		1/1
3. Mr. Maris Samaram	12/12		13/13			1/1
4. Prof. Vicharn Panich M.D.	10/12			7/8		1/1
5. Mr. Chumpol NaLamlieng	12/12				8/8	1/1
6. Mr. Sumate Tanthuwanit	12/12		13/13			1/1
7. Assoc. Prof. Dr. Kulpatra Sirodom	12/12		12/13			1/1
8. Mr. Ekamol Kiriwat[1)]	12/12		10/12		1/1	1/1
9. Dr. Chirayu Isarangkun Na Ayuthaya	12/12			8/8		1/1
10. M.R. Disnadda Diskul	12/12			6/8		1/1
11. Khunying Jada Wattanasiritham[2)]	12/12			6/8	7/7	1/1
12. Miss Supa Piyajitti	12/12				8/8	1/1
13. Mr. Robert Ralph Parks	9/12				5/8	1/1
14. Prof. Thosaporn Sirisamphand[3)]	5/5				3/3	-
15. Mrs. Kannikar Chalitaporn	11/12	39/41		7/8		1/1
16. Mr. Bodin Asavanich	12/12	31/41				1/1
17. Mr. Thevan Vichitakul4)	6/6				4/4	1/1

Remarks:

1) Mr. Ekamol Kiriwat, who had been a member of the Nomination, Compensation and Corporate Governance Committee, was transferred to a new appointment as a member of the Audit Committee on 20 January 2012.

2) Khunying Jada Wattanasiritham, already a member of the Corporate Social Responsibility Committee, was appointed to an additional position as a member of the Nomination, Compensation and Corporate Governance Committee on 20 January 2012.

3) Prof. Thosaporn Sirisamphand was appointed as a director on 6 July 2012 and a member of the Nomination, Compensation and Corporate Governance Committee on 20 July 2012.

4) Mr. Thevan Vichitakul resigned from a director position effective from 1 June 2012.

5.8 Board and Senior Executive Assessment

5.8.1 Board Assessment

Board assessment is divided into three parts covering: 1) self-assessment of individual Board members; 2) assessment of the chairman of the Board; and 3) assessment of the Board as a whole.

The Board assessment is conducted on an annual basis. The Bank takes the comments or recommendations received from the assessment into account in order to enhance the effectiveness of the Board performance and for the best interest of the Bank in respect of good corporate governance. Furthermore, the performance assessment can be used as information to support the Board's recommendation to shareholders to reflect directors who retire by rotation.

In 2012, changes were made to the Board performance assessment. Rather than conducting internal assessments as in the previous years, the Board hired an external consulting firm that has the expertise and experience in this field to conduct these assessments to enhance their effectiveness and quality. The assessment forms, which were revised by the consultant, were sent to each director to complete. The consultant also conducted one-to-one interviews with the directors to gain in-depth opinions. The results were then analyzed and circulated to the Board. The main components in the performance assessment of the whole board are: board structure, strategy and planning, monitoring and oversight, effectiveness of Board committees, corporate governance, director and executive development, and the succession plan for the position of president. The Board chairman's performance was also assessed in aspects such as his conduct of Board meetings and shareholders' meetings.

5.8.2 Senior Executive Assessment

The Nomination, Compensation and Corporate Governance Committee is responsible for the performance assessment of the chairman of the Executive Committee, the president, and senior executives at the level of executive vice president and above on an annual basis, details of which are shown in the "Human Resources Report" on page 85 of this Annual Report.

5.9 Procedure for Nomination of Directors and Executives

The Nomination, Compensation and Corporate Governance Committee is tasked to screen and propose to the Board qualified candidates to serve as directors and members of Board committees. The Committee's recommendations are based on the candidates' knowledge, capabilities, and past experience required to meet the Bank's requirements in filling vacant positions. The Nomination, Compensation and Corporate Governance Committee will consider a list of candidates proposed by shareholders, and individual directors and, after scrutiny to ensure that their qualifications are in compliance with the related laws and regulations, make recommendations to the Board. After the Board acknowledges a candidate, management will seek approval from the Bank of Thailand prior to proposing the candidate to the Board and the shareholders for approval.

The Nomination, Compensation and Corporate Governance Committee is responsible for reviewing and screening senior executive positions at the levels of chairman of the Executive Committee, president, senior executive vice president, first executive vice president, and executive vice president. The Committee, thus, proposes the screened candidates to the Board of Directors for approval. After approval by the Board of Directors, management will finally seek approval from the Bank of Thailand prior to the appointment process.

For the appointment of senior management below the level of executive vice president, the group head of each relevant unit and the Human Resources Group are responsible for considering, screening and proposing such appointment to the president for approval.

The above-mentioned processes for nomination, selection and appointment of directors and senior executives are conducted by the Nomination, Compensation and Corporate Governance Committee and the management team without any discrimination.

5.10 Succession Planning

The Board has assigned the Nomination, Compensation and Corporate Governance Committee to be responsible for succession planning to ensure that the Bank has a succession plan in place for key positions. Details of succession planning are described in the section titled "Human Resources Report" on page 85 of this Annual Report.

5.11 Director and Management Remuneration

The Board had adopted the policy that director remuneration should be at an appropriate level and reflect the duties and responsibilities to fulfill stakeholder expectations and comply with applicable laws and regulations. It is implicit that the Bank's directors must possess appropriate experience and qualifications and must receive appropriate remuneration corresponding to their contributions and responsibilities. The Nomination, Compensation and Corporate Governance Committee is responsible for the proposing remuneration of directors and members of Board committees to the Board for consideration, and proposal to shareholders for annual approval.

5.11.1 Remuneration of Board Members

The current Board remuneration was approved at the 2012 AGM. The chairman of the Board receives a remuneration of Baht 1.8 million per year, and Board members receive Baht 1.2 million per year. This rate was adopted since 2000. In 2012, the Board of Directors, totaling 17 persons, received an aggregate remuneration of Baht 19.69 million.

Furthermore, at the 2012 AGM, shareholders approved a bonus payment to directors at the rate of not more than 0.5 percent of the dividend, and authorized the Board to determine how the bonus should be distributed. As shareholders approved a dividend payment of Baht 11,897 million or Baht 3.50 per share for the Bank's 2011 operating results, the total directors' bonus for 2011 performance was Baht 59.48 million.

Remuneration of the current Board committee members, based on the approval of the 2012 AGM, was as follows:

Board of Directors	Monthly remuneration (Baht)	Meeting allowance (Baht / Time)
Executive Committee		
Chairman	-	-
Members	-	-
Audit Committee		
Chairman	75,000	15,000
Members	50,000	10,000
Nomination, Compensation and Corporate Governance Committee		
Chairman	45,000	15,000
Members	30,000	10,000
Corporate Social Responsibility Committee		
Chairman	45,000	15,000
Members	30,000	10,000

Remark: The chairman of the Executive Committee, president, and director and senior executive vice president, Group General Counsel do not receive remuneration for serving on Board committees.

In 2012, members of the following Board committees, i.e., the Executive Committee, the Audit Committee, the Nomination, Compensation and Corporate Governance Committee and the Corporate Social Responsibility Committee, amounting to a total of 14 persons, received remuneration in the total amount of Baht 7.95 million.

Individual remuneration of the Board is shown in Table 3.

Table 3: Details of Individual Remuneration of the Directors in 2012.

Unit: Million Baht

Name	The Board of Directors	The Executive Committee	The Audit Committee	The Corporate Social Responsibility Committee	The Nomination, Compensation, and Corporate Governance Committee	The Directors' Bonus for 2011 Operations
1. Mr. Anand Panyarachun	1.80			0.44		5.43
2. Dr. Vichit Suraphongchai	1.20					3.62
3. Mr. Maris Samaram	1.20		1.11			3.62
4. Prof. Vicharn Panich M.D.	1.20			0.59		3.62
5. Mr. Chumpol NaLamlieng	1.20				0.66	3.62
6. Mr. Sumate Tanthuwanit	1.20		0.74			3.62
7. Assoc. Prof. Dr. Kulpatra Sirodom	1.20		0.73			3.62
8. Mr. Ekamol Kiriwat[1)]	1.20		0.67		0.03	2.72
9. Dr. Chirayu Isarangkun Na Ayuthaya	1.20			0.50		3.62
10. M.R. Disnadda Diskul	1.20			0.42		3.62
11. Khunying Jada Wattanasiritham[2)]	1.20			0.42	0.41	3.62
12. Miss Supa Piyajitti	1.20				0.44	3.62
13. Mr. Robert Ralph Parks	1.20				0.41	3.62
14. Prof. Thosaporn Sirisamphand[3)]	0.59				0.19	
15. Mrs. Kannikar Chalitaporn	1.20					3.62
16. Mr. Bodin Asavanich	1.20					3.62
17. Mr. Thevan Vichitakul[4)]	0.50				0.19	3.32
18. Mr. John William Hancock[5)]						0.91
Total	**19.69**		**3.25**	**2.37**	**2.33**	**59.48**

Remarks:

1) Mr. Ekamol Kiriwat, who had been a member of the Nomination, Compensation and Corporate Governance Committee, was transferred to a new appointment as a member of the Audit Committee on 20 January 2012.

2) Khunying Jada Wattanasiritham, already a member of the Corporate Social Responsibility Committee, was appointed to an additional position as a member of the Nomination, Compensation and Corporate Governance Committee on 20 January 2012.

3) Prof. Thosaporn Sirisamphand was appointed as a director on 6 July 2012 and a member of the Nomination, Compensation and Corporate Governance Committee on 20 July 2012.

4) Mr. Thevan Vichitakul resigned from the position of director, effective from 1 June 2012.

5) Mr. John William Hancock was retired from the position of director, effective from 5 April 2011.

5.11.2 Remuneration of Executives

The Nomination, Compensation and Corporate Governance Committee is responsible for proposing remuneration for senior executives to the Board of Directors so that the Board will consider and approve an appropriate amount of remuneration according to the Bank's policy. Remuneration must reflect performance of the Bank and individual performance determined under transparent criteria, scope of responsibilities, and competitiveness when compared to leading financial institutions and companies in Thailand.

In accordance with the definition provided by the Office of Securities and Exchange Commission, the word "executives" means "the executives at the senior executive vice president level and up including the executive of the finance and accounting department." In 2012, according to that definition, the remuneration of the 11 relevant executives was Baht 337.87 million. In accordance with the definition provided by the Bank of Thailand, the word "executives" means "the executives at the executive vice president level and up." In 2012, according to that definition, the remuneration for the relevant 74 executives was Baht 966.58 million.

5.11.3 Other Benefits for Directors and Executives

Directors and executives are entitled to receive other benefits in accordance with the Bank's regulations. In 2012, three executive directors of the Bank obtained welfare benefits in the total amount of Baht 1.51 million. As for the Bank's senior executives, they were entitled to welfare and other benefits similar to those provided to other employees; such as, medical welfare, life and accidental insurance, travel and related accommodation expense reimbursement plus the provident fund contribution. The Bank's provident fund contribution in 2012 to eight executives as defined by the Office of Securities and Exchange Commission (i.e., the senior executive vice president level and up including the executive of the finance and accounting department) was Baht 8.06 million, and to 69 executives at the executive vice president level and up including the executive of finance and accounting department according to the definition of the Bank of Thailand was Baht 29.98 million.

5.12 Director Orientation

The Bank holds orientation meetings for new board members. In these meetings, briefings on the Bank's vision, strategies, and key business targets and operations plans are given by the chairman of the Executive Committee, president, and senior executives. Important documents are also provided to new directors, including the Director's Manual, the Memorandum and Articles of Association of the Bank, and the Banks' latest Annual Report and the Directors' Code of Conduct. The main areas of focus are roles and responsibilities of directors, policy statement on corporate governance, approval authorities, prohibitions under applicable laws, and roles and responsibilities of the Board committees.

5.13 Director and Executive Development

The Bank considers director and management development important, and has set a policy to encourage learning activities for directors and management. The Bank encourages its directors to attend courses or join activities aimed at enhancing their performance on the Board and Board committees. Such activities are organized by the Thai Institute of Directors, the Stock Exchange of Thailand, and the Office of Securities and Exchange Commission. The Bank always keeps directors informed of training courses well in advance.

To ensure sustainable growth, the Bank has placed a priority on qualified human resource development for employees at all levels to support business growth and encourage executives and staff to fully utilize their knowledge and capabilities, while receiving opportunities to progress in their careers together with the Bank. Details of executive development are shown in the section titled "Human Resources Report" on page 85 of this Annual Report.

5.14 Board's Support Units

The Bank provides support and attaches importance to units and personnel with responsibility to ensure that the Bank duly complies with laws and regulations in order to support the Board on statutory and good corporate governance matters. Relevant units and personnel are as follows:

5.14.1 Chief Audit and Compliance Officer

The Audit and Compliance Group has been set up and tasked with responsibilities to ensure that the Bank's and the Financial Group's conducts are in compliance with the laws and regulatory requirements as well as with the Bank's own compliance policy. The Group also functions as an independent and neutral unit in auditing tasks and providing systematic advice, enhancement of internal control and risk management systems, and corporate governance. Mrs. Kannika Ngamsopee, first executive vice president, is the Group head and chief audit and compliance officer responsible for ensuring that the Group's responsibilities are carried out. The chief audit and compliance officer reports directly to the president operationally, and reports functionally to the Audit Committee in an independent manner. The Audit Committee has the authority for the appointment, removal, transfer, or dismissal of the chief audit and compliance officer, including merit pay increase.

5.14.2 Company Secretary

The Board of Directors appointed Mrs. Siribunchong Uthayophas, first senior vice president and manager, Board Secretariat and Shareholder Services Office, as company secretary with the responsibilities to support the Board on statutory and good corporate governance matters as set forth by law and those set forth in the Bank's Corporate Governance Policy. The company secretary reports functionally to the chairman of the Board of Directors and operationally to the senior executive vice president, Group General Counsel. Functions and responsibilities of the company secretary are shown on the Bank's website under the sequence of menu headings "About SCB," "Corporate Governance," and then "Company Secretary."

Educational background, work experiences, and records on attending relevant training programs of the two persons mentioned above are shown on page 256 of this Annual Report.