

**BANGKOK BANK PUBLIC COMPANY LIMITED**

**Resolution Plan**

**Section 1: Public Section**

**December 31, 2013**

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## Section 1: Public Section

### Introduction

Bangkok Bank Public Company Limited (herein the “Bank” or “Bangkok Bank”) is a foreign banking organization duly organized and existing under the laws of Thailand. In the United States, the Bank maintains a federally-licensed branch (the “New York Branch”), located at 29 Broadway, New York, NY 10006.

The Bank has developed a U.S. resolution plan (“U.S. Resolution Plan”) as required by Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and its implementing regulations (the “Regulation”).<sup>1</sup> Section 165(d) and the Regulation specify that any foreign bank or company that is, or is treated as, a banking holding company under section 8(a) of the International Banking Act of 1978 (the “IBA”) and that has \$50 billion or more in total global consolidated assets must submit annually to the Board of Governors of the Federal Reserve System (“FRB”) and the Federal Deposit Insurance Corporation (the “FDIC”) a plan for the rapid and orderly resolution of the Bank’s U.S. operations in the event of material financial distress or failure. The resolution plan must provide a strategic analysis of how the foreign bank’s U.S. operations can be resolved under the U.S. Bankruptcy Code<sup>2</sup> or other applicable insolvency regime within a reasonable period of time and in a manner that would mitigate the risk of serious adverse effects to U.S. financial stability.

The Bank is a foreign-based “covered company” subject to the Regulation. In lieu of a standard resolution plan, the Bank is submitting a “tailored” resolution plan which is available for foreign-based covered companies that have less than \$100 billion in total U.S. non-bank assets and whose assets with respect to U.S. depository institution operations, branches, and agencies comprise 85% or more of the company’s U.S. total consolidated assets. A “tailored” plan allows the Bank to limit certain information to the Bank’s U.S. non-banking material entities and operations. The Bank provided written notice to the FRB and FDIC of its intent and eligibility to submit a tailored resolution plan on April 4, 2013, and received notice from the FRB and FDIC, dated May 29, 2013, confirming its eligibility to file a tailored plan.

The U.S. Resolution Plan includes information on the Bank’s operations that are domiciled in the United States or conducted in whole or in material part in the United States and the interconnections and interdependencies among its U.S. operations and its non-U.S. operations as required to be provided in a tailored resolution plan. This Public Section of the U.S. Resolution Plan provides an executive summary of the Bank’s overall resolution strategy.

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<sup>1</sup> 12 C.F.R. 243.

<sup>2</sup> 11 U.S.C. §101 *et seq.*

## Overview of the Bank

The Bank began operations on December 1, 1944 and has been listed on the Stock Exchange of Thailand (the “SET”) since 1975. The Bank is one of the leading commercial banks in Thailand and Southeast Asia. As of June 30, 2013, the Bank ranked first among Thai banks in terms of total assets, total shareholders’ equity, loans and deposits, with Baht 2,474.6 billion (US\$79.5 billion) in total assets, Baht 283.1 billion (US\$9.1 billion) in total shareholders’ equity, Baht 1,666.4 billion (US\$53.5 billion) in total loans and Baht 1,872.7 billion (US\$60.2 billion) in total deposits.

The Bank provides a wide range of financial services in Thailand and abroad, including corporate and consumer lending, trade financing, deposit and checking account services, investment banking services, cash management, credit card services and securities custody services. Main business activities of the Bank are conducted through five key business units: Corporate, Commercial, Business, Consumer and International. The Bank’s business lending products include long-term and short-term loans, trade financing facilities, working capital facilities, overdraft and check discounting services. The Bank also provides a variety of fee-based credit-related products and services, such as letters of guarantee, bid bonds and performance bonds. In addition, the Bank provides a broad range of other business banking products and services, such as deposits, funds transfer, cash management, and payroll and, through the Bank’s Investment Banking Group, corporate treasury, investment banking and custodian services. Customers with international offices can also use the international banking facilities of International Banking Group.

The Bank has an extensive domestic branch network, which, as of June 30, 2013, consisted of 1,128 domestic branches, covering all 77 provinces in Thailand, and is among the most extensive networks among Thai banks. In addition, the Bank currently operates 26 locations internationally, consisting of those in Japan, the People’s Republic of China, the United States, the United Kingdom, Hong Kong, Taiwan, Singapore, Vietnam, the Philippines, Indonesia, Malaysia, Laos and Myanmar. The Bank’s international branch network is the largest among Thai banks and the Bank believes that it is among the largest of Southeast Asian banks generally.

The Bank was one of the first Thai banks to incorporate the development of new products and the use of information technology in its business strategy. The Bank’s range of electronic banking services includes phone banking, internet banking and mobile banking services. The Bank is the first bank in Thailand to introduce an ATM chip card, which offers enhanced security for users.

Key subsidiaries of the Bank include BBL Asset Management Company Limited (“BBLAM”), Bualuang Securities Public Company Limited (“Bualuang Securities”), Bangkok Bank (China) Company Limited (“Bangkok Bank China”) and Bangkok Bank Berhad. BBLAM is primarily engaged in the asset management business and provides mutual fund, private fund and provident fund products in Thailand. Bualuang Securities operates a securities business and provides a broad range of services, including brokerage, investment banking, fund management and equity research. Bangkok Bank China is a wholly owned

subsidiary that operates four branches in China. Bangkok Bank Berhad is also a wholly owned subsidiary that currently operates five branches in Malaysia.

## I. Summary of the Resolution Plan

### A. Overview of Resolution Plan

The Bank conducts limited operations in the United States. The Bank's U.S. Resolution Plan is intended to provide the FRB and FDIC with a plan for the rapid and orderly resolution of Bangkok Bank's U.S. operations in the event of the material financial distress or failure of the Bank's and its operations in the United States. The U.S. Resolution Plan includes the information required for a tailored plan, including a description of the Bank's banking operations, and its critical operations and core business lines, if any, that are conducted in whole or in material part in the United States. The U.S. Resolution Plan is focused on planning for the resolution of the Bank's U.S. operations.

### B. Names of Material Entities

Under the Regulation, a "material entity" is a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line. "Critical operations" are those operations, including associated services, functions and support the failure or discontinuance of which, in the view of the covered company or as jointly directed by the FRB and the FDIC, would pose a threat to the financial stability of the United States. "Core business lines" are those business lines, including associated operations, services, functions and support that, in the covered company's view, upon failure would result in a material loss of revenue, profit, or franchise value. The core business lines of the Bank are described in item C. Description of Core Business Lines.

The Bank has determined that it does not have any critical U.S. operations that, upon failure or discontinuance, would pose a threat to the stability of the U.S. financial system. In addition, the FRB and FDIC have not designated any operations of the Bank's New York Branch as a critical operation for purposes of the U.S. Resolution Plan. The Bank does not operate or own or control any non-bank entities in the United States.

The Bank has also carefully considered whether its New York Branch, more fully described below, should be viewed as a "material entity" that is significant to the activities of a critical operation or a core business line of the Bank. As explained below, the Bank has determined that the New York Branch is not a material entity. The Bank has identified accepting retail deposits, making retail and commercial loans to customers located in Thailand and internationally through its overseas branches and subsidiaries, and providing investment banking and treasury services including related credit card, remittance and payment and similar services to its Thailand-based customers as its core lines of business. Based on the criteria of the Rule and as described more fully below, none of the activities of the New York Branch is a core

business line and the activities of the New York Branch also are not material to any of the core business lines of the Bank.

The New York Branch is licensed by the Office of the Comptroller of the Currency (“OCC”) and is located in New York, New York, with only 28 employees currently. It is not insured by the FDIC. The New York Branch primarily engages in the following 3 significant business activities:

(1) Funds transfer (dollar clearing) activities; the New York Branch acts as a correspondent for Head Office and other branches of the Bank and also processes Fedwire, CHIPS and ACH transactions. The Branch also conducts trade-related services, such as L/C reimbursement, advice, issuance and confirmation of letters of credit, export bills for collection and acting as collecting agent of Head Office.;

(2) Lending activities that largely relate to Thai companies or businesses in the U.S.A, mainly through referrals from Head Office and also through participations in loan syndications; and

(3) Treasury activities consist primarily of management of funds to ensure timely settlement of CHIPS and Fedwire end of day positions in accordance with the requirements of both payment systems, maintenance of the OCC’s required Capital Equivalency Deposit (CED), investment of surplus funds in interbank money market investments and maintaining liquidity positions according to the strategic plan and directives from the International Banking Group (IBG), Head Office.

The New York Branch also supports the Treasury Division of Head Office in its efforts to manage the bank’s surplus funds through money market placement. The Branch also engages in limited FX trading activity to support Thai Baht remittance reserves and to process Head Office pass-through orders.

### **C. Description of Core Business Lines**

Core business lines mean those business lines of the Bank, including associated operations, services, functions and supports, which, in the view of the Bank, upon failure would result in a material loss of revenue, profit or franchise value. After careful consideration, the Bank and the New York Branch have concluded that none of the services and activities of the New York Branch constitutes a core business line or is material to a core business line of the Bank. For this purpose, the Bank and New York Branch have decided to view as “material” any activity or service of the New York Branch that contributes five percent or more of the Bank’s income. There is no activity of the New York Branch that, upon its failure, would result in a material loss of revenue, profit or franchise value for the Bank.

As noted above, the core business lines of the Bank, as conducted by providing a wide range of banking services in Thailand and abroad to both business and consumers and to all sectors of the economy, include various types of lending and

deposit services, operation of an extensive branch network, ATM and electronic banking services, credit and debit card services, and other services. The Bank has divided its operations into five key business lines — Corporate, Commercial, Business, Consumer and International. While segmentation of the Bank’s key business lines allows the Bank to focus on the particular needs of the Bank’s clients in different groups, each key business line works together as one unified business to ensure that as the nature and type of customers’ requirements change such customers are migrated to the appropriate business unit seamlessly.

If all of the activities of the New York Branch were terminated suddenly and immediately (because of an idiosyncratic event affecting only the Bank and its U.S. operations), the effect of such a sudden loss of Branch revenues on the Bank would be de minimis. With the exception of Thai Baht remittances, the Bank could readily replace services or activities now provided by or through the New York Branch through other banks located in the United States. Thai Baht remittances could be provided by other banks located in the United States; while the cost of such alternative services would be somewhat higher than is the case for services provided through the Branch. For these reasons, a determination has been made that the New York Branch is not a “material entity.” In effect, this means that the Bank does not have any material entities located in the United States.

**D. Summary of Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources**

1. Financial Information

The following table sets forth the consolidated balance sheet of the Bank, as of December 2012.

STATEMENTS OF FINANCIAL POSITION

**BANGKOK BANK PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
AS AT DECEMBER 31, 2012 AND 2011**

Unit: Baht '000

	CONSOLIDATED		THE BANK	
	2012	2011	2012	2011
<b>ASSETS</b>				
CASH	46,431,773	45,289,067	46,239,346	45,173,561
INTERBANK AND MONEY MARKET ITEMS, NET	354,988,061	258,072,475	305,122,757	214,409,029
CLAIMS ON SECURITY	2,934	165,817	-	-
DERIVATIVES ASSETS	11,162,579	10,129,136	11,149,188	10,089,873
INVESTMENTS, NET	412,418,353	326,067,713	402,048,149	324,225,195
INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES, NET	778,773	707,227	29,505,279	26,926,451
LOANS TO CUSTOMERS AND ACCRUED INTEREST RECEIVABLES, NET				
Loans to customers	1,605,303,558	1,471,448,899	1,567,264,954	1,429,128,054
Accrued interest receivables	4,335,045	4,161,295	4,257,550	4,034,368
Total loans and accrued interest receivables	1,609,638,603	1,475,609,994	1,571,522,504	1,433,162,422
Less Deferred revenue	(912,727)	(1,050,594)	(844,989)	(998,637)
Less Allowance for doubtful accounts	(84,582,515)	(79,993,423)	(82,840,977)	(77,841,289)
Less Revaluation allowance for debt restructuring	(3,005,239)	(4,744,083)	(3,005,239)	(4,744,083)
Total loans and accrued interest receivables, net	1,521,138,122	1,389,821,894	1,484,831,299	1,349,578,413
CUSTOMER'S LIABILITIES UNDER ACCEPTANCES	487,020	283,506	242,040	283,506
PROPERTIES FOR SALE, NET	21,262,116	25,456,863	14,156,741	17,716,239
PREMISES AND EQUIPMENT, NET	33,576,936	35,239,756	32,685,372	34,309,185
OTHER INTANGIBLE ASSETS, NET	300,295	330,368	219,727	241,107
OTHER ASSETS, NET	16,291,289	13,348,639	11,898,807	11,049,073
<b>TOTAL ASSETS</b>	<b>2,418,838,251</b>	<b>2,106,912,461</b>	<b>2,338,098,705</b>	<b>2,034,001,632</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
DEPOSITS	1,834,653,937	1,587,834,143	1,774,370,748	1,524,795,800
INTERBANK AND MONEY MARKET ITEMS, NET	127,087,635	90,817,386	117,650,828	89,234,145
LIABILITY PAYABLE ON DEMAND	9,333,195	7,168,993	9,294,532	7,068,805
LIABILITY TO DELIVER SECURITY	27,781	269,534	-	-
DERIVATIVES LIABILITIES	7,142,057	15,197,572	6,836,077	14,944,837
DEBT ISSUED AND BORROWINGS	108,758,320	116,927,560	108,849,894	117,406,477
BANK'S LIABILITY UNDER ACCEPTANCES	487,020	283,506	242,040	283,506
PROVISIONS	10,207,526	9,670,297	10,144,899	9,618,757
OTHER LIABILITIES	47,626,650	34,056,955	39,212,162	29,641,017



TOTAL LIABILITIES	2,145,224,121	1,862,225,946	2,066,601,180	1,792,993,344
LIABILITIES AND SHAREHOLDERS' EQUITY (CONTINUED)				
SHAREHOLDERS' EQUITY				
SHARE CAPITAL				
Authorized share capital				
1,655,000 preferred shares of Baht 10 each	16,550	16,550	16,550	16,550
3,998,345,000 common shares of Baht 10 each	39,983,450	39,983,450	39,983,450	39,983,450
Issued and paid-up share capital				
1,908,842,894 common shares of Baht 10 each	19,088,429	19,088,429	19,088,429	19,088,429
PREMIUM ON COMMON SHARES	56,346,232	56,346,232	56,346,232	56,346,232
OTHER RESERVES	50,859,904	42,187,602	51,556,633	42,357,000
RETAINED EARNINGS				
Appropriated				
Legal reserve	17,000,000	16,000,000	17,000,000	16,000,000
Others	71,500,000	66,500,000	71,500,000	66,500,000
Unappropriated	58,748,813	43,692,401	56,006,231	40,716,627
TOTAL BANK'S EQUITY	273,543,378	243,814,661	271,497,525	241,008,288
NON-CONTROLLING INTEREST	70,752	871,851	-	-
TOTAL SHAREHOLDERS' EQUITY	273,614,130	244,686,516	271,497,525	241,008,288
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	2,418,838,251	2,106,912,461	2,338,098,705	2,034,001,632

The conversion rate of Baht/USD as of December 31, 2012 and 2011 were 31.6912 Baht and 30.6316 Baht, respectively. The rates derived from sum of the BOT announced Average Buying Rates – Transfer and the BOT announced Average Selling Rate and divided by two.

As set out in the New York Branch's December 31, 2012 Call Report filed on form FFIEC 002 (*Report of Assets and Liabilities of U.S. Branches and Agencies of Foreign Banks*), the New York Branch's total assets as of December 31, 2012 were US\$498,927,000, the majority of which was comprised of loans (US\$368,344,000), federal funds sold (US\$115,000) and cash and balances due from depository institutions. The New York Branch's total liabilities as of December 31, 2012 were US\$498,927,000, the majority of which was comprised of net due to Head Office (US\$451,418,000), deposits (US\$14,970,000) and other borrowed money, including sums owed to U.S. branches and agencies of non-related foreign banks (US\$30,000,000). The New York Branch conducts relatively limited business operations and does not comprise a material part of the overall revenue, funding sources and credit exposures of the Bank.

The New York Branch does not hold standalone capital and is not subject to minimum regulatory capital requirements. However, the OCC requires the New York

Branch to maintain a capital equivalency deposit<sup>3</sup>, typically equal to a percentage of the third party liabilities of the branch, with another depository institution in New York to ensure that the New York Branch maintains a minimum amount of unencumbered assets in the United States that is available in the event of liquidation. As of December 31, 2012, the capital equivalency deposit maintained by New York Branch was \$3,000,000, which complied with the OCC requirement.

The Bank of Thailand requires that commercial banks registered in Thailand and their financial groups maintain two minimum capital adequacy ratios: a Tier 1 capital adequacy ratio of no less than 4.25 percent and a total capital adequacy of no less than 8.5 percent. The Bank's Tier 1 capital adequacy ratio and total capital adequacy ratio were 11.86 percent and 16.21 percent, respectively, as at December 31, 2012.

In addition, the Bank of Thailand has announced capital requirement regulations according to Basel III which take effect from January 1, 2013. Under the principles of Basel III, the revised capital elements consist of Common Equity Tier 1, Additional Tier 1 and Tier 2 Capital. As of January 1, 2013, the Bank's Common Equity Tier 1 capital, Additional Tier 1 Capital and Tier 2 Capital were at 14.09%, 14.09% and 16.78% respectively, compared to the minimum requirement of 4.50%, 6.00% and 8.50% respectively.

Please refer to the Bank's annual report for the year ending December 31, 2012 for additional financial information regarding the consolidated organization, including regulatory capital ratios. The Bank's Annual Report for the calendar year ended December 12, 2012 is available at [Annual Report 2012](#).

## 2. Funding and Liquidity Management

Liquidity management is a top priority of the Bank and the New York Branch. Liquidity risk for the Bank is defined as the risk that the Bank is not able to meet financial obligations when they fall due or it is forced to procure funds at a significantly higher cost than normal. The Bank's Asset and Liability Management Committee is responsible for formulating and reviewing the Bank's liquidity management policy and strategy. The New York Branch's management committee is responsible for oversight of liquidity risk management at the Branch and regularly reports to the Head Office International Banking Group (IBG).

The Bank has diversified funding sources. Major sources of funds derive from customer deposits of over 17 million accounts in Thailand. The Bank's customer deposits are well-diversified in terms of customer type, deposit product type and maturities. As of December 2012, the Bank loan-to-deposit ratio stood at 87.4%. Moreover, liquidity of the Bank is in major currencies such as Thai Baht and US dollar through domestic and international money market as well as capital markets.

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<sup>3</sup> 12 C.F.R. 28.15.

The Bank has from time to time, sourced medium-term and long-term funding from the capital markets through the issuance of senior notes as well as subordinated notes. The Bank recently issued US\$1 billion of USD denominated senior notes in September 2013.

The major funding sources of the New York Branch are mainly fund placement from the Head Office, inter-branch deposits and short-term money market borrowings. The New York Branch tends to match most of its loans with Head Office funding to minimize the liquidity gap and maintain surplus funds on a daily basis. Alternatively, the New York Branch has access to money market credit lines provided by a number of counterparties.

It is the policy of the Bank and the New York Branch to have adequate liquidity to cover normal cyclical swings in deposit and loan demand. Whenever possible, liquidity needs are to be met through normal banking operations, avoiding unplanned sales of assets or emergency borrowing of funds from the market.

The Bank and the New York Branch carefully monitor and manage liquidity risk to ensure that changes in funding requirements can be met without a material adverse impact on the financial condition and operations. The Bank and the New York Branch have specific liquidity contingency plans pursuant to which they would take specific actions in the event of a liquidity crisis.

Under the New York Branch's liquidity contingency plan, the Branch has the early warning system to help detect the signs of potential liquidity problem and to enable the management to take action promptly. In the event of a liquidity crisis, the Branch would take the following actions:

(1) In the event of an unforeseen demand for funds, the New York Branch would draw on its available uncommitted or unutilized lines of credit from other banks;

(2) If such uncommitted or unutilized lines of credit are unavailable or insufficient, the New York Branch would borrow from other overseas offices of the Bank and/or the Head Office; at this point, it is also contemplated that a meeting of the management committee acting as an assets and liabilities committee would be convened immediately at the New York Branch and a detailed note on the nature of the immediate crisis and proposed plan/actions would be prepared and forwarded to the Head of International Banking Group and Treasury Division at the Head Office for attention; all further actions would be initiated in co-ordination with the Head Office;

(3) If the crisis persists, liquid assets would be liquidated as prudently and promptly as possible under the circumstances; at this point the New York Branch would also seek the intervention of Head Office as appropriate.

The Bank has regularly performed liquidity risk stress testing at the bank consolidated level, which includes the New York Branch. The stress scenarios

employed by the Bank cover bank-specific crisis, market-wide crisis and the combination of both.

**E. Description of Derivative and Hedging Activities**

The Bank generally enters into derivatives transactions with its customers to cover their related underlying risks. The Bank normally performs hedging to manage its own exposures to interest rate risk and foreign exchange risks arising from such derivative positions as well as from the core banking activities of lending and deposit taking.

At present, the Bank is not required to register as a swap dealer or major swap participant because of the de minimis nature of its swaps transactions with U.S. persons.

**F. Memberships in Material Payment, Clearing, and Settlement systems**

The New York Branch is a member of certain payment, clearing and settlement systems that enable it to access systems necessary to service its customers and clients. The following is the list of current memberships in material payment, clearing and settlement systems:

Entity Holding Membership	System
New York Branch	Clearing House Interbank Payments System (CHIPS)
	Fedwire Funds Service (Fedwire)
	Society for Worldwide Interbank Financial Telecommunication (SWIFT)
	Automated Clearing House (ACH)

**G. Description of Non-U.S. Operations**

As described elsewhere herein, the Bank is a regional banking organization that provides services to individual and corporate clients through its domestic and overseas operations. Please see the section captioned “Overview of the Bank” above. Further information on the Bank’s business is set forth in the Bank’s Annual Report for the calendar year ended December 31, 2012.

In addition to the activities described in the above-referenced Overview, the Bank also has a subsidiary located in the Cayman Islands that is maintained, managed

and controlled by the Bank's Head Office for funding and investment purposes, within the scope prescribed by the Bank of Thailand.

As demonstrated by the table below, most of the Bank's revenues come from its operations in Thailand and in other countries in the Asia and Pacific region.

Income by Geographic Area  
(for the year ended December 31, 2012)

Geographic Area	Percentage of amount of Revenue Attributable to Geographic Area (Bank)	Percentage of amount of Revenue Attributable to Geographic Area (Conso)
Thailand	93.36	90.86
Overseas Branches (Include United States)	6.64	9.14
United States	0.35	0.38

\* Total operating income are net interest income, net fees and service income and other operating income.

## **H. Material Supervisory Authorities**

The Bank, including its overseas offices, and its subsidiaries are subject to supervision and regulation under various laws and regulations in the respective countries in which they operate.

In Thailand, the Bank's primary regulator is the Bank of Thailand (the "BOT"). BOT manages the country's money supply and foreign exchange and also provide banking facilities to the government as well as financial institutions. The BOT performs other responsibilities such as supervising and examining the financial institutions, supervising the issuance of bank notes, establishing or supporting the establishment of payment system as well as managing the country's foreign exchange rate and manage assets in the currency reserve according to the Currency Act B.E. 2501 as amended.

In addition to these traditional central banking roles, the BOT issues guidelines, notices and circulars on various matters, including capital adequacy and liquidity standards for commercial banks. The BOT requires commercial banks such as Bangkok Bank to furnish information relating to their business activities on a regular basis.

As supervisor, the BOT has the authority to issue licenses to new banking entities, to determine minimum reserves, and to supervise all aspects of the banking

business in Thailand. The BOT exercises its authority for supervision of the financial sector primarily through examination and inspection. The examination process focuses on safety and soundness of bank operations, with an emphasis on risk management, internal control, credit management, branch operations, and regulatory compliance.

The Bank has assumed for purposes of its U.S. resolution plan that the most likely scenario would be that, in a situation where the Bank and the Branch are in material financial distress because of an idiosyncratic event specific to the Bank, the BOT would issue an order for the Bank to rectify the conditions in accordance with Chapter 5 (*Rectification of Conditions or Operations of the Financial Institutions*) of the Financial Institutions Business Act B.E. 2551 and would then proceed to take such further actions as it deemed necessary in accordance with the provisions of that Act and the BOT might issue an order to close the Bank following the Bank's failure to rectify its conditions as required by the BOT in accordance with Chapter 5 of the Financial Institutions Business Act B.E. 2551. In addition, under the laws of Thailand, the Bank might wind up its operations under other circumstances, namely; (1) A bankruptcy proceeding might be instituted against the Bank, with the potential result that a court could issue an order for the Bank to be placed under receivership, or (2) the Bank might seek to terminate its operations voluntarily. In each case, the process of winding up the operations of the Bank would be somewhat different.

In the United States, the Bank is deemed to be a bank holding company under section 8(a) of the International Banking Act of 1978 (the "IBA") as a result of maintaining a U.S. branch. The Bank is subject to supervision by the FRB under various federal laws including, among others, the Bank Holding Company Act of 1956, as amended (the "BHC Act"), the IBA, the Foreign Bank Supervision Enhancement Act of 1991, the Dodd-Frank Act, the Bank Secrecy Act and the USA PATRIOT Act of 2001. The BHC Act generally limits the activities of bank holding companies to banking or managing or controlling banks, and activities that are closely related to banking.<sup>4</sup>

As noted above, the New York Branch is an uninsured branch licensed by the OCC. It is subject to ongoing supervision, examination and regulation by the OCC. The regulation of the New York Branch includes restrictions on the activities that may be conducted by the New York Branch as well as prudential limits such as lending limits and limits on transactions with affiliates. In the event of its insolvency, the New York Branch would be resolved in accordance with the directions of the OCC.

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<sup>4</sup> 12 U.S.C. §1843(a)(2).

## **I. Principal Officers**

The table below lists the key officers and directors of the Bank at its Head Office in Thailand:

<b>Name</b>	<b>Title</b>
Mr. Chatri Sophonpanich	Chairman of the Board of Directors
Mr. Kosit Panpiemras	Chairman of the Board of Executive Directors
Mr. Chartsiri Sophonpanich	President
Mr. Ayuth Krishnamara	Head of Risk Management Division
Ms. Benjaporn Prisuwana	Head of Accounting and Finance Division

The table below lists the principal officers for the New York Branch:

<b>Name</b>	<b>Title</b>
Mr. Thitipong Prasertsilp	Branch Manager
Ms. Sirivan Chuaypradit	Assistant Branch Manager
Mr. Guillermo Rodriguez	Compliance Risk Manager
Mr. Kittit Thanapuasawan	Support & Services Manager

## **J. Resolution Planning Corporate Governance Structure and Processes**

The Bank has corporate governance structure and processes to ensure that the U.S. Resolution Plan receives appropriate oversight from designated senior management officials, committees and the Board of Directors.

The Board of Directors is ultimately responsible for approving the U.S. Resolution Plan and the Risk Management Committee has been designated to oversee the Bank's resolution planning process. The Board of Directors receives periodic reports from the Risk Management Committee.

Mr. Chong Toh, Senior Executive Vice President and Head of International Banking Group, Mr. Chaiyarit Anuchitworawong, Executive Vice President and co-Head of International Banking Group and Mr. Thitipong Prasertsilp, Vice President and Branch Manager are primarily responsible for overseeing the development, implementation and filing of the U.S. Resolution Plan and for ensuring that the plan complies with requirements of the Federal Reserve Board's Resolution Plan Regulation. The U.S. Resolution Plan has been

developed with assistance from compliance risk management personnel at the New York Branch. Such personnel have consulted with officers in charge of the various business lines of the New York Branch, as appropriate.

In preparing the U.S. Resolution Plan, the Compliance Risk Manager of the New York Branch was assigned primary responsibility for considering the Federal Reserve Board's Resolution Plan Regulation, understanding the requirements set forth therein for a tailored resolution plan, preparing the notice of intent to file a tailored plan, and working with U.S. external counsel to identify the business information needed to prepare the plan.

Once the basic plan was prepared, it was to be reviewed by the New York Branch senior executives, revised by compliance risk management personnel at the New York Branch and forwarded to the Head of International Banking Group and the Head of Risk Management Division for further discussion, comment and review.

The Head of International Banking Group and the Head of Risk Management Division then presented the draft of the U.S. Resolution Plan to senior management, the Risk Management Committee and the Board of Executive Directors for consideration. The Risk Management Committee and the Board of Executive Directors reviewed the plan to determine whether it was consistent with the applicable laws, the Bank's corporate governance and risk management guidelines and, after careful consideration, decided to recommend that the Board of Directors approve the U.S. Resolution Plan.

The Board of Directors approved the U.S. Resolution Plan on December 26, 2013; a resolution approving the Plan was adopted and a certified copy of such resolution was provided for attachment as an exhibit to the U.S. Resolution Plan submitted to the Federal Reserve Board and FDIC for approval.

## **K. Material Management Information Systems**

The Bank utilizes management information systems ("MIS") and applications to ensure timely access to accurate and comprehensive data, including those for risk management, accounting, and financial and regulatory reporting. In preparing the U.S. Resolution Plan, the Bank has identified the key MIS and applications and maintains detailed inventories of such systems and applications that are relied on by the New York Branch.

The MIS are primarily used to collect, retain and report information internally, as well as to perform functions necessary to support the business lines of the New York Branch. Multiple reports are generated on a periodic basis for use by senior management to assess the financial health, risks and operations of such businesses. Examples of such reports include:

- General Ledger
- Profit and Loss
- Interest Rate Gapping
- Cash Flow Report
- Balance Sheet Analysis
- Capital Equivalency Deposit



Procedures are also in place to allow appropriate regulators access to the systems and applications.

The New York Branch maintains a business continuity plan for its business operations, systems and applications to minimize the interruption of business and facilitate recovery in an expeditious manner in the event there is a significant disruption. Periodic testing of contingency MIS requirements is conducted to ensure the availability of timely reports for quick decision-making. All the Bank's employees are aware of their responsibilities and demonstrate to the Board and senior management that the business continuity plan work and provide a level of confidence.

The New York Branch uses third party software named "EQUATION" obtained from Misys PLC based in the United Kingdom. For purposes of risk management, financial and regulatory reporting, the Branch uses a combination of EQUATION and an in-house system designed by Head Office, plus Excel tools. The Branch's MIS is consolidated to the Head Office MIS system at the end of each day. The Bank and the Branch carefully co-ordinate their MIS so that, in the event of any kind of disaster, if the main IT system for the functioning of Branch operations cannot be accessed, there is an Alternate site set up at SunGard Availability Services, Carlstadt, New Jersey . The Alternate Site replicates the key Branch applications, which are available on a real-time and nearly real-time basis depending on the Branch application. In the event of any significant disruption the Branch's MIS at Alternate Site is also consolidated to the Head Office MIS system.

#### **L. High-Level Description of Resolution Strategy**

As more fully discussed in the Confidential Section, the U.S. Resolution Plan takes into consideration possible strategies for the orderly resolution of the Bank's U.S. operations under applicable resolution regimes in the event of material financial distress or failure. The strategies are designed to be executed within a reasonable period of time and in a manner that avoids or substantially mitigates systemic impact on U.S. financial stability. As required by the FRB, the U.S. Resolution Plan assumes that material financial distress is a result of an idiosyncratic event that is specific to the Bank and occurs at a time in which other financial institutions and markets generally are not experiencing a system-wide panic or crisis.

The U.S. Resolution Plan has been developed under the assumption that U.S. operations of the New York Branch would experience a 30-day period of financial distress prior to resolution and focuses on an orderly wind-up that minimizes market disruptions. This strategy also addresses how the U.S. operations of the Bank may undergo an orderly resolution without recourse to any assistance from U.S. taxpayers. The U.S. Resolution Plan assumes that the New York Branch's assets would be seized by the Comptroller of the Currency who would then directly commence or appoint a delegate to commence liquidation.

Because the Bank maintains a federally-licensed bank branch, the U.S. Resolution Plan contemplates that the Bank would be subject to federal insolvency law as prescribed by the OCC, rather than the U.S. Bankruptcy Code, in the event of the insolvency of the Branch. The law generally includes a ring-fencing insolvency regime that effectively draws a fence around the New York Branch and treats it as a separate entity from the Bank. It should be

noted, however, that assets of the Bank, if they are located anywhere in the United States, may be seized and liquidated by the receiver to pay off the claims of creditors of the New York Branch. The Bank contemplates the orderly winding down of Branch operations in the event of insolvency. Options would be evaluated with a view to maintaining important New York Branch activities during the resolution process while various strategies are being assessed and implemented.

Of course, in the event that the Bank is in distress because of an idiosyncratic event affecting the Bank generally, the U.S. Resolution Plan would likely be coordinated with the regulatory supervision in Thailand under the laws of Thailand.

Based on the Bank's capital adequacy ratio at the time, the BOT might order the Bank to withdraw from its overseas activities. This should limit the damage that the Bank's U.S. activities might cause to U.S. counterparties, creditors and markets generally. It would also reinforce the need for the U.S. operations to be resolved as quickly as possible in accordance with applicable U.S. laws.

In the United States, the Bank would expect the OCC to follow its general procedures with respect to the liquidation of federal branches. Such provisions permit the Comptroller of the Currency or its delegate to take possession of the business and property of the Bank in the United States, namely the New York Branch. The New York Branch would then act to liquidate its property and business operations in an orderly manner as more specifically described in the Confidential Section.