



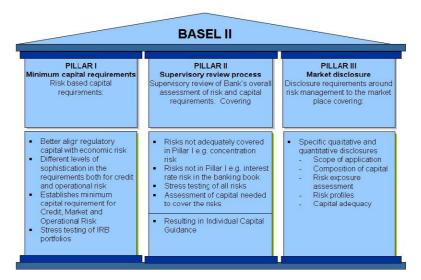
Overview

In November 2008, Bank of Thailand (BOT) announced the notification for Capital Maintenance Supervision of Commercial Banks and several related notifications which are based on "International Convergence of Capital Measurement and Capital Standards – A Revised Framework" (Comprehensive Version: June 2006) from the Basel Committee on Banking Supervision (BCBS), which developed from Basel I guidelines. The objectives of these notifications are to enhance the risk management system and ensure the sound capital adequacy assessment of losses in commercial banks.

This notification (called Basel II) introduces a more risk-based approach to regulatory capital with a distinct charge for operational risk in addition to the existing credit and market risk capital charges.

Basel II is designed to be a catalyst for more advanced risk management techniques, enterprisewide cultures of risk management and improved corporate governance and public disclosure.

The Basel II approach based on the 3 Pillar is displayed diagrammatically below:



Basel II provides an incentive scheme encouraging banks to adopt more advanced risk management practices. To achieve this, Pillar 1 presents banks with a number of options, intended to result in smaller capital charges when the more sophisticated approaches are used, for a given level of risk in a portfolio.

Pillar 2 sets out the requirements for banks to assess aggregate risks. It presents a high level framework for the regulators to review the banks' own assessments of capital required to match these risks. The Pillar 2 framework also provides the supervisors with powers to increase the regulatory capital charge over and above a bank's own estimates, if they feel that risks are understated.



Pillar 3, covered in this report, aims to provide a consistent and comprehensive disclosure framework that enhances comparability between banks and further promotes improvements in risk practices.

Under Basel II, Standard Chartered Bank (Thai) PCL, ("SCBT"), has adopted Advanced Internal Ratings Based (AIRB) approach for the measurement of credit risk and applied the standardized approach for determining the capital requirements for operational and market risks.



Standard Standard Chartered Bank (Thai) PCL Chartered Pillar 3 Disclosures **Pillar 3 Disclosures** 30 June 2010

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1. Scope of Basel II Framework

Pillar 1: Minimum Capital Requirement

The BOT has approved Standard Chartered Bank (Thai) PCL (the Bank) to adopt the AIRB approach which is more advanced risk management framework for the measurement of credit risk capital and under the notification, the bank applying AIRB will start to use capital calculated from Basel II method as regulatory capital for December 09.

The bank is also required to calculate a capital charge to cover market risk and operational risk for which the bank applies the standardised approach.

During the initial year of Basel II implementation (2010-2011), the minimum capital requirements must not be less than 90 per cent of the Basel I capital requirements in 2010; reducing to 80 per cent in 2011.

Pillar 2: Supervisory Review Process

Pillar 2 requires banks to undertake a comprehensive assessment of their risks and to determine the appropriate amounts of capital to be held against these risks where other suitable mitigants are not available. This risk and capital assessment is commonly referred to as an Internal Capital Adequacy Assessment Process (ICAAP) which covers much broader risk types than Pillar 1. Under Pillar 2, BOT are required to under take a review of Banks' ICAAPs. This is referred to as the Supervisory Review and Evaluation Process (SREP).

The bank is currently under develop the ICAAP framework to be applied consistently across the organization to meet the Pillar 2 requirement of BOT. The ICAAP process and report will be completed by end of 2010.

Pillar 3: Market Discipline

Pillar 3 aims to provide a consistent and comprehensive disclosure framework that enhances comparability between banks and further promotes improvements in risk practices. In the notification, BOT has set the minimum data disclosures for qualitative and quantitative data which must cover Capital Structure and Capital Adequacy Assessment, Risk management and assessment, Credit Risk Management under SA and IRB, Credit Risk Mitigation (CRM), Market Risk Management, Operational Risk Management, Interest Rate Risk for banking book, Equities exposure for banking book, etc.

BOT has set the frequency of disclosure on Semi-annually basis and annually basis; First, Capital Structure & adequacy and Market risk information on quantitative data will be disclosed on a semi-annually basis. Second, the full Pillar 3 Disclosure (above mentioned requirements) will be made annually on both qualitative and quantitative data.



2. Scope of Application

In compliance with the requirement under Basel II Pillar 3 and the Bank of Thailand ("BOT") disclosure requirements, the bank has developed a set of disclosures for its position (Solo basis) as of 31 December 2009 covering the following areas:

- Qualitative and quantitative for Capital and the minimum capital requirement for Market risk and Operational risk
- Qualitative for Risk Exposure and Assessment
 - Credit Risk
 - Market Risk
 - Operational Risk
 - Interest Rate Risk in Banking Book
- Quantitative for Market risk and Interest Rate risk in banking book

3. Capital

Capital Management

The Bank's capital management approach is driven by its desire to maintain a strong capital base to support the development of its business, to meet regulatory capital requirements at all time and to maintain appropriate credit ratings.

Approach

The Asset and Liabilities Management Committee (ALCO), appointed by the Management Committee (MANCO) and with authority derived from the Board, is responsible for monitor and control the bank's capital management. Capital plan is periodic reviewed by ALCO. The forecast capital requirements are based on an explicit assessment of the Bank's risk profile and Strategic business direction. The plan also ensures that adequate levels of capital and an optimum mix of the different components of capital are maintained by the Bank to support its strategy. This is integrated with the Bank's annual planning process which takes into consideration business growth assumptions across products, and the related impact on capital resources.

The capital plan takes the following into account:

- Regulatory capital requirements;
- Increases in demand for capital due to business growth, market shocks or stresses;
- Available supply of capital and capital raising options; and
- Internal controls and governance for managing the Bank's risk, performance and capital.



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3.1 Capital structure

SCBT maintains capital to meet the minimum regulatory capital requirements set by the BOT. In addition, the Bank assesses its capital adequacy to support current and future business activities. The following table shows the breakdown of the total regulatory capital for the Bank as at 30 June 2010, compared with the positions as of 31 December 2009.

The Bank's Tier 1 Capital consists of issued and paid up share capital & premium, statutory reserve and retained earnings.

The Bank's Tier 2 Capital comprises the general provision for normal performing loans and the revaluation gain on equity securities under available-for-sale ("AFS") portfolio in the amount as allowed by BOT.

TABLE 1 · Capital structure

TABLE 1 : Capital structure	Unit : 30-Jun-10	Million Baht 31-Dec-09
Tier 1 Capital		0.2000
Paid up capital	14,837	14,837
IPO stock and warrants surplus (discount)	9,056	9,056
Regulatory capital reserve	408	323
Cumulative profit (loss) after allocation	6,648	6,146
Deduction item 50% from Tier 1 capital and 50% from Tier 2 capit	al **	-
Amount of Negative capital Tier 2 **	-	-
Total Tier 1 Capital	30,949	30,362
Tier 2 Capital		
Capital tier 2 before deduction **	434	668
Deduction item 50% from tier 1 capital and 50% from Tier 2 capital	al** -	-
Total Tier 2 Capital	434	668
Total Regulatory Capital	31,383	31,030

^{**} refer to BOT's notification SorNorSor 25/2552: re Pillar 3 disclosure; commercial banks using AIRB approach in calculating credit risk-weighted assets, the first disclosure of capital structure and adequacy relevant to AIRB approach shall be made by using data as at end of June 2010

3.2 Capital adequacy

Under BOT guidelines, the Bank is required to maintain a minimum ratio of total capital to risk weighted assets of 8.50%, with the minimum ratio of tier 1 capital to risk weighted assets at 4.25%. In addition, Tier 2 capital cannot exceed Tier 1 capital.

As of 30 June 2010, SCBT's Total Capital Adequacy Ratio was 18.34%, with Tier 1 Capital Ratio at 18.09%.



Unit: Percent

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TABLE 2: Capital adequacy

	BOT Minimum Requirement	30-Jun-10	31-Dec-09
Total capital funds to risk weighted assets	8.50	18.34	18.71
Tier 1 capital funds to risk weighted assets	4.25	18.09	18.31

3.3 Minimum Capital Requirement

The table below shows a breakdown of minimum Capital requirement for Credit Risk, Market Risk and Operational risk as of 30 June 2010.

TABLE 3: Minimum Capital Requirement

TABLE 3. Millimum Capital Requirement	Unit : Million Baht	
	30-Jun-10	31-Dec-09
Minimum Capital for Credit Risk	10,564	10,062
Minimum Capital for Market Risk (Trading Book)	2,250	2,295
Minimum Capital for Operational Risk	1,730	1,741
Total Minimum Capital Requirements	14,544	14,098

The minimum capital requirement for Credit Risk, the bank uses AIRB approach to calculate credit risk for material portfolios and uses Standardised Approach to calculate credit risk for immaterial portfolios.

The following tables shows minimum capital requirement for credit risk classified by asset classes under AIRB and SA approach:

TABLE 4: Minimum Capital Requirement for Credit Risk Classified by Asset Classes under IRB

	Unit : Million Baht 30-Jun-10
Non-Default exposures	
Claims on sovereigns, financial institutions and Corporates	7,395
Claims on retail portfolios	
Claims on residential mortgage	-
Qualifying revolving retail exposures	-
Other retail exposures	-
Equity exposures	10
Other assets	127
Default exposures	
First-to-default credit derivatives and Securitisation	<u>-</u>
Total minimum capital requirement for credit risk – IRB	7,548



Unit: Million Baht

3,016

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Total minimum capital requirement for credit risk - SA

TABLE 5: Minimum Capital Requirement for Credit Risk Classified by Asset Classes under SA

30-Jun-10 Performing Claims on sovereigns and central banks, MDBs and PSEs treated as claims on sovereigns Claims on financial institutions, PSEs treated as claims on financial institutions, and securities firms 52 Claims on corporates, PSEs treated as claims on corporate 824 Claims on retail portfolios 1.444 Claims on residential mortgage 671 Other assets Non-Performing 25 First-to-default credit derivatives and Securitisation

TABLE 6: Minimum Capital Requirement for Equity Exposure under IRB

Unit: Million Baht
30-Jun-10

Equity exposure exempted from credit risk calculation by IRB

10

Equity exposure subject to the IRB approach

1. Equity holdings subject to the Market-based approach

1.1 Simple Risk Weight Approach

1.2 Internal Model Approach (for equity exposure in banking book)

2. Equity holdings subject to a PD/LGD approach

Total minimum capital requirement for Equity Exposure – IRB

10

4. Risk exposure and assessment

4.1 General qualitative disclosure

Risk Management

The management of risk lies at the heart of the Bank's business. One of the main risks the Bank incurs arises from extending credit to customers through its lending operations. Beyond credit risk, it is also exposed to a range of other risk types such as country risk, market risk, liquidity risk, operational risk, regulatory risk, and reputation risk which are inherent to the Bank's strategy and product range.



Risk Management Framework (RMF)

Effective risk management is fundamental of the bank to be able to generate profits consistently and sustainably and is thus a central part of the financial and operational management of the Bank.

Through its Risk Management Framework (RMF) the Bank manages enterprise-wide risks, with the objective of maximising risk-adjusted returns while remaining within its risk appetite.

As part of this framework, the Bank uses a set of principles that describe the risk management culture the Bank wishes to sustain:

- Balancing risk and reward: risk is taken in support of the requirements of the Bank's stakeholders, in line with the Bank's strategy and within its risk appetite;
 - Responsibility: it is the responsibility of all employees to ensure that risk-taking is disciplined and focused. The Bank takes account of its social, environmental and ethical responsibilities in taking risk to produce a return;
 - Accountability: risk is taken only within agreed authorities and where there is appropriate infrastructure and resource. All risk-taking must be transparent, controlled and reported;
 - Anticipation: the Bank looks to anticipate future risks and maximise awareness of all risks; and
 - Competitive advantage: the Bank seeks competitive advantage through efficient and effective risk management and control.

Risk governance

Ultimate responsibility for setting the Bank's risk appetite and for the effective management of risk is the responsibility of the Board of the Bank (the Board).

The Management Committee (MANCO) is responsible for the day to day management, operation and control of the bank in conformity with policies and strategies approved by the Board of Directors.

The Asset and Liability Committee (ALCO), through its authority delegated by MANCO and with authority derived from the Board, is responsible for the management of capital ratios and the establishment of, and compliance with, policies relating to balance sheet management, including management of the bank's liquidity and capital adequacy.

The Risk Management Committee (RMC), through its authority delegated by the Board, is responsible for the management of all other risks, including the establishment of, and compliance with, policies relating to credit risk, country risk, market risk, operational risk, regulatory risk and reputational risk. The RMC is also responsible for defining the Bank's overall risk management framework.

The Global Markets Committee (GMC), through its authority delegated by RMC, and with authority derived from the Board, is responsible for the risk governance oversight of Global Market Activities, its products, risk management and measurement to be within the regulatory framework. It also reviews the key operation risk arising in Global Markets and ensures that they are being adequately managed.



Risk limits and risk exposure approval authority frameworks are set by the Board in respect of credit risk and market risk. As for credit authority, the Board sets the authority level and delegates such authority to the respective Heads of Credit for Wholesale Bank and Consumer Bank and Country Chief Risk Officer. Further delegation of credit authority is allowed to authorised individuals. The ALCO sets the approval authority framework in respect of liquidity risk.

Business governance and functional heads are accountable for risk management in their businesses and functions. This includes:

- Implementing across all business activities the policies and standards
- · Managing risk in line with appetite levels, and
- Developing and maintaining appropriate risk management infrastructure and systems to facilitate compliance with risk policies

The CEO or CRO chairs the RMC and is a member of the Management Committee.

The Risk function performs the following core activities:

- Informs and challenges business strategy in order to encourage rigour, efficiency, optimisation and transparency in relation to the deployment of risk capital;
- Controls risk management processes separately from the businesses and seeks to ensure discipline and consistency with risk standards, policy and appetite;
- Advises on risk management frameworks, the structuring of products and transactions and on the assessment and measurement of risk;
- Facilitates and manages risk processes and seeks to ensure operational efficiency, effectiveness and best practice; and
- Communicates with stakeholders to demonstrate compliance with requirements in relation to risk management.

The Bank's RMF identifies the risk types to which the Bank is exposed, each of which is controlled by a designated Risk Type Owner (RTO). The RTOs have responsibility for establishing minimum standards and governance and for implementing governance and assurance processes. Hence the RTOs report to the RMC.

Internal Audit is an independent, a separate function that reports to the chairman of the Audit Committee and to the Chief Executive Officer. It provides independent confirmation of compliance with the Bank and business standards, policies and procedures. Where necessary, it will recommend corrective action to restore or maintain such standards.

Risk Appetite

Risk Appetite is an expression of the amount of risk the Bank is willing to take in pursuit of its strategic objectives. Risk appetite reflects the Bank's capacity to sustain potential losses arising from a range of potential outcomes under different stress scenarios.

The Bank defines its risk appetite in terms of both volatility of earnings and the maintenance of minimum regulatory capital requirements under stress scenarios.

The Bank's risk profile is assessed through a 'bottom-up' analytical approach covering all of the Bank's major businesses, and products. The risk appetite is approved by the Board and



forms the basis for establishing the risk parameters within which businesses must operate, including policies, concentration limits and business mix.

The RMC is responsible for ensuring that the Bank's risk profile is managed in compliance with the risk appetite.

Stress testing

Stress testing and scenario analysis are used to assess the financial and management capability of the Bank to continue operating effectively under extreme but plausible trading conditions. Such conditions may arise from economic, legal, political, environmental and social factors.

The Bank has a stress testing framework designed to:

- Contribute to the setting and monitoring of risk appetite;
- Identify key risks to the Bank's strategy, financial position, and reputation;
- Examine the nature and dynamics of the risk profile and assess the impact of stresses on the Bank's profitability and business plans;
- Ensure effective governance, processes and systems are in place to co-ordinate and integrate stress testing;
- · Inform senior management; and
- Ensure adherence to regulatory requirements.

A stress testing forum is led by the Risk function with participation from the businesses and Finance. Its primary objective is to ensure that the Bank understands the earnings and capital implications of specific stress scenarios. The stress testing forum generates and considers pertinent and plausible scenarios that have the potential to affect the Bank adversely.

In view of recent market turbulence, stress testing activity has been intensified at country and business levels, with specific focus on certain asset classes, customer segments and the potential impact of macroeconomic factors. Stress tests have taken into consideration possible future scenarios that could arise as a result of the development of prevailing market conditions.

Business stress testing themes such as high inflation, low inflation or declines in asset values are coordinated by the stress testing forum to ensure consistency of impacts on different risk types or countries. Specific stress tests for risk type are also performed.

Credit risk mitigation

Potential credit losses from any given account, customer or portfolio are mitigated using a range of tools such as collateral, credit insurance, credit derivatives and other guarantees. The reliance that can be placed on these mitigants is carefully assessed in light of issues such as legal enforceability, market value and counterparty risk of the guarantor.

Collateral types which are eligible for risk mitigation include: cash; residential, commercial and industrial property; fixed assets such as motor vehicles, plant and machinery; marketable securities; commodities; bank guarantees and letters of credit. The Bank also



enters into collateralised reverse repurchase agreements. Risk mitigation policies control the approval of collateral types.

Where guarantees or credit derivatives are used as Credit Risk Mitigation (CRM) the creditworthiness is assessed and established using the credit approval process in addition to that of the obligor or main counterparty. The main types of guarantors include bank guarantees, insurance companies, parent companies, shareholders and Export Credit Agencies.

Collateral is valued in accordance with the Bank's risk mitigation policy, which prescribes the frequency of valuation for different collateral types. The valuation frequency is driven by the level of price volatility of each type of collateral and the nature of the underlying product or risk exposure. Collateral held against impaired loans is maintained at fair value.

Certain credit exposures are mitigated using credit default insurance. Where appropriate, credit derivatives are used to reduce credit risks in the portfolio. Due to their potential impact on income volatility, such derivatives are used in a controlled manner with reference to their expected volatility.

The Bank uses bilateral and multilateral netting to reduce pre-settlement and settlement counterparty risk. Pre-settlement risk exposures are normally netted using the bilateral netting documentation in legally approved jurisdictions. Settlement exposures are generally netted using Delivery vs Payments or Payment vs Payments Systems.

4.2 Disclosure in each risk area

4.2.1 Credit risk

According to AIRB approach, the Bank would commence to disclose the credit risk information as of December 2010.

4.2.2 Market risk

The Bank recognises market risk as the risk of loss resulting from changes in market prices and rates. The Bank is exposed to market risk arising principally from customer driven transactions. The objective of the Bank's market risk policies and processes is to obtain the best balance of risk and return while meeting customers' requirements.

The Bank transacts in the money market, foreign exchange markets and capital markets giving rise to market risk exposures. Financial instruments transacted include debt and other securities and certain financial derivative instruments. Derivative instruments are contracts whose characteristics and value are derived from underlying financial instruments, interest rates, exchange rates, or indices. They include futures, forwards, swaps, and options transactions in the foreign exchange and interest rate markets. Derivative contracts entered into by the Bank are primarily over-the-counter derivatives.



The Bank has established market risk management policies and framework, including limit setting, monitoring and reporting and control procedures, which are reviewed regularly by the relevant committees – ALCO, GMC, and the Board. Market risk limits

are proposed by the business within the terms of agreed policy. Risk officers and relevant committees review and approve the limits within delegated authorities, and

monitor exposures against these limits. Risks are monitored against limits on a daily basis.

Types of market risk include:

- Interest rate risk: arising from changes in yield curves, credit spreads and implied volatilities on interest rate options;
- Equity price risk: arising from changes in the prices of equities, equity indices, equity baskets and implied volatilities on related options.
- Currency exchange rate risk: arising from changes in exchange rates and implied volatilities on foreign exchange options; and
- Commodity price risk: arising from changes in commodity prices and commodity option implied volatilities; covering energy, precious metals, base metals and agricultural.

TABLE 7: Minimum Capital for Market Risk (Standardised Approach)

	Unit : Million Baht	
	30-Jun-10	31-Dec-09
Interest rate risk	2,169	1,993
Equity price risk	-	-
Currency exchange rate risk	81	302
Commodity price risk	-	-
Total minimum required capital	2,250	2,295

4.2.3 Operational risk

Operational risk is the risk of direct or indirect loss due to an event or action resulting from the failure of internal processes, people, and internal control system, or from external events. The Bank seeks to ensure that key operational risks are managed in a timely and effective manner through a framework of policies, procedures and tools to identify, assess, monitor, control, and report such risks.

The Country Operational Risk Group (CORG) has been established to supervise and direct the management of operational risks across the Bank. CORG is also responsible for ensuring adequate and appropriate polices and procedures are in place for the identification, assessment, monitoring, control and reporting of operational risks.

An operational risk function, independent from the businesses is responsible for establishing and maintaining the overall operational risk framework, and for monitoring the Bank's key operational risk exposures. This unit is supported by



Wholesale Banking and Consumer Banking Operational Risk units. These units are responsible for ensuring compliance with policies and procedures in the business,

monitoring key operational risk exposures, and the provision of guidance to the respective business areas on operational risk.

Compliance with operational risk polices and procedures are the responsibilities of all staff. CORG has in-country governance responsibility for ensuring that an appropriate

and robust risk management framework is in place to monitor and manage operational risk.

The Bank adopts the Standardised approach for assessing capital requirements for operational risk. The Standardised approach for operational risk capital calculation applies a beta to the average income that was achieved in the previous three years by the Bank. The average income is categorized into business lines in accordance with the Bank Policy.

4.2.4 Interest rate risk in the banking book

Interest rate risk in the banking book refers to any opportunity losses to banks' income and/or economic value due to changes in interest rate, which may arise from both on and off balance sheet positions in banking book.

Interest rate risk from banking book portfolios is transferred to Asset and Liability Management (ALM) desk of Financial Markets through a Fund Transfer Pricing (FTP) process under the supervision of the ALCO. ALM has to manage the volatility and mismatches of assets and liabilities by using on- and off- balance sheet instruments to ensure that interest rate risk is within the given limits approved by the Board.

From FTP concept, businesses will not longer bear interest rate risk. All interest rate risks will be centralized at ALM and ALM has to turn this risk to be revenue opportunity via active ALM strategies. ALM has to manage and monitor interest risk on daily basis.

TABLE 8: Impact of Interest Rate Change on Net Interest Income

Unit : Million Baht 31-Dec-09

Impact of a 1% interest rate change on

Currency	Net Interest Income
THB	468
USD	(100)
EURO	-
OTHER	2
Total Impact on Net Interest Income	370



5. Acronyms

AIRB Advanced Internal Ratings Based

ALCO Asset and Liabilities Management Committee

ALM Asset and Liabilities Management

BCBS Basel Committee on Banking Supervision

BOT Bank of Thailand CEO Chief Executive Officer

CORG Country Operational Risk Group

CRM Credit Risk Mitigation
CRO Chief Risk Officer
EAD Exposure at Default

ECAI External Credit Assessment Institutions

EL Expected Loss

FTP Fund Transfer Pricing
GMC Global Markets Committee

ICAAP Internal Capital Adequacy Assessment Process

IRB Internal Ratings Based
LGD Loss Given Default
MANCO Management Committee
MDBs Multilateral Development Banks

PD Probability of Default

PSEs Non-central government Public Sector Entities

RMC Risk Management Committee RMF Risk Management Framework

RTO Risk Type Owner RW Risk Weight

RWA Risk Weighted Assets SA Standardised Approach

SA-OR Standardised Approach – Operational Risk SCBT Standard Chartered Bank (Thai) PCL

SREP Supervisory Review and Evaluation Process