

(UNOFFICIAL TRANSLATION)

Factsheet Form: Structured Notes and Explanation

Factsheet

Information as of [day/month/year]

This factsheet is a part of the registration statement and prospectus that outlines the summary of information relating to the offering, and the features and the risks of the securities and the issuer. The investors, therefore, are advised to study the detailed information in the prospectus, which can be requested from the securities company that underwrites the structured notes and the issuer. The investors may study the registration statement and draft prospectus filed by the debt se with the SEC Office on the website of the SEC Office.

Structured Notes Factsheet

“.....(Name of Structure Notes).....”

Issued by.....(Name and country where the issuer is incorporated [in the case of a foreign juristic person])

Factsheet

Table with 4 columns: Field Name, Input Options, Field Name, and Input Options. Fields include: Type of structure notes, Currency, Credit rating, Type of offering, Underlying, Specific date for determining the underlying value, Method of redemption, Offering price, Early redemption, Interest rate, Interest payment period, First interest payment date, Highest/Lowest rate of Return, Tenor, Issue date, Maturity date, Subscription period, No. of units offered for sale, Par value per unit, Total offering value, Sale/transfer restriction (if any), Guarantee/collateral, Principal protection at maturity date, Condition for maintaining the financial ratios (if any), Registrar, Securities company underwriting the debt structure notes, Bondholders' representative, insiders of issuer who issues underlying shares.

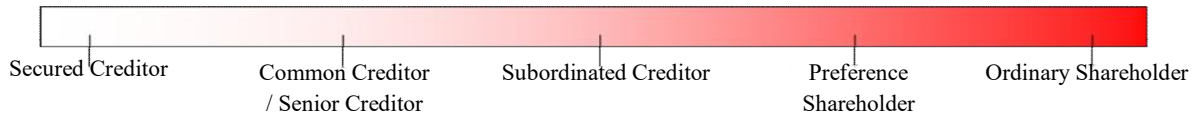
\* II means institutional investors.
HNW means high net worth investors.

1 Specify whether the credit rating will be arranged during the tenor of the structure notes.

**Characteristics and Conditions on Returns (principal/interest)**

--

**Sequence of debt repayment in the case of the bankruptcy or the dissolution of the issuer.**



**Important Warnings**

--

**Special Features and Key Risks of Structured Notes**

--

**General Risks**

--

**Information of the Issuer**

--

**Nature of Business**

--

**Use of Proceeds**

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Information as of [day/month/year]

**Summary of the Financial Position and Operating Results in the Consolidated Financial Statements for the Past Two Years and The First Quarter to the Most Recent Quarter or to the Extent the Actual Results of Operation are Available**

Information	20xx	20xx	Quarter.....
Total assets			
Total liabilities			
Shareholders' equity			
Total revenues			
Total expenses			
Net profit			
Net debt to EBITDA ratio			
Interest coverage ratio (ICR) <sup>2</sup>			
Debt service coverage ratio (DSCR) <sup>2</sup>			
Debt to equity ratio			
Current ratio			
B/E size to interest bearing debt ratio			
Current portion of interest-bearing debt to the sum of interest-bearing debt ratio			
Financial institution loan to the sum of debt ratio			
Specific industry ration and financial ratio to maintain under the terms (if any) <sup>3</sup>			

**Payment Default History**

No                     Yes

If yes, please explain.....  
.....  
.....  
.....

<sup>2</sup> Specify the calculation formula for ICR and DSCR.

<sup>3</sup> Specify the conditions for maintaining the financial ratio under the terms and conditions of the outstanding debt instruments in each issue as a remark at the end of the table.

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Information as of [day/month/year]

**Contact Person**

1. The investors can request additional information and obtain the prospectus at:

Address: [.....]

Telephone: [.....]

Website: [.....]

Email: [.....]

2. If the investors have any complaints, they may contact:

Address: [.....]

Telephone: [.....]

Website: [.....]

Email: [.....]

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Information as of [day/month/year]

**Explanation of the particulars of the information to be disclosed in the factsheet of the general debt instrument**

	<b>Heading</b>	<b>Disclosure of Information</b>
<b>Important Information of the Structured Notes</b>		
1.	Types of structured notes:	Specify the type, features and underlying of structured notes, for example, a short-terms structured notes where the repayment of principal and interest depends on the price of underlying shares.
2.	Currency:	Specify the currency of the structure notes offered for sale, for example, Thai Baht, US dollars (USD).
3.	Credit rating:	Specify whether or not a credit rating is arranged for the structured notes and/or the issuer of structured notes and/or guarantor/aval giver. If yes, specify the name of the credit rating agency and the date of credit rating and specify whether the credit rating will be arranged during the tenor of the structure notes.
4.	Type of offering:	Specify whether it is an offer for sale to investors in general (PO) or institutional investors and/or high net worth investors (PP).
5.	Underlying: Specific date in determining the underlying value:	Specify the underlying of the structured notes, for example, price of underlying shares of the company A, SET 100 Index, gold price, exchange rate. For more details on the underlying shall be prescribe according to the prospectus on page no. .... topic ..... The disclose information shall include a specific date in determining the value/price of underlying.
6.	Redemption:	Specify whether the redemption shall be made in form of cash settlement or a physical delivery of shares or the other methods.
7.	Offering price:	Specify an offering price per unit.
8.	Early redemption:	Specify yes/no. If “yes”, disclose the details relating to the right of early redemption of the structured notes, as well as the conditions of such redemption; for example, the issuer of structured notes/the holders of structured notes has the early redemption right and will exercise the right after the offer for sale of the structured notes for at least X years or when the interest rate in the market decreases/increases to Y percent per annum, etc.
9.	Interest rate:	Specify whether the interest rate to be applied to the holders of structured notes in each payment period is fixed or floating or fixed and floating in percent (%) per annum. In the case of a floating interest rate, specify the determined date of the applicable interest rate for each payment period, the criteria for interest calculation, and other relevant conditions for payment of interest (if any) as specified in the registration statement form for offer for sale of structured notes (“filing form”).
10.	Interest payment: period and the interest payment date:	Specify the interest payment period as specified in the filing form, for example, payment of interest every three months, etc., and specify the first interest payment date.
11.	Highest/Lowest rate of return:	Specify the highest/lowest rate of return form the structured notes.
12.	Tenor: Issuance date: Maturity date:	Specify the maturity of the structured notes, as well as the issuance date, and the redemption date of the structured notes (day/month/year). (In the case of perpetual bonds, specify the issuance date of the structure notes and redemption upon the dissolution of the business)
13.	Offering period:	Specify the initial offering period as specified in the filing form.

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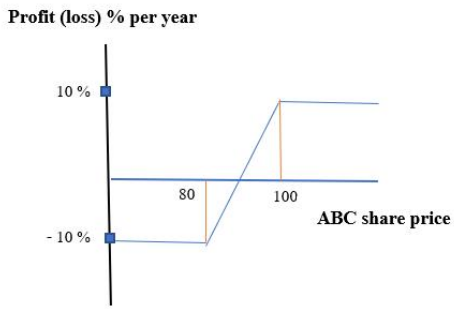
Information as of [day/month/year]

	Heading	Disclosure of Information
14.	Numbers of units offered for sale: Par value per unit: Total offering value: Offering price:	Specify the number of units offered for sale, the par value per unit, the total offering value of the structured notes offered for sale, and the offering price per unit.
15.	Restrictions for sale/transfer:	Specify the restrictions in the offering of the structured notes for sale, whether in the initial offering and subsequent offerings/transfers (if any), for example: <ul style="list-style-type: none"><li>- The structured notes are offered for sale to institutional investors and/or high net worth investors, therefore the issuer of structured notes and the holders of structured notes shall not sell the structured notes in any subsequent level to any other persons who are not institutional investors and/or high net worth investors</li></ul>
16.	Guarantee/collateral:	Specify yes/no. If “yes”, disclose the information relating to the types of guarantee, i.e. <ul style="list-style-type: none"><li>(1) Corporate/personal guarantee; or</li><li>(2) Collateral guarantee;</li></ul> Also specify the guarantee value and guarantee conditions (if any).
17.	Principal protection at maturity date:	Specify yes/no. If “yes”, specify that at the maturity date, the issuer shall repay at least X% of the principal <i>Note:</i> In case of the public offering, the issuer shall commit on a repayment at least 80% of the principal on a maturity date
18.	Provision on maintenance of financial ratios:	Specify the provision on the maintenance of financial ratios (if any), for example: the D/E ratio, the debt ratio, the interest coverage ratio, etc., and the relevant details and definitions shall be presented on page ..... under heading..... of the prospectus.
19.	Registrar:	Specify the name of the Registrar as specified on the filing form.
20.	The securities company underwriting the debt structure notes:	Specify the name of the securities company that underwrites the structured notes as specified in the filing form (if any).
21.	Bondholders’ representative:	Specify the name of the bondholders’ representative and the relationship with the issuer as specified in the filing form (if any).
22.	Insiders of issuer who issues underlying shares:	persons who are in the position with possible access to inside information of the issuer who issues underlying shares due to the structure of their shareholding or common management with the issuer who issues underlying shares, particularly the persons with any of the following characteristics: <ul style="list-style-type: none"><li>(1) holding, directly or indirectly, more than 25 percent of total number of shares with the voting right of the issuer who issues underlying shares;</li><li>(2) having more than 25 percent of their total number of shares with voting right held, directly or indirectly, by the issuer who issues underlying shares;</li><li>(3) having more than 25 percent of their total number of shares with voting right held, directly or indirectly, by the same group of persons with those holding, directly or indirectly, more than 25 percent of total number of shares with voting right in the issuer who issues underlying shares;</li><li>(4) having the same group of Directors or Executives with the authorized Directors or Executives of the issuer who issues underlying shares;</li><li>(5) having such other shareholding or management structure which demonstrates that the</li></ul>

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Information as of [day/month/year]

	Heading	Disclosure of Information
		applicant has the power to control the issuer who issues underlying shares or is controlled by the issuer who issues underlying shares or having the same controlling persons with that of the issuer who issues underlying shares.
23.	Characteristics and conditions on returns (principal/interest)	<p>Specify the characteristics of structured notes, interest rate payment in each period in percentages (%) per year, interest calculation methodology, other conditions on interest payment and/or principal repayment (if any) as specified in the filing form, including scenario analysis such as:</p> <p><u>In case where principal repayment depend on the underlying</u>, shall clearly specify such conditions i.e.</p> <p>At the maturity date:</p> <ul style="list-style-type: none"><li>- If the share price of the company ABC is lower than xx Baht, the investors shall receive return at 80% of the principal.</li><li>- If the share price of the company ABC is between <math>x_1</math> and <math>x_2</math> Baht, the investors shall receive return not less than 80% but not over 100% of the principal, depends on the share price of the company ABC.</li><li>- If the share price of the company ABC is higher than <math>x_2</math> Baht, the investors shall receive return at 100% of the principal.</li></ul> <p><u>In case where interest repayment depends on the underlying</u>, shall clearly specify such conditions i.e.</p> <p>On the interest payment date, if:</p> <ul style="list-style-type: none"><li>- If the share price of the company ABC is lower than <math>x_1</math> Baht, the investors shall receive the interest rate at <math>Y_1\%</math> per year.</li><li>- If the share price of the company ABC is between <math>x_1</math> and <math>x_2</math> Baht, the investors shall receive the interest rate at <math>Y_2\%</math> per year.</li><li>- If the share price of the company ABC is higher than <math>x_2</math> Baht, the investors shall receive the interest rate at <math>Y_3\%</math> per year.</li></ul> <p><u>Example:</u> in case where the 80% principal protection is required</p> <p>The investor purchases 1,000 Baht of the structured notes with the underlying shares of a company ABC and 10% per annum interest rate. The investor who holds the structured notes until the maturity date shall receive the return in cash on both the principal and interest. The payout on the principal depends on the closing price of the company ABC's shares on the maturity date of the structured notes and shall determine into these following criteria:</p> 

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Information as of [day/month/year]

	<b>Heading</b>	<b>Disclosure of Information</b>
		<p>1) In case where the closing price of company ABC's shares, at the maturity date of structured notes, is equal or higher than 100 Baht, the holders of structured notes shall receive the principal repayment at 1,000 Baht and the interest payment at 100 Baht, the total amount of payment is 1,100 Baht, the rate of return is 10% per annum.</p> <p>2) In case where the closing price of company ABC's shares, at the maturity date of structured notes, is higher than 80 Baht but lower than 100 Baht i.e. the closing price is 90 Baht, the holders of structured notes shall receive the principal repayment at the rate of the closing price of company ABC multiply by 10 (90 x 10) or 900 baht and the interest payment at 100 Baht which the total amount of payment is 1,000 Baht, the rate of return is 10% per annum.</p> <p>3) In case where the closing price of company ABC's shares, at the maturity date of structured notes, is equal or lower than 80 Baht, the holders of structured notes shall receive the receive the principal repayment at 800 Baht (80% of par value) and the interest payment at 100 Baht which the total amount of payment is 900 Baht. The holders of structured notes shall loss 10% of annum.</p>
24.	Sequence of debt repayment in the case of the bankruptcy or dissolution of the issuer:	Specify the right of claim of the investors for debt repayment in comparison with that of the secured creditors, common creditors, senior debtors, subordinated creditors, holders of preference shares, and holders of ordinary shares.
25.	Important warnings:	State important warnings relating to investment in the structured notes offered for sale, for example: <ul style="list-style-type: none"><li>- The structured notes are low liquidity products and very limited access to secondary markets.</li><li>- In case there is not a 100% principal guarantee, the investors may loss a whole or partial of the principal.</li><li>- The structured notes are more complicated than plain debt securities as it is a combination of debt securities and derivatives. An investment in the structured notes involves in a few risk factors such as underlying risk, credit risk of issuer etc. The investors should be familiar with the detailed information before making an investment decision.</li><li>- In the case of offers for sale of structured notes in several issues with different maturity/rating, a warning statement must be included to the effect that the structured notes in each issue have different levels of risk. A warning must be included to the effect that structured notes with longer maturity and lower credit rating are exposed to higher level of risk.</li></ul>
26.	Special features and key risks of structured notes:	Specify the special features and important risks relating to structured notes, for example: <ul style="list-style-type: none"><li>- The issuer must be clearly identified between the fact and the issuer's opinions. In case where the issuer demonstrates a forecast rate of return, historical payout ratio and any related information, the issuer must ensure that there is no such information to mislead investors that the forecast information will represent an actual return the investors receive.</li><li>- Any material information effected an investment decision, for example, sale of structured notes, cancellation and effects of transactions including penalty, fees and other service fees related to transactions</li><li>- In case where the issuer can redeem the structured notes before maturity (callable), the risk must be clearly identified that the investors may be exposed to the risk if the issuer exercises a call option i.e. the holders of structured notes are exposed to a risk of loss of</li></ul>



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Information as of [day/month/year]

Heading		Disclosure of Information
		<p>opportunity to receive a high return from investment in the structured notes offered for sale if the issuer exercises the right to redeem the structured notes at the time the interest rate on the market is lower than the interest rate of the structured notes, etc.</p> <p>- In the case that the holders of structured notes may redeem the structured notes before the maturity (puttable), the details of the conditions and procedure for early redemption of the structured notes of the holders of structured notes which have been specified at the time of the offer for sale of the structured notes must be specified at a minimum; for example, if the credit rating of the structured notes /the issuer is lower than the specified level, the holders of structured notes are entitled to the early redemption in order that the holders of structured notes may use the funds for investment in other structured notes with features and returns that meet their requirements, provided that they must comply with the procedure which has been specified, etc.</p>
27.	General risks:	<p>Specify the general risks relating to the offer of the structured notes for sale and indicate that the details appear on page ..... under heading..... of the prospectus, for example:</p> <p><u>Credit risk</u>: Explanation of the key risks of the issuer that may not be able to make repayment of the principal or the payment of interest, such as: the business and results of the operation of the issuer do not meet the expectation, or the assets of the issuer are not sufficient for debt repayment, etc., as well as a description of the factors the investors should take into consideration before making investment decision.</p> <p><u>Price risk</u>: Explanation of the key factors that have an impact on the price of the structured notes in the case of early redemption, as well as the fluctuation of the price of the structured notes as a result of changes of interest rates on the market whereby the greater impact will be on those structured notes with a longer term to their maturity.</p> <p><u>Liquidity risk</u>: Explanation as to whether or not there is a secondary market to accommodate the trading or transfer of the debt securities, and the effort the holders of structured notes will have to make in order to sell the structured notes before the maturity date.</p> <p><u>Other risks</u>: For example, strategic risks, operation risks, financial risks, legal risks, and risks associated with maintaining the financial ratios as required in the terms and conditions of every issue of the outstanding bonds and the loan agreements of financial institutions, etc. The risk factors or important warnings may be presented according to the level of priority</p>
<b>Information of the Issuer</b>		
28.	Nature of business:	Specify the nature of the business operation of the issuer, for example: the type of industry, the main products/services, etc.
29.	Use of proceeds:	Specify the use of proceeds received from the fund raising, such as: expansion of production capacities, use as revolving capital, repayment of existing debt, investment in new projects, business improvement, and risk management, etc.

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Information as of [day/month/year]

	<b>Heading</b>	<b>Disclosure of Information</b>																		
30.	Summary of the financial position and operating results:	<p>Present the information in the consolidated financial statements for the past two years and from the first quarter to the most recent quarter, or to the extent the actual results of operation are available and only the figures in the consolidated statement of financial positions, statement of income, and key financial ratios are presented.<sup>4</sup> .</p> <ul style="list-style-type: none"><li>- If there is a guarantor, the financial position and results of operation of the guarantor must be stated.</li><li>- In the case that the issuer is a securities company, a summary of the financial position and the results of the operation shall be presented in accordance with the following table:</li></ul> <table border="1" data-bbox="475 633 1265 1514"><thead><tr><th data-bbox="475 633 1265 678"><b>Information</b></th></tr></thead><tbody><tr><td data-bbox="475 678 1265 723">Total assets</td></tr><tr><td data-bbox="475 723 1265 768">Total liabilities</td></tr><tr><td data-bbox="475 768 1265 813">Shareholders' equity</td></tr><tr><td data-bbox="475 813 1265 857">Net capital</td></tr><tr><td data-bbox="475 857 1265 902">Commission fee</td></tr><tr><td data-bbox="475 902 1265 947">Fees and other incomes</td></tr><tr><td data-bbox="475 947 1265 992">Net profit</td></tr><tr><td data-bbox="475 992 1265 1037">Net profit margin</td></tr><tr><td data-bbox="475 1037 1265 1081">Net capital ratio</td></tr><tr><td data-bbox="475 1081 1265 1126">Net debt to EBITDA</td></tr><tr><td data-bbox="475 1126 1265 1171">Interest coverage ratio</td></tr><tr><td data-bbox="475 1171 1265 1216">Debt service coverage ratio</td></tr><tr><td data-bbox="475 1216 1265 1261">Debt to equity ratio</td></tr><tr><td data-bbox="475 1261 1265 1305">Current ratio</td></tr><tr><td data-bbox="475 1305 1265 1350">B/E size to interest bearing debt</td></tr><tr><td data-bbox="475 1350 1265 1395">Current portion of interest-bearing debt to the sum of interest-bearing debt ratio</td></tr><tr><td data-bbox="475 1395 1265 1440">Financial institution loan to the sum of debt ratio</td></tr></tbody></table>	<b>Information</b>	Total assets	Total liabilities	Shareholders' equity	Net capital	Commission fee	Fees and other incomes	Net profit	Net profit margin	Net capital ratio	Net debt to EBITDA	Interest coverage ratio	Debt service coverage ratio	Debt to equity ratio	Current ratio	B/E size to interest bearing debt	Current portion of interest-bearing debt to the sum of interest-bearing debt ratio	Financial institution loan to the sum of debt ratio
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<sup>4</sup> The disclosure of key financial ratios is required for an offering on a PO and PP-HNW basis only.

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Information as of [day/month/year]

Heading		Disclosure of Information																	
		<table border="1"><tr><td>Net fees and service income</td></tr><tr><td>Net profit</td></tr><tr><td>Loan to deposit ratio</td></tr><tr><td>Net operating cost to operating income ratio</td></tr><tr><td>Net interest margin (NIM)</td></tr><tr><td>Gross NPLs total loans</td></tr><tr><td>Tier 1 capital ratio</td></tr><tr><td>CAR ratio</td></tr><tr><td>Net debt to EBITDA</td></tr><tr><td>Interest coverage ratio</td></tr><tr><td>Debt service coverage ratio</td></tr><tr><td>Debt to equity ratio</td></tr><tr><td>Current ratio</td></tr><tr><td>B/E size to interest bearing debt</td></tr><tr><td>Current portion of interest-bearing debt to the sum of interest-bearing debt ratio</td></tr><tr><td>Financial institution loan to the sum of debt ratio</td></tr></table>	Net fees and service income	Net profit	Loan to deposit ratio	Net operating cost to operating income ratio	Net interest margin (NIM)	Gross NPLs total loans	Tier 1 capital ratio	CAR ratio	Net debt to EBITDA	Interest coverage ratio	Debt service coverage ratio	Debt to equity ratio	Current ratio	B/E size to interest bearing debt	Current portion of interest-bearing debt to the sum of interest-bearing debt ratio	Financial institution loan to the sum of debt ratio	
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B/E size to interest bearing debt																			
Current portion of interest-bearing debt to the sum of interest-bearing debt ratio																			
Financial institution loan to the sum of debt ratio																			
		Remark: The information of the quarterly financial statement shall be disclosed only in the case that disclosure of information is required by the notification relating to disclosure of information of the financial position and results of operation of the issuers of securities.																	
31.	Payment default history:	Specify Yes / No default of payment of interest or repayment of principal of the securities or default of debt repayment of loans obtained from commercial banks, finance companies, credit foncier companies, or financial institutions established under specific law, by taking into consideration the credit history of the past three years from the National Credit Bureau Co., Ltd. and the financial statements audited by a certified public accountant. If “Yes”, explain the reasons for the default of debt repayments.																	
32.	Contact person:	Specify the channels through which the investors can make enquiries for additional information, obtaining the prospectus, and lodging complaints, such as the securities company that underwrites the debt securities or the issuer of the debt securities, etc.																	