# Management Discussion and Analysis For the Third Quarter ended September 30, 2014

(This report discusses principal changes in the unaudited consolidated financial statement for the third quarter ended September 30, 2014)

#### **Movement of Money Market and Capital Market**

In the third quarter of 2014, domestic economy remained sluggish following the weakened private consumption and investment albeit consumer and business confidences have been gradually improved since the previous quarter. Furthermore, the delay in government budget disbursement limited impact of fiscal stimulus. Meanwhile, the export sector remained weak following fragile recoveries of trade partners.

In financial market, the Bank of Thailand maintained the policy rate (Repo-1 day) at 2.00% to accommodate economic recovery. Furthermore, average 3-month fixed deposit rates of Top 4 commercial banks remained at 1.32%, while the average minimum lending rate of Top 4 commercial banks was also unchanged at 6.75% from the previous quarter.

During the third quarter of 2014, the capital market has improved from the second quarter of 2014 following the improvement in both domestic and foreign investors' sentiment after a resolution on the new government cabinet. The SET index closed at 1,585.67 points, rose from 1,485.75 points at the end of second quarter and from 1,383.16 points in the third quarter of 2013. The average daily market trading volume increased from 42,493 million baht in the third quarter of 2013 to 48,511 million baht in this quarter.

# **Operating Results**

# The Management Discussion and Analysis compares operating performance and financial position of the third quarter of 2014 and the third quarter of 2013

TISCO Financial Group Public Company Limited had net profit from operations on a standalone basis totaling 70.68 million baht, mainly contributed by service fee income from subsidiary companies within the group. As a holding company, TISCO Financial Group Public Company Limited operates as shareholder in other company and no other major business. Therefore, the analysis was based on the Company's consolidated operating performance and financial position which comprised of two main businesses comprise of commercial banking business and securities business.

In the third quarter of 2014, TISCO Group reported net profit after minority interest of 1,088.96 million baht, increased by 97.18 million baht (9.8% QoQ), due to increasing in both net interest income and non-interest income, with lower provision expense following improved asset quality. Net interest income grew by 3.2% (QoQ), resulting from higher loan spread from 3.2% to 3.4% (QoQ). Meanwhile, the non-interest income from core business<sup>1</sup> was 1,452.81 million baht, improved by 12.48 million baht (0.9% QoQ) from fee income growth in both brokerage business and asset management by 33.7% and 13.4%

 $<sup>^{1}</sup>$  Non-interest income from core business was net of promotion expenses relating to the hire purchase business.

respectively, following an improvement in capital market and increasing market trading volume. Meanwhile, banking fee declined by 10.9%, following softened lending business. Furthermore, in this quarter, there was extraordinary gain from selling fixed-income investment amounting 82.29 million baht.

Comparing with the third quarter of 2013, TISCO Group's net profit decreased by 43.03 million baht (3.8% YoY), mainly due to increasing provision expense. However, the loan spread improved from 3.1% to 3.4% driven by a continual decrease in funding cost since the beginning of this year. Meanwhile, non-interest income from core business increased by 92.20 million baht (6.8% YoY), contributed by an increase in brokerage fee of 14.9% (YoY), following the improvement in capital market. In addition, asset management fee improved by 24.8% (YoY), resulting from asset under management expansion, as well as issuance of new funds corresponding to market demand. On the other hand, the banking fees dropped by 7.1% (YoY) from soften lending business.

Basic earnings per share for the third quarter and the first 9 months of 2014 were 1.36 baht per share and 3.77 baht per share respectively, compared with 1.40 baht per share and 4.57 baht per share (YoY). Meanwhile, the return on average equity (ROAE) for the third quarter and the first 9 months of 2014 were at 18.1% and 16.9% respectively, compared with 21.8% and 23.2% in the same periods of 2013.

#### **Net Interest Income**

Net interest income in the third quarter of 2014 was 2,501.88 million baht, increased by 78.65 million baht (3.2% QoQ). Total interest income was 4,756.52 million baht, decreased by 101.31 million baht (2.1% QoQ) while interest expense declined by 179.96 million baht (7.4% QoQ) to 2,254.64 million baht. Meanwhile, comparing to the same period of 2013, the net interest income improved by 185.19 million baht (8.0% YoY) with total interest income declined by 187.02 million baht (3.8% YoY) and interest expense dropped by 372.22 million baht (14.2% YoY), resulting from a decrease in funding cost in line with declining policy rate from the Bank of Thailand since the beginning of 2014.

Yield on loan maintained at 6.5% (QoQ) while cost of fund decreased from 3.3% to 3.1% (QoQ) supported by lower funding cost and expansion in saving account. As the result, the loan spread rose from 3.2% to 3.4% (QoQ), along with rising net interest margin from 2.9% to 3.1% (QoQ).

Comparing with the third quarter of 2013, yield on loan declined from 6.6% to 6.5% (YoY) while cost of fund decreased from 3.5% to 3.1% (YoY). Therefore, the loan spread significantly improved from 3.1% to 3.4% (YoY). In addition, the net interest margin also rose from 2.8% to 3.1% (YoY).

TISCO Group reported net interest income after impairment loss of loans and debt securities totaled 1,353.28 million baht, increased by 149.61 million baht (12.4% QoQ) while decreased by 185.51 million baht (12.1% YoY). Impairment loss of loans and debt securities totaled 1,148.60 million baht, softened from 1,219.56 million baht in the previous quarter, driven by improved asset quality. However, the impairment loss was increased comparing to 777.89 million baht (YoY) from the same period of 2013.



#### **Non-interest Income**

Non-interest income of TISCO Group's core businesses was 1,452.81 million baht, increased by 12.48 million baht (0.9% QoQ), mainly contributed by the improving capital market. All in all, brokerage fee rose by 67.90 million baht (33.7% QoQ), and basic fee income from asset management business improved by 30.17 million baht (13.4% QoQ). Moreover, gain on selling investment increased by 82.17 million baht (593.8% QoQ). Nonetheless, banking fee decreased by 101.94 million baht (10.9% QoQ) following slowdown in lending business.

Comparing with the same period of 2013, the non-interest income increased by 92.20 million baht (6.8% YoY), from increasing brokerage fee by 34.98 million baht (14.9% YoY), contributed by increasing market trading volume, together with a growth in basic fee income from asset management business by 50.61 million baht (24.8% YoY) driven by asset under management expansion, as well as the issuance of mutual funds corresponding with market demand. Nevertheless, banking fee dropped by 63.52 million baht (7.1% YoY) from slowdown in lending business.

#### **Non-interest Expenses**

Non-interest expenses were 1,461.19 million baht, increased by 87.42 million baht (6.4% QoQ) and increased by 59.95 million baht (4.3% YoY), mainly from the change in variable expenses associated with revenue growth. In addition, the cost to income ratio further decreased from 38.6% to 36.6% (YoY) following the effective operating cost control.

#### **Corporate Income Tax**

In the third quarter of 2014, the corporate income tax was 276.77 million baht, equivalent to the effective tax rate of 20.0%, compared to 19.7% (QoQ) and 20.1% (YoY).



# **Financial Position**

The Management Discussion and Analysis on operating results on financial status is a comparison between the financial positions as of September 30, 2014 and June 30, 2014

#### Assets

As of September 30, 2014, TISCO Group's total assets were 317,658.22 million baht, decreased by 3.6% (QoQ) mainly due to the contraction in loan portfolio from 280,276.39 million baht to 274,778.79 million baht (2.0% QoQ), together with the decrease in investment from 17,605.37 million baht to 11,971.60 million baht (32.0% QoQ), due partly to the selling of fixed income investment.

#### Liabilities

As of September 30, 2014, total liabilities were 292,740.27 million baht, decreased by 4.3% (QoQ), mainly from the decrease in deposits and short-term borrowings from 234,656.68 million baht to 215,328.82 million baht (8.2% QoQ). The liabilities mix comprised of 73.6% total deposit including bill of exchange, 6.2% interbank and money market items, 16.9% debentures, and 3.3% other liabilities.

#### Shareholders' Equity

As of September 30, 2014, shareholders' equity was 24,917.95 million baht, increased by 1,275.81 million baht (5.4% QoQ) from an increase in retained earnings in the third quarter of 2014. As a result, book value per share (BVPS) as of September 30, 2014 was 31.12 baht per share, improved from 29.53 baht per share (QoQ).



### **Business Segment Performance**

# (1) Banking Business

#### Loans

Total consolidated loans and receivables as of September 30, 2014 were 274,778.79 million baht, dropped by 5,497.60 million baht (2.0% QoQ) amidst slow domestic economic recovery and subdued automotive market. The composition of loan portfolio was 70.3% of retail loans, 20.0% of corporate loans, 8.8% of commercial loans and 0.9% of other loans.

**Retail lending** portfolio totaled 193,175.87 million baht, decreased by 1.4% (QoQ), consisted of 91.6% car, motorcycle and other hire purchase, 7.7% consumer loans and 0.7% mortgage loans. The outstanding hire purchase loans totaled 176,872.24 million baht, decreased by 3,074.98 million baht (1.7% QoQ), primarily from the subdued automotive market. The domestic car sales in the first 8 months of 2014 was reported at 579,273 units, decreased by 38.3% (YoY) from 939,340 units, due mainly to the weakened economy and consumption. Meanwhile, TISCO car penetration rate for the first 8 months was reported at 7.5%. Moreover, consumption loans amounted 14,855.18 million baht, increased by 245.66 million baht (1.7% QoQ).

**Corporate lending** portfolio totaled 54,951.47 million baht, grew by 349.68 million baht (0.6% QoQ), due to the increase in loan from manufacturing and commercial sector in line with the private investment that started to pick up.

**Commercial lending** portfolio totaled 24,060.57 million baht, declined by 3,163.60 million baht (11.6% QoQ), following the declining demand of car dealers as the market has more balance between demand and supply, together with softened consumer purchasing power during the recent period.

Other loan portfolio totaled 2,590.87 million baht, increased by 95.01 million baht (3.8% QoQ).

#### Deposits<sup>1</sup>

Total deposits totaled 215,328.82 million baht, decreased by 19,327.86 million baht (8.2% QoQ) following the rebalancing of liabilities mix to match with slowdown in loan portfolio. As of September 30, 2014, TISCO Group had excess liquidity amounting to approximately 25,280 million baht, combining with the BoT required liquidity of 13,033 million baht (including bill of exchange), resulting in liquidity ratio of 15.8% which was well over the required liquidity by BoT of 6.0%.

## Non-Performing Loans (NPLs) and Loan Loss Provision

As of September 30, 2014, the NPL ratio slightly increased from 2.27% to 2.35% (QoQ). The NPL amount has been relatively stable as the impact from the used car market on NPL started to subside. NPL ratio of retail loan, corporate loan, and commercial loan were 3.02%, 0.64%, and 0.87% respectively. Total

<sup>&</sup>lt;sup>1</sup> Total Deposits includes deposits and short-term bill of exchanges

NPLs reported at 6,470.33 million baht, increased by 104.45 million baht (1.6% QoQ), which comprised of 5,609.20 million baht from the Bank and 861.13 million baht from other subsidiaries.

TISCO Group set up provision for the quarter of 1,148.60 million baht, declined comparing with 1,219.56 million baht from the last quarter following improved asset quality. Nevertheless, the provision expense remained higher than normal level as the used car market prices remained low, resulting in persistently high loss from sale of repossessed cars. As of September 30, 2014, loan loss reserve of TISCO Group was 6,843.48 million baht while total loan loss reserve of the Bank was 6,247.43 million baht which was higher than the minimum loan loss reserve required by the Bank of Thailand at 3,404.87 million baht accounted 183.49% of minimum loan loss reserve requirement. With the extraordinary gain from fixed-income investment recorded during this quarter, the excess loan loss reserve thereby increased by 152.58 million baht during the quarter to cushion against business volatility following a prudent provisioning policy.

#### (2) Securities Business

In the third quarter of 2014, average daily trading volume through TISCO Securities was 2,471.72 million baht, increased by 21.6% (QoQ) from 2,032.56 million baht and 11.4% (YoY) from 2,219.78 million baht following the improved market average trading volume. However, the market share of TISCO Securities (excluding proprietary trading) dropped to 2.8% from 2.9% (QoQ) and 3.1% (YoY) due to the decline in market share of foreign institution sector. Furthermore, TISCO brokerage volume in the third quarter of 2014 comprised of 29.6% of local institutions, 21.7% of foreign institutions, and 48.7% of retail customers.

#### (3) Asset Management Business

As of September 30, 2014, the asset under management of TISCO Asset Management Co., Ltd. was 167,375.09 million baht, increased by 2,530.64 million baht (1.5% QoQ). During this quarter, the basic fee income from asset management totaled 254.92 million baht, improved by 30.17 million baht (13.4% QoQ) and by 50.61 million baht (24.8% YoY) driven by asset under management expansion and improved capital market condition, together with the issuance of various funds corresponding to market demands. During the quarter, 4 equity trigger funds hit the targets which were 2 of "TISCO Thai Equity Trigger 8%", "TISCO North Asia Equity Trigger 8%" and "TISCO Japan Equity Trigger 8%". In addition, the performance fee increased in line with the improvement in equity market.

The composition of total asset under management was 64.1% provident fund, 17.8% private fund, and 18.1% mutual fund. Total market share of TISCO Asset Management Co., Ltd. as of August 31, 2014 was 3.4%, ranking 9<sup>th</sup> in the market. The market share of provident fund was 13.0%, ranking 4<sup>th</sup> in the market. The market share of private fund was 6.5%, ranking 7<sup>th</sup> in the market. For mutual fund, the market share was 0.9%, ranking 13<sup>th</sup> in the market.



#### **Risk Management**

As of September 30, 2014, TISCO Group's internal capital stood at 24,035.51 million baht comprising of Tier-I capital and available reserve adjustment. The integrated risk capital decreased by 490.42 million baht from the end of the second quarter of 2014 to 9,441.00 million baht, resulting from a decrease in credit and market risk capital. In addition, the capital surplus remained strong at 14,594.51 million baht or 60.7% of total internal capital.

Comparing to the end of June 2014, the credit risk capital stood at 7,380.95 million baht, decreasing by 432.72 million baht or 5.5% following loan portfolio contraction by 2.0% during the period. The non-performing loan of TISCO Group was stable at 2.4% compared to previous quarter.

The market risk capital decreased from 203.85 million baht to 146.16 million baht, resulting from a decline in risk capital of investment and non-listed portfolios as gain in market value increased along with SET index as well as decreasing in market volatility. Meanwhile, the overall duration gap decreased to 1.09 year, which was in a manageable level. The assets duration fell from 1.50 year to 1.45 year, while the liabilities duration excluding saving and current accounts, which are less sensitive to the interest rate movement, decreased from 0.40 year to 0.36 year.

In terms of regulatory capital requirement of the Bank and Securities Company, the positions are in strong and sufficient levels to cushion for the expansion of asset in the future. At the end of September 2014, the projected regulatory capital adequacy ratio based on IRB approach (BIS ratio) of the bank stood at 16.19%, remaining higher than the 8.50% required by the Bank of Thailand. While Tier-I and Tier-II capital adequacy ratio stood at 12.15% and 4.04%, respectively, in which Tier-I capital adequacy ratio also remained higher than the minimum requirement at 6%. Meanwhile, the net capital rule (NCR) of TISCO Securities Co., Ltd. stood at 89.96%, which was higher than the minimum required ratio by the SEC of 7.0%.



#### Table 1: Consolidated Revenue Structure

	3Q 2013		3Q 2014		Change
Type of Revenue	Amount (Bt. million)	%	Amount (Bt. million)	%	% YoY
Interest income					
Interest on loans	1,527.93	42.0	1,565.00	39.2	2.4
Interest on interbank and money market items	250.21	6.9	138.81	3.5	(44.5)
Hire purchase and financial lease income	3,115.39	85.7	2,951.21	73.9	(5.3)
Investments	50.01	1.4	101.50	2.5	103.0
Total interest income	4,943.54	136.0	4,756.52	119.0	(3.8)
Interest expenses	(2,626.85)	(72.3)	(2,254.64)	(56.4)	(14.2)
Net interest income	2,316.69	63.7	2,501.88	62.6	8.0
Fee income					
Fee income	1,275.47	35.1	1,330.25	33.3	4.3
Fee expenses	(53.88)	(1.5)	(57.41)	(1.4)	6.6
Net fee income	1,221.59	33.6	1,272.84	31.9	4.2
Gain on investment and foreign exchange					
transaction	11.33	0.3	98.53	2.5	769.4
Other operating income	247.38	6.8	205.17	5.1	(17.1)
Total operating income	3,796.98	104.5	4,078.42	102.1	7.4
Expenses to business promotion relating to the business	(162.24)	(4.5)	(82.61)	(2.1)	
Total net operating income	3,634.75	100.0	3,995.80	100.0	9.9
Other operating expenses Bad debt and doubtful account and impairment	(1,401.23)		(1,461.19)		
loss of debt securities	(777.89)		(1,148.60)		
Profit before income tax and minority interest	1,455.62		1,386.02		(4.8)
Corporate income tax	(292.72)		(276.77)		
Profit before minority interest	1,162.90		1,109.25		(4.6)
Minority interest in net earnings in subsidiary company	(30.90)		(20.28)		
Net profit	1,132.00		1,088.96		(3.8)

# **Table2: Interest Spread**

%	2013	9M13	9M14	3Q13	3Q14
Yield on Loans	6.6	6.6	6.5	6.6	6.5
Cost of fund	3.5	3.5	3.3	3.5	3.1
Loan spread	3.1	3.0	3.2	3.1	3.4

# Table 3: Assets Breakdown

	June 30, 201	L4	September 30,	2014	
Assets	Amount (Bt. million)	%	Amount (Bt. million)	%	% Change
Cash	1,094.28	0.3	1,012.43	0.3	(7.5)
Interbank and Money Market Items	29,444.70	8.9	29,439.87	9.3	(0.0)
Derivative Asset	23.71	0.0	41.89	0.0	76.7
Fixed income	15,880.66	4.8	10,058.03	3.2	(36.7)
Equity	1,724.70	0.5	1,913.58	0.6	11.0
Corporate Loans	54,601.79	16.6	54,951.47	17.3	0.6
Retail Loans	195,954.56	59.5	193,175.87	60.8	(1.4)
Commercial Loans	27,224.18	8.3	24,060.57	7.6	(11.6)
Other Loans	2,495.86	0.8	2,590.87	0.8	3.8
Allowance for doubtful accounts and					
for loss on debt restructuring	(6,696.99)	(2.0)	(6,843.48)	(2.2)	2.2
Other Assets	7,741.73	2.3	7,257.11	2.3	(6.3)
Total – TISCO Group	329,489.18	100.0	317,658.22	100.0	(3.6)



# Table 4: Loans and Receivables Breakdown

	June 30, 20	)14	September 3	0, 2014	
Type of Business	Amount (Bt. million)	%	Amount (Bt. million)	%	% Change
Manufacturing and commerce	18,230.66	6.5	18,918.33	6.9	3.8
Real estate and construction	13,330.89	4.8	13,453.36	4.9	0.9
Public utilities and services	22,317.04	8.0	21,913.78	8.0	(1.8)
Agriculture and mining	723.21	0.3	666.01	0.2	(7.9)
Corporate Loans	54,601.79	19.5	54,951.47	20.0	0.6
Commercial Loans	27,224.18	9.7	24,060.57	8.8	(11.6)
Hire purchase	179,947.21	64.2	176,872.24	64.4	(1.7)
Mortgage	1,397.83	0.5	1,448.46	0.5	3.6
Consumer	14,609.52	5.2	14,855.18	5.4	1.7
Retail Loans	195,954.56	69.9	193,175.87	70.3	(1.4)
Others	2,495.86	0.9	2,590.87	0.9	3.8
Total – TISCO Group	280,276.39	100.0	274,778.79	100.0	(2.0)

# Table 5: NPL Breakdown by Area

		June 30, 2014		S	eptember 30, 2	014	
Type of Business	% NPL	Amount (Bt. million)	%	% NPL	Amount (Bt. million)	%	% Change
Manufacturing and commerce	1.10	200.36	3.1	1.02	193.43	3.0	(3.5)
Real estate and construction	0.51	68.55	1.1	0.52	69.93	1.1	2.0
Public utilities and services	0.32	70.52	1.1	0.31	66.90	1.0	(5.1)
Agriculture and mining	2.80	20.25	0.3	3.29	21.90	0.3	8.1
Total NPL - Corporate Loans	0.66	359.67	5.7	0.64	352.16	5.4	(2.1)
NPL-Commercial Loans	1.00	271.49	4.3	0.87	209.56	3.2	(22.8)
Hire purchase	2.91	5,228.29	82.1	3.05	5,386.48	83.2	3.0
Mortgage	5.38	75.17	1.2	6.32	91.58	1.4	21.8
Consumer	2.43	355.68	5.6	2.45	363.93	5.6	2.3
Total NPL - Retail Loans	2.89	5,659.14	88.9	3.02	5,841.99	90.3	3.2
Others	3.03	75.58	1.2	2.57	66.62	1.0	(11.9)
Total NPL – TISCO Group	2.27	6,365.88	100.0	2.35	6,470.33	100.0	1.6

## Table 6: Liabilities Breakdown by Area

	June 30, 20	014	September 30		
Type of Borrowings	Amount (Bt. million)	%	Amount (Bt. million)	%	% Change
Deposits	234,656.68	76.7	215,328.82	73.6	(8.2)
Interbank and money market items	19,367.22	6.3	18,116.73	6.2	(6.5)
Debentures	41,531.90	13.6	49,504.70	16.9	19.2
Others	10,291.24	3.4	9,790.02	3.3	(4.9)
Total – The Company and Subsidiaries	305,847.04	100.0	292,740.27	100.0	(4.3)

# Table 7: Deposits Structure

	June 30, 2	014	September 30		
Type of Deposits	Amount	%	Amount	%	% Change
	(Bt. million)	70	(Bt. million)	70	
Current accounts	3,286.29	1.4	2,994.90	1.4	(8.9)
Saving accounts	46,035.96	19.6	46,544.86	21.6	1.1
Fixed accounts	30,697.01	13.1	27,907.67	13.0	(9.1)
Negotiate certificate deposit	146,717.11	62.5	129,627.47	60.2	(11.6)
Short-term borrowings	7,920.32	3.4	8,253.92	3.8	4.2
Total deposits	234,656.68	100.0	215,328.82	100.0	(8.2)

	June 30, 20	14	September 30, 2014		
Type of Fund	Amount (Bt. million)	%	Amount (Bt. million)	%	% Change
Provident Fund	105,124.33	63.8	107,365.81	64.1	2.1
Private Fund	32,058.35	19.4	29,773.99	17.8	(7.1)
Mutual Fund	27,661.77	16.8	30,235.30	18.1	9.3
Total	164,844.45	100.0	167,375.09	100.0	1.5

#### Table 8: Assets under Management Breakdown by Type of Fund

# Table 9: Average Duration Mismatch of Assets and Liabilities and Its Impact

Type of Fund	Duration	ı (years)		hange to 1% interest rate se (MB)
Type of Fund	June 30, 2014	September 30, 2014	June 30, 2014	September 30, 2014
Assets	1.50	1.45	1,275.69	1,193.11
Liabilities*	0.40	0.36	(1,785.43)	(1,802.50)
Net Gap	1.10	1.09	(509.74)	(609.39)

Note: \* Exclude saving and current account