

TNVDR 159 / 2013

6 June 2013

Subject : Notice on the Rights to Subscribe for Additional NVDRs

Dear NVDR holders,

According to the resolutions of the Shareholder Ordinary General Meeting for the year 2013 of TISCO Financial Group Public Company Limited (TISCO) convened on April 25, 2013, the shareholders approved the issuance and allocation of up to 72,791,209 units of Transferable Subscription Rights (TSRs) at no cost 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. TISCO notified the shareholder of their right to subscribe for the TISCO's capital increased shares as per the number indicated in the Certificate of Right to Exercise the TSRs. Therefore, the Thai NVDR Company Limited (Thai NVDR) would like to inform that NVDR holders who have invested in NVDRs representing shares of TISCO (TISCO-R), TISCO-P (TISCO-P-R) and whose names are in the shareholders' registration book as of May 7, 2013, and received the TISCO-T1-R, can subscribe additional TISCO-R. The details are as follows;

<b>Underlying Securities</b>	: Shares of Tisco Financial Group Public Company Limited (TISCO)
<b>Par Value</b>	: 10.00 Baht
<b>Subscription Price</b>	: 24.00 Baht
<b>Date of closing the register book</b>	: 7 May 2013
<b>Remarks</b>	: Existing NVDR holders whose names are in the shareholders' registration book as of May 7, 2013, and received the TSRs (TISCO-T1-R) can subscribe TISCO-R in excess of their rights at the same subscription price of 24.00 Baht by stating this in the subscription form, with payment in full.

#### Subscription and Payment Procedure

- 1. Subscription and payment period** : 11 – 20 June 2013 between 8.30-17.00 hours (Only business days)
- 2. Subscription place** : at the office of the Thai NVDR Company Limited, The Stock Exchange of Thailand Building, 4<sup>th</sup> Floor, 62 Rachadapisek Road, Bangkok 10110.  
N.B. The Thai NVDR will not accept subscriptions by mail.

#### 3. Required documentation

3.1 Subscription form, duly filled out and signed.

3.2 Subscription certificate, to be submitted together with :

3.2.1 For a subscription of the same amount as allocated, no filling is necessary.

3.2.2 For a subscription of more or less than existing rights, state the total units in the respective column.

#### 4. Payment

**Subscription for excess the entitlement**, payment must be made by one check or one cashier check which is collectable through clearing house in Bangkok. The check or cashier check shall be dated from 11 to 20 June 2013. Indicate the subscription date and make it payable **"TISCO Financial Group Public Company Limited for Shares Subscription"**.

5. If NVDR holders fail to exercise their rights or make a payment within the allotted time schedule, or the check or cashier check is not honored, it shall be deemed that such NVDR holders do not wish to exercise their subscription rights. Thai NVDR shall thus regard the subscription as being void.

#### 6. Refund for unallotted NVDRs.

If the excess rights NVDRs were not allotted in full because the number of NVDRs subscribed for were more than the number or remaining units of NVDRs, the Thai NVDR will make a refund (without interest) to the NVDR holders by check for the unallotted NVDRs and send it by registered mail to the address that appears on the Share Register Book on the date of closing the book, within 7 business days after the Thai NVDR has received the refund from the underlying company.

Should you need any further information, please do not hesitate to contact Thai NVDR Company Limited at 02-229-2800 Ext. 2938-46.

Sincerely yours,

Thai NVDR Company Limited



(Pataravasee Suvarnsorn)

Head Clearing Department

The Stock Exchange of Thailand

Enclosure : 1. Subscription Form for NVDR Right Issues  
2. Subscription Certificate

**SUBSCRIPTION FORM FOR NON-VOTING DEPOSITORY RECEIPTS  
IN TISCO FINANCIAL GROUP PUBLIC COMPANY LIMITED (TISCO)  
THE THAI NVDR COMPANY LIMITED**

Date.....

To: The Board of Directors of the Thai NVDR Company Limited (Thai NVDR)

Name.....Last Name.....

No. of Registration NVDR holder.....Nationality.....

Tel..... E- mail address (if any).....

Full address.....

Please specify type of subscriber.

 Natural Person of Thai Nationality ID No..... Juristic Person of Thai Nationality Company Registration No./Tax ID No..... Natural Person of Alien Nationality Alien Card/Passport/ID No..... Juristic Person of Alien Nationality Company Registration No./Tax ID No.....

I/We currently own.....units of NVDRs and have the right to subscribe for

..... units of additional NVDRs. I/We wish to subscribe for the additional NVDRs as follows:

	No. of NVDRs subscribed	Offering price per NVDRs	Amount (Baht)
<input type="radio"/> Subscription for excess of entitlement		24.00 Baht	

**Subscription for excess the entitlement**, I/we herewith submit payment with  One Check  One Cashier Check which is collectable through clearing house in Bangkok. The check or cashier check shall be dated from 11 to 20 June 2013. Indicate the subscription date and make it payable to **"TISCO Financial Group Public Company Limited for Shares Subscription"**.

Check No.....Date.....Bank.....Branch.....

When the NVDRs as allotted to me/us, I/we hereby agree the allotted NVDRs be issued to me/us through ..... participant no..... for securities trading no..... that I/we have maintained with the Participant. (The name of the subscriber must be similar to the name of the share trading account). I/We also agree not to sell or trade these NVDRs before they are listed and permitted to trade on the Stock Exchange of Thailand.

I/We hereby undertake to subscribe for the said additional NVDRs and agree to waive my/our right to cancel this subscription. If the subscription form is not duly completed with the payment (check or cashier check) within the subscription period or the check or cashier check is not honored, it shall be deemed that I/we do not wish to exercise my/our subscription rights.

Signed..... NVDR holder  
(.....)

**TISCO-R**

Subscription No. \_\_\_\_\_

**Subscription Receipt (Subscriber: Please also fill in the details requested below).**

Date.....

The Thai NVDR Company Limited hereby acknowledges receipt from (Name of subscriber).....

.....for the subscription of additional NVDRs and check or cashier check as follows;

Check No.....Date.....Bank.....Branch.....  
amount of .....Baht (.....)

Authorized Officer.....