

MITSUBISHI TOKYO FINANCIAL GROUP INC  
Form 6-K  
July 28, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 6-K**

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**Report of Foreign Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 of**  
**the Securities Exchange Act of 1934**

For the month of July, 2005

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**MITSUBISHI TOKYO FINANCIAL GROUP, INC.**

(Translation of registrant's name into English)

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**4 -1, Marunouchi 2-chome, Chiyoda-ku**

**Tokyo 100-6326, Japan**

(Address of principal executive offices)

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[Indicate by check mark whether the registrant files or  
will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F  Form 40-F

[Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the Commission  
pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.]

Yes  No

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 28, 2005

MITSUBISHI TOKYO FINANCIAL GROUP, INC.

By: /S/ Ryutaro Kusama

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Name: Ryutaro Kusama  
Title: Chief Manager, General Affairs  
Corporate Administration Division

**Establishment of a Subsidiary for Issuance of Non-dilutive Preferred Securities**

**Tokyo, July 28, 2005** Mitsubishi Tokyo Financial Group, Inc. (MTFG; President and CEO: Nobuo Kuroyanagi) hereby announces that at the meeting of its Board of Directors, held today, the Board resolved to establish a wholly owned subsidiary in the Cayman Islands named MTFG Capital Finance Limited in order to issue preferred securities ( Non-dilutive Preferred Securities ) so as to enhance the flexibility of its capital management.

The general terms of the Non-dilutive Preferred Securities are as described below, and the specific terms and conditions of the issue will be determined at a later date. The issuance of the Non-dilutive Preferred Securities is expected to increase our Tier I capital under the BIS capital adequacy requirements.

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|------------------------|--|
| Issuer                 | MTFG Capital Finance Limited, which is a special purpose company to be newly established under the laws of the Cayman Islands, and which is wholly owned by MTFG.  |
| Type of Security       | Japanese Yen denominated non-cumulative perpetual preferred securities (no right to convert into MTFG s shares is granted)   |
| Issue Amount           | To be determined at a later date taking into consideration market demand. (Over 100 billion Japanese Yen planned)  |
| Use of Proceeds        | To be provided to The Bank of Tokyo-Mitsubishi, Ltd., in order to strengthen its capital base  |
| Liquidation Preference | The Non-dilutive Preferred Securities rank, as to rights to liquidation preferences, junior to the subordinated creditors and general creditors of MTFG, senior to the MTFG s common shares, and effectively pari passu with MTFGs preferred shares. |
| Method of Offering     | Private placements to qualified institutional investors  |

Note: The issuance is subject to notifications and approvals based on applicable laws and regulations becoming effective.

This press release is solely for the purpose of providing information and does not constitute an invitation for any person to take action.

**Contact:**

Corporate Communications Office

Tel: 03-3240-9066

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This notice with regard to the establishment of a subsidiary for the issuance of Non-dilutive Preferred Securities is published in order to publicly announce specific facts relating to the establishment, and does not constitute a solicitation of investment, or any similar act, in or outside of

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Japan. The Non-dilutive Preferred Securities have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States, absent registration or an applicable exemption from registration requirements.

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