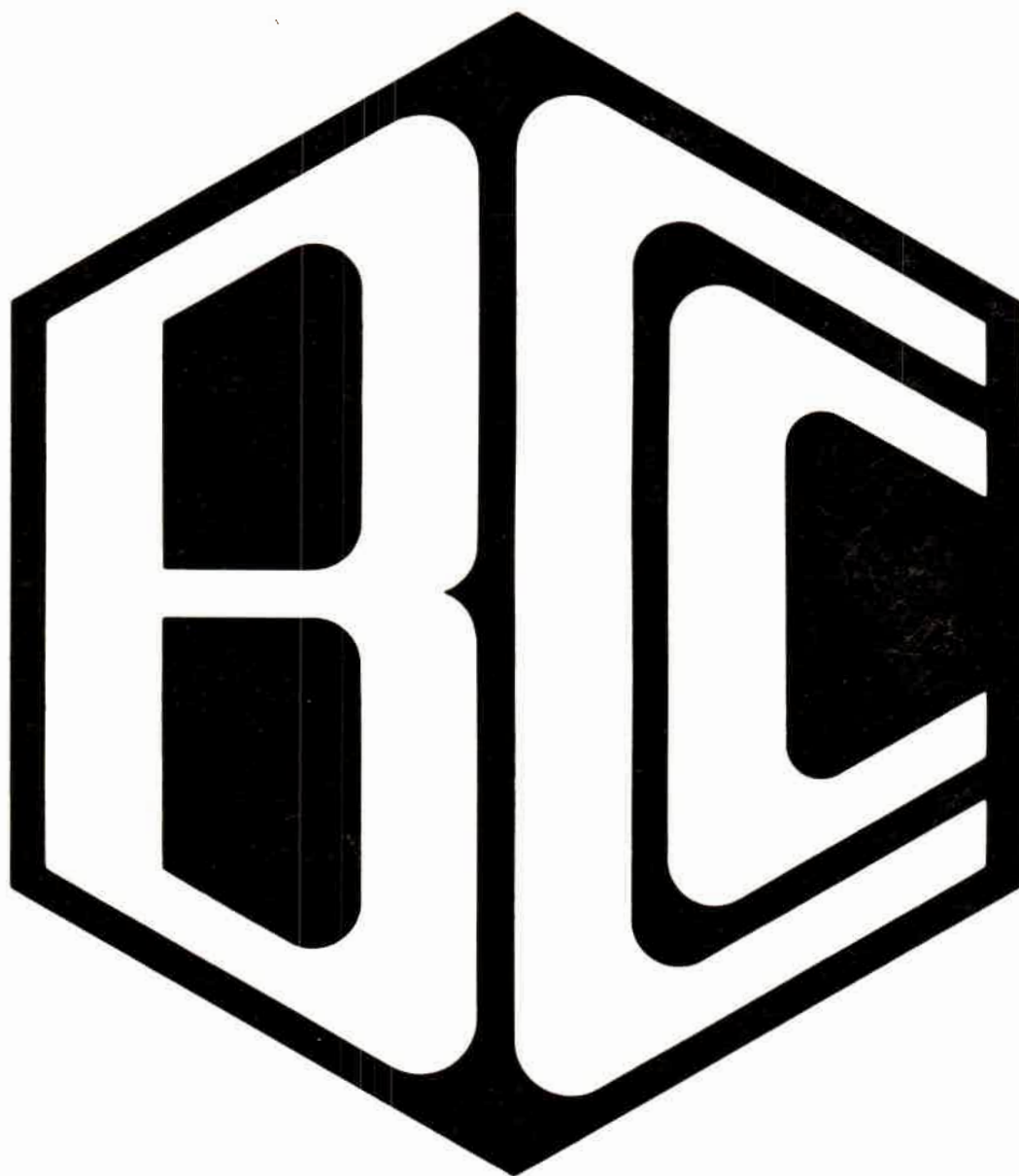


BANK OF CREDIT AND COMMERCE INTERNATIONAL



INTRODUCTION TO BCC GROUP

BCC GROUP PROFILE

HISTORY

The BCC Group was originally conceived as an international banking organisation backed by Middle Eastern investors to provide commercial banking services world-wide, initially in the Middle East and in the United Kingdom. The first bank to be established was Bank of Credit and Commerce International S.A. ("BCCI") in Luxembourg in 1972 with one branch in each of Luxembourg, United Arab Emirates and the United Kingdom. Its initial paid-up capital of \$2.5 million was subscribed by Bank of America (25% later increased to 30%) and the balance by investors from the Middle East.

The original purpose of Bank of America's investment in BCCI was to gain access to the Middle East market. In due course Bank of America determined that its strategic interests in the area required a direct presence. At the same time, the BCC Group wished to undertake banking operations within the United States but was unable to do so whilst Bank of America retained its shareholding. Therefore, by mutual agreement, Bank of America divested its shareholding by June 1980.

Between 1972 and the end of 1974, the BCCI network was expanded in the Middle East and the United Kingdom through the addition of seven branches in the United Arab Emirates, one branch in the Sultanate of Oman and five branches in the United Kingdom. In 1973, a 35% interest was acquired in National Bank of Oman Limited (S.A.O.) in the Sultanate of Oman, which was subsequently reduced to 29% and an 80% interest was acquired in Banque Chartouni, Lebanon, which was re-named Bank of Credit and Commerce International (Lebanon) S.A.L. and in 1977 became a wholly-owned subsidiary. In order to establish a presence in the Far East, BCCI Finance International Limited, a finance company, was established in Hong Kong in 1983.

In December 1974, the BCC Group was restructured with the establishment of BCCI Holdings (Luxembourg) S.A. which in 1975 acquired BCCI, its subsidiaries, Bank of Credit and Commerce International (Lebanon) S.A.L. and BCCI Finance International Limited, and its investment in National Bank of Oman Limited (S.A.O.)

The next period of expansion was between 1975 and 1980 began with the establishment of Bank of Credit and Commerce International (Overseas) Limited ("Overseas") in the Cayman Islands. During this period, Overseas opened branches in Egypt, Sudan, Bangladesh, France, Kenya, Sierra Leone, South Korea, Pakistan, Gabon, Ivory Coast, Liberia, Sri Lanka, Togo and Senegal. Meanwhile, BCCI established branches in Mauritius, North Yemen, Jordan, West Germany, Sudan, Djibouti, Seychelles, Oman and Bahrain.

During the same period, the following companies were established or acquired: Kuwait International Finance Company S.A.K. (49%); BCCI Canada Inc. (50%); Premier Bank Limited, Ghana (45%); Bank of Credit and Commerce International (Swaziland) Limited (55%); Bank of Credit and Commerce International (Nigeria) Limited (40%); Hong Kong Metropolitan Bank Limited (96%), since renamed Bank of Credit and Commerce Hong Kong Limited, and Credit and Finance Corporation Limited, the Cayman Islands (100%). In 1976 a 55% shareholding was acquired in Banque de Commerce et de Placements S.A. in Geneva which was increased to 70% in 1979. In 1983 this shareholding was reduced to 20% to comply with Swiss regulations relating to agreements of reciprocity between Switzerland and the places of residence of the shareholders of the BCC Group. Some re-alignments of branches were also made; branches of BCCI operating in the Sultanate of Oman were transferred to Overseas and branches of Overseas in Egypt were transferred to a new joint venture bank, Bank of Credit and Commerce (Misr) S.A.E. (49%), which was established with the participation of Egyptian investors.

From 1981 onwards, BCCI and Overseas opened branches in the Philippines, Panama, Jamaica, Macau, Cyprus, Turkey, Monaco, the Maldives, India, Barbados and the Bahamas. Agencies were also established in the states of California and Florida in the United States. A representative office of Overseas was opened in Beijing and Shanghai People's Republic of China. The following subsidiaries and affiliates were also established: Bank of Credit and Commerce Zimbabwe Limited (53%), Bank of Credit and Commerce (Zambia) Limited (100%), Italfinance International S.p.A. (85%), Bank of Credit and Commerce Cameroon S.A. (65%), Bank of Credit and Commerce (Botswana) Limited (100%), BCCI Leasing (Malaysia) Sdn Bhd (49%), BCC Credit and Finance (Uruguay) S.A. (100%) and Bank of Credit and Commerce (Emirates) (40%) to which were transferred existing branches of Overseas in the United Arab Emirates.

During 1981, Bank of Credit and Commerce Canada was established as a wholly-owned subsidiary of BCCI, into which was merged BCCI Canada Inc.

In 1983 and 1984 interests were also acquired in the three existing commercial banks: Banco Mercantil (98%) in Colombia, and Banco de Descuento S.A. (99%) since renamed Bank of Credit And Commerce S.A. Espanol in Spain and Bank of Credit and Commerce (Gibraltar) Ltd. (100%) formerly Citibank Ltd. In October, BCCI was authorised to establish an agency in New York.

STRUCTURE

The BCC Group and its non-consolidated affiliates presently consists of 32 operating companies which are set out in the organisation chart overleaf.

At the end of 1984, which was a concentrated period of consolidation in the BCC Group, the Group had a network of 384 branches and offices in 70 countries. The country coverage continued to be broadly based within 92 branches in Europe, 56 in North and South America, 51 in the Far East and South East Asia, 93 in Africa, and 92 in the Middle East.

The investments made over the last 12 years in setting up these banking offices around the world and now covering all the principal financial, trading and money centres internationally, have placed the Group in a unique position amongst all international banks. We are now positioned to service our worldwide clientele and selectively tap the growing international business through our close affinity with the world market places and the personalised services that we can offer to our business clients in 70 countries. This has indeed placed the BCC Group in an enviable position in availing business opportunities right across the globe.

BCCI HOLDINGS (LUXEMBOURG) S.A.

BCCI Holdings (Luxembourg) S.A. ("BCC") was incorporated in Luxembourg on December 13, 1974 for a period of 30 years (extendable by resolution of the shareholders) as a Societe Anonyme, under the law of August 10, 1915 (as amended) and qualifies as a holding company under the law of July 31, 1929. Its registered office is at 39 Boulevard Royal, Luxembourg.

The main activity of BCC is to act as a holding company for investments in banks and finance companies without geographic limitation, and to finance or arrange the financing of the activities of its subsidiaries and affiliates. As a holding company, BCC does not engage in banking or other commercial activities.

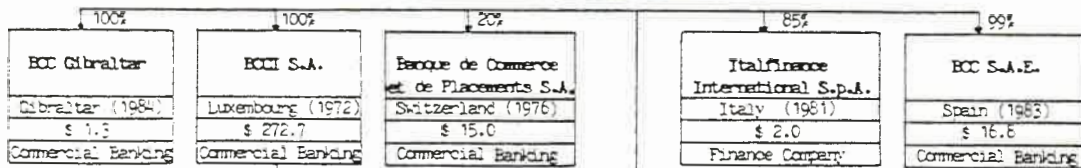
STRUCTURE OF THE BCC GROUP - ARRANGED BY REGION

(as at Dec. 31, 1984)

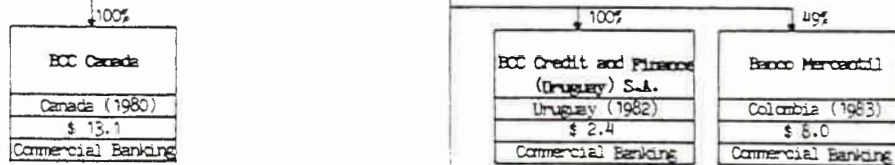
(US\$ m.)

BCCI Holdings
(Luxembourg) S.A.
Luxembourg (1974)
\$ 804.6
Holding Company

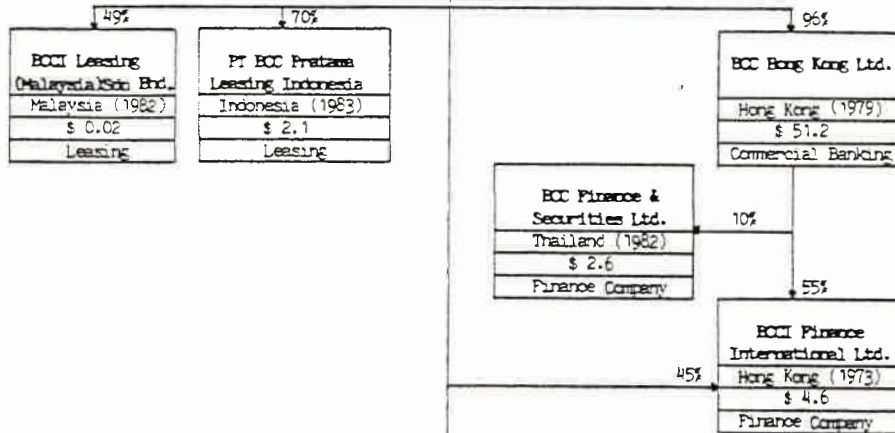
EUROPE



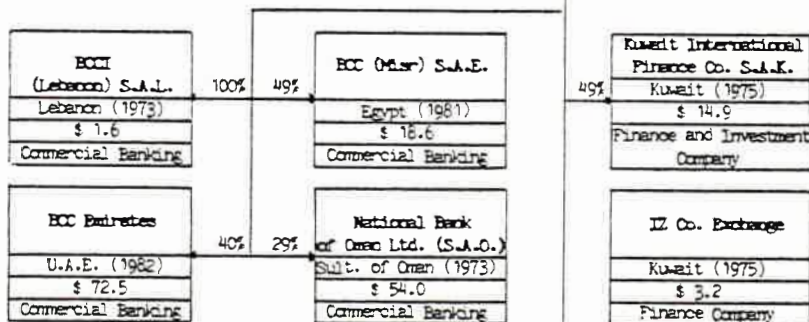
NORTH and SOUTH AMERICA



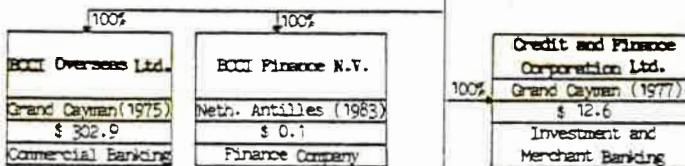
FAR EAST



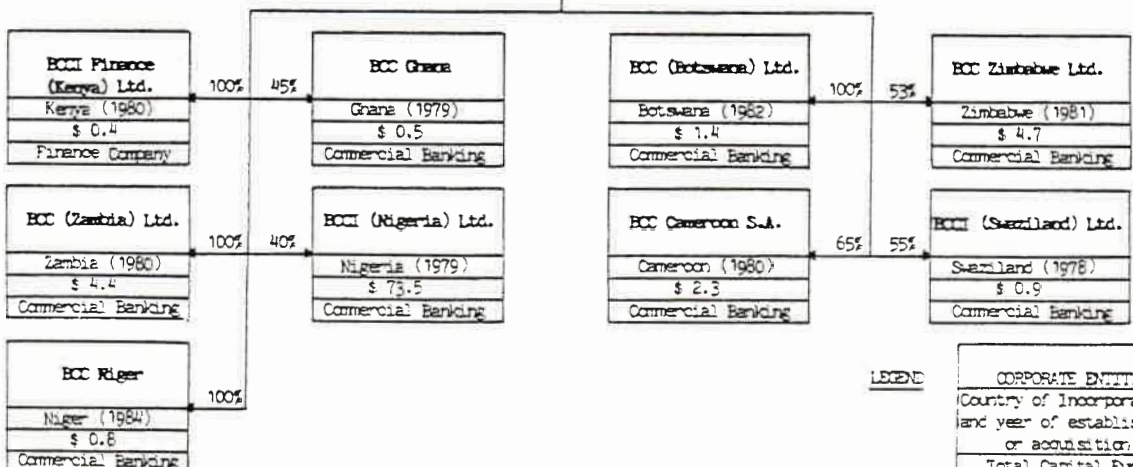
MIDDLE EAST



CARIBBEAN



AFRICA



LEGEND

CORPORATE ENTITY
(Country of Incorporation and year of establishment or acquisition)
Total Capital Funds as at Dec. 31, 1984
Activity

PRINCIPAL SUBSIDIARIES

Bank of Credit and Commerce International S.A.

BCCI SA was incorporated in 1972 in Luxembourg and since 1975 has been a wholly-owned subsidiary of BCCI Holdings (Luxembourg) S.A.

On December 31, 1984 it had 81 branches and representative offices in 13 countries situated primarily in Europe and the Middle East; of these, 45 branches are in the United Kingdom, where it has Licensed Deposit Taker status, and 8 branches are in the United Arab Emirates, 5 offices in the United States of America.

BCCI is principally involved in international commercial banking activities including customer and inter-bank deposits, trade finance, commercial and retail lending, remittances and a wide range of ancillary banking services.

The following table contains a summary of selected audited financial information in respect of BCCI for the five years ended December 31, 1984.

	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>
	(in millions of dollars)				
Capital Fund	272.7	224.1	177.8	135.4	101.4
Deposits & Other Funds	4,694.9	4,072.3	3,098.6	2,543.1	1,980.5
Cash & Due from Banks & Affiliates	3,186.9	2,544.9	1,693.0	1,436.2	1,105.2
Net Loans & Advances including those under Refinance Schemes (Less Provisions)	1,512.5	1,404.4	1,199.6	1,114.0	873.1
Total Assets	5,046.3	4,364.9	3,330.6	2,722.4	2,120.8
Profit before Tax	52.8	39.3	37.9	21.2	16.1

Auditors: Ernst & Whinney, Luxembourg.

Bank of Credit and Commerce International (Overseas) Limited

Overseas was incorporated in 1975 as a wholly-owned subsidiary of BCCI Holdings (Luxembourg) S.A. On December 31, 1984 it had 70 branches and representative offices located in 27 countries situated primarily in the Middle East, Asia, Africa, Caribbean and Latin America.

Overseas is principally involved in international commercial banking activities including customer and inter-bank deposits, trade finance, commercial and retail lending, remittances and a wide range of ancillary banking services.

The following table contains a summary of selected audited financial information in respect of Overseas for the five years ended December 31, 1984.

	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>
	(in millions of dollars)				
Capital Fund	302.9	231.9	178.6	131.2	92.8
Deposits & Other Funds	5,137.1	4,471.8	3,520.4	3,006.0	2,508.8
Cash & Due from Banks & Affiliates	2,508.4	2,387.0	1,946.2	1,350.0	1,084.8
Net Loans & Advances including those under Refinance Schemes (Less Provisions)	1,669.3	1,672.5	1,214.9	1,321.0	1,205.2
Total Assets	5,548.0	4,809.3	3,827.8	3,195.1	2,646.1
Profit before Tax	144.5	144.3	125.9	72.0	19.1

Auditors: Price Waterhouse, Grand Cayman.

OTHER MAIN SUBSIDIARIES AND AFFILIATES

Bank of Credit and Commerce Hong Kong Limited ("BCC Hong Kong")

BCC Hong Kong, formerly Hong Kong Metropolitan Bank Limited, is a 97% owned subsidiary which was established in 1960 and acquired by BCC in 1979. As at December 31, 1984 BCC Hong Kong and its subsidiaries had a total consolidated capital fund of the equivalent of US \$51.2 million, total consolidated assets of US \$ 812.8 million and 28 branches offering commercial banking services.

Bank of Credit and Commerce International (Nigeria) Limited ("BCCI (Nigeria)")

BCCI (Nigeria) is a 40% owned affiliate established in 1979 operating as a commercial bank in Nigeria with a network of 16 branches. As at December 31, 1984 it had a total capital fund of the equivalent of US \$ 73.5 million and total assets of US \$ 1,561.3 million. The majority shareholding is held by citizens of Nigeria and, by agreement, management is provided by the BCC Group.

Bank of Credit and Commerce (Emirates) ("BCC (Emirates)")

BCC Emirates is a 40% owned affiliate incorporated in 1982 providing commercial banking facilities with 12 branches in the United Arab Emirates. As at December 31, 1984 it had a total capital fund of the equivalent of US \$ 72.5 million and total assets of US \$ 1,012.5 million. The majority shareholding is held by citizens of the United Arab Emirates and, by agreement, management is provided by the BCC Group.

Bank of Credit and Commerce (Misr) S.A.E. ("BCC (Misr)")

BCC (Misr) is a 49% owned affiliate which was established in Egypt in 1981. As at December 31, 1984 it had a total capital fund of the equivalent of US \$ 18.6 million, total assets of US \$ 634.0 million and 19 branches offering commercial bank services. The majority shareholding is held by citizens of Egypt and, by agreement, management is provided by the BCC Group.

Board of Directors

The Board of Directors of BCC consists of:

Yves C. Lamarche	Amercian	Chairman, Banque Arabe et Internationale d'Investissement
J.D. van Oenen	Dutch	Bank Executive
Ghanim Faris Al-Mazrui	U.A.E.	Chairman, Private Department, HH The President of U.A.E., Secretary General, Abu Dhabi Investment Authority
Dr. Alfred Hartmann	Swiss	Formerly General Manager Union Bank of Switzerland
P.C. Twitchin	British	Bank Executive
Agha Hasan Abedi	Pakistani	President

SHAREHOLDERS

The shareholders of the Parent Company are made up entirely of Royal Family members, important business groups and institutional authorities from the Middle East. The ICIC Foundation and ICIC Staff Benefit Fund hold 20% of the shares. The total number of individual and Institution shareholders exceed 45.

Note:

The ICIC Foundation, incorporated and resident in the Cayman Islands, is a wholly-owned subsidiary of the ICIC Foundation which is a company incorporated in the United Kingdom and registered as a charity under English law. The latter is established for general charitable purposes under English law, but particularly to promote the relief of poverty and the advancement of education and religion.

The ICIC Staff Benefit Fund, incorporated and resident in the Cayman Islands, is a wholly-owned subsidiary of the ICIC Staff Benefit Trust which is constituted and administered as a discretionary trust in the Cayman Islands for the benefit of employees and former employees of the BCC Group and their dependents.

The members of the Governing Board of the ICIC Foundation of the United Kingdom are also the Protectors of the ICIC Staff Benefit Trust and are Executives of the BCC Group.

BUSINESS

The table overleaf contains a summary of selected audited financial information in respect of the BCC Group for the five years ended December 31, 1984.

	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>
	(in millions of dollars)				
Capital Fund	1,008	807	641	462	292
Deposits & Other Funds	13,012	11,192	8,716	6,740	4,925
Cash & Due from Banks	6,412	5,612	4,106	3,032	2,129
Net Loans & Advances including those under Refinance Schemes (Less Provisions)	5,153	4,859	4,105	3,307	2,555
Total Assets	14,349	12,309	9,650	7,345	5,321
Profit before Tax	278	278	223	125	48

Deposits and Other Funds

In the early years of the BCC Group, deposits were generated largely as a result of the personal and banking relationships previously established by the members of the BCC Group's management. As the BCC Group has grown, the deposit base has expanded and is now attributable mainly to customers of the worldwide network of branches. The regional spread of BCC Group total customer deposits is shown in the table under Regional Analysis of Deposits and Loans below. The BCC Group also maintains lines of credit with banks worldwide.

The following table shows a breakdown of total deposits and other funds in respect of the BCC Group for the five years ended December 31, 1984.

	<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>
	(in millions of dollars)				
Demand Deposits	2,486	2,327	1,820	1,237	848
Term Deposits and Savings Accounts	8,026	6,927	5,261	4,252	3,285
			379	354	164
Total Customer Deposits	10,512	9,254	7,460	5,843	4,297
Due to Banks	2,232	1,727	1,087	734	510
Accrued Interest	217	160	169	163	118
Floating Rate Notes	50	50	-	-	-
Total Deposits and Other Funds	13,011	11,191	8,716	6,740	4,925

Commercial Banking

The BCC Group offers its customers mainly short-term trade related credit facilities through the majority of its branches including the financing of exports and imports. It also provides the following services: trade related letters of credit and letters of guarantee including the issuance of bid bonds, performance bonds, advance payment and retention money guarantees; personal, commercial and corporate loans; pre-export finance; leasing and project finance. Construction and real estate lending each constitutes a small proportion of total lending and in many cases such loans have either been made under Government re-finance schemes or have the guarantee of local banking institutions. As a matter of consistent policy, the BCC Group has not been an active participant in the international syndicated loan market.

ANALYSIS OF LOANS & ADVANCES BY SECTOR AND MATURITY

The following table sets forth the analysis, by sector, of the BCC Group loan portfolio.

	<u>DECEMBER</u>			
	1984		1983	
	<u>\$m</u>	<u>% of total</u>	<u>\$m</u>	<u>% of total</u>
Short Term Trade Related	2,714	50.0	2,644	52.1
Shipping and Transport	368	6.8	352	7.0
Manufacturing	461	8.5	428	8.4
Construction	350	6.5	345	6.8
Hotel and Tourism	85	1.6	97	1.9
Engineering	41	0.8	40	0.8
Real Estate	397	7.3	353	7.0
Real Estate Counter Financed by Government and Central Banks	-	-	34	0.7
Banks and other Financial Inst.	299	5.5	177	3.5
All Other Loans	<u>707</u>	<u>13.0</u>	<u>600</u>	<u>11.8</u>
	5,422	100.0	5,070	100.0
Less				
Accumulated Loan Loss Provision	(269)		(211)	
Total Loans and Advances	<u>5,153</u>		<u>4,859</u>	

The following table sets forth the analysis, by maturity, of the BCC Group loan portfolio.

	<u>DECEMBER</u>			
	1984		1983	
	<u>\$m</u>	<u>% of total</u>	<u>\$m</u>	<u>% of total</u>
Overdrafts	1,913	35.3	1,565	30.8
Up to One year	2,672	49.3	2,721	53.7
One to Two years	363	6.7	319	6.3
Two to Three years	148	2.7	187	3.7
Three to Five years	159	2.9	118	2.3
Over Five years	<u>167</u>	<u>3.1</u>	<u>160</u>	<u>3.2</u>
	5,422	100.0	5,070	100.0
Less				
Accumulated Loan Loss Provision	(269)		(211)	
Total Loans and Advances	<u>5,153</u>		<u>4,859</u>	

Provisions for loan losses are made on a quarterly basis. The provisions made at the end of each financial year follow a detailed annual appraisal of the facilities granted to customers which is made by the management of the BCC Group and reviewed by the auditors. Such provisions are in part specific, relating to identified risks, and in part general, relating to risks which are present in any banking portfolio but which have not been specifically identified. In the opinion of the management, approximately 50% of the accumulated provision as at December 31, 1984 was deemed to be a general provision.

GEOGRAPHICAL ANALYSIS OF DEPOSITS AND LOANS

The following table sets forth the customer deposits and loans of the branches of the BCC Group in the following regions.

	<u>DEPOSITS</u>				<u>LOANS</u>			
	<u>1984</u>		<u>1983</u>		<u>1984</u>		<u>1983</u>	
	<u>\$m</u>	<u>% of total</u>	<u>\$m</u>	<u>% of total</u>	<u>\$m</u>	<u>% of total</u>	<u>\$m</u>	<u>% of total</u>
Europe	2,862.8	27.2	2,250.9	24.6	932.3	18.1	828.8	17.1
N. & S. America	633.0	6.0	433.8	4.7	506.7	9.8	318.4	6.6
Far East & Asia	1,103.9	10.5	924.2	10.1	823.6	16.0	740.6	15.2
Middle East	2,107.3	20.1	2,100.7	23.0	1,230.7	23.9	1,153.5	23.7
Caribbean	1,509.1	14.4	1,450.5	15.8	700.7	13.6	832.7	17.1
Africa	2,296.1	21.8	1,991.2	21.8	959.4	18.6	985.2	20.3
	<u>10,512.2</u>	<u>100.0</u>	<u>9,151.3</u>	<u>100.0</u>	<u>5,153.4</u>	<u>100.0</u>	<u>4,859.2</u>	<u>100.0</u>

Liquidity

Once again we quickly responded in 1984. The results show a total shift of emphasis for growth to consolidation, from quantity to quality - an emphasis on high capital/asset ratio, high liquidity, high quality of assets, high service standards, high operational efficiency and budgetary controls. Our capital/asset ratio was improved from 6.5% to over 7%, liquidity from 50% to 53% if we include short-term and readily encashable investments, and capital from US \$ 808 million to over US \$ 1 billion which stands well against a total loan portfolio of US \$ 5 billion.

Our focus will continue to accentuate on conservatism and prudence during the next decade. We plan to improve within the next 3 years our capital/asset ratio to over 8% and liquidity to over 55% while maintaining a high degree of emphasis on the quality of assets. It is our sensitivity to change that has been the hallmark of our success and it will continue to be so in the years ahead. BCC has always been linking people, cultures, nations and continents through its banking services. But we are more than this, we are also a bridge in time - a link between what is and what is possible, between the reality of the present and the potentiality of the future.

SCOPE OF ACTIVITIES

The BCC Group of banks provides a full range of retail, commercial and wholesale banking and financial services. Some of the principal services are described below:

COMMERCIAL BANKING

Although the BCC Group of banks, subsidiaries and affiliates handle a large volume of wholesale business, the bulk of the Group's activities consists of retail, commercial banking operations, both domestic and international in the countries in which its branch network is located.

Managers of branches have long experience of retail and commercial banking and have a thorough understanding of the retail and commercial trade. A particular strength is in the financing of overseas trade by means of both bills of exchange and documentary credits.

The Documentary Credits Department offers a full service to exporters and importers including usance, revolving and back-to-back credit facilities. Bills for collection, inward and outward, both clean and documentary, are handled at most branches. Similarly, bills of exchange in most international currencies including prominent Middle Eastern currencies are purchased by the Bank with recourse to the exporter.

Due to its position in the Middle East, BCC has been instrumental in issuing bid-bonds, performance bonds, advance payment and retention money guarantees on behalf of civil engineering and other project contractors in this large competitive market.

All retail branches provide checking account and savings account facilities. These in fact form a substantial source of funding for the branches. Branches are mechanised or computerised to provide modern and efficient service to account holders, and develop management information for effective supervision and control of operations. In many countries the Bank has been authorised by the Government to accept payments from customers for electricity, gas, telephone, etc. on behalf of the government Departments

Another important activity is the providing of commercial intelligence to exporters and contractors, particularly relating to business and project opportunities in the developing countries in the Middle East and Africa etc.

Following is a general list of commercial banking services provided by BCC Group Banks:

Checking Accounts	Commercial Loans
Savings Accounts	Corporate Financing
All other types of Deposit Accounts	Real Estate Development Financing
Cash Management	Financing of International Trade
Payroll Management	Pre-Export financing
Standing Instructions & Payment Orders	Leasing
Money Transfers	Bonds and Guarantees
Safe Deposit Facilities	Documentary Letters of Credit
Collections	Foreign Exchange Trading
Personal Loans	

Merchant Banking

The BCC Group has wholly-owned merchant banking operations in Hong Kong and Grand Cayman and in Kuwait through affiliates. The Merchant Banking Division in London, provides central professional expertise to clients of the Group, institutions as well as individuals, from all parts of the world. Some of the services provided by the Merchant Banking Group are as under:

Investment & Portfolio Management	Project Financing
Trust Services	Financial Packing
Loan Syndication	
Guarantee Syndication	Feasibility Studies

Each of the regional Merchant Banking centres has evolved its own broad range of services in keeping with prevailing banking laws and market requirements. The Merchant Banking Division in London emphasises investment advisory services that cover portfolio investments, corporate acquisitions and real estate investments. A broad range of other financial advisory activities include the management of client funds in keeping with the clients' priorities regarding safety, yield and liquidity and on a small scale the participation in project finance syndications on a world wide basis.

BCC Travellers Cheques

The sale of BCC Travellers Cheques commenced on December 1st, 1981. The cheques are issued under the charter of Visa and therefore their acceptability is ensured in 146 countries by the 12,000 financial institutions which comprise the Visa memberships, supported by the 3,000,000 merchant outlets which already recognise and have contracted to accept the Visa Card. Presently, the BCC Travellers Cheques are issued in US Dollars and Pound Sterling in the denominations of 20,50, 100 and 1000.

Foreign Exchange Dealing

BCC has a network of foreign exchange dealing rooms throughout Europe, the Middle East, the Americas and the Far East. Dealers are principally based in:

Abu Dhabi	Bahrain	Cairo	San Francisco
Dubai	Frankfurt	Hong Kong	Los Angeles
London	Luxembourg	Miami	Toronto
Panama	Paris	Zurich	Montreal

Dealing rooms at these centres give corporate clients an efficient service for all their foreign exchange requirements. The dealing rooms have the latest technological equipment for communications and computerised accounting. BCC is also able to give the most up to date advice and guidance on any Middle East currency.

Wholesale Banking

Although emphasis in the Group is on retail banking, the bank does handle a substantial amount of wholesale banking. This is in the shape of varied services provided by the Group to multinational corporations and Governments and central banks of various countries.

Correspondent Banking

Despite its own comprehensive network, the Group has correspondent relationships with over 650 banks in 120 countries.

Economic Evaluation Wing

BCC's Economic Evaluation Wing is an integral part of the bank's structure and serves the needs of both the bank and its customers. This was set up to provide users with macro-economic intelligence which is up-to-date and relevant to current decisions. Economic situations throughout the world are researched and evaluated and reports issued on a regular and on-demand basis.

Other Services

The Insurance Division of BCC keeps in close touch with the Insurance market generally. Advice is willingly given to clients on any insurance matter and insurance is obtained wherever required.

Branches in the European and American centres are equipped to handle the special requirements of clients from the Middle East and other developing countries who wish to invest in these areas. This service endeavours to solve many of the typical problems faced by foreign visitors who are not familiar with local regulations and are not aware of the existence of local agencies which are there to assist them. These branches also advise American and European businessmen travelling to the Middle East and Africa about local regulations and customs.

All branches of the bank are mechanised. Centres like UAE and UK which have a large number of branches, are equipped with an advanced computer system and the branches are connected to central computer on an on-line basis. Other centres use mini-computers.

Many countries have sizeable immigrant populations. The BCC Group is in the unique position of having branches in a number of developing countries with large numbers of immigrant labour and is able to provide them through its Home Remittance Scheme a quick and efficient method of remitting money home.

MANAGEMENT

Group Management

The Board of Directors of BCCI Holdings (Luxembourg) S.A. constitutes the ultimate authority for the management of the BCC Group. Board meetings are held on a monthly basis.

The Board of Directors determines the BCC Group's operating policies and guidelines, including financial discipline, credit policies and country and currency exposures. It reviews the periodic financial results, approves credit over established limits and determines the expansion of the branch network and the investments in subsidiaries and affiliates. Although the ultimate authority for the management of the BCC Group is vested in the Board of Directors of BCCI Holdings (Luxembourg) S.A., the Boards of Directors of the subsidiaries and affiliates have autonomy in the management of those subsidiaries or affiliates taking into account the established group policies and guidelines.

At the operational level, the Board of Directors of each of BCCI Holdings (Luxembourg) S.A. and the subsidiaries and affiliates is assisted and supported by the Central Management Committee. The Central Management Committee consists of the President, the Executive Directors, all the regional General Managers, certain other senior executives from within the BCC Group and certain representatives from the Boards of Directors of subsidiaries and affiliates. The Central Management Committee meets in full once every two months. In discharging its responsibilities to the respective Boards of Directors, the Central Management Committee is supported by the managements of the subsidiaries and affiliates, and functional sub-committees whose executives are accountable to the Central Management Committee.

In accordance with the policies laid down by the respective Boards of Directors and the authority delegated to it, the Central Management Committee is responsible for the following:

General

- Promoting the BCC concept and philosophy of management.

Financial

- Coordinating and supervising the growth of BCC Group banking resources and business.
- Supervision of credit and lending policies.
- Monitoring the liquidity position of the BCC Group.
- Reviewing fiscal policy and operating procedures.

Development

- Supervising and coordinating the implementation of the BCC Group's expansion programme.

Administration

- Coordinating the development and the implementation of personnel policies.
- Reviewing and implementing audit and inspection reports.

The Central Support Organisation, which is accountable to the Central Management Committee, is the principal unit in the BCC Group responsible for coordinating administration. The organisation consists of various functional divisions, including credit, personnel, group accounts, taxation, treasury, international, marketing, audit and inspection, and management services. The Central Support Organisation directly assists the Central Management Committee or a particular subsidiary or affiliated company as appropriate; the Central Management Committee itself has to report to the relevant Board of Directors in relation to matters for which it has responsibility.

Regional Offices

Each Regional Office is headed by a Regional General Manager responsible for all day-to-day management within his region. Each Regional General Manager is a member of the Central Management Committee and represents the BCC Group on the Board of Directors of subsidiaries and affiliates within his region.

The Regional General Manager is supported by a Regional Management Committee and a Regional Credit Committee whose members comprise Managers of large branches and selected Department Heads within the Regional Office.

Each Regional Office has a regional office organisation commensurate with its requirements and volume of business which undertakes all requisite management functions, divided into appropriate divisions, such as credit, personnel, treasury and finance, marketing, audit and inspection, and such other functional divisions as may be required for management of its operations and various banking activities.

Subsidiaries and Affiliates

Each subsidiary and affiliate has its own Board of Directors which includes the Regional General Manager and/or members of the Central Management Committee as well as representatives of outside shareholders. The Board of Directors has autonomy with regard to its own affairs taking into account the policies and guidelines of the Board of BCC.

Each subsidiary and affiliate has a Head Office organisation commensurate with its requirements and volume of business which undertakes all requisite management functions, divided into appropriate division, such as credit, personnel, treasury and finance, marketing, audit and inspection, and such other functional divisions as may be required for management of its operations and various banking activities.

Personnel and Management Development

The total personnel employed by the BCC Group as at December 31 in each of the last five years was:

<u>1984</u>	<u>1983</u>	<u>1982</u>	<u>1981</u>	<u>1980</u>
11,300	9,963	6,974	5,775	4,204

The BCC Group runs international management development and training operations with centres located in Cairo, Harare, Hong Kong, Karachi, Lagos, London and New York.

NETWORK OF BRANCHES AND OFFICES**Bahamas**

Nassau

Bahrain

Bahrain

Bangladesh

Chittagong

Dhaka

Khulna

Barbados

Bridgetown

Botswana

Francistown

Gaborone

Kanye

Lobatse

Cameroon

Douala

Garoua

Yaounde

Canada

Calgary

Montreal

Toronto

Main Branch

Spadina Avenue

Vancouver

Main Branch

Broadway

Colombia

Acacias

Barranquilla

Bogota

Barrio Restrepo

C.A.N.

Centro Internacional

Chapinero

Chico

Paloquemao

Principal (Main)

Puente Aranda

Siete de Agosto

Zona Industrial

Bucaramanga

Buenaventura

Cali

Avenida Uribe

Cali (Main)

Cucuta

Envigado

Ibague

Medellin

Colombia (cont.)

Pereira

Villavicencio

Catama

Villacentro

Villavicencio (Main)

Cyprus

Limassol

Djibouti

Djibouti

Egypt

Alexandria

Alexandria Main

Roushdy

Safia Zaghloul St.

Assuit

Cairo

El Giza

Heliopolis

Kasr-el-Aini

Moski Al Azhar

Nile Hilton

Orabi Square

Sarwat

Sherif Street

Shoubra

Talaat Harb

26 July Street

Zamalek

Port Said

Port Said Main

Tanta

France

Cannes

Marseille

Paris

Gabon

Franceville

Libreville

Port Gentil

Germany (West)

Frankfurt

Hamburg

Ghana

Accra

Gibraltar

Gibraltar

Grand Cayman

George Town

Hong Kong

Hong Kong

Admiralty Centre

Causeway Bay

Central

Chater Road

Edinburgh Tower

Gloucester Road

Hilton

Hong Kong Main

Lyndhurst Terrace

North Point

The Landmark

Wanchai

Western

Kowloon

Austin Avenue

Kowloon Main

Kwun Tong

Mongkok

Nathan Road

San Po Kong

Sham Shui Po

To Kwa Wan

Tsimshatsui

Yaumati

New Territories

Kwai Chung

Tsuen Wan

Tuen Mun

Yuen Long

India

Bombay

Indonesia

Jakarta

Italy

Milan

Rome

Ivory Coast

Abidjan

Vridi

Jamaica

Kingston

New Kingston

King Street

Montego Bay

Jordan

Amman

Amman Main

Jabal Amman

Station Road

Kenya

Eldoret

Kisumu

Mombasa

Jomo Kenyatta Avenue

Mombasa Main

Nairobi

Nairobi Main

Tom Mboya Street

Nakuru**Korea (South)**

Seoul

Lebanon

Achrafieh

Beirut

Bechara El-Khoury

Beirut Main

Jounieh

Mazraa

Liberia

Monrovia

Luxembourg**Luxembourg**

Boulevard Royal

Rue des Bains

Macau

Macau

Malaysia

Kuala Lumpur

Maldives

Male

Mauritius

Port Louis

Monaco

Monte Carlo

Netherlands

Amsterdam

Netherlands Antilles

Curacao

Niger

Niamey

Nigeria**Bauchi**

Ahmadu Bello

Azare

Nigeria (cont.)

Benin

Enugu

Ibadan

Ilora

Jos

Kaduna

Kano

Briniwa

Bello Road

Murtala Muhammed Way

Lagos

Agbowo Ikosi

Apapa

Broad Street

Ilupeju

Ketu

Tafawa Balewa Square

Maiduguri

Oluponna

Onitsha

Port Harcourt

Sokoto

Tofa

Warri

Oman

Ibri

Muscat

Greater Muttrah

Muscat

Muttrah Main

Ruwi

Seeb Airport

Sook

Nizwa

Rustaq

Salalah

Sohar

Sur

Pakistan

Karachi

Lahore

Rawalpindi

Panama

Colon Freezone

Panama City

Paraguay

Asuncion

Philippines

Manila

Senegal

Dakar

Seychelles

Victoria Mahe

Sierra Leone

Freetown

Kenema

Spain

Badajoz

Barcelona

Burgos

Cordoba

Ibiza

La Coruna

Main Branch

Ordenes

Santa Comba

Leon

Logrono

Madrid (City Centre)

Main Branch

Goya

Jose Ortega y Gasset

Hilarion Eslava

Rafael Salgado

Madrid (Provinces)

Alcobendas

Alcorcon

Getafe

Leganes

Torrejon de Ardoz

Malaga

Main Branch

Marbella

Pontevedra

Main Branch

Vigo

Valencia

Valladolid

Sri Lanka

Colombo

Katunayake

Sudan

Khartoum

Omdurman

Port Sudan

Swaziland

Manzini

Mbabane

Switzerland

Geneva

Zurich

Thailand

Bangkok

Togo

Lome

Turkey

Istanbul

Izmir

Mersin

United Arab Emirates**Abu Dhabi**

Al-Ain

Abu Dhabi

Abu Dhabi Main

City Centre

Corniche

Hazzaa Airport

Industrial Area

Sea View

Sh. Hamdan Road

Ajman**Dubai**

Al-Maktoum Street

Deira Main

Deira Dubai

Dubai

Khalid Bin Waleed Road

Rashidiya

Satwah

Fujeirah**Ras Al Khaimah****Sharjah**

Sharjah Main

Sharjah

United Kingdom &**Isle of Man****Birmingham**

Colmore Row

Handsworth

Blackburn

Bradford

Brighton

Coventry

Edinburgh

Glasgow

Leeds

Leicester

Liverpool

London

Brompton Road

Charing Cross Road

Commercial Road

Cromwell Road

Ealing

Earls Court Road

East Ham

Edgware Road

Green Park

Hounslow

Hyde Park

Kensington

Kilburn

Leadenhall Street

Marble Arch

Mark Lane

Mayfair

Oxford Circus

Oxford Street

Park Lane

Piccadilly

Queensway

Sloane Street

Southall

Swiss Cottage

Tooting

Trafalgar Square

Wembley

Wigmore Street

Manchester

Newcastle-upon-Tyne

Slough

Wolverhampton

Isle of Man

Douglas

Uruguay

Montevideo

**United States of
America**

Los Angeles

San Francisco

Miami

Palm Beach

Tampa

New York

Yemen

Sana'a

Hodeidah

Zambia

Kabwe

Kitwe

Livingstone

Lusaka

Ndola

Zimbabwe

Bulawayo

Chitungwiza

Harare

Highfield

Kwekwe

Mutare

REPRESENTATIVE OFFICES

Australia
Sydney

Lebanon
Beirut

Brazil
Sao Paulo

Morocco
Rabat

China
Beijing

Nigeria
Lagos

Colombia
Bogota

Portugal
Lisbon

Egypt
Cairo

Spain
Madrid

Hong Kong
Hong Kong

Thailand
Bangkok

Indonesia
Jakarta

**United States of
America**
Chicago
Houston
New York
San Francisco
Washington

Italy
Rome

Japan
Tokyo

Venezuela
Caracas

BCCI HOLDINGS (LUXEMBOURG) S.A.

BCC Group

Subsidiaries and Affiliates

Bank of Credit and Commerce International S.A.-100%
39 Boulevard Royal, Luxembourg

Bank of Credit and Commerce International (Overseas) Limited-100%
Guinness Mahon Building, Fort Street, George Town,
Grand Cayman

Bank of Credit and Commerce International (Lebanon) S.A.L.-100%
Piccadilly Building, Hamrah,
Beirut, Lebanon

Bank of Credit and Commerce International (Swaziland) Limited-55%
Nkoseluhlaza Street, PO Box 645, Manzini,
Swaziland

Bank of Credit and Commerce Hong Kong Limited-97%
Admiralty Centre, Tower 1, 5th Floor, 18 Harcourt Road,
Hong Kong

Bank of Credit and Commerce International (Nigeria) Limited-40%
42/44 Warehouse Road, PMB 1040, Apapa,
Lagos, Nigeria

Bank of Credit and Commerce (Misr) S.A.E.-49%
106 Kasr-el Aini Street,
P O Box 788,
Cairo, Egypt

Banque de Commerce et de Placements S.A.-20%
12 Place Cornavin, Case Postale 215, CH-1211 Geneva 1,
Switzerland

National Bank of Oman Limited (S.A.O.)-29%
PO Box 3751, Ruwi, Muscat,
Sultanate of Oman

Bank of Credit and Commerce Ghana Limited-45%
PO Box 11011, 4 Graphic Road, Accra,
Ghana

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BCCI HOLDINGS (LUXEMBOURG) S.A.

BCC Group

Subsidiaries and Affiliates

Bank of Credit and Commerce Canada-100%

625 Dorchester Boulevard West, Montreal,
Quebec H3B 1R2 Canada

BCCI Finance International Limited-98%

5/F, Admiralty Centre, Tower 1,
18 Harcourt Road, G.P.O. Box 3664
Hong Kong

Credit and Finance Corporation Limited-100%

Guinness Mahon Building, Fort Street, George Town,
Grand Cayman,

Italfinance International S.p.A.-85%

Via Marche 1, 00187,
Rome, Italy

Kuwait International Finance Company S.A.K.-49%

Al Rashid Building, Fahad Al-Salem Street,
PO Box 23792, Safat, Kuwait

Bank of Credit and Commerce Cameroon S.A.-65%

Kennedy Building, Ave John F. Kennedy,
B.P. 1188, Yaounde,
Cameroon

Bank of Credit and Commerce (Zambia) Limited-100%

Zimco House, Cairo Road, PO Box 34940,
Lusaka, Zambia

Bank of Credit and Commerce Zimbabwe Limited-53%

60 Union Avenue, Union House,
PO Box 3313, Harare, Zimbabwe

BCCI Finance N.V.-100%

De Ruyterkade 62, Curacao, Netherlands Antilles

Continued/.....

BCCI HOLDINGS (LUXEMBOURG) S.A.

BCC Group

Subsidiaries and Affiliates

Bank of Credit and Commerce (Botswana) Limited-100%
Plot 1278, Extension 6, Lobatse Road, PO Box 871, Gaborone,
Botswana

Bank of Credit and Commerce (Emirates)-40%
PO Box 3865, Abu Dhabi, U.A.E.

BCCI Leasing (Malaysia) Sdn Bhd-49%
2nd Floor, Oriental Plaza, No. 3 Jalan P. Ramlee,
Kuala Lumpur 04-01, Malaysia

BCC Finance and Securities Limited,-10%
17th Floor, Bangkok Bank Building,
333 Silom Road, Bangkok, Thailand.

Bank of Credit and Commerce Sociedad Anonima Espanola-99%
Serrano 11, PO Box 50887
28001 Madrid, Spain

Banco Mercantil-49%
Carrera 7A No. 14-23,
Apartado No. 6826, Bogota, Colombia

BCC Credit and Finance (Uruguay) S.A.-100%
Sarandi 588,
Montevideo, Uruguay

PT BCC Pratama Leasing Indonesia-70%
Central Plaza,
Jalan Jenderal Sudirman Kav 47,48,
PO Box 4718,
Jakarta 10001, Indonesia

Bank of Credit and Commerce Niger-100%
BP 12792 Immeuble El-Nasr, Niamey, Niger

Bank of Credit and Commerce Gibraltar Limited-100%
153, Main Street, Gibraltar

BCCI Finance (Kenya) Limited-100%
PO Box 44080, Koinange Street,
Nairobi, Kenya