

Transferable Subscription Rights of  
TISCO Financial Group Public Company Limited tranche 1 (TISCO-T1) and tranche 2 (TISCO-T2)

### 1. Details of the TSRs

The Company issued 72,791,209 units of TSRs to its existing shareholders whose names are shown in the registration book as of May 7, 2013 by way of rights issue proportionately (Right Offering). In this regard, the date for gathering the name according to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the shareholders' registration book is on May 7, 2013. Key features of the issued and offered TSRs are as follows;

#### 1.1 Key Features of the Offered TSRs

Issuer	:	TISCO Financial Group Public Company Limited
Address of the issuer	:	48/49, 21 <sup>st</sup> Fl., TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500
Securities name	:	Transferable Subscription Rights of TISCO Financial Group Public Company Limited tranche 1 (TISCO-T1) and tranche 2 (TISCO-T2) (TSRs), whereby TISCO-T1 will be issued to existing shareholders who is Thai individual person or juristic person whose name are shown in the registration book as of the book closing date, and TISCO-T2 will be issued to existing shareholders who is foreign individual person or juristic person whose name are shown in the registration book as of the book closing date.
Type of TSRs	:	Name-specified and transferable
Number of TSRs issued	:	72,791,209 units (Seventy two million seven hundred and ninety one thousand two hundred nine units)
Number of shares reserved for the exercise of TSRs	:	72,791,209 shares (par value of Baht 10.00 per share) accounted for the increased capital of Baht 727,912,090
Allocation method for TSRs	:	The TSRs shall be allocated to the existing shareholders of the Company by way of rights issue proportionately (Right Offering) at the ratio of 10 existing shares (common and preferred shares) for 1 unit of TSRs. If there is any fraction from the calculation of the allocation, such fraction shall be disregarded. In this regard, the list of shareholders gathered according to Section 225 of the Securities and Exchange Act B.E.2535 (as amended) by closing the shareholders' registration book is on May 7, 2013.  The TSRs are categorized into 2 tranches based on nationality of the shareholders which are  (1) TSRs for Thai individual or juristic person are symbolized as TISCO-T1 and having full amount of capital increased share reserved for the exercise of TISCO-T1.  (2) TSRs for Foreign individual or juristic person are symbolized as TISCO-T2 and having full amount of capital increased share reserved for the exercise of TISCO-T2.
Delivery of TSRs	:	All TSRs will be allocated only in a scripless form under Thailand Securities Depository Company Limited
Offering price per unit of TSRs	:	0.00 Baht per unit (Zero Baht)
Exercise price for subscription of capital increased shares of TISCO-T1 and TISCO-T2	:	1 unit of TSRs (TISCO-T1 and TISCO-T2) is entitled to the subscription for 1 capital increased share of the Company. After the issuance of the TSRs, the Company will not change the exercise ratio of the TSRs.

Exercise price for subscription of capital increased shares	:	Baht 24.00 per share, with a par value of Baht 10.00 per share. After the issuance of the TSRs, the Company will not change the exercise price of the TSRs.
Issuance date of TSRs	:	May 13, 2013
Closing date of TSRs Holders' Registration Book	:	The list of shareholders gathered according to Section 225 of the Securities and Exchange Act B.E.2535 (as amended) by closing the TSRs Holder' registration book on June 4, 2013
Exercise Date	:	June 26, 2013
Tenor of TSRs	:	45 days. After the issuance of the TSRs, the Company will not extend the tenor of the TSRs.
Period for trading of TSRs in secondary market	:	The shareholders who hold TSRs can trade TISCO-T1 and TISCO-T2 in the SET during the period of May 20 – 29, 2013
Period for the Notification of the Intention to Exercise the TSRs	:	The TSRs Holders who wish to exercise their rights to subscribe for capital increased shares of the Company must inform their intentions to exercise their rights under the TSRs by giving notification of such intention to subscribe for capital increased shares of the Company between 9.00 a.m. and 4.00 p.m. of June 11 - 25, 2013, totaling 15 days, except the holiday of the commercial banks.
Irrevocability of notification of the Intention to exercise the TSRs	:	After the TSRs Holder has notified the intention to exercise the right to subscribe for the capital increased shares under the TSRs, the TSRs Holders shall no longer be able to revoke such intention.
Secondary market of TSRs	:	The TSRs issued in this offering will be listed in the SET.
Secondary Market of capital increased shares from the exercise of TSRs	:	The capital increased shares from the exercise of TSRs will be listed in the SET.
TSRs Registrar	:	Thailand Securities Depository Company Limited
TSRs Subscription Agent	:	TISCO Securities Co., Ltd.
Impact to Shareholders		<p>The TSRs are offered to the existing shareholders by way of rights issue proportionately; therefore, there is no dilution effect to the existing shareholders on the issuance date of TSRs. However, if the TSRs are exercised, there will be some dilution effect to the existing shareholders as shown below.</p> <p><u>Impact from exercise of the TSRs in full</u></p> <p><u>Impact to shareholders will be considered under 2 scenarios as follows:</u></p> <p>Scenario 1: All TSRs are exercised by existing shareholders.</p> <p>Scenario 2: All TSRs are exercised by new shareholders. (All TSRs are transferred in the Stock Exchange of Thailand.)</p> <p>1. <u>Control Dilution</u></p> <p>Scenario 1: There will be no impact.</p> <p>Scenario 2: Control Dilution is equal to 9.1%.</p> <p>Formula :</p> $\text{Control Dilution} = 1 - (Q_o / (Q_o + Q_{\text{TSRs}}))$ <p><u>Whereas</u></p> <p><math>Q_o</math> = Total existing paid-up shares which are 727.91 million shares (at par value of Baht 10.00 per share)</p> <p><math>Q_{\text{TSRs}}</math> = Total newly issued shares reserved for the exercise of the TSRs which are 72.79 million shares (at par value of Baht 10.00 per share)</p>

Impact to Shareholders	<p><u>Thus</u></p> $\text{Control Dilution} = 1 - (727.91 / (727.91 + 72.79))$ $= 9.1\%$ <p>2. <u>EPS Dilution</u></p> <p>Scenario 1 and Scenario 2: EPS Dilution is equal to 9.0</p> <p>Formula :</p> $\text{EPS Dilution} = (\text{EPS}_o - \text{EPS}_{\text{New}}) / \text{EPS}_o$ <p><u>whereas</u></p> $\text{EPS}_o = \text{Net Profit} / Q_o$ $\text{EPS}_{\text{New}} = \text{Net Profit} / (Q_o + Q_{\text{TSRs}})$ <p><u>Remarks</u> The net profit used for calculation is the latest trailing 12-month (January 1, 2012 to December 31, 2012) net profit which was Baht 3,705.18 Million.</p> <p><u>Thus</u></p> $\text{EPS}_o = 3,705.18 / 727.91$ $= \text{Baht } 5.09 \text{ per share}$ $\text{EPS}_{\text{New}} = 3,705.18 / 800.70$ $= \text{Baht } 4.63 \text{ per share}$ $\text{EPS Dilution} = (5.09 - 4.63) / 5.09$ $= 9.0\%$ <p>3. <u>Price Dilution</u></p> <p>Scenario 1 and Scenario 2: Price Dilution is not exceeding 5%</p> $\text{Price Dilution} = (\text{Price before the offering} - \text{Price after the offering}) / \text{Price before the offering}$ <p><u>Whereas</u></p> $\text{Market price before the offering} = \text{Weighted average market price during } 10 \text{ business days before the date that the Board of Directors has a resolution to determine the exercise price which is on February 18, 2013}$ $= \text{Baht } 52.65 \text{ per share}$ $\text{Market price after offering} = ((\text{Price before the offering} \times \text{Paid-up shares}) + (\text{Exercise price} \times \text{Reserved shares})) / (\text{Paid-up shares} + \text{Reserved shares})$ $= \text{Baht } 50.05 \text{ per share}$ <p><u>Thus</u></p> $\text{Price Dilution} = (52.65 - 50.05) / 52.65$ $= 4.9\%$
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## 1.2 Procedures and Conditions for the Exercise of the TSRs

### 1.2.1 Exercise Date

The exercise date for the rights to subscribe for the capital increased shares of the Company will be on June 26, 2013. In this regard, the Company shall notify the SET to post a suspension of trading sign (SP) 3 business days prior to the closing date of TSRs Holders' Registration Book until the Exercise Date (from May 30, 2013 to June 26, 2013). The TSRs Holders shall be able to notify their intention to exercise the rights between 9.00 a.m. and 4.00 p.m. of June 11 - 25, 2013, excluding commercial bank holidays, totaling 15 days

### 1.2.2 Period for the Notification of the Intention to Exercise the TSRs

TSRs Holders who wish to exercise their rights to subscribe for capital increased shares of the Company must notify their intention to exercise the rights under the TSRs between 9.00 a.m. and 4.00 p.m. during June 11 - 25, 2013, totaling 15 days, excluding commercial bank holidays, at the Location to Exercise the TSRs as specified in Terms and Condition. If the TSRs Holders do not exercise their rights within the specified period for the Notification of the Intention to Exercise the TSRs, the TSRs shall expire immediately and the TSRs Holders shall no longer be able to exercise the rights to subscribe for the capital increased shares of the Company.

The Company shall inform the TSRs Holders of the news related to the Period for the Notification of the Intention to Exercise the TSRs, exercise ratio and exercise price for the subscription of capital increased shares and the Location to Exercise the TSRs through the SET Community Portal (SCP) at least 14 business days prior to the Period of the Notification of the Intention to Exercise the TSRs. Moreover, the Company shall send the Notification Form for Exercise of Rights via registered mail to the TSRs Holders whose names appear on the TSRs Holders' Registration Book closing date prior to the exercise period.

### 1.2.3 Holders of the TSRs

The rights under the TSRs shall be vested in persons or juristic persons whose names appear as the owners of the TSRs in the TSRs Holders' Registration Book on the first closing date of the TSRs Holders' Registration Book.

### 1.2.4 TSRs Registrar

The TSRs Registrar shall be responsible for the closing of the TSRs Holders' Registration Book. The TSRs Holders' Registration Book shall contain the full name-surname, nationality, and address of each of the TSRs Holders and other details as required by the Securities Depository. In the case of the inconsistency of any information, the details in the TSRs Holders' Registration Book are deemed to be correct. The TSRs Holders shall be responsible for the notification of any change or error of details which are recorded in the TSRs Holders' Registration Book, and the TSRs Registrar shall make such change or correct such error. The Company hereby reserves the rights to change the TSRs Registrar and will notify the TSRs Holders of such change through the SET Community Portal (SCP).

### 1.2.5 The allocation of the capital increased shares

(a) The Company, through TSRs Subscription Agent, will allocate the capital increase shares to the TSRs Holders who notify intention to exercise of the rights with conditions as follows;

(1) The TSRs Holder who is Thai individual or juristic person

The TSRs Holder of TISCO-T1 and/or TISCO-T2 who is Thai individual or juristic person will be able to exercise the rights as notified the intention due to no restriction on foreign shareholding limit.

- (2) The TSRs Holder of TISCO-T2 who is Foreign individual or juristic person

The TSRs Holder of TISCO-T2 who is Foreign individual or juristic person will be able to exercise the rights as notified the intention, unless such exercise will result in foreign shareholding exceeding 49% of the Company paid-up shares. In such case, TSRs Subscription Agent will allocate capital increased share to TSRs Holder of TISCO-T2 who is Foreign individual or juristic person on Pro rata basis, which will not exceed the foreign shareholding limit as stated above.

- (3) The TSRs Holder of TISCO-T2 who is Thai individual or juristic person

In case there are capital increased shares remaining from the exercise of the TSRs as described in (1) and (2), and the foreign shareholding not exceeding 49% of the Company paid-up shares, the Company will allocate such remaining capital increased shares to the TSRs Holder of TISCO-T1 who is Foreign individual or juristic person, in the amount which will not result in the foreign shareholding exceeding 49% of the Company paid-up shares.

- (4) The Existing shareholders whose names are in the shareholders' registration book as of May 7, 2013, and received the TSRs

In case there are capital increased shares remaining from the exercise of TISCO-T1 and TISCO-T2 as described in (1) – (3), TSRs Subscription Agent will allocate such remaining capital increased shares to the Company's existing shareholders whose names are shown on the book closing date for the receipts of the TSRs (excluding the TSRs Holder who obtains TSRs through the secondary market) ("the Existing shareholders") and notify their intention to subscribe for the capital increased share of the Company<sup>1</sup>. The Existing shareholders who notify the intention and make a full payment for the subscription of the capital increased shares within the specified period, will be entitled to receive the capital increased share based on their shareholding proportion (Pro rata basis) as of the book closing date for the receipts of the TSRs, until there is no remaining capital increased shares. In addition, the allocation of such remaining capital increased shares shall not result in the foreign shareholding exceeding 49% of the Company paid-up shares.

- (b) TSRs Subscription Agent shall return the money remaining from the unexercised TSRs to TSRs Holders and/or the money remaining from the unsubscribed capital increased shares to the Existing shareholders, in form of account-payee-only cheque payable to such TSRs Holders and/or such Existing shareholders by registered mail to the address as specified on the book closing date within 14 days after the Exercise Date without any interest in whatsoever cases.
- (c) In any case, the exercise of the rights to subscribe for the Company's capital increased shares shall not result in any person holding shares in the Company (a) exceeding 10 percent of the Company's total paid-up shares unless a permission is granted by the Bank of Thailand or in compliance with criteria prescribed by the Bank of Thailand; or (b) in violation of foreign shareholding limit as well as related laws and regulation.
- (d) The number of capital increased shares to be issued when there is an exercise shall be calculated by having the amount of money required for the exercise paid by the TSRs Holders as described above divided by the exercise price. The Company shall issue capital increased shares in a whole number (no fraction), not exceeding the number of units of the TSRs multiplied by the exercise ratio. In case where there is a fraction of capital increased shares, such fraction shall be ignored.

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<sup>1</sup> The Existing shareholders are entitled to subscribe for the capital increased shares in excess of their rights, regardless of the exercise of rights under the TSRs.

**2. Transfer Restriction of the Share derived from exercise of TSRs**

The capital increased shares derived from the exercise of TSRs are transferable without any restriction except in the case that such transfer will be in a conflict with the Company's articles of association or relevant laws and regulations.

**13. Transfer Restriction and Exercise Restriction of the TSRs**

The Company has no restrictions regarding the transfer of TSRs

The Company has no restrictions regarding the exercise of TSRs except for the event that the TSRs Holders are foreign individuals or foreign juristic persons who cannot exercise the rights as it may result in the violation of foreign shareholding limits prescribed by law and/or in the event that the exercise of rights by the TSRs Holders may exceed the shareholding limit prescribed by law and in the event that the transfer occurs during the TSRs Holders' Registration Book closing period. In this regard, the SET will post an SP (Suspension of Trading) sign 3 business days prior to the book closing date (in the event that the TSRs Holders' Registration Book closing date lie on the SET holiday, such date shall be postponed to the next business day) until the Exercise Date. The transfer of the TSRs must be done in form of scripless via Securities Depository only.

(F53-4)

**Capital Increase Report Form**  
**TISCO Financial Group Public Company Limited**  
**February 18, 2013**

The Board of Directors, Meeting No.1/2013 and No. 2/2013 of TISCO Financial Group Public Company Limited, held on February 18, 2013 and March 15, 2013 at TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok adopted the following resolutions in respect of a capital increase in the same amount as the dividend payment to in order to sustain the shareholder's equity to remain at the same level, to reduce excess capital, and to allocate new common share as follows:

**1. Capital Increase :**

The meeting of the Board of Directors passed the resolution approving the reduction of the Company's capital for Baht 3,722,879,140 (372,287,914 preferred shares at par value of Baht 10 per share) from Baht 11,002,000,000 (372,287,914 preferred shares and 727,912,086 common shares) to Baht 7,279,120,860 (33,858 preferred shares and 727,878,228 common shares) whereby the reduced preferred share which have already been converted into common shares.

Afterwards, the Company will increase the registered capital by issuing new common share of 72,791,209 shares with par value of Baht 10 per share, equivalent to total increased capital of Baht 727,912,090 to reserve for the exercising of Transferable Subscription Rights (TSRs). Therefore, the Company's registered capital will be increased from Baht 7,279,120,860 (33,858 preferred shares and 727,878,228 common shares) to Baht 8,007,032,950 (33,858 preferred shares and 800,669,437 common shares). Details of the each type of capital increase are:

Type of capital increase	Type of share	No. of shares	Par Value (Baht/Share)	Total
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Common Preferred	72,791,209	10	727,912,209
<input type="checkbox"/> General Mandate	Common Preferred	- -	- -	- -

**2. Allotment of new shares :**

The meeting of the Board of Directors passed the resolution approving the allocation of 72,791,209 common shares as follows:

## 2.1 If specifying the purpose of utilizing proceeds

Allotted to	No. of shares	Ratio (old:new)	Sale Price per share (Baht)	Subscription and payment period
Reserve for the exercising of TSRs	72,791,209	10 existing shares per 1 TSR unit	1. Allotted to existing shareholders at no cost 2. 1 TSR unit conveys the right to purchase 1 common share at exercise price of Baht 24 per share	*

\* The Board of Directors or the Group Chief Executive is authorized to determine other relevant details in connection with the issuance and allocation of the TSRs to the existing shareholders of the Company.

2.2 In case where there is a fraction of TSRs remaining from the allocation of the TSRs, such fraction shall be disregarded

2.3 Number of shares remaining from the allotment

- none -

### 3. Schedule for shareholders meeting to approve the capital increase / allotment

The Annual General Shareholders' Meeting (AGM) is scheduled to be held on April 25, 2013, at 2.00 p.m., at 12<sup>th</sup> floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok. The date for determination of shareholders' entitlement to attend the meeting will be March 5, 2013 (Record date). The shareholder register will be closed on March 6, 2013.

### 4. Approve of the capital increase/share allotment by relevant government agency and conditions thereto (if any)

4.1 The Company will register the increase of the registered capital at Ministry of Commerce within 14 days following the approval date of the AGM.

4.2 The Company will seek approval from the Stock Exchange of Thailand to accept the above TSRs to be listed and traded in the Stock Exchange of Thailand.



**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

1. The issuance of the TSRs will be used to strengthen capital base to support business expansion.
2. The issuance and allotment of 72,791,209 newly issued common shares is to ensure that the Company has adequate common shares to accommodate the exercising of the TSRs.

**6. Benefits which the Company will receive from the capital increase/ share allotment:**

The enlarged capital base resulting from the exercising of the TSRs will enable the Company to enhance business growth as well as strengthen financial structure.

**7. Benefits which the shareholders will receive from the capital increase/share allotment:**

- 7.1 The enlarged capital base will enhance the Company's operating performance and increase the capability to pay dividend to the shareholders in the future.
- 7.2 Having adequate reserved shares will enable the Shareholders to exercise their TSRs.

**8. Other details necessary for shareholders to approve the capital increase/share allotment:**

- None -

**9. Schedule of action when the Board of Directors of the Company passes a Resolution approving the capital increase or allotment of new shares:**

<b>No.</b>	<b>Procedures of the capital increase</b>	<b>Date</b>
<b>1</b>	<b>Board of Directors' Meeting No.1/2013</b>	<b>February 18, 2013</b>
<b>2</b>	<b>The Record Date for the right to attend the AGM (record date)</b>	<b>March 5, 2013</b>
<b>3</b>	<b>The share register book closing date for collecting shareholder name to attend AGM under Section 225 of the Securities and Exchange Act</b>	<b>March 6, 2013</b>
<b>4</b>	<b>Annual General Shareholders' Meeting</b>	<b>April 25, 2013</b>
<b>5</b>	<b>Register the new registered capital with the MOC</b>	<b>May 9, 2013</b>

<b>No.</b>	<b>Procedures of the capital increase</b>	<b>Date</b>
<b>6</b>	<b>The share register book closing date for collecting shareholder name to receive TSRs under Section 225 of the Securities and Exchange Act</b>	<b>May 7, 2013</b>

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed Oranuch Apisaksirikul Authorized director  
(Mrs. Oranuch Apisaksirikul)  
Group Chief Executive