

*If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.*

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## Non-collateralised Structured Products

### Base Listing Document relating to Structured Products to be issued by



### DBS Bank Ltd.

*(incorporated with limited liability under the laws of Singapore)*

*(Company Registration Number: 196800306E)*

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This document, for which we accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the purpose of giving information with regard to us and our standard warrants (“**Warrants**”), callable bull/bear contracts (“**CBBCs**”) and other structured products (together, the “**Structured Products**”) to be listed on the Stock Exchange from time to time. This document may be updated and/or amended from time to time by way of addenda.

We, having made all reasonable enquiries, confirm that to the best of our knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

**The Structured Products are complex products. You should exercise caution in relation to them. The Structured Products involve derivatives. Investors should not invest in the Structured Products unless they fully understand and are willing to assume the risks associated with them. Investors are warned that the price of the Structured Products may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective purchasers should therefore ensure that they understand the nature of the Structured Products and carefully study the risk factors set out in this document and, where necessary, seek professional advice, before they invest in the Structured Products.**

**The Structured Products constitute our general unsecured contractual obligations and of no other person and will rank equally among themselves with all our other unsecured obligations (save for those obligations preferred by law) upon liquidation. If you purchase the Structured Products, you are relying upon our creditworthiness and have no rights under the Structured Products against (a) the company which has issued the underlying securities; (b) the fund which has issued the underlying securities, or its trustee (if applicable) or manager; or (c) the index compiler of any underlying index or any company constituting the underlying index. If we become insolvent or default on our obligations under the Structured Products, you may not be able to recover all or even part of the amount due under the Structured Products (if any).**

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## IMPORTANT INFORMATION

### What is this document about?

This document is for information purposes only and does not constitute an offer, an advertisement or an invitation to the public to subscribe for or to acquire any Structured Products.

### What documents should you read before investing in the Structured Products?

You must read this document (including any addendum to this document to be issued from time to time) together with the relevant launch announcement and supplemental listing document (including any addendum to such launch announcement and supplemental listing document to be issued from time to time) (together, “**Listing Documents**”) before investing in the Structured Products. You should carefully study the risk factors set out in the Listing Documents.

### Is there any guarantee or collateral for the Structured Products?

No. Our obligations under the Structured Products are neither guaranteed by any third party, nor collateralised with any of our assets or other collateral. When you purchase our Structured Products, you are relying on our creditworthiness only, and of no other person. If we become insolvent or default on our obligations under the Structured Products, you can only claim as our unsecured creditor. In such event, you may not be able to recover all or even part of the amount due under the Structured Products (if any).

### Are we regulated by the Hong Kong Monetary Authority referred to in Rule 15A.13(2) or the Securities and Futures Commission referred to in Rule 15A.13(3)?

We are a licensed bank regulated by the Hong Kong Monetary Authority and the Monetary Authority of Singapore (“**MAS**”). We are also a registered institution under the Securities and Futures Ordinance (Cap. 571) of Hong Kong to carry on type 1 (Dealing in Securities), type 4 (Advising on Securities) and type 6 (Advising on Corporate Finance) regulated activities.

### Are we rated by any credit rating agencies?

Our credit ratings as of the day immediately preceding the date of this document are:

<i>Rating Agency</i>	<i>Rating as at the date immediately preceding the date of this document</i>
Moody’s Investors Service, Inc. (“ <b>Moody’s</b> ”)	Aa1 (stable outlook)
S&P Global Ratings (“ <b>S&amp;P</b> ”)	AA- (stable outlook)

The credit ratings are only an assessment by the rating agencies of our overall financial capacity to pay our debts.

Aa1 is among the top three major credit rating categories and is the second highest investment-grade ranking of the ten investment-grade ratings (including 1, 2 and 3 sub-grades) assigned by Moody’s. AA- is among the top three major credit rating categories and is the fourth highest investment-grade ranking of the ten investment-grade ratings (including + or - sub-grades) assigned by S&P. Please refer to the brief guide in Appendix 4 to this document to what such credit ratings mean.

You may visit the following website for updated information of our credit ratings: <http://www.dbs.com/investor/credit-rating.html>

Rating agencies usually receive a fee from companies that they rate.

When evaluating our creditworthiness, you should not solely rely on our credit ratings because:

- (a) a credit rating is not a recommendation to buy, sell or hold the Structured Products;
- (b) ratings of companies may involve difficult-to-quantify factors such as market competition, the success or failure of new products and markets and managerial competence;

- (c) a high credit rating is not necessarily indicative of low risk. Our credit ratings as of the day immediately preceding the date of this document are for reference only. Any downgrading of our ratings could result in a reduction in the value of the Structured Products;
  - (d) a credit rating is not an indication of the liquidity or volatility of the Structured Products; and
  - (e) a credit rating may be downgraded if our credit quality declines.
- (a) a trading fee of 0.00565 per cent. charged by the Stock Exchange;
  - (b) a transaction levy of 0.0027 per cent. charged by the Securities and Futures Commission; and
  - (c) a transaction levy of 0.00015 per cent. charged by the Accounting and Financial Reporting Council of Hong Kong.
- The levy for the investor compensation fund is currently suspended.

**The Structured Products are not rated.**

Our credit ratings and credit rating outlooks are subject to change or withdrawal at any time within each rating agency's sole discretion. You should conduct your own research using publicly available sources to obtain the latest information with respect to our ratings and outlooks from time to time.

**Are we subject to any litigation?**

Save as disclosed in this document, we and our subsidiaries are not aware of any litigation or claims of material importance pending or threatened against us or them.

**Authorisation for the issue of the Structured Products**

The issue of the Structured Products was authorised by our Chief Executive Officer on 18 January 2021.

**Has our financial position changed since last financial year-end?**

Save as disclosed in Appendix 5 to this document, there has been no material adverse change in our financial or trading position since 31 December 2023.

**Do you need to pay any transaction cost?**

For each transaction effected on the Stock Exchange, the following trading fees and levies calculated on the value of the consideration for the Structured Products will be payable by each of the seller and the buyer:

**Authorised representatives**

Ms Debra Hiu Wai AU of 73/F, The Center, 99 Queen's Road Central, Hong Kong and Mr Jeremy Zhong Han KOK of 10/F, The Center, 99 Queen's Road Central, Hong Kong are our authorised representatives.

**Where can you read the relevant documents?**

Copies of the following documents are available on the website of the HKEX at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [hk.warrants.dbs.com](http://hk.warrants.dbs.com):

- (a) this document and any addendum to this document, which contains our latest audited financial statements and unaudited interim financial statements;
- (b) our base listing document dated 30 March 2023, which contains our audited financial statements for the year ended 31 December 2022 and the auditor's report of PricewaterhouseCoopers LLP ("Auditor") on such financial statements;
- (c) the consent letter of the Auditor, consenting to the reproduction of its auditor's report on our financial statements for the year ended 31 December 2023 in this document; and
- (d) the launch announcement and supplemental listing document as long as the relevant series of Structured Products is listed on the Stock Exchange.

以上各文件亦可於香港交易所披露易網站 [www.hkexnews.hk](http://www.hkexnews.hk) 以及本公司網站 [hk.warrants.dbs.com](http://hk.warrants.dbs.com) 瀏覽。

### **Has the Auditor consented to the inclusion of its auditor's report to the Listing Documents?**

Our Auditor has given and has not withdrawn its written consent to the inclusion of its auditor's report dated 6 February 2024 in this document and/or the references to its name in the Listing Documents, in the form and context in which they are included. Its auditor's report was not prepared for incorporation into this document.

The Auditor does not hold our shares or shares in our subsidiaries, nor does it have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our securities or securities of any of our subsidiaries.

### **How can you get further information about us?**

You may visit [hk.warrants.dbs.com](http://hk.warrants.dbs.com) to obtain further information about us.

You must note that the information on our website will be of a general nature and cannot be relied upon as accurate and/or correct and will not have been prepared exclusively for the purposes of any particular financial instrument issued by us, including the Structured Products.

### **Governing law of the Structured Products**

All contractual documentation for the Structured Products will be governed by, and construed in accordance with, the laws of Hong Kong.

### **The Listing Documents are not the sole basis for making an investment decision**

The Listing Documents do not take into account your investment objectives, financial situation or particular needs. Nothing in the Listing Documents should be construed as a recommendation by us or our affiliates to invest in the Structured Products or the underlying asset of the Structured Products.

No person has been authorised to give any information or to make any representations other than those contained in this document in connection with the Structured Products, and, if given or made, such information or representations must not be relied upon as having been authorised by us.

The Stock Exchange and HKSCC have made no assessment of, nor taken any responsibility for, our financial soundness or the merits of investing in any Structured Products, nor have they verified the accuracy or the truthfulness of statements made or opinions expressed in this document.

This document has not been reviewed by the Securities and Futures Commission. You are advised to exercise caution in relation to the offer of the Structured Products.

### **Capitalised terms**

Unless otherwise specified, capitalised terms used in this document have the meanings set out in the General Conditions set out in Appendix 1 and the Product Conditions applicable to the relevant series of Structured Products set out in Appendix 2 and Appendix 3 (together, the "**Conditions**").

## OVERVIEW OF WARRANTS

### What is a Warrant?

A Warrant is a type of derivative warrant.

A derivative warrant linked to a share of a company, a unit or share of a fund, an index or other asset (“**Underlying Assets**”, each an “**Underlying Asset**”) is an instrument which gives the holder an investment exposure to the Underlying Asset by reference to a pre-set price or level called the Exercise Price or Strike Level on the Expiry Date. It usually costs a fraction of the value of the Underlying Asset.

A derivative warrant may provide leveraged return to you (but conversely, it could also magnify your losses).

### How and when can you get back your investment?

Our Warrants are European style warrants. This means they will be automatically exercised on the Expiry Date, entitling the holder to a potential cash amount called the “**Cash Settlement Amount**” (if positive) according to the Conditions in the Listing Documents.

You will receive the Cash Settlement Amount (if any) less any Exercise Expenses upon expiry. If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable to you upon expiry and you will lose all of your investment in the Structured Products.

### How do our Warrants work?

The potential payoff upon expiry of the Warrants is calculated by us by reference to the difference between:

- (a) for Warrants linked to a share or unit, the Exercise Price and the Average Price; and
- (b) for Warrants over index, the Strike Level and the Closing Level.

#### *Call Warrant*

A call Warrant is suitable for an investor holding a bullish view of the price or level of the Underlying Asset during the term of the Warrant.

A call Warrant will be exercised if the Average Price or Closing Level is greater than the Exercise Price or Strike Level (as the case may be). The more the Average Price or Closing Level exceeds the Exercise Price or Strike Level (as the case may be), the higher the payoff upon expiry. If the Average Price or Closing Level is at or below the Exercise Price or Strike Level (as the case may be), an investor in the call Warrant will lose all of his investment.

#### *Put Warrant*

A put Warrant is suitable for an investor holding a bearish view of the price or level of the Underlying Asset during the term of the Warrant.

A put Warrant will be exercised if the Average Price or Closing Level is below the Exercise Price or Strike Level (as the case may be). The more the Average Price or Closing Level is below the Exercise Price or Strike Level (as the case may be), the higher the payoff upon expiry. If the Exercise Price or Strike Level is at or below the Average Price or Closing Level (as the case may be), an investor in the put Warrant will lose all of his investment.

### What are the factors determining the price of a derivative warrant?

The price of a warrant generally depends on the prevailing price or level of the Underlying Asset. However, throughout the term of a warrant, its price will be influenced by a number of factors, including:

- (a) the Exercise Price or Strike Level of the warrants;
- (b) the value and volatility of the price or the level of the Underlying Asset (being a measure of the fluctuation in the price or level of the Underlying Asset);
- (c) the time remaining to expiry: generally, the longer the remaining life of the warrant, the greater its value;
- (d) interim interest rates and expected dividend payments or other distributions on the Underlying Asset or on any components comprising the underlying index;

- (e) the liquidity of the Underlying Asset or the futures contracts relating to the underlying index;
- (f) the supply and demand for the warrant;
- (g) our related transaction cost; and
- (h) our creditworthiness.

**What is your maximum loss?**

Your maximum loss in Warrants will be limited to your entire investment amount plus any transaction cost.

**How can you get information about the warrants after issue?**

You may visit our website *hk.warrants.dbs.com* to obtain further information on our Warrants or any notice given by us in relation to our Warrants.

## OVERVIEW OF CBBCS

### What are CBBCs?

CBBCs are a type of Structured Product that track the performance of an Underlying Asset. CBBCs can be issued on different types of Underlying Assets as prescribed by the Stock Exchange from time to time, including:

- (a) securities listed on the Stock Exchange;
- (b) Hang Seng Index, Hang Seng China Enterprises Index, Hang Seng TECH Index and Hang Seng China H-Financials Index; and/or
- (c) overseas securities, indices, currencies, commodities (such as oil, gold and platinum) or commodity futures.

A list of eligible Underlying Assets for CBBCs is available on the website of the Stock Exchange at [https://www.hkex.com.hk/Products/Securities/Structured-Products/Eligible-Underlying-Assets?sc\\_lang=en](https://www.hkex.com.hk/Products/Securities/Structured-Products/Eligible-Underlying-Assets?sc_lang=en).

CBBCs are issued either as bull CBBCs or bear CBBCs, allowing you to take either bullish or bearish positions on the Underlying Asset.

Bull CBBCs are designed for investors who have an optimistic view on the Underlying Asset. Bear CBBCs are designed for investors who have a pessimistic view on the Underlying Asset.

CBBCs have a mandatory call feature (the “**Mandatory Call Event**”) and, subject to the limited circumstances set out in the relevant Conditions in which a Mandatory Call Event may be reversed, we must terminate our CBBCs upon the occurrence of a Mandatory Call Event. See “What is the mandatory call feature of CBBCs?” below for further information.

There are 2 categories of CBBCs, namely:

- (a) Category R CBBCs; and
- (b) Category N CBBCs.

Your entitlement following the occurrence of a Mandatory Call Event will depend on the category of the CBBCs. See “Category R CBBCs vs Category N CBBCs” below for further information.

If no Mandatory Call Event occurs, the CBBCs will be exercised automatically on the Expiry Date by payment of a Cash Settlement Amount (if any) on the Settlement Date. The Cash Settlement Amount (if any) payable at expiry represents the difference between the Closing Price/Closing Level of the Underlying Asset on the Valuation Date and the Strike Price/Strike Level. See “Category R CBBCs vs Category N CBBCs” below.

### What is the mandatory call feature of CBBCs?

#### *Mandatory Call Event*

Subject to the limited circumstances set out in the relevant Product Conditions in which a Mandatory Call Event may be reversed, we must terminate the CBBCs if a Mandatory Call Event occurs. A Mandatory Call Event occurs if the Spot Price/Spot Level of the Underlying Asset is:

- (a) in the case of a bull CBBC, at or below the Call Price/Call Level; or
- (b) in the case of a bear CBBC, at or above the Call Price/Call Level,

at any time during the Observation Period.

The Observation Period starts from and includes the Observation Commencement Date of the relevant CBBC and ends on and includes the Trading Day immediately preceding the Expiry Date.

Subject to the limited circumstances set out in the relevant Product Conditions in which a Mandatory Call Event may be reversed and such modification and amendment as may be prescribed by the Stock Exchange from time to time:

- (a) all trades in the CBBCs concluded via auto-matching or manually after the time of the occurrence of a Mandatory Call Event; and
- (b) where the Mandatory Call Event occurs during a pre-opening session or closing auction session (if applicable), all auction



trades in the CBBCs concluded in such session and all manual trades concluded after the end of the pre-order matching period in such session,

will be invalid and will be cancelled, and will not be recognised by us or the Stock Exchange.

The time at which a Mandatory Call Event occurs will be determined by reference to:

- (a) in respect of CBBCs over single equities listed on the Stock Exchange or CBBCs over exchange traded funds (“ETF”), the Stock Exchange’s automatic order matching and execution system time at which the Spot Price is at or below the Call Price (in the case of a bull CBBC) or is at or above the Call Price (in the case of a bear CBBC); or
- (b) in respect of CBBCs over index, the time the relevant Spot Level published by the Index Compiler is at or below the Call Level (in the case of a bull CBBC) or is at or above the Call Level (in the case of a bear CBBC),

subject to the rules and requirements as prescribed by the Stock Exchange from time to time.

#### *Category R CBBCs vs. Category N CBBCs*

The launch announcement and supplemental listing document for the relevant series of CBBCs will specify whether the CBBCs are Category R CBBCs or Category N CBBCs.

“**Category R CBBCs**” refer to CBBCs for which the Call Price/Call Level is different from their Strike Price/Strike Level. In respect of a series of Category R CBBCs, you may receive a cash payment called the Residual Value upon the occurrence of a Mandatory Call Event. The amount of the Residual Value payable (if any) is calculated by reference to:

- (a) in respect of a series of bull CBBCs, the difference between the Minimum Trade Price/Minimum Index Level of the Underlying Asset and the Strike Price/Strike Level; and

- (b) in respect of a series of bear CBBCs, the difference between the Strike Price/Strike Level and the Maximum Trade Price/Maximum Index Level of the Underlying Asset.

“**Category N CBBCs**” refer to CBBCs for which the Call Price/Call Level is equal to their Strike Price/Strike Level. In respect of a series of Category N CBBCs, you will not receive any cash payment following the occurrence of a Mandatory Call Event.

You must read the applicable Conditions and the relevant launch announcement and supplemental listing document to obtain further information on the calculation formula of the Residual Value applicable to Category R CBBCs.

You may lose all of your investment in a particular series of CBBCs if:

- (a) in the case of a series of bull CBBCs, the Minimum Trade Price/Minimum Index Level of the Underlying Asset is equal to or less than the Strike Price/Strike Level; or
- (b) in the case of a series of bear CBBCs, the Maximum Trade Price/Maximum Index Level of the Underlying Asset is equal to or greater than the Strike Price/Strike Level.

#### **How is the funding cost calculated?**

The issue price of a series of CBBCs represents the difference between the initial reference Spot Price/Spot Level of the Underlying Asset as at the launch date of the CBBC and the Strike Price/Strike Level, plus the applicable funding cost.

The initial funding cost applicable to each series of CBBCs will be specified in the relevant launch announcement and supplemental listing document and will fluctuate throughout the life of the CBBCs as the funding rate changes from time to time. The funding rate is a rate determined by us based on one or more of the following factors, including but not limited to the Strike Price/Strike Level, the prevailing interest rate, the expected life of the CBBCs, expected notional dividends or distributions in respect of the Underlying Asset and the margin financing provided by us.

Further details about the funding cost applicable to a series of CBBCs will be described in the relevant launch announcement and supplemental listing document.

**Do you own the Underlying Asset?**

CBBCs convey no interest in the Underlying Asset. We may choose not to hold the Underlying Asset or any derivatives contracts linked to the Underlying Asset. There is no restriction through the issue of the CBBCs on the ability of us and/or our affiliates to sell, pledge or otherwise convey all rights, title and interest in any Underlying Asset or any derivatives products linked to the Underlying Asset.

**Where can you find the Product Conditions applicable to our CBBCs?**

You should review the Product Conditions applicable to each type of the CBBCs before your investment.

The Product Conditions applicable to each type of our CBBCs are set out in Parts A, B and C of Appendix 3 (as may be supplemented by any addendum or the relevant launch announcement and supplemental listing document).

**What are the factors determining the price of a series of CBBCs?**

The price of a series of CBBCs tend to follow closely the movement in the value of the Underlying Asset in dollar value (on the assumption of an entitlement ratio of one CBBC to one unit of the Underlying Asset).

However, throughout the term of a CBBC, its price will be influenced by a number of factors, including:

- (a) the Strike Price/Strike Level and the Call Price/Call Level;
- (b) the likelihood of the occurrence of a Mandatory Call Event;
- (c) for Category R CBBCs only, the probable range of the Residual Value payable upon the occurrence of a Mandatory Call Event;
- (d) the time remaining to expiry;
- (e) the interim interest rates and expected dividend payments or other distributions on the Underlying Asset or on any components comprising the underlying index;
- (f) the supply and demand for the CBBC;

- (g) the probable range of the Cash Settlement Amounts;
- (h) the liquidity of the Underlying Asset or futures contracts relating to the underlying index;
- (i) our related transaction cost; and
- (j) our creditworthiness.

**What is your maximum loss in CBBCs?**

Your maximum loss in CBBCs will be limited to your entire investment amount plus any transaction cost.

**How can you get information about the CBBCs after issue?**

You may visit our website [hk.warrants.dbs.com](http://hk.warrants.dbs.com) to obtain further information on CBBCs or any notice given by us in relation to our CBBCs.

## INFORMATION ABOUT US

### History and development

We were incorporated in July 1968 by the Singapore government as a financial institution to support Singapore's economic development and industrialisation. In June 1969, we began commercial banking operations. In September 1999, we were restructured to become a wholly-owned subsidiary of DBS Group Holdings Ltd. (“**DBSH**”), which is listed on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). On 21 July 2003, we changed our legal name from The Development Bank of Singapore Limited to DBS Bank Ltd..

As at 28 February 2024, DBSH had a market capitalisation of approximately S\$86.5 billion based on the closing price per ordinary share on the Main Board of the SGX-ST. As at 28 February 2024, Temasek Holdings (Private) Limited's direct and indirect interest in DBSH's outstanding ordinary shares was approximately 10.99 per cent. and 17.75 per cent., respectively.

### Profile and activities

We, together with our consolidated subsidiaries (the “**DBS Bank Group**”) is one of the largest banking groups in Southeast Asia by total assets and is engaged in a range of commercial banking and financial services, principally in Asia. As at 30 June 2023, the DBS Bank Group had S\$759 billion in total assets, S\$416 billion in customer loans and advances, S\$520 billion in customer deposits and S\$58 billion in total shareholders' funds. As at 31 December 2023, the DBS Bank Group had S\$741 billion in total assets, S\$416 billion in customer loans and advances, S\$535 billion in customer deposits and S\$62 billion in total shareholders' funds.

The DBS Bank Group is headquartered in Singapore and has a growing presence in the three key Asian axes of growth: Greater China, South Asia and Southeast Asia. In Singapore, the DBS Bank Group is active in consumer banking, wealth management, institutional banking, treasury and capital markets. As at, and for the twelve months ended 31 December 2023, Singapore accounted for 66 per cent. and 66 per cent. of DBS Bank Group's assets (excluding goodwill and intangible assets) and total income (excluding one-time items) respectively.

The DBS Bank Group's Greater China presence is anchored in Hong Kong and encompasses China and Taiwan, where it operates locally-incorporated subsidiaries. The DBS Bank Group also operates a locally-incorporated subsidiary in Indonesia and in India. Its diversification in the Asia Pacific region has resulted in a more balanced geographical distribution of its assets and total operating income.

## **Directors**

The following table sets out the names of the directors and their function(s) within DBS as of the day immediately preceding the date of this document:

### **Board of Directors**

### **Function(s) within DBS**

Mr Peter Seah	Chairman
Mr Piyush Gupta	Chief Executive Officer
Mr Olivier Lim	Lead Independent Director
Mr Chng Kai Fong	Director
Dr Bonghan Cho	Director
Mr David Ho Hing-Yuen	Director
Ms Punita Lal	Director
Ms Judy Lee	Director
Mr Anthony Lim	Director
Mr Tham Sai Choy	Director

## RISK FACTORS

*Not all of the risk factors described below will be applicable to a particular series of Structured Products. Please consider all risks carefully prior to investing in any Structured Products and consult your professional independent financial adviser and legal, accounting, tax and other advisers with respect to any investment in the Structured Products. Please read the following section together with the risk factors set out in the relevant launch announcement and supplemental listing document.*

### General risks relating to us

#### *Non-collateralised Structured Products*

The Structured Products are not secured on any of our assets or any collateral. Each series of Structured Products constitutes our general unsecured contractual obligations and of no other person and will rank equally with our other unsecured contractual obligations and with our unsecured and unsubordinated debt. At any given time, the number of our Structured Products outstanding may be substantial.

#### *Credit risk*

If you purchase our Structured Products, you are relying upon our creditworthiness and have no rights under these products against:

- (a) any company which issues the underlying shares;
- (b) the fund which issues the underlying securities or its trustee (if applicable) or manager; or
- (c) any index compiler of the underlying index.

As our obligations under the Structured Products are unsecured, we do not guarantee the repayment of your investment in any Structured Product.

If we become insolvent or default on our obligations under the Structured Products, you may not be able to recover all or even part of the amount due under the Structured Products (if any).

Any downgrading of our ratings could result in a reduction in the value of the Structured Products.

#### *Hong Kong resolution regime*

The Financial Institutions (Resolution) Ordinance (“**FIRO**”) was enacted by the

Legislative Council of Hong Kong in June 2016. The FIRO (except Part 8, section 192 and Division 10 of Part 15 thereof) came into operation on 7 July 2017.

The FIRO provides a regime for the orderly resolution of financial institutions with a view to avoiding or mitigating the risks otherwise posted by their non-viability to the stability and effective working of the financial system of Hong Kong, including the continued performance of critical financial functions. The FIRO seeks to provide the relevant resolution authorities with a range of powers to bring about timely and orderly resolution in order to stabilise and secure continuity for a failing authorised institution in Hong Kong. In particular, it is envisaged that subject to certain safeguards, the relevant resolution authority would be provided with powers to affect contractual and property rights as well as payments (including in respect of any priority of payment) that creditors would receive in resolution, including but not limited to powers to write off, or convert into equity, all or a part of the liabilities of the failing financial institution.

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the FIRO. The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value of the Structured Products, and as a result, you may not be able to recover all or any amount due under the Structured Products.

*The exercise by the MAS of resolution powers may be beyond the control of the Issuer*

The MAS has certain resolution powers over failed financial institutions (or financial institutions which are at risk of failure, or which have breached their regulatory obligations) and these resolution powers can be exercised by the MAS prior to insolvency of the said financial institutions. These resolution powers are set out in the Monetary Authority of Singapore Act 1970 of Singapore (“**MAS Act**”). However, when the

Financial Services and Markets Act 2022 of Singapore (“**FSM Act**”) fully comes into force, the MAS’ resolution powers under the MAS Act will be moved over to the new FSM Act. While the FSM Act was gazetted on 11 May 2022, it is being implemented in phases, with the first phase having commenced on 28 April 2023. The remaining phases are targeted to be implemented between the second half of 2023 and 2024. When the FSM Act fully comes into force, the resolution powers of the MAS under the MAS Act will be moved over to the FSM Act.

The MAS’ resolution powers include among other things, the power to transfer the whole or part of the business of a financial institution, the power to order a compulsory transfer of shares of a financial institution, the power to order a compulsory restructuring of share capital of the financial institution, the exercise of statutory powers allowing the MAS to temporarily stay early termination rights (including set-off and netting rights) of counterparties to financial contracts entered into with a financial institution over which the MAS may exercise its resolution powers (which would include Singapore licensed banks), a statutory bail-in regime, cross-border recognition of resolution action, creditor safeguards and resolution funding. The MAS also has statutory bail-in powers to write down or convert a Singapore-incorporated bank or Singapore-incorporated bank holding company’s debt into equity. These powers extend to us and DBSH. As specified under Division 4A of Part 4B of the MAS Act, the classes of instruments subject to the statutory bail-in powers of the MAS include equity instruments and unsecured subordinated debt issued on or after 29 November 2018.

If the MAS exercises its resolution powers in respect of us and/or DBSH, this may have the effect of adversely affecting the business, financial condition and results of operations of the Issuer, DBSH and its subsidiaries.

#### *No deposit liability or debt obligation*

We are obliged to deliver to you the Cash Settlement Amount under the General Conditions and the relevant Product Conditions of each series of Structured Product upon expiry. We do not intend (expressly, implicitly or otherwise) to create a deposit liability or a debt obligation of any kind by the issue of any Structured Product.

*We are not the ultimate holding company of the group*

We are not the ultimate holding company of the group to which we belong and with which our name is identified. The ultimate holding company of the group to which we belong is DBSH.

#### *Conflicts of interest*

We and our subsidiaries (the “**Group**”) engages in financial activities for our own account or the account of others. The Group, in connection with our other business activities, may possess or acquire material information about the Underlying Assets to which a Structured Product is linked. Such activities may involve or otherwise affect the Underlying Assets in a manner that may cause consequences adverse to you or otherwise create conflicts of interests in connection with the issue of Structured Products by us. Such actions and conflicts may include, without limitation, the purchase and sale of securities and exercise of creditor rights. The Group:

- (a) has no obligation to disclose such information about the Underlying Assets or such activities. The Group and our officers and directors may engage in any such activities without regard to the issue of Structured Products by us or the effect that such activities may directly or indirectly have on any Structured Product;
- (b) may from time to time engage in transactions involving the Underlying Assets for our proprietary accounts and/or for accounts under our management and/or to hedge against the market risk associated with issuing the Structured Products. Such transactions may have a positive or negative effect on the price or level of the Underlying Assets and consequently upon the value of the relevant series of Structured Products;
- (c) may from time to time act in other capacities with regard to the Structured Products, such as in an agency capacity and/or as the liquidity provider; and/or
- (d) may issue other derivative instruments in respect of the Underlying Assets and the introduction of such competing products into the market place may affect the value of the relevant series of Structured Products.

### *Commission rebate or other incentives*

In the ordinary course of our business, DBS Group companies may offer commission rebates or other incentives in respect of the Structured Products. You should consider your financial position and investment objectives and assess the product features of the Structured Products before deciding to invest in the Structured Products without regard to the benefits of the commission rebates or other incentives.

### **General risks in relation to Structured Products**

#### *You may lose all your investment in the Structured Products*

Structured Products involve a high degree of risk, and are subject to a number of risks which may include interest, time value, market and/or political risks. Structured Products may expire worthless.

Options, warrants and equity linked instruments are priced primarily on the basis of the price or level of the Underlying Asset, the volatility of the Underlying Asset's price or level and the time remaining to expiry of the Structured Product.

The price of Structured Products generally may fall in value as rapidly as they may rise and you should be prepared to sustain a significant or total loss of the purchase price of the Structured Products. Assuming all other factors are held constant, the more the underlying share price, unit price or index level of a Structured Product moves in a direction against you, and the shorter its remaining term to expiration, the greater the risk that you will lose all or a significant part of your investment.

“European Style” Structured Products are only exercisable on their respective Expiry Dates and may not be exercised by you prior to the relevant Expiry Date. Accordingly, if on such Expiry Date the Cash Settlement Amount is zero or negative, you will lose the value of your investment.

The risk of losing all or any part of the purchase price of a Structured Product upon expiration means that, in order to recover and realise a return on your investment, you must generally anticipate correctly the direction, timing and

magnitude of any change in the price or level of the Underlying Asset specified in the relevant launch announcement and supplemental listing document.

Changes in the price or level of an Underlying Asset can be unpredictable, sudden and large and such changes may result in the price or level of the Underlying Asset moving in a direction which will negatively impact upon the return on your investment. You therefore risk losing your entire investment if the price or level of the relevant Underlying Asset does not move in the anticipated direction.

#### *The value of the Structured Products may be disproportionate or opposite to the movement in price or level of the Underlying Assets*

An investment in Structured Products is not the same as owning the Underlying Assets or having a direct investment in the Underlying Asset. The market values of Structured Products are linked to the relevant Underlying Assets and will be influenced (positively or negatively) by it or them but any change may not be comparable and may be disproportionate. It is possible that while the price or level of the Underlying Assets increases, the value of the Structured Product decreases.

If you intend to purchase any series of Structured Products to hedge against the market risk associated with investing in the Underlying Asset specified in the relevant launch announcement and supplemental listing document, you should recognise the complexities of utilising Structured Products in this manner. For example, the value of the Structured Products may not exactly correlate with the price or level of the Underlying Asset. Due to fluctuations in supply and demand for Structured Products, there is no assurance that their value will correlate with movements of the Underlying Asset.

#### *Possible illiquidity of secondary market*

It is not possible to predict if and to what extent a secondary market may develop in any series of Structured Products and at what price such series of Structured Products will trade in the secondary market and whether such market will be liquid or illiquid. The fact that the Structured Products are listed does not necessarily lead to greater liquidity than if they were not listed.

A lessening of the liquidity of the affected series of Structured Products may cause, in turn, an increase in the volatility associated with the price of such Structured Products.

While we have, or will appoint, a liquidity provider for the purposes of making a market for each series of Structured Products, there may be circumstances outside our control or the appointed liquidity provider's control where the appointed liquidity provider's ability to make a market in some or all series of Structured Products is limited, restricted, and/or without limitation, frustrated. In such circumstances we will use our best endeavours to appoint an alternative liquidity provider.

#### *Interest rates*

Value of the Structured Products in the secondary market may be sensitive to movements in interest rates. A variety of factors influence interest rates such as macro economic, governmental, speculative and market sentiment factors. Such fluctuations may have an impact on the value of the Structured Products at any time prior to valuation of the Underlying Assets relating to the Structured Products.

#### *Time decay*

The settlement amount of certain series of Structured Products at any time prior to expiration may be less than the trading price of such Structured Products at that time. The difference between the trading price and the settlement amount will reflect, among other things, a "time value" of the Structured Products. The "time value" of the Structured Products will depend upon, among others, the length of the period remaining to expiration and expectations concerning the range of possible future prices or levels of the Underlying Assets. The value of a Structured Product is likely to decrease over time. Therefore, the Structured Products should not be viewed as products for long term investments.

#### *Taxes*

You may be required to pay stamp duty or other taxes or other documentary charges. If you are in doubt as to your tax position, you should consult your own independent tax advisers. In addition, you should be aware that tax regulations and their application by the relevant taxation authorities

may change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time. See the section headed "Taxation" on page 26 for further information.

#### *Modification to the Conditions*

Under the Conditions, we may, without your consent, effect any modification of the terms and conditions applicable to the Structured Products or the Instrument which, in our opinion is:

- (a) not materially prejudicial to the interests of the holder of the Structured Products generally (without considering the circumstances of any individual holder or the tax or other consequences of such modification in any particular jurisdiction);
- (b) of a formal, minor or technical nature;
- (c) made to correct a manifest error; or
- (d) necessary in order to comply with mandatory provisions of the laws, regulations, codes, guidelines, and requirements of Hong Kong, Singapore or other relevant jurisdictions, including any regulatory requirements prescribed by the Stock Exchange from time to time.

#### *Possible early termination for illegality or impracticability*

If we determine in good faith and in a commercially reasonable manner that, for reasons beyond our control, it has become or it will become illegal or impracticable:

- (a) for us to perform our obligations under the Structured Products in whole or in part as a result of (i) the adoption of or any change in any relevant law or regulation or (ii) the promulgation of, or any change, in the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation, (each of (i) and (ii), a "**Change in Law Event**"); or
- (b) for us or our affiliates to maintain our hedging arrangements with respect to the Structured Product due to a Change in Law Event,



we may terminate early such Structured Products. If we terminate early the Structured Products, we will, if and to the extent permitted by applicable law, pay an amount determined by us in good faith and in commercially reasonable manner to be the fair market value notwithstanding the illegality or impracticability less the cost to us of unwinding any related hedging arrangements. Such amount may be substantially less than your initial investment and may be zero.

#### *Exchange rate risk*

There may be an exchange rate risk in the case of cash settled Structured Products where the Cash Settlement Amount will be converted from a foreign currency into the Settlement Currency. Exchange rates between currencies are determined by forces of supply and demand in the foreign exchange markets. These forces are, in turn, affected by factors such as international balances of payments and other economic and financial conditions, government intervention in currency markets and currency trading speculation. Fluctuations in foreign exchange rates, foreign political and economic developments and the imposition of exchange controls or other foreign governmental laws or restrictions applicable to such investments may affect the foreign currency market price and the exchange rate-adjusted equivalent price of the Structured Products. Fluctuations in the exchange rate of any one currency may be offset by fluctuations in the exchange rate of other relevant currencies.

#### **Risks in relation to the Underlying Asset**

##### *You have no right to the Underlying Asset*

Unless specifically indicated in the Conditions, you will not be entitled to any:

- (a) voting rights or rights to receive dividends or other distributions or any other rights that a holder of the underlying shares or units would normally be entitled to; or
- (b) voting rights or rights to receive dividends or other distributions or any other rights with respect to any company constituting any underlying index.

#### *Valuation risk*

An investment in Structured Products may involve valuation risk with regards to the Underlying Asset to which the particular series of Structured Products relate. The price or level of the Underlying Asset may vary over time and may increase or decrease by reference to a variety of factors which may include corporate actions, macro economic factors, speculation and, where the Underlying Asset is an index, changes in the formula for or the method of calculating the index.

You must be experienced with dealings in these types of Structured Products and must understand the risks associated with dealings in such products. You should reach an investment decision only after careful consideration, with your advisers, of the suitability of any Structured Product in light of your particular financial circumstances, the information regarding the relevant Structured Product and the particular Underlying Asset to which the value of the relevant Structured Product relates.

#### *Adjustment related risk*

Certain events relating to the Underlying Asset require or, as the case may be, permit us to make certain adjustments or amendments to the Conditions. You have limited anti-dilution protection under the Conditions of the Structured Products. We may, in our sole and absolute discretion, adjust, among other things, the Entitlement, the Exercise Price, the Strike Level or any other terms (including without limitation the closing price or the closing level of the Underlying Asset) of any series of Structured Product. However, we are not required to make an adjustment for every event that may affect an Underlying Asset, in which case the market price of the Structured Product and the return upon the expiry of the Structured Product may be affected.

In the case of Structured Products which relate to an index, the level of the index may be published by the index compiler at a time when one or more shares comprising the index are not trading. If this occurs on the Valuation Date but such occurrence does not constitute a Market Disruption Event under the Conditions, then the value of such share(s) may not be included in the level of the index. In addition, certain events relating to the index (including a material change

in the formula or the method of calculating the index or a failure to publish the index) permit us to determine the level of the index on the basis of the formula or method last in effect prior to such change in formula or method.

#### *Suspension of trading*

Prior to the Expiry Date, if trading or dealing in the Underlying Assets is suspended on the Stock Exchange, trading or dealing in the relevant series of Structured Product will be suspended for a similar period. In addition, if an Underlying Asset is an index and the calculation and/or publication of the index level by the index compiler is suspended for whatever reasons, trading in the relevant series of Structured Products may be suspended for a similar period. The value of the Structured Products will decrease over time as the length of the period remaining to expiration becomes shorter. You should note that in the case of a prolonged suspension period, the market price of the Structured Products may be subject to a significant impact of time decay of such prolonged suspension period and may fluctuate significantly upon resumption of trading after the suspension period of the Structured Products. This may adversely affect your investment in the Structured Products.

#### *Delay in settlement*

Unless otherwise specified in the relevant Conditions, in the case of any expiry of Structured Products, there may be a time lag between the date on which the Structured Products expire and the time the applicable settlement amount relating to such event is determined. Any such delay between the time of expiry and the determination of the settlement amount will be specified in the relevant Conditions.

However, such delay could be significantly longer, particularly in the case of a delay in the expiry of such Structured Products arising from a determination by us that a Market Disruption Event, Settlement Disruption Event or delisting of a company or fund has occurred at any relevant time or that adjustments are required in accordance with the Conditions.

The applicable settlement amount may change significantly during any such period, and such movement or movements could decrease or modify the settlement amount of the Structured Products.

You should note that in the event of a Settlement Disruption Event or a Market Disruption Event, payment of the Cash Settlement Amount may be delayed as more fully described in the Product Conditions.

#### *Risk specific to underlying asset adopting multiple counters model*

Where the Underlying Asset adopts the multiple counters model for trading its units or shares on the Stock Exchange in Hong Kong dollars (“**HKD**”) and one or more foreign currencies (such as Renminbi and/or United States Dollars) (“**Foreign Currency**”) separately, the novelty and relatively untested nature of the Stock Exchange’s multiple counters model may bring the following additional risks:

- (a) the Structured Products may be linked to the HKD-traded or the Foreign Currency traded units or shares. If the Underlying Asset is the units or shares traded in one currency counter, movements in the trading prices of the units or shares traded in another currency counter should not directly affect the price of the Structured Products;
- (b) if there is a suspension of inter-counter transfer of such units or shares between different currency counters for any reason, such units or shares will only be able to be traded in the relevant currency counter on the Stock Exchange, which may affect the demand and supply of such units or shares and have an adverse effect on the price of the Structured Products; and
- (c) the trading price on the Stock Exchange of the units or shares traded in one currency counter may deviate significantly from the trading price on the Stock Exchange of units or shares traded in another currency counter due to different factors, such as market liquidity, foreign exchange conversion risk, supply and demand in each counter and the exchange rate fluctuation. Changes in the trading price of the Underlying Asset in the relevant currency counter may adversely affect the price of the Structured Products.

## **Risks relating to Structured Products over funds**

### *General risks*

In the case of Structured Products which relate to units or shares of a fund:

- (a) we and our affiliates do not have the ability to control or predict the actions of the trustee (if applicable) or the manager of the relevant fund. Neither the trustee (if applicable) nor the manager of the relevant fund (i) is involved in the offer of any Structured Product in any way, or (ii) has any obligation to consider the interests of the holders of any Structured Product in taking any corporate actions that might affect the value of any Structured Product; and
- (b) we have no role in the relevant fund. The manager of the relevant fund is responsible for making strategic, investment and other trading decisions with respect to the management of the relevant fund consistent with its investment objectives and in compliance with the investment restrictions as set out in the constitutive documents of the relevant fund. The manner in which the relevant fund is managed and the timing of the manager's actions may have a significant impact on the performance of the relevant fund. Hence, the market price of the relevant units or shares is also subject to these risks.

### *Exchange traded funds*

In the case of Structured Products linked to units or shares of an ETF, you should note that:

- (a) an ETF is exposed to the economic, political, currency, legal and other risks of a specific sector or market related to the underlying asset pool or index or market that the ETF is designed to track;
- (b) there may be disparity between the performance of the ETF and the performance of the underlying asset pool or index or market that the ETF is designed to track as a result of, for example, failure of the tracking strategy, currency differences, fees and expenses; and

- (c) where the underlying asset pool or index or market that the ETF tracks is subject to restricted access, the efficiency in the creation or redemption of units or shares to keep the price of the ETF in line with its net asset value may be disrupted, causing the ETF to trade at a higher premium or discount to its net asset value. Hence, the market price of the Structured Products will also be indirectly subject to these risks.

### *Synthetic exchange traded funds*

Additionally, where the Underlying Asset comprises the units or shares of an ETF adopting a synthetic replication investment strategy to achieve its investment objectives by investing in financial derivative instruments linked to the performance of an underlying asset pool or index that the ETF is designed to track ("**Synthetic ETF**"), you should note that:

- (a) investments in financial derivative instruments will expose the Synthetic ETF to the credit, potential contagion and concentration risks of the counterparties who issued such financial derivative instruments. As such counterparties are predominantly international financial institutions, the failure of one such counterparty may have a negative effect on other counterparties of the Synthetic ETF. Even if the Synthetic ETF has collateral to reduce the counterparty risk, there may still be a risk that the market value of the collateral has fallen substantially when the Synthetic ETF seeks to realise the collateral; and
- (b) the Synthetic ETF may be exposed to higher liquidity risk if the Synthetic ETF invests in financial derivative instruments which do not have an active secondary market.

The above risks may have a significant impact on the performance of the relevant ETF or Synthetic ETF and hence the market price of Structured Products linked to such ETF or Synthetic ETF.

### *Risks specific to ETF investing through the QFI regimes and/or China Connect*

Where the Underlying Asset comprises units or shares of an ETF ("**China ETF**") issued and traded outside Chinese Mainland with direct investment in Chinese Mainland's securities

markets through the Qualified Foreign Institutional Investor regime and Renminbi Qualified Foreign Institutional Investor regime (collectively, Qualified Foreign Investor regimes (“**QFI regimes**”)) and/or the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively, “**China Connect**”). You should note that, amongst others:

- (a) the policy and rules for the QFI regimes and China Connect prescribed by the Chinese Mainland government are new and subject to change, and there may be uncertainty to their interpretation and/or implementation. The uncertainty and change of the laws and regulations in Chinese Mainland may adversely impact the performance of China ETFs and the trading price of the relevant units or shares;
- (b) a China ETF primarily invests in securities traded in Chinese Mainland’s securities markets and is subject to concentration risk. Investment in Chinese Mainland’s securities markets (which are inherently stock markets with restricted access) involves certain risks and special considerations as compared with investment in more developed economies or markets, such as greater political, tax, economic, foreign exchange, liquidity and regulatory risks. The operation of a China ETF may also be affected by interventions by the applicable government(s) and regulators in the financial markets;
- (c) trading of securities invested by a China ETF under China Connect will be subject to a daily quota which is utilised on a first-come-first-serve basis under China Connect. In the event that the daily quota under China Connect is reached, the manager may need to suspend creation of further units or shares of such China ETF, and therefore may affect the liquidity in unit or share trading of such China ETF. In such event, the trading price of a unit or share of such China ETF is likely to be at a significant premium to its net asset value, and may be highly volatile. The People’s Bank of China and the State Administration of Foreign Exchange have jointly published the detailed implementation rules removing the investment quota under the QFI regimes with effect from 6 June 2020; and

- (d) there are risks and uncertainties associated with the current Chinese Mainland tax laws applicable to a China ETF investing in Chinese Mainland through the QFI regimes and/or China Connect. Although such China ETF may have made a tax provision in respect of potential tax liability, the provision may be excessive or inadequate. Any shortfall between the provisions and actual tax liabilities may be covered by the assets of such China ETF and may therefore adversely affect the net asset value of such China ETF and the market value and/or potential payout of the Structured Products.

The above risks may have a significant impact on the performance of the relevant units or shares and the price of the Structured Products.

Please read the offering documents of the relevant China ETF to understand its key features and risks.

#### *Real estate investment trust (“REIT”)*

Where the Underlying Asset comprises the units of a REIT, you should note that the investment objective of a REIT is to invest in a real estate portfolio. Each REIT is exposed to risks relating to investments in real estate, including but not limited to (a) adverse changes in political or economic conditions; (b) changes in interest rates and the availability of debt or equity financing, which may result in an inability by the REIT to maintain or improve the real estate portfolio and finance future acquisitions; (c) changes in environmental, zoning and other governmental rules; (d) changes in market rents; (e) any required repair and maintenance of the portfolio properties; (f) breach of any property laws or regulations; (g) the relative illiquidity of real estate investment; (h) real estate taxes; (i) any hidden interests in the portfolio properties; (j) any increase in insurance premiums and (k) any uninsurable losses.

There may also be disparity between the market price of the units of a REIT and the net asset value per unit. This is because the market price of the units of a REIT also depends on many factors, including but not limited to (a) the market value and perceived prospects of the real estate portfolio; (b) changes in economic or market conditions; (c) changes in market valuations of similar companies; (d) changes in interest rates;

(e) the perceived attractiveness of the units of the REIT against those of other equity securities; (f) the future size and liquidity of the market for the units and the REIT market generally; (g) any future changes to the regulatory system, including the tax system and (h) the ability of the REIT to implement its investment and growth strategies and to retain its key personnel.

The above risks may have a significant impact on the performance of the relevant units and the price of the Structured Products.

#### *Commodity market risk*

Where the Underlying Asset comprises the units or shares of an ETF whose value relates directly to the value of a commodity, you should note that fluctuations in the price of the commodity could materially adversely affect the value of the underlying units or shares. Commodity market is generally subject to greater risks than other markets. The price of a commodity is highly volatile. Price movement of a commodity is influenced by, among other things, interest rates, changing market supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and international political and economic events and policies.

#### **Risk relating to CBBCs**

##### *Correlation between the price of a CBBC and the price/level of the Underlying Asset*

When the Underlying Asset of a CBBC is trading at a price/level close to its Call Price/Call Level, the price of that CBBC tends to be more volatile and any change in the value of that CBBC at such time may be incomparable and disproportionate to the change in the price/level of the Underlying Asset.

##### *Mandatory Call Event is irrevocable except in limited circumstances*

A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:

- (a) system malfunction or other technical errors of HKEX (such as the setting up of wrong Call Price/Call Level and other parameters),

and such event is reported by the Stock Exchange to us and we and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked; or

- (b) manifest errors caused by the relevant third party price source where applicable (such as miscalculation of the index level by the relevant index compiler), and such event is reported by us to the Stock Exchange and we and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked,

in each case, such mutual agreement must be reached between the Stock Exchange and us no later than such time as prescribed in the relevant launch announcement and supplemental listing document. Upon revocation of the Mandatory Call Event, trading of the CBBCs will resume and any trade cancelled after such Mandatory Call Event will be reinstated.

##### *Non-recognition of Post MCE Trades*

The Stock Exchange and its recognised exchange controller, HKEX, shall not incur any liability (whether based on contract, tort (including, without limitation, negligence), or any other legal or equitable grounds and without regard to the circumstances giving rise to any purported claim except in the case of wilful misconduct on the part of the Stock Exchange and/or HKEX) for any direct, consequential, special, indirect, economic, punitive, exemplary or any other loss or damage suffered or incurred by us or any other party arising from or in connection with the Mandatory Call Event or the suspension of trading (“**Trading Suspension**”) or the non-recognition of trades after a Mandatory Call Event (“**Non-Recognition of Post MCE Trades**”), including without limitation, any delay, failure, mistake or error in the Trading Suspension or Non-Recognition of Post MCE Trades.

We and our affiliates shall not have any responsibility for any losses suffered as a result of the Trading Suspension and/or Non-Recognition of Post MCE Trades in connection with the occurrence of a Mandatory Call Event, notwithstanding that such Trading Suspension or Non-Recognition of Post MCE Trades may have occurred as a result of an error in the observation of the event.

*Residual Value will not include residual funding cost*

For Category R CBBCs, the Residual Value (if any) payable by us following the occurrence of a Mandatory Call Event will not include the residual funding cost for the CBBCs. You will not receive any residual funding cost back from us upon early termination of a Category R CBBC following the occurrence of a Mandatory Call Event.

*Delay in announcements of a Mandatory Call Event*

The Stock Exchange will notify the market as soon as practicable after the CBBC has been called. You must however be aware that there may be delay in the announcements of a Mandatory Call Event due to technical errors or system failures and other factors that are beyond our control or the control of the Stock Exchange.

*Our hedging activities may adversely affect the price/level of the Underlying Asset*

We and/or any of our affiliates may carry out activities that minimise our risks related to the CBBCs, including effecting transactions for our own account or for the account of our customers and hold long or short positions in the Underlying Asset whether for risk reduction purposes or otherwise. In addition, in connection with the offering of any CBBCs, we and/or any of our affiliates may enter into one or more hedging transactions with respect to the Underlying Asset. In connection with such hedging or market-making activities or with respect to proprietary or other trading activities by us and/or any of our affiliates, we and/or any of our affiliates may enter into transactions in the Underlying Asset which may affect the market price, liquidity or price/level of the Underlying Asset and/or the value of CBBCs and which could be deemed to be adverse to your interests. We and/or our affiliates are likely to modify our hedging positions throughout the life of the CBBCs whether by effecting transactions in the Underlying Asset or in derivatives linked to the Underlying Asset. Further, it is possible that the advisory services which we and/or our affiliates provide in the ordinary course of our business could lead to an adverse impact on the value of the Underlying Asset.

*Unwinding of hedging arrangements*

The trading and/or hedging activities of us or our affiliates related to CBBCs and/or other financial instruments issued by us from time to time may have an impact on the price/level of the Underlying Asset and may trigger a Mandatory Call Event. In particular, when the Underlying Asset is trading close to the Call Price/Call Level, our unwinding activities may cause a fall or rise (as the case may be) in the trading price/level of the Underlying Asset, leading to a Mandatory Call Event as a result of such unwinding activities.

In respect of Category N CBBCs, we or our affiliates may unwind any hedging transactions entered into by us in relation to the CBBCs at any time even if such unwinding activities may trigger a Mandatory Call Event.

In respect of Category R CBBCs, before the occurrence of a Mandatory Call Event, we or our affiliates may unwind our hedging transactions relating to the CBBCs in proportion to the amount of the CBBCs we repurchase from time to time. Upon the occurrence of a Mandatory Call Event, we or our affiliates may unwind any hedging transactions in relation to the CBBCs. Such unwinding activities after the occurrence of a Mandatory Call Event may affect the trading price/level of the Underlying Asset and consequently the Residual Value for the CBBCs.

#### **Risks relating to the legal form of the Structured Products**

Each series of Structured Products will be represented by a global certificate registered in the name of HKSCC Nominees Limited (or such other nominee company as may be used by HKSCC from time to time in relation to the provision of nominee services to persons admitted for the time being by HKSCC as a participant of CCASS).

Structured Products issued in global registered form held on your behalf within a clearing system effectively means evidence of your title and

efficiency of ultimate delivery of the Cash Settlement Amount will be subject to the CCASS Rules. Amongst the risks, you should note that:

- (a) you will not receive any definitive certificates where the Structured Products are to remain in the name of HKSCC Nominees Limited for its entire life;
- (b) any register that is maintained by us or on our behalf, while available for inspection by you, will not be capable of registering any interests other than that of the legal title owner; in other words, it will record at all times that the Structured Products are being held by HKSCC Nominees Limited;
- (c) you will have to rely solely upon your broker/custodians and the statements you receive from such party as evidence of your interests in the investment;
- (d) notices or announcements will be published on the HKEX website and/or released by HKSCC to its participants via CCASS. You will need to check the HKEX website regularly and/or rely on your brokers/custodians to obtain such notices/announcements; and
- (e) following the Expiry Date and the determination by us of the Cash Settlement Amount (if any), our obligations to you will be duly fulfilled by payment of the Cash Settlement Amount (if any) to HKSCC Nominees Limited as the “holder” of the Structured Products in accordance with the Conditions. HKSCC or HKSCC Nominees Limited will then distribute the received Cash Settlement Amount to the respective CCASS participants in accordance with the CCASS Rules.

**Effect of the combination of risk factors unpredictable**

Two or more risk factors may simultaneously have an effect on the value of a series of Structured Products such that the effect of any individual risk factor may not be predictable. No assurances can be given as to the effect any combination of risk factors may have on the value of a series of Structured Products.

## SALES AND TRANSFER RESTRICTIONS

### General

We have not or will not take any action that would permit a public offering of Structured Products or possession or distribution of any offering material in relation to the Structured Products in any jurisdiction where action for that purpose is required. No offers, sales or deliveries of any Structured Products, or distribution of any offering material relating to the Structured Products, may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and will not impose any obligations on us. You are required to inform yourself about, and to observe, all such applicable laws and regulations.

### United States of America

The Structured Products has not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. Trading in the Structured Products has not been and will not be approved by the U.S. Securities and Exchange Commission or any state securities commission or on an exchange or board of trade or otherwise by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act, as amended. The Structured Products, or interests therein, may not at any time be offered, sold, transferred, delivered, traded or exercised, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons. Offers, sales, transfers, trading or delivery of the Structured Products or interests therein in the United States or to, or for the account or benefit of, U.S. persons may constitute a violation of United States laws governing securities and commodities trading unless made in compliance with the registration requirements of the Securities Act or pursuant to an exemption therefrom. In addition, hedging transactions involving the Structured Products may not be conducted other than in compliance with the Securities Act. The Issuer will not offer, sell, transfer, deliver, trade or exercise, directly or indirectly, the Structured Products or interests therein at any time within the United States or to, or for the account or benefit of, U.S. persons. Each person, including any dealer participating in the distribution of the Structured Products, who purchases Structured Products, whether in an offering, in the secondary market or otherwise, is deemed to have represented to and agreed with the Issuer, on its behalf and on behalf of any investor accounts for which it is purchasing the Structured Products, that it has not and will not offer, sell, transfer, deliver, trade or exercise, directly or indirectly, the Structured Products or interests therein at any time within the United States or to, or for the account or benefit of, U.S. persons. Each distributor, if any, will have sent to each dealer to which it sells Structured Products a confirmation or other notice describing the restrictions on offers, sale, transfers, trading or delivery of Structured Products within the United States or to, or for the account or benefit of, U.S. persons. As used in this section “**United States**” means the United States of America, its territories or possessions, any state of the United States, the District of Columbia or any other enclave of the United States government, its agencies or instrumentalities, and “**U.S. person**” means (i) any person who is a U.S. person as defined in Regulation S under the Securities Act or (ii) any person or entity other than one of the following:

- (i) a natural person who is not a resident of the United States;
- (ii) a partnership, corporation or other entity, other than an entity organised principally for passive investment, organised under the laws of a jurisdiction other than the United States and which has its principal place of business in a jurisdiction other than the United States;
- (iii) an estate or trust, the income of which is not subject to United States income tax regardless of source;
- (iv) an entity organised principally for passive investment such as a pool, investment company or other similar entity, provided that units of participation in the entity held by U.S. persons represent in the aggregate less than 10% of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by U.S. persons; or



- (v) a pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside the United States.

In addition, unless otherwise specified in the Launch Announcement and Supplemental Listing Document relating to a series of Structured Products, each purchaser (or transferee) and any person directing such purchase (or transfer) will represent and warrant, or will be deemed to have represented and warranted, on each day from the date on which the purchaser (or transferee) acquires the Structured Products through and including the date on which the purchaser (or transferee) disposes of its interest in the Structured Products, that the purchaser (or transferee) is not (i) an “employee benefit plan” (as defined in Section 3(3) of Title I of the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”)) that is subject to the fiduciary responsibility provisions of ERISA, (ii) a “plan” that is subject to Section 4975 of the Internal Revenue Code of 1986, as amended (the “**Code**”), (iii) any entity whose underlying assets include “plan assets” by reason of any such employee plan’s or plan’s investment in the entity, or (iv) a governmental, church, non-U.S. or other plan that is subject to any law or regulation that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code (each of (i), (ii), (iii) and (iv) a “**Benefit Plan Investor**”), or any person acting on behalf of or investing the assets of a Benefit Plan Investor.

Each purchaser acknowledges that the Issuer and the dealers will rely upon the truth and accuracy of the foregoing representations and agreements, and agrees that if any of the representations or warranties deemed to have been made by such purchaser by its purchase of the Structured Products are no longer accurate, it shall promptly notify the Issuer and the relevant dealer. If acquiring the Structured Products as a fiduciary or agent for one or more investor accounts, each purchaser represents that it has sole investment discretion with respect to each such account and full power to make the foregoing representations and agreements on behalf of each such account.

#### *No ownership by U.S. persons*

The Structured Products may not be legally or beneficially owned, directly or indirectly, by U.S. persons at any time. Each holder and each beneficial owner of a Structured Product hereby represents, as a condition to purchasing or owning the Structured Product or any beneficial interest therein, that neither it nor any person for whose account or benefit the Structured Products are being purchased is located in the United States, is a U.S. person or was solicited to purchase the Structured Products while present in the United States. Each holder and each beneficial owner of a Structured Product hereby agrees not to offer, sell, transfer, deliver, trade or exercise, directly or indirectly, any of the Structured Products or interests therein at any time in the United States or to, or for the account or benefit of, any U.S. person.

#### **European Economic Area**

Each dealer will be deemed to have represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell, or otherwise make available any Structured Products which are the subject of the offering as contemplated by this Base Listing Document to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
  - (ii) a customer within the meaning of Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
  - (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”); and

- (b) the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Structured Products to be offered so as to enable an investor to decide to purchase or subscribe the Structured Products.

### **United Kingdom**

Each dealer will be deemed to have represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Structured Products which are the subject of the offering contemplated by this Base Listing Document to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
  - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or
  - (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act, as amended (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
  - (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA; and
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Structured Products to be offered so as to enable an investor to decide to purchase or subscribe for the Structured Products.

Each dealer will be deemed to have represented and agreed that:

- (a) in respect to Structured Products having a maturity of less than one year: (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and (ii) it has not offered or sold and will not offer or sell any Structured Products other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Structured Products would otherwise constitute a contravention of Section 19 of FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Structured Products in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Structured Products in, from or otherwise involving the United Kingdom.

### **Singapore**

Each dealer has acknowledged that this Base Listing Document has not been registered as a prospectus with the MAS. Accordingly, each dealer has represented and agreed that it has not offered or sold any

Structured Products or caused the Structured Products to be made the subject of an invitation for subscription or purchase and will not offer or sell the Structured Products or cause the Structured Products to be made the subject of an invitation for subscription or purchase and will not offer or sell the Structured Products or cause the Structured Products to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Base Listing Document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of any Structured Products, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA), pursuant to Section 274 of the Securities and Futures Act 2001 of Singapore (“SFA”), (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Structured Products are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Structured Products pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 276(7) of the SFA; or
- (5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Unless otherwise stated in the applicable Launch Announcement and Supplemental Listing Document, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Structured Products are capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## TAXATION

*The comments below are of a general nature and are only a summary of the law and practice currently applicable under the relevant law. The comments relate to the position of persons who are the absolute beneficial owners of the Structured Products and may not apply equally to all persons. If you are in any doubt as to your tax position on purchase, ownership, transfer or exercise of any Structured Product, you should consult your own tax advisers.*

### GENERAL

You may be required to pay stamp duties, taxes and other charges in accordance with the laws and practices of the country of purchase in addition to the issue price of each Structured Product.

### HONG KONG

#### *Profits tax*

No tax is payable in Hong Kong by way of withholding or otherwise in respect of dividends of any company or in respect of any capital gains arising on the sale of any shares or Structured Products, except that Hong Kong profits tax may be chargeable on any such gains in the case of certain persons carrying on a trade, profession or business in Hong Kong.

#### *Stamp duty*

Stamp duty is not chargeable on the transfer of purely cash settled Structured Products in Hong Kong.

### UNITED STATES OF AMERICA

#### **Foreign Account Tax Compliance Act**

Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), U.S. Treasury regulations and guidance issued thereunder, an agreement with the U.S. Internal Revenue Service pursuant to such sections of the Code, or an intergovernmental agreement between the United States and another jurisdiction in furtherance of such sections of the Code (including any non-U.S. laws implementing such an intergovernmental agreement) (collectively, “**FATCA**”) impose a reporting regime and potentially a 30% withholding tax with respect to certain payments to (i) any non-U.S. financial institution (a “**foreign financial institution**”, or “**FFI**” (as defined by FATCA)) that does not become a “Participating FFI” by entering into an agreement with the U.S. Internal Revenue Service (“**IRS**”) to provide the IRS with certain information in respect of its account holders and investors or is not otherwise exempt from or not in deemed compliance with FATCA (a “**Nonparticipating FFI**”) and (ii) any investor (unless otherwise exempt from FATCA) that does not provide information sufficient to determine whether the investor is a U.S. person or should otherwise be treated as holding a “United States Reportable Account” of the Issuer (a “**Recalcitrant Accountholder**”). The Issuer is classified as an FFI.

The FATCA withholding applies to (i) certain payments from sources within the United States and (ii) “foreign passthru payments” (a term not yet defined in the U.S. Treasury regulations as of the date hereof) (collectively “**Withholdable Payments**”). For this purpose, payments on any Structured Products treated as “dividend equivalents” under section 871(m) of the Code are from sources within the United States. This withholding would potentially apply to payments in respect of any Structured Products if such payments are treated as Withholdable Payments and the Structured Products do not qualify as a “grandfathered obligation” under the U.S. Treasury regulations. A grandfathered obligation includes an obligation that produces foreign passthru payments only issued on or before the

date that is six months after the date on which final U.S. Treasury regulations defining the term foreign passthru payment are published. Any material modification to an otherwise grandfathered obligation will result in the obligation being treated as newly issued or executed as of the effective date of such modification, and the obligation may then not be treated as grandfathered.

Recently proposed U.S. Treasury regulations (“**Proposed FATCA Regulations**”) delay the effective date for withholding on foreign passthru payments until the date that is two years after the date of publication in the Federal Register of final regulations defining the term “foreign passthru payment”. The Proposed FATCA Regulations also eliminate FATCA withholding on gross proceeds from, or final payments, redemptions, or other principal payments made in respect of, the disposition of an instrument that may produce interest or dividends from sources within the United States. The U.S. Treasury have indicated that taxpayers may rely on the Proposed FATCA Regulations until final regulations are issued. There is no assurance, however, that the final regulations, once issued, will not reinstate this withholding obligation (or otherwise modify the Proposed FATCA Regulations), possibly with retroactive effect.

The United States and a number of other jurisdictions have signed intergovernmental agreements to facilitate the implementation of FATCA (each, an “**IGA**”). Pursuant to FATCA and the “Model 1” and “Model 2” IGAs released by the United States, an FFI in an IGA signatory country that complies with the respective Model 1 or Model 2 IGA of its home country with the United States could be treated as a “Reporting FI” and not subject to withholding under FATCA on any payments it receives. A Reporting FI may be required to withhold under FATCA or an IGA (or any law implementing an IGA) (any such withholding being “FATCA Withholding”) from payments it makes. Under each Model IGA, a Reporting FI is also required to report certain information in respect of its account holders and investors to (i) its home government who then exchanges the information with the IRS or (ii) to the IRS directly. The United States and Singapore have entered into an agreement (the “**U.S.-Singapore IGA**”) based on the Model 1 IGA. The Issuer is treated as a Reporting FI pursuant to the U.S.-Singapore IGA and is currently not obliged to deduct any FATCA Withholding on payments it makes unless the Issuer becomes a Qualified Intermediary that has to assume primary withholding responsibility under chapter 3 of subtitle A of the Code and the payments under the Structured Products are treated as Withholdable Payments. Accordingly, under some limited circumstances, the Issuer and financial institutions through which payments on the Structured Products are made may still be required to withhold FATCA Withholding if (i) any FFI through or to which payment on such Structured Product is made is a Nonparticipating FFI or (ii) an investor is a Recalcitrant Accountholder.

Whilst the Structured Products are in global form and held within the clearing system, it is expected that FATCA will not affect the amount of any payments made under, or in respect of, the Structured Products by the Issuer and the clearing system, given that each of the entities in the payment chain between the Issuer and the participants in the clearing system is a major financial institution whose business is dependent on compliance with FATCA and that any alternative approach introduced under an IGA will be unlikely to affect the Structured Products. There is no assurance, however, an investor that is a Recalcitrant Accountholder will not be subject to FATCA Withholding. If FATCA Withholding is required, the Issuer will not pay any additional amount in respect of such FATCA Withholding.

**FATCA is particularly complex. The above description is based on the Code, U.S. Treasury regulations, official guidance and the U.S.-Singapore IGA, all of which are subject to change from time to time, possibly with retroactive effect. Prospective investors should consult their tax advisers on how these rules may apply to the Issuer and to payments they may receive in connection with the Structured Products.**

## APPENDIX 1 GENERAL CONDITIONS OF STRUCTURED PRODUCTS

*These General Conditions relate to each series of Structured Products and must be read in conjunction with, and are subject to, the relevant Product Conditions set out in Appendix 2 and Appendix 3 to this Base Listing Document and the supplemental terms and conditions contained in the Launch Announcement and Supplemental Listing Document in relation to the particular series of Structured Products. These General Conditions and the relevant Product Conditions together constitute the Conditions of the relevant Structured Products, and will be endorsed on the Global Certificate representing the relevant Structured Products. The Launch Announcement and Supplemental Listing Document in relation to the issue of any series of Structured Products may specify additional terms and conditions which shall, to the extent so specified or to the extent they are inconsistent with these General Conditions and the relevant Product Conditions, replace or modify these General Conditions and the relevant Product Conditions for the purpose of such series of Structured Products.*

### 1. Definitions

**“Base Listing Document”** means the base listing document relating to Structured Products dated 27 March 2024 and issued by the Issuer (including any addenda to such base listing document issued by the Issuer from time to time);

**“Board Lot”** has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document;

**“Business Day”** means a day (excluding Saturdays) on which the Stock Exchange is scheduled to open for dealings in Hong Kong and banks are open for business in Hong Kong;

**“CCASS”** means the Central Clearing and Settlement System established and operated by the HKSCC;

**“CCASS Rules”** means the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time;

**“CCASS Settlement Day”** has the meaning ascribed to the term “Settlement Day” in the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time, subject to such modification and amendment prescribed by HKSCC from time to time;

**“Conditions”** means, in respect of a particular series of Structured Products, these General Conditions and the applicable Product Conditions;

**“Designated Bank Account”** means the relevant bank account designated by each Holder;

**“Exercise Expenses”** means, in respect of each series of Structured Products, any charges or expenses (including any taxes or duties) which are incurred in respect of the exercise of a Board Lot of Structured Products;

**“Expiry Date”** means the date specified as such in the relevant Launch Announcement and Supplemental Listing Document;

**“General Conditions”** means these general terms and conditions. These General Conditions apply to each series of Structured Products;

“**Global Certificate**” means, in respect of the relevant Structured Products, a global certificate registered in the name of the Nominee;

“**HKSCC**” means Hong Kong Securities Clearing Company Limited;

“**Holder**” means, in respect of each series of Structured Products, each person who is for the time being shown in the Register as the holder of the Structured Products, and such person shall be treated by the Issuer as the absolute owner and holder of the Structured Products;

“**Hong Kong**” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“**Index**” means the index specified as such in the relevant Launch Announcement and Supplemental Listing Document in respect of each series of Structured Products;

“**Instrument**” means an instrument dated 1 February 2021 (as amended, supplemented or replaced from time to time) executed by the Issuer by way of deed poll pursuant to which the Issuer creates and grants to the Holders certain rights in relation to the Structured Products;

“**Issuer**” means DBS Bank Ltd.;

“**Launch Announcement and Supplemental Listing Document**” means the launch announcement and supplemental listing document relating to a particular series of Structured Products;

“**Listing Date**” means the date specified as such in the relevant Launch Announcement and Supplemental Listing Document and on which dealing of the Structured Products on the Stock Exchange commences;

“**Nominee**” means HKSCC Nominees Limited (or such other nominee company as may be used by HKSCC from time to time in relation to the provision of nominee services to persons admitted for the time being by HKSCC as a participant of CCASS);

“**Product Conditions**” means, in respect of each series of Structured Products, the product specific terms and conditions that apply to that particular series of Structured Products;

“**Register**” means, in respect of each series of Structured Products, the register of the Holders of such series of Structured Products kept by the Issuer in Hong Kong;

“**Settlement Currency**” means the currency specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Settlement Disruption Event**” means an event which is beyond the control of the Issuer and as a result of which, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date;

“**Share**” means the share specified as such in the relevant Launch Announcement and Supplemental Listing Document in respect of each series of Structured Products;

“**Stock Exchange**” means The Stock Exchange of Hong Kong Limited;

“**Structured Products**” means standard warrants (“**Warrants**”), callable bull/bear contracts (“**CBBCs**”) or such other structured products to be issued by the Issuer from time to time. References to “**Structured Products**” are to be construed as references to a particular series of Structured Products and, unless the context otherwise requires, any further structured products issued pursuant to General Condition 8; and

Other capitalised terms will, unless otherwise defined, have the meanings given to them in the Base Listing Document, the relevant Product Conditions, the relevant Launch Announcement and Supplemental Listing Document and/or the Global Certificate.

## **2. Form, Status, Transfer and Additional Costs and Expenses**

### *2.1 Form*

The Structured Products are issued in registered form subject to and with the benefit of the Instrument. The Holders are entitled to the benefit of, are bound by, and are deemed to have notice of all the provisions of the Instrument. A copy of the Instrument is available for inspection at the offices of the Issuer.

The Structured Products are represented by a Global Certificate. No definitive certificate will be issued. The Structured Products can only be exercised by the Nominee.

### *2.2 Status of the Issuer’s obligations*

The settlement obligation of the Issuer in respect of the Structured Products represents general unsecured contractual obligations of the Issuer and of no other person which rank, and will rank, equally among themselves and *pari passu* with all other present and future unsecured and unsubordinated contractual obligations of the Issuer, except for obligations accorded preference by mandatory provisions of applicable law.

Structured Products represent general contractual obligations of the Issuer, and are not, nor is it the intention (expressed, implicit or otherwise) of the Issuer to create by the issue of Structured Products, deposit liabilities of the Issuer or a debt obligation of any kind.

### *2.3 Transfer of Structured Products*

Transfers of Structured Products may be effected only in Board Lots or integral multiples thereof in CCASS in accordance with the CCASS Rules.

### *2.4 Additional Costs and Expenses*

Holders shall be responsible for additional costs and expenses in connection with any exercise of the Structured Products including the Exercise Expenses which amount shall, subject to the General Condition 3.2 and to the extent necessary, be payable to the Issuer and collected from the Holders.

## **3. Rights and Exercise Expenses relating to the Structured Products**

### *3.1 Entitlement of Holders*

Every Board Lot initially entitles the Holders, upon due exercise or early expiration (as the case may be) and upon compliance with these General Conditions and the applicable Product Conditions, the rights to receive payment of the Cash Settlement Amount, if any.



### 3.2 *Holders responsible for Exercise Expenses*

Upon exercise or early expiration of a particular series of Structured Products, the Holders of such series will be required to pay a sum equal to all the expenses resulting from the exercise or early expiration of such Structured Products. To effect such payment an amount equivalent to the Exercise Expenses shall be deducted from the Cash Settlement Amount in accordance with the applicable Product Conditions.

## 4. **Purchase**

The Issuer or any of its subsidiaries may at any time purchase Structured Products at any price in the open market or by tender or by private treaty. Any Structured Products so purchased may be held or resold or surrendered for cancellation.

## 5. **Global Certificate**

A Global Certificate representing the Structured Products will be deposited with CCASS in the name of the Nominee. No definitive certificate will be issued.

## 6. **Meetings of Holders and Modification**

### 6.1 *Meetings of Holders*

The Instrument contains provisions for convening meetings of the Holders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Instrument) of a modification of the provisions of the Structured Products or of the Instrument.

Any resolution to be passed in a meeting of the Holders shall be decided by poll. A meeting may be convened by the Issuer or by Holders holding not less than 10 per cent. in value of the Structured Products for the time being remaining unexercised. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 25 per cent. in value of the Structured Products for the time being remaining unexercised, or at any adjourned meeting two or more persons being or representing Holders whatever the value of Structured Products so held or represented.

A resolution will be an Extraordinary Resolution when it has been passed at a duly convened meeting by not less than three-quarters of the votes cast by such Holders who, being entitled to do so, vote in person or by proxy.

An Extraordinary Resolution passed at any meeting of the Holders shall be binding on all Holders, whether or not they are present at the meeting.

Resolutions can be passed in writing without a meeting of the Holders being held if passed unanimously.

### 6.2 *Modification*

The Issuer may, without the consent of the Holders, effect any modification of the terms and conditions of the Structured Products or the Instrument which, in the opinion of the Issuer, is:

- (a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holders or the tax or other consequences of such modification in any particular jurisdiction);
- (b) of a formal, minor or technical nature;

- (c) made to correct a manifest error; or
- (d) necessary in order to comply with mandatory provisions of the laws, regulations, codes, guidelines, and requirements of Hong Kong, Singapore or other relevant jurisdictions, including any regulatory requirements prescribed by the Stock Exchange from time to time.

Any such modification shall be binding on the Holders and shall be notified to them by the Issuer as soon as practicable thereafter in accordance with General Condition 7.

## **7. Notices**

All notices to the Holders will be validly given if published in English and in Chinese on the website of Hong Kong Exchanges and Clearing Limited. The Issuer shall not be required to despatch copies of the notice to the Holders.

## **8. Further Issues**

The Issuer shall be at liberty from time to time, without the consent of the Holders, to create and issue further structured products so as to form a single series with the Structured Products.

## **9. Good Faith and Commercially Reasonable Manner**

Any exercise of discretion by the Issuer under the Conditions will be made in good faith and in a commercially reasonable manner.

## **10. Governing Law**

The Structured Products and the Instrument are governed by and construed in accordance with the laws of Hong Kong. The Issuer and each Holder (by its purchase of the Structured Products) submit for all purposes in connection with the Structured Products and the Instrument to the non-exclusive jurisdiction of the courts of Hong Kong.

## **11. Language**

In the event of any inconsistency between the Chinese translation and the English version of these Conditions, the English version of these Conditions prevails.

## **12. Prescription**

Claims against the Issuer for payment of any amount in respect of the relevant Structured Products will become void unless made within six years of the Expiry Date or the end of the MCE Valuation Period (as the case may be) and thereafter, any sums payable in respect of such Structured Products shall be forfeited and shall revert to the Issuer.

## **13. Illegality or Impracticability**

The Issuer is entitled to terminate the Structured Products if it determines in good faith and in a commercially reasonable manner that, for reasons beyond its control, it has become or it will become illegal or impracticable:

- (a) for it to perform its obligations under the Structured Products in whole or in part as a result of:
  - (i) the adoption of, or any change in, any relevant law or regulation (including any tax law); or

(ii) the promulgation of, or any change, in the interpretation by any court, tribunal, governmental, administrative, legislative, regulatory or judicial authority or power with competent jurisdiction of any relevant law or regulation (including any tax law),

(each of (i) and (ii), a “**Change in Law Event**”); or

(b) for it or any of its affiliates to maintain the Issuer’s hedging arrangements with respect to the Structured Products due to a Change in Law Event.

Upon the occurrence of a Change in Law Event, the Issuer will, if and to the extent permitted by the applicable law or regulation, pay to each Holder a cash amount that the Issuer determines in good faith and in a commercially reasonable manner to be the fair market value in respect of each Structured Products held by such Holder immediately prior to such termination (ignoring such illegality or impracticability) less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion. Payment will be made to each Holder in such manner as shall be notified to the Holder in accordance with General Condition 7.

#### **14. Contracts (Rights of Third Parties) Ordinance**

A person who is not a party to the Conditions has no right under the Contracts (Rights of Third Parties) Ordinance (Cap. 623 of the Laws of Hong Kong) to enforce or to enjoy the benefit of any term of the Structured Products.

**APPENDIX 2**  
**PRODUCT CONDITIONS OF WARRANTS**

The following pages set out the Product Conditions in respect of different types of Warrants.

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## PART A

### PRODUCT CONDITIONS OF CASH SETTLED WARRANTS OVER SINGLE EQUITIES

*These Product Conditions will, together with the General Conditions and the supplemental terms and conditions contained in the relevant Launch Announcement and Supplemental Listing Document, and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Launch Announcement and Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent they are inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of Warrants.*

#### 1. Definitions

For the purposes of these Product Conditions:

“**Average Price**” means the arithmetic mean of the closing prices of one Share (as derived from the daily quotation sheet of the Stock Exchange, subject to any adjustment to such closing prices as may be necessary to reflect any event as contemplated in Product Condition 3 such as capitalisation, rights issue, distribution or the like) in respect of each Valuation Date;

“**Cash Settlement Amount**” means, in respect of every Board Lot, an amount payable in the Settlement Currency calculated by the Issuer in accordance with the following formula:

(a) In the case of a series of Call Warrants:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement} \times (\text{Average Price} - \text{Exercise Price}) \times \text{one Board Lot}}{\text{Number of Warrants per Entitlement}}$$

(b) In the case of a series of Put Warrants:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement} \times (\text{Exercise Price} - \text{Average Price}) \times \text{one Board Lot}}{\text{Number of Warrants per Entitlement}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

“**Company**” means the company specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Entitlement**” means the number specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Exercise Price**” means the price specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**General Conditions**” means the general terms and conditions of Structured Products set out in Appendix 1 of the Base Listing Document;

**“Market Disruption Event”** means:

- (a) the occurrence or existence on any Valuation Date during the one-half hour period that ends at the close of trading of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the Stock Exchange or otherwise) on the Stock Exchange in:
  - (i) the Shares; or
  - (ii) any options or futures contracts relating to the Shares if, in any such case, such suspension or limitation is, in the determination of the Issuer, material;
- (b) the occurrence of any severe weather condition or other event on any day which either:
  - (i) results in the Stock Exchange being closed for trading for the entire day; or
  - (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session),

PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of such severe weather condition or other event; or

- (c) a limitation or closure of the Stock Exchange due to any unforeseen circumstances;

**“Product Conditions”** means these product terms and conditions. These Product Conditions apply to each series of cash settled Warrants over single equities;

**“Settlement Date”** means the third CCASS Settlement Day after the later of: (i) the Expiry Date; and (ii) the day on which the Average Price is determined in accordance with the Conditions;

**“Share”** means the share specified as such in the relevant Launch Announcement and Supplemental Listing Document; and

**“Valuation Date”** means each of the five Business Days immediately preceding the Expiry Date, provided that if the Issuer determines, in its sole discretion, that a Market Disruption Event has occurred on any Valuation Date, then that Valuation Date shall be postponed until the first succeeding Business Day on which there is no Market Disruption Event irrespective of whether that postponed Valuation Date would fall on a Business Day that is already or is deemed to be a Valuation Date.

For the avoidance of doubt, in the event that a Market Disruption Event has occurred and a Valuation Date is postponed as aforesaid, the closing price of the Shares on the first succeeding Business Day will be used more than once in determining the Average Price, so that in no event shall there be less than five closing prices used to determine the Average Price.

If the postponement of the Valuation Date as aforesaid would result in the Valuation Date falling on or after the Expiry Date, then:

- (i) the Business Day immediately preceding the Expiry Date (the **“Last Valuation Date”**) shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event; and

- (ii) the Issuer shall determine the closing price of the Shares on the basis of its good faith estimate of the price that would have prevailed on the Last Valuation Date but for the Market Disruption Event.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Launch Announcement and Supplemental Listing Document or the Global Certificate.

## **2. Exercise of Warrants**

### *2.1 Exercise of warrants in Board Lots*

The Warrants may only be exercised in Board Lots or integral multiples thereof.

### *2.2 Automatic exercise*

The Warrants will be deemed to be automatically exercised on the Expiry Date (without notice given to the Holders) if the Issuer determines that the Cash Settlement Amount is positive. The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount.

### *2.3 Exercise Expenses*

Any Exercise Expenses which are not determined by the Issuer on the Expiry Date and deducted from the Cash Settlement Amount prior to delivery to the Holders in accordance with this Product Condition 2, shall be notified by the Issuer to the Holders as soon as practicable after determination thereof and shall be paid by the Holders to the Issuer immediately upon demand.

### *2.4 Record in the Register*

Upon automatic exercise of the Warrants on the Expiry Date of the Warrants in accordance with the Conditions, or in the event the Warrants have expired worthless, the Issuer will, with effect from the first Business Day following the Expiry Date, remove the names of each Holder from the Register in respect of the number of relevant Warrants which are the subject of the automatic exercise or the number of relevant Warrants which have expired worthless, as the case may be, and thereby cancel the relevant Warrants and the Global Certificate.

### *2.5 Cash Settlement*

Upon the automatic exercise of Warrants in accordance with the Conditions, the Issuer will pay the Cash Settlement Amount minus the determined Exercise Expenses to the relevant Holder. If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount minus the determined Exercise Expenses shall be despatched no later than the Settlement Date, by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

Upon the occurrence of a Settlement Disruption Event, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

The Issuer's obligations to pay the Cash Settlement Amount shall be discharged by payment in accordance with this Product Condition 2.5.

## 2.6 Trading

Trading in Warrants on the Stock Exchange shall cease prior to the Expiry Date in accordance with the requirements of the Stock Exchange.

## 3. Adjustments

Adjustments may be made by the Issuer to the number of Shares to which the Warrants relate on the basis of the following provisions:

### 3.1 Rights Issues

If and whenever the Company shall, by way of Rights (as defined below), offer new Shares for subscription at a fixed subscription price to the holders of existing Shares pro rata to existing holdings (a "**Rights Offer**"), the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Shares becomes ex-entitlement ("**Rights Issue Adjustment Date**") in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

$$\text{Adjustment Component} = \frac{1 + M}{1 + (R/S) \times M}$$

E: Existing Entitlement immediately prior to the Rights Offer

S: Cum-Rights Share price being the closing price of an existing Share as derived from the daily quotation sheet of the Stock Exchange on the last Business Day on which the Shares are traded on a Cum-Rights basis

R: Subscription price per new Share specified in the Rights Offer plus an amount equal to any dividends or other benefits foregone to exercise the Right

M: Number of new Share(s) (whether a whole or a fraction) per existing Share each holder thereof is entitled to subscribe,

provided that if the above formula would result in an adjustment to the Entitlement which would amount to one per cent. or less of the Entitlement immediately prior to the adjustment, then no adjustment will be made. In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Exercise Price shall take effect on the Rights Issue Adjustment Date.



For the purposes of these Product Conditions:

“**Rights**” means the right(s) attached to each existing Share or needed to acquire one new Share (as the case may be) which are given to the holders of existing Shares to subscribe at a fixed subscription price for new Shares pursuant to the Rights Offer (whether by the exercise of one Right, a part of a Right or an aggregate number of Rights).

### 3.2 *Bonus Issues*

If and whenever the Company shall make an issue of Shares credited as fully paid to the holders of Shares generally by way of capitalisation of profits or reserves (other than pursuant to a scrip dividend or similar scheme for the time being operated by the Company or otherwise in lieu of a cash dividend and without any payment or other consideration being made or given by such holders) (a “**Bonus Issue**”), the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Shares becomes ex-entitlement (“**Bonus Issue Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

Adjustment Component =  $1 + N$

E: Existing Entitlement immediately prior to the Bonus Issue

N: Number of additional Shares (whether a whole or a fraction) received by a holder of Shares for each Share held prior to the Bonus Issue,

provided that if the above formula would result in an adjustment to the Entitlement which would amount to one per cent. or less of the Entitlement immediately prior to the adjustment, then no adjustment will be made. In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Exercise Price shall take effect on the Bonus Issue Adjustment Date.

### 3.3 *Subdivisions and Consolidations*

If and whenever the Company shall subdivide its Shares or any class of its outstanding share capital comprised of the Shares into a greater number of shares (a “**Subdivision**”) or consolidate the Shares or any class of its outstanding share capital comprised of the Shares into a smaller number of shares (a “**Consolidation**”), then:

- (a) in the case of a Subdivision, the Entitlement in effect immediately prior thereto will be increased whereas the Exercise Price (which shall be rounded to the nearest 0.001) will be decreased in the same ratio as the Subdivision; and
- (b) in the case of a Consolidation, the Entitlement in effect immediately prior thereto will be decreased whereas the Exercise Price (which shall be rounded to the nearest 0.001) will be increased in the same ratio as the Consolidation,

in each case on the day on which the Subdivision or Consolidation (as the case may be) takes effect.

### 3.4 Restructuring Events

If it is announced that the Company is to or may merge or consolidate with or into any other corporation (including becoming, by agreement or otherwise, a subsidiary of or controlled by any person or corporation) (except where the Company is the surviving corporation in a merger) or that it is to or may sell or transfer all or substantially all of its assets, the rights attaching to the Warrants may in the absolute discretion of the Issuer be amended no later than the Business Day preceding the consummation of such merger, consolidation, sale or transfer (each a “**Restructuring Event**”) (as determined by the Issuer in its absolute discretion) so that the Warrants shall, after such Restructuring Event, relate to the number of shares of the corporation(s) resulting from or surviving such Restructuring Event or other securities (“**Substituted Securities**”) and/or cash offered in substitution for the affected Shares, as the case may be, to which the holder of such number of Shares to which the Warrants related immediately before such Restructuring Event would have been entitled upon such Restructuring Event, and thereafter the provisions hereof shall apply to such Substituted Securities, provided that any Substituted Securities may, in the absolute discretion of the Issuer, be deemed to be replaced by an amount in the relevant currency equal to the market value or, if no market value is available, fair value, of such Substituted Securities in each case as determined by the Issuer as soon as practicable after such Restructuring Event is effected. For the avoidance of doubt, any remaining Shares shall not be affected by this paragraph and, where cash is offered in substitution for Shares or is deemed to replace Substituted Securities as described above, references in these Product Conditions to the Shares shall include any such cash.

### 3.5 Cash Distribution

No adjustment will be made for an ordinary cash dividend (whether or not it is offered with a scrip alternative) (“**Ordinary Dividend**”). For any other forms of cash distribution (“**Cash Distribution**”) announced by the Company, such as a cash bonus, special dividend or extraordinary dividend, no adjustment will be made unless the value of the Cash Distribution accounts for two per cent. or more of the Share’s closing price as derived from the daily quotation sheet of the Stock Exchange on the day of announcement by the Company.

If and whenever the Company shall make a Cash Distribution credited as fully paid to the holders of Shares generally, the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Shares becomes ex-entitlement in respect of the relevant Cash Distribution (“**Cash Distribution Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

$$\text{Adjustment Component} = \frac{S - OD}{S - OD - CD}$$

E: The existing Entitlement immediately prior to the Cash Distribution

S: The closing price of the Share as derived from the daily quotation sheet of the Stock Exchange on the Business Day immediately preceding the Cash Distribution Adjustment Date

CD: The amount of Cash Distribution per Share

OD: The amount of Ordinary Dividend per Share, provided that the Ordinary Dividend and the Cash Distribution shall have the same ex-entitlement date. For the avoidance of doubt, the OD shall be deemed to be zero if the ex-entitlement dates of the relevant Ordinary Dividend and Cash Distribution are different

In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Exercise Price shall take effect on the Cash Distribution Adjustment Date.

### 3.6 *Other Adjustments*

Without prejudice to and notwithstanding any prior adjustment(s) made pursuant to the applicable Conditions, the Issuer may (but shall not be obliged to) make such other adjustments to the terms and conditions of the Warrants as appropriate where any event (including the events as contemplated in the applicable Conditions) occurs and irrespective of, in substitution for, or in addition to the provisions contemplated in the applicable Conditions, provided that such adjustment is:

- (a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holder or the tax or other consequences of such adjustment in any particular jurisdiction); or
- (b) determined by the Issuer in good faith to be appropriate and commercially reasonable.

### 3.7 *Notice of Determinations*

All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Holders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment and of the date from which such adjustment is effective by publication in accordance with General Condition 7.

## 4. **Liquidation**

In the event of a liquidation, winding up or dissolution of the Company or the appointment of a liquidator, receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of the undertaking, property or assets of the Company (each an “**Insolvency Event**”), all unexercised Warrants shall terminate automatically upon the occurrence of any Insolvency Event and the Issuer shall have no further obligation under the Warrants, except that in the case of a series of put Warrants:

- (a) if the Issuer determines in good faith and in a commercially reasonable manner that there is any residual value in the put Warrants upon the occurrence of such Insolvency Event:
  - (i) the Issuer shall pay to each Holder the residual value of the put Warrants in cash representing the fair market value in respect of each put Warrant held by such Holder on or about the occurrence of such Insolvency Event less the cost to the Issuer of unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion, acting in good faith and in a commercially reasonable manner. Payment will be made to each Holder in such manner as shall be notified to the Holders in accordance with General Condition 7; and
  - (ii) the Issuer may, but shall not be obliged to, determine such cash amount by having regard to the manner in which the options contracts or futures contracts of the Shares traded on the Stock Exchange are calculated;
- (b) otherwise, if the Issuer determines in good faith and in a commercially reasonable manner that there is no residual value in the put Warrants upon the occurrence of such Insolvency Event, the put Warrants shall lapse and cease to be valid for any purpose upon the occurrence of the Insolvency Event.

For the purpose of this Condition 4, an Insolvency Event occurs,

- (i) in the case of a voluntary liquidation or winding up of the Company, on the effective date of the relevant resolution; or
- (ii) in the case of an involuntary liquidation, winding up or dissolution of the Company, on the date of the relevant court order; or
- (iii) in the case of the appointment of a liquidator or receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of the undertaking, property or assets of the Company, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of the applicable law.

## **5. Delisting of Company**

### *5.1 Adjustments following delisting*

If at any time the Shares cease to be listed on the Stock Exchange, the Issuer shall give effect to these Product Conditions in such manner and make such adjustments and amendments to the rights attaching to the Warrants as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Holders generally are not materially prejudiced as a consequence of such delisting (without considering the circumstances of any individual Holder or the tax or other consequences that may result in any particular jurisdiction).

### *5.2 Listing on another exchange*

Without prejudice to the generality of Product Condition 5.1, where the Shares are, or, upon the delisting, become, listed on any other stock exchange, these Product Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Stock Exchange and the Issuer may, without the consent of the Holders, make such adjustments to the entitlements of the Holders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the relevant currency) as may be appropriate in the circumstances.

### *5.3 Adjustments binding*

The Issuer shall determine, in its absolute discretion, any adjustment or amendment and its determination shall be conclusive and binding on the Holders save in the case of manifest error. Notice of any adjustments or amendments shall be given to the Holders in accordance with General Condition 7 as soon as practicable after they are determined.

**PART B**  
**PRODUCT CONDITIONS OF CASH SETTLED WARRANTS OVER INDEX**

*These Product Conditions will, together with the General Conditions and the supplemental terms and conditions contained in the relevant Launch Announcement and Supplemental Listing Document, and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Launch Announcement and Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent they are inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of Warrants.*

**1. Definitions**

For the purposes of these Product Conditions:

“**Cash Settlement Amount**” means, in respect of every Board Lot, an amount calculated by the Issuer in accordance with the following formula (and, if appropriate, either (I) converted (if applicable) into the Settlement Currency at the Exchange Rate or, as the case may be, (II) converted into the Interim Currency at the First Exchange Rate and then (if applicable) converted into Settlement Currency at the Second Exchange Rate):

(a) In the case of a series of Call Warrants:

$$\text{Cash Settlement Amount per Board Lot} = \frac{(\text{Closing Level} - \text{Strike Level}) \times \text{one Board Lot} \times \text{Index Currency Amount}}{\text{Divisor}}$$

(b) In the case of a series of Put Warrants:

$$\text{Cash Settlement Amount per Board Lot} = \frac{(\text{Strike Level} - \text{Closing Level}) \times \text{one Board Lot} \times \text{Index Currency Amount}}{\text{Divisor}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

“**Closing Level**” means the level specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Divisor**” means the number specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Exchange Rate**” means the rate specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**First Exchange Rate**” means the rate specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**General Conditions**” means the general terms and conditions of Structured Products set out in Appendix 1 of the Base Listing Document;

“**Index**” means the index specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Index Compiler**” means the index compiler specified as such in the relevant Launch Announcement and Supplemental Listing Document;

**“Index Business Day”** means a day on which the Index Exchange is scheduled to open for trading for its regular trading sessions;

**“Index Currency Amount”** has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document;

**“Index Exchange”** means the index stock exchange specified as such in the relevant Launch Announcement and Supplemental Listing Document;

**“Interim Currency”** means the currency specified in the relevant Launch Announcement and Supplemental Listing Document;

**“Market Disruption Event”** means:

- (a) the occurrence or existence, on the Valuation Date during the one-half hour period that ends at the close of trading on the Index Exchange, of any of:
  - (i) the suspension or material limitation of the trading of a material number of constituent securities that comprise the Index;
  - (ii) the suspension or material limitation of the trading of options or futures contracts relating to the Index on any exchanges on which such contracts are traded; or
  - (iii) the imposition of any exchange controls in respect of any currencies involved in determining the Cash Settlement Amount.

For the purposes of this definition:

- (1) the limitation of the number of hours or days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of any relevant exchange, and
  - (2) a limitation on trading imposed by reason of the movements in price exceeding the levels permitted by any relevant exchange will constitute a Market Disruption Event; or
- (b) where the Index Exchange is the Stock Exchange, the occurrence of any severe weather condition or other event on any day which either:
    - (i) results in the Stock Exchange being closed for trading for the entire day; or
    - (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session),

PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of such severe weather condition or other event;

- (c) a limitation or closure of the Index Exchange due to any unforeseen circumstances; or

(d) any circumstances beyond the control of the Issuer in which the Closing Level or, if applicable, the Exchange Rate, the First Exchange Rate or the Second Exchange Rate (as the case may be) cannot be determined by the Issuer in the manner set out in these Conditions or in such other manner as the Issuer considers appropriate at such time after taking into account all the relevant circumstances;

“**Product Conditions**” means these product terms and conditions. These Product Conditions apply to each series of cash settled Warrants over index;

“**Second Exchange Rate**” means the rate specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Settlement Date**” means the third CCASS Settlement Day after the later of: (i) the Expiry Date; and (ii) the day on which the Closing Level is determined in accordance with the Conditions;

“**Strike Level**” means the level specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Successor Index Compiler**” means a successor to the Index Compiler acceptable to the Issuer; and

“**Valuation Date**” means the date specified in the relevant Launch Announcement and Supplemental Listing Document, provided that if the Issuer determines, in its sole discretion, that a Market Disruption Event has occurred on the Valuation Date, then the Issuer shall determine the Closing Level on the basis of its good faith estimate of the Closing Level that would have prevailed on that day but for the occurrence of the Market Disruption Event provided that the Issuer, if applicable, may, but shall not be obliged to, determine such Closing Level by having regard to the manner in which futures contracts relating to the Index are calculated.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Launch Announcement and Supplemental Listing Document or the Global Certificate.

## **2. Exercise of Warrants**

### *2.1 Exercise of warrants in Board Lots*

The Warrants may only be exercised in Board Lots or integral multiples thereof.

### *2.2 Automatic exercise*

The Warrants will be deemed to be automatically exercised on the Expiry Date (without notice given to the Holders) if the Issuer determines that the Cash Settlement Amount is positive. The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount.

### *2.3 Exercise Expenses*

Any Exercise Expenses which are not determined by the Issuer on the Expiry Date and deducted from the Cash Settlement Amount prior to delivery to the Holders in accordance with this Product Condition 2, shall be notified by the Issuer to the Holders as soon as practicable after determination thereof and shall be paid by the Holders to the Issuer immediately upon demand.

## 2.4 *Record in the Register*

Upon automatic exercise of the Warrants on the Expiry Date of the Warrants in accordance with the Conditions, or in the event the Warrants have expired worthless, the Issuer will, with effect from the first Business Day following the Expiry Date, remove the names of each Holder from the Register in respect of the number of relevant Warrants which are the subject of the automatic exercise or the number of relevant Warrants which have expired worthless, as the case may be, and thereby cancel the relevant Warrants and the Global Certificate.

## 2.5 *Cash Settlement*

Upon the automatic exercise of Warrants in accordance with the Conditions, the Issuer will pay the Cash Settlement Amount minus the determined Exercise Expenses to the relevant Holder. If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount minus the determined Exercise Expenses shall be despatched no later than the Settlement Date, by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

Upon the occurrence of a Settlement Disruption Event, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

The Issuer's obligations to pay the Cash Settlement Amount shall be discharged by payment in accordance with this Product Condition 2.5.

## 2.6 *Trading*

Trading in Warrants on the Stock Exchange shall cease prior to the Expiry Date in accordance with the requirements of the Stock Exchange.

# 3. **Adjustments to the Index**

## 3.1 *Successor Index Compiler Calculates and Reports Index*

If the Index is:

- (a) not calculated and announced by the Index Compiler but is calculated and published by a Successor Index Compiler; or
- (b) replaced by a successor index using, in the determination of the Issuer, the same or a substantially similar formula for and method of calculation as used in the calculation of the Index,

then the Index will be deemed to be the index so calculated and announced by the Successor Index Compiler or that successor index, as the case may be.



### 3.2 *Modification and Cessation of Calculation of Index*

If:

- (a) on or prior to the Valuation Date, the Index Compiler or (if applicable) the Successor Index Compiler makes a material change in the formula for or the method of calculating the Index or in any other way materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes in constituent securities, contracts or commodities and other routine events); or
- (b) on the Valuation Date, the Index Compiler or (if applicable) the Successor Index Compiler fails to calculate and publish the Index (other than as a result of a Market Disruption Event),

then the Issuer shall determine the Closing Level using, in lieu of the published level for the Index, the level for the Index as at the Valuation Date as determined by the Issuer in accordance with the formula for and method of calculating the Index last in effect prior to that change or failure, but using only those securities, contracts or commodities that comprised the Index immediately prior to that change or failure (other than those securities that have since ceased to be listed on the relevant exchange).

### 3.3 *Other Adjustments*

Without prejudice to and notwithstanding any prior adjustment(s) made pursuant to the applicable Conditions, the Issuer may (but shall not be obliged to) make such other adjustments to the terms and conditions of the Warrants as appropriate where any event (including the events as contemplated in the applicable Conditions) occurs and irrespective of, in substitution for, or in addition to the provisions contemplated in the applicable Conditions, provided that such adjustment is:

- (a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holder or the tax or other consequences of such adjustment in any particular jurisdiction); or
- (b) determined by the Issuer in good faith to be appropriate and commercially reasonable.

### 3.4 *Notice of Determinations*

All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Holders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment and of the date from which such adjustment is effective by publication in accordance with General Condition 7.

**PART C**  
**PRODUCT CONDITIONS OF CASH SETTLED WARRANTS OVER EXCHANGE TRADED FUNDS**

*These Product Conditions will, together with the General Conditions and supplemental terms and conditions contained in the relevant Launch Announcement and Supplemental Listing Document, and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Launch Announcement and Supplemental Listing Document in relation to the issue of any series of Warrants may specify additional terms and conditions which shall, to the extent so specified or to the extent they are inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of Warrants.*

**1. Definitions**

For the purposes of these Product Conditions:

“**Average Price**” shall be the arithmetic mean of the closing prices of one Unit (as derived from the daily quotation sheet of the Stock Exchange, subject to any adjustment to such closing prices as may be necessary to reflect any event as contemplated in Product Condition 3 such as capitalisation, rights issue, distribution or the like) in respect of each Valuation Date;

“**Cash Settlement Amount**” means, in respect of every Board Lot, an amount payable in the Settlement Currency calculated by the Issuer in accordance with the following formula:

(a) In the case of a series of Call Warrants:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement} \times (\text{Average Price} - \text{Exercise Price}) \times \text{one Board Lot}}{\text{Number of Warrants per Entitlement}}$$

(b) In the case of a series of Put Warrants:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement} \times (\text{Exercise Price} - \text{Average Price}) \times \text{one Board Lot}}{\text{Number of Warrants per Entitlement}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

“**Entitlement**” means the number specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Exercise Price**” means the price specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Fund**” means the exchange traded fund specified as such in the relevant Launch Announcement and Supplemental Listing Document;

**“General Conditions”** means the general terms and conditions of Structured Products set out in Appendix 1 of the Base Listing Document;

**“Market Disruption Event”** means:

- (a) the occurrence or existence on any Valuation Date during the one-half hour period that ends at the close of trading of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the Stock Exchange or otherwise) on the Stock Exchange in:
  - (i) the Units; or
  - (ii) any options or futures contracts relating to the Units if, in any such case, such suspension or limitation is, in the determination of the Issuer, material;
- (b) the occurrence of any severe weather condition or other event on any day which either:
  - (i) results in the Stock Exchange being closed for trading for the entire day; or
  - (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session),

PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of such severe weather condition or other event; or

- (c) a limitation or closure of the Stock Exchange due to any unforeseen circumstances;

**“Product Conditions”** means these product terms and conditions. These Product Conditions apply to each series of cash settled Warrants over exchange traded funds;

**“Settlement Date”** means the third CCASS Settlement Day after later of: (i) the Expiry Date; and (ii) the day on which the Average Price is determined in accordance with the Conditions;

**“Unit”** means the share or unit of the Fund specified as such in the relevant Launch Announcement and Supplemental Listing Document; and

**“Valuation Date”** means each of the five Business Days immediately preceding the Expiry Date, provided that if the Issuer determines, in its sole discretion, that a Market Disruption Event has occurred on any Valuation Date, then that Valuation Date shall be postponed until the first succeeding Business Day on which there is no Market Disruption Event irrespective of whether that postponed Valuation Date would fall on a Business Day that is already or is deemed to be a Valuation Date.

For the avoidance of doubt, in the event that a Market Disruption Event has occurred and a Valuation Date is postponed as aforesaid, the closing price of the Units on the first succeeding Business Day will be used more than once in determining the Average Price, so that in no event shall there be less than five closing prices used to determine the Average Price.

If the postponement of the Valuation Date as aforesaid would result in the Valuation Date falling on or after the Expiry Date, then:

- (i) the Business Day immediately preceding the Expiry Date (the “**Last Valuation Date**”) shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event; and
- (ii) the Issuer shall determine the closing price of the Units on the basis of its good faith estimate of the price that would have prevailed on the Last Valuation Date but for the Market Disruption Event.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Launch Announcement and Supplemental Listing Document or the Global Certificate.

## **2. Exercise of Warrants**

### *2.1 Exercise of warrants in Board Lots*

The Warrants may only be exercised in Board Lots or integral multiples thereof.

### *2.2 Automatic exercise*

The Warrants will be deemed to be automatically exercised on the Expiry Date (without notice given to the Holders) if the Issuer determines that the Cash Settlement Amount is positive. The Holders will not be required to deliver any exercise notice and the Issuer or its agent will pay to the Holders the Cash Settlement Amount.

### *2.3 Exercise Expenses*

Any Exercise Expenses which are not determined by the Issuer on the Expiry Date and deducted from the Cash Settlement Amount prior to delivery to the Holders in accordance with this Product Condition 2, shall be notified by the Issuer to the Holders as soon as practicable after determination thereof and shall be paid by the Holders to the Issuer immediately upon demand.

### *2.4 Record in the Register*

Upon automatic exercise of the Warrants on the Expiry Date of the Warrants in accordance with the Conditions, or in the event the Warrants have expired worthless, the Issuer will, with effect from the first Business Day following the Expiry Date, remove the names of each Holder from the Register in respect of the number of relevant Warrants which are the subject of the automatic exercise or the number of relevant Warrants which have expired worthless, as the case may be, and thereby cancel the relevant Warrants and the Global Certificate.

### *2.5 Cash Settlement*

Upon the automatic exercise of Warrants in accordance with the Conditions the Issuer will pay the Cash Settlement Amount minus the determined Exercise Expenses to the relevant Holder. If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable by the Issuer.

The Cash Settlement Amount minus the determined Exercise Expenses shall be despatched no later than the Settlement Date, by crediting that amount, in accordance with the CCASS Rules, to the Designated Bank Account.

Upon the occurrence of a Settlement Disruption Event, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of a Settlement Disruption Event.

The Issuer's obligations to pay the Cash Settlement Amount shall be discharged by payment in accordance with this Product Condition 2.5.

## 2.6 Trading

Trading in Warrants on the Stock Exchange shall cease prior to the Expiry Date in accordance with the requirements of the Stock Exchange.

## 3. Adjustments

Adjustments may be made by the Issuer to the number of Units to which the Warrants relate on the basis of the following provisions:

### 3.1 Rights Issues

If and whenever the Fund shall, by way of Rights (as defined below), offer new Units for subscription at a fixed subscription price to the holders of existing Units pro rata to existing holdings (a "**Rights Offer**"), the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Units becomes ex-entitlement ("**Rights Issue Adjustment Date**") in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

$$\text{Adjustment Component} = \frac{1 + M}{1 + (R/S) \times M}$$

E: Existing Entitlement immediately prior to the Rights Offer

S: Cum-Rights Unit price being the closing price of an existing Unit as derived from the daily quotation sheet of the Stock Exchange on the last Business Day on which the Units are traded on a Cum-Rights basis

R: Subscription price per new Unit specified in the Rights Offer plus an amount equal to any distributions or other benefits foregone to exercise the Right

M: Number of new Unit(s) (whether a whole or a fraction) per existing Unit each holder thereof is entitled to subscribe,

provided that if the above formula would result in an adjustment to the Entitlement which would amount to one per cent. or less of the Entitlement immediately prior to the adjustment, then no adjustment will be made. In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Exercise Price shall take effect on the Rights Issue Adjustment Date.

For the purposes of these Product Conditions:

“**Rights**” means the right(s) attached to each existing Unit or needed to acquire one new Unit (as the case may be) which are given to the holders of existing Units to subscribe at a fixed subscription price for new Units pursuant to the Rights Offer (whether by the exercise of one Right, a part of a Right or an aggregate number of Rights).

### 3.2 *Bonus Issues*

If and whenever the Fund shall make an issue of Units credited as fully paid to the holders of Units generally (other than pursuant to a scrip distribution or similar scheme for the time being operated by the Fund or otherwise in lieu of a cash distribution and without any payment or other consideration being made or given by such holders) (a “**Bonus Issue**”), the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Units becomes ex-entitlement (“**Bonus Issue Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

Adjustment Component =  $1 + N$

E: Existing Entitlement immediately prior to the Bonus Issue

N: Number of additional Units (whether a whole or a fraction) received by a holder of Units for each Units held prior to the Bonus Issue,

provided that if the above formula would result in an adjustment to the Entitlement which would amount to one per cent. or less of the Entitlement immediately prior to the adjustment, then no adjustment will be made. In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Exercise Price shall take effect on the Bonus Issue Adjustment Date.

### 3.3 *Subdivisions and Consolidations*

If and whenever the Fund shall subdivide its Units or any class of its outstanding Units into a greater number of units or shares (a “**Subdivision**”) or consolidate the Units or any class of its outstanding Units into a smaller number of units or shares (a “**Consolidation**”), then:

- (a) in the case of a Subdivision, the Entitlement in effect immediately prior thereto will be increased whereas the Exercise Price (which shall be rounded to the nearest 0.001) will be decreased in the same ratio as the Subdivision; and
- (b) in the case of a Consolidation, the Entitlement in effect immediately prior thereto will be decreased whereas the Exercise Price (which shall be rounded to the nearest 0.001) will be increased in the same ratio as the Consolidation,

in each case on the day on which the Subdivision or Consolidation (as the case may be) takes effect.

### 3.4 Restructuring Events

If it is announced that the Fund is to or may merge or consolidate with or into any other trust or corporation (including becoming, by agreement or otherwise, controlled by any person or corporation) (except where the Fund is the surviving entity in a merger) or that it is to, or may, sell or transfer all or substantially all of its assets, the rights attaching to the Warrants may in the absolute discretion of the Issuer be amended no later than the Business Day preceding the consummation of such merger, consolidation, sale or transfer (each a “**Restructuring Event**”) (as determined by the Issuer in its absolute discretion) so that the Warrants shall, after such Restructuring Event, relate to the number of units or shares of the trust(s) or corporation(s) resulting from or surviving such Restructuring Event or other securities (“**Substituted Securities**”) and/or cash offered in substitution for the affected Units, as the case may be, to which the holder of such number of Units to which the Warrants related immediately before such Restructuring Event would have been entitled upon such Restructuring Event, and thereafter the provisions hereof shall apply to such Substituted Securities, provided that any Substituted Securities may, in the absolute discretion of the Issuer, be deemed to be replaced by an amount in the relevant currency equal to the market value or, if no market value is available, fair value, of such Substituted Securities in each case as determined by the Issuer as soon as practicable after such Restructuring Event is effected. For the avoidance of doubt, any remaining Units shall not be affected by this paragraph and, where cash is offered in substitution for Units or is deemed to replace Substituted Securities as described above, references in these Product Conditions to the Units shall include any such cash.

### 3.5 Cash Distribution

No adjustment will be made for an ordinary cash distribution (whether or not it is offered with a scrip alternative) (“**Ordinary Distribution**”). For any other forms of cash distribution (“**Cash Distribution**”) announced by the Fund, such as a cash bonus, special distribution or extraordinary distribution, no adjustment will be made unless the value of the Cash Distribution accounts for two per cent. or more of the Unit’s closing price as derived from the daily quotation sheet of the Stock Exchange on the day of announcement by the Fund.

If and whenever the Fund shall make a Cash Distribution credited as fully paid to the holders of Units generally, the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Units becomes ex-entitlement in respect of the relevant Cash Distribution (“**Cash Distribution Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

$$\text{Adjustment Component} = \frac{S - OD}{S - OD - CD}$$

E: The existing Entitlement immediately prior to the Cash Distribution

S: The closing price of the Unit as derived from the daily quotation sheet of the Stock Exchange on the Business Day immediately preceding the Cash Distribution Adjustment Date

CD: The amount of Cash Distribution per Unit

OD: The amount of Ordinary Distribution per Unit, provided that the Ordinary Distribution and the Cash Distribution shall have the same ex-entitlement date. For the avoidance of doubt, the OD shall be zero if the ex-entitlement dates of the relevant Ordinary Distribution and Cash Distribution are different

In addition, the Issuer shall adjust the Exercise Price (which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Exercise Price shall take effect on the Cash Distribution Adjustment Date.

### 3.6 *Other Adjustments*

Without prejudice to and notwithstanding any prior adjustment(s) made pursuant to the applicable Conditions, the Issuer may (but shall not be obliged to) make such other adjustments to the terms and conditions of the Warrants as appropriate where any event (including the events as contemplated in the applicable Conditions) occurs and irrespective of, in substitution for, or in addition to the provisions contemplated in the applicable Conditions, provided that such adjustment is:

- (a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holder or the tax or other consequences of such adjustment in any particular jurisdiction); or
- (b) determined by the Issuer in good faith to be appropriate and commercially reasonable.

### 3.7 *Notice of Determinations*

All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Holders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment and of the date from which such adjustment is effective by publication in accordance with General Condition 7.

## 4. **Termination or Liquidation**

In the event of a Termination (as defined below) or the liquidation or dissolution of the Fund or, if applicable, the trustee of the Fund (including any successor trustee appointed from time to time) (“**Trustee**”) (in its capacity as trustee of the Fund) or the appointment of a liquidator, receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of the Fund’s or the Trustee’s (as the case may be) undertaking, property or assets, all unexercised Warrants will lapse and shall cease to be valid for any purpose. In the case of a Termination, the unexercised Warrants will lapse and shall cease to be valid on the effective date of the Termination, in the case of a voluntary liquidation, the unexercised Warrants will lapse and shall cease to be valid on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, the unexercised Warrants will lapse and shall cease to be valid on the date of the relevant court order or, in the case of the appointment of a liquidator or receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of such Fund’s or Trustee’s (as the case may be) undertaking, property or assets, the unexercised Warrants will lapse and shall cease to be valid on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law.

For the purpose of this Product Condition 4, “**Termination**” means:

- (a) the Fund is terminated or required to be terminated for whatever reason, or the termination of the Fund commences;
- (b) where applicable, the Fund is held or is conceded by the Trustee or the manager of the Fund (including any successor manager appointed from time to time) not to have been constituted or to have been imperfectly constituted;



- (c) where applicable, the Trustee ceases to be authorised under the Fund to hold the property of the Fund in its name and perform its obligations under the trust deed constituting the Fund; or
- (d) the Fund ceases to be authorised as an authorised collective investment scheme under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

## **5. Delisting of Fund**

### *5.1 Adjustments following delisting*

If at any time the Units cease to be listed on the Stock Exchange, the Issuer shall give effect to these Product Conditions in such manner and make such adjustments and amendments to the rights attaching to the Warrants as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Holders generally are not materially prejudiced as a consequence of such delisting (without considering the circumstances of any individual Holder or the tax or other consequences that may result in any particular jurisdiction).

### *5.2 Listing on another exchange*

Without prejudice to the generality of Product Condition 5.1, where the Units are, or, upon the delisting, become, listed on any other stock exchange, these Product Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Stock Exchange and the Issuer may, without the consent of the Holders, make such adjustments to the entitlements of the Holders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the relevant currency) as may be appropriate in the circumstances.

### *5.3 Adjustment binding*

The Issuer shall determine, in its absolute discretion, any adjustment or amendment and its determination shall be conclusive and binding on the Holders save in the case of manifest error. Notice of any adjustments or amendments shall be given to the Holders in accordance with General Condition 7 as soon as practicable after they are determined.

**APPENDIX 3**  
**PRODUCT CONDITIONS OF CBBCS**

The following pages set out the Product Conditions in respect of different types of CBBCs.

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**PART A**  
**PRODUCT CONDITIONS OF CASH SETTLED CALLABLE BULL/BEAR CONTRACTS**  
**OVER SINGLE EQUITIES**

*These Product Conditions will, together with the General Conditions and the supplemental terms and conditions contained in the relevant Launch Announcement and Supplemental Listing Document, and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Launch Announcement and Supplemental Listing Document in relation to the issue of any series of CBBCs may specify additional terms and conditions which shall, to the extent so specified or to the extent they are inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of CBBCs.*

**1. Definitions**

For the purposes of these Product Conditions:

“**Call Price**” means the price specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Cash Settlement Amount**” means, in respect of every Board Lot, an amount payable in the Settlement Currency calculated by the Issuer in accordance with the following formula:

(a) following a Mandatory Call Event:

(i) in the case of a series of Category R CBBCs, the Residual Value; or

(ii) in the case of a series of Category N CBBCs, zero; or

(b) at expiry:

(i) in the case of a series of bull CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement} \times (\text{Closing Price} - \text{Strike Price}) \times \text{one Board Lot}}{\text{Number of CBBCs per Entitlement}}$$

(ii) in the case of a series of bear CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement} \times (\text{Strike Price} - \text{Closing Price}) \times \text{one Board Lot}}{\text{Number of CBBCs per Entitlement}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

“**Category N CBBCs**” means a series of CBBCs where the Call Price is equal to the Strike Price;

“**Category R CBBCs**” means a series of CBBCs where the Call Price is different from the Strike Price;

“**Closing Price**” means the official closing price of one Share (as derived from the daily quotation sheet of the Stock Exchange, subject to any adjustment to such closing price as may be necessary to reflect any event as contemplated in Product Condition 3 such as capitalisation, rights issue, distribution or the like) as of the Valuation Date;

“**Company**” means the company specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Entitlement**” means the number specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**General Conditions**” means the general terms and conditions of Structured Products set out in Appendix 1 of the Base Listing Document;

“**Mandatory Call Event**” occurs if the Spot Price is:

- (a) in the case of a series of bull CBBCs, at or below the Call Price; or
- (b) in the case of a series of bear CBBCs, at or above the Call Price,

at any time during a Trading Day in the Observation Period;

“**Market Disruption Event**” means:

- (a) the occurrence or existence on any Trading Day during the one-half hour period that ends at the close of trading of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the Stock Exchange or otherwise) on the Stock Exchange in:
  - (i) the Shares; or
  - (ii) any options or futures contracts relating to the Shares if, in any such case, such suspension or limitation is, in the determination of the Issuer, material;
- (b) the occurrence of any severe weather condition or other event on any day which either:
  - (i) results in the Stock Exchange being closed for trading for the entire day; or
  - (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session),

PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of such severe weather condition or other event; or

- (c) a limitation or closure of the Stock Exchange due to any unforeseen circumstances;

“**Maximum Trade Price**” means the highest Spot Price of the Shares (subject to any adjustment to such Spot Price as may be necessary to reflect any event as contemplated in Product Condition 3 such as capitalisation, rights issue, distribution or the like) during the MCE Valuation Period;

**“MCE Valuation Period”** means the period commencing from and including the moment upon which the Mandatory Call Event occurs (the trading session on the Stock Exchange during which the Mandatory Call Event occurs is the **“1<sup>st</sup> Session”**) and up to the end of the trading session on the Stock Exchange immediately following the 1<sup>st</sup> Session (**“2<sup>nd</sup> Session”**) unless, in the determination of the Issuer in its good faith, the 2<sup>nd</sup> Session for any reason (including, without limitation, a Market Disruption Event occurring and subsisting in the 2<sup>nd</sup> Session) does not contain any continuous period of one hour or more than one hour during which trading in the Shares is permitted on the Stock Exchange with no limitation imposed, the MCE Valuation Period shall be extended to the end of the subsequent trading session following the 2<sup>nd</sup> Session during which trading in the Shares is permitted on the Stock Exchange with no limitation imposed for a continuous period of at least one hour notwithstanding the existence or continuance of a Market Disruption Event in such postponed trading session, unless the Issuer determines in its good faith that each trading session on each of the four Trading Days immediately following the date on which the Mandatory Call Event occurs does not contain any continuous period of one hour or more than one hour during which trading in the Shares is permitted on the Stock Exchange with no limitation imposed. In that case:

- (a) the period commencing from the 1<sup>st</sup> Session up to, and including, the last trading session on the Stock Exchange of the fourth Trading Day immediately following the date on which the Mandatory Call Event occurs shall be deemed to be the MCE Valuation Period; and
- (b) the Issuer shall determine the Maximum Trade Price or the Minimum Trade Price (as the case may be) having regard to the then prevailing market conditions, the last reported Spot Price and such other factors as the Issuer may determine to be relevant in its good faith.

For the avoidance of doubt, all Spot Prices available throughout the extended MCE Valuation Period shall be taken into account to determine the Maximum Trade Price or the Minimum Trade Price (as the case may be) for the calculation of the Residual Value.

For the purposes of this definition,

- (i) the pre-opening session, the morning session and, in the case of half day trading, the closing auction session (if applicable) of the same day; and
- (ii) the afternoon session and the closing auction session (if applicable) of the same day,

shall each be considered as one trading session only;

**“Minimum Trade Price”** means the lowest Spot Price of the Shares (subject to any adjustment to such Spot Price as may be necessary to reflect any event as contemplated in Product Condition 3 such as capitalisation, rights issue, distribution or the like) during the MCE Valuation Period;

**“Observation Commencement Date”** means the date specified as such in the relevant Launch Announcement and Supplemental Listing Document;

**“Observation Period”** means the period commencing from and including the Observation Commencement Date up to and including the close of trading (Hong Kong time) on the Trading Day immediately preceding the Expiry Date;

**“Post MCE Trades”** has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document, subject to such modification and amendment prescribed by the Stock Exchange from time to time;

“**Product Conditions**” means these product terms and conditions. These Product Conditions apply to each series of cash settled CBBCs over single equities;

“**Residual Value**” means, in respect of every Board Lot, an amount calculated by the Issuer in accordance with the following formula:

(a) in the case of a series of bull CBBCs:

$$\text{Residual Value per Board Lot} = \frac{\text{Entitlement} \times (\text{Minimum Trade Price} - \text{Strike Price}) \times \text{one Board Lot}}{\text{Number of CBBCs per Entitlement}}$$

(b) in the case of a series of bear CBBCs:

$$\text{Residual Value per Board Lot} = \frac{\text{Entitlement} \times (\text{Strike Price} - \text{Maximum Trade Price}) \times \text{one Board Lot}}{\text{Number of CBBCs per Entitlement}}$$

“**Settlement Date**” means the third CCASS Settlement Day after (i) the end of the MCE Valuation Period or (ii) the later of: (a) the Expiry Date; and (b) the day on which the Closing Price is determined in accordance with the Conditions (as the case may be);

“**Share**” means the share specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Spot Price**” means:

- (a) in respect of a continuous trading session of the Stock Exchange, the price per Share concluded by means of automatic order matching on the Stock Exchange as reported in the official real-time dissemination mechanism for the Stock Exchange during such continuous trading session in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules); and
- (b) in respect of a pre-opening session or a closing auction session (if applicable) of the Stock Exchange (as the case may be), the final Indicative Equilibrium Price (as defined in the Trading Rules) of the Share (if any) calculated at the end of the pre-order matching period of such pre-opening session or closing auction session (if applicable), as the case may be, in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules),

subject to such modification and amendment prescribed by the Stock Exchange from time to time;

“**Strike Price**” means the price specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Trading Day**” means any day on which the Stock Exchange is scheduled to open for trading for its regular trading sessions;

“**Trading Rules**” means the Rules and Regulations of the Exchange prescribed by the Stock Exchange from time to time; and

“**Valuation Date**” means the Trading Day immediately preceding the Expiry Date provided if, in the determination of the Issuer, a Market Disruption Event has occurred on that day, the Valuation Date shall be postponed until the first succeeding Trading Day on which the Issuer determines that there is no Market Disruption Event, unless the Issuer determines that there is a Market Disruption Event occurring on each of the four Trading Days immediately following the original date which (but for the Market Disruption Event) would have been the Valuation Date. In that case:

- (a) the fourth Trading Day immediately following the original date shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event; and
- (b) the Issuer shall determine the Closing Price having regard to the then prevailing market conditions, the last reported trading price of the Share on the Stock Exchange and such other factors as the Issuer determines to be relevant.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Launch Announcement and Supplemental Listing Document or the Global Certificate.

## **2. Exercise of CBBCs**

### *2.1 Exercise of CBBCs in Board Lots*

CBBCs may only be exercised in Board Lots or integral multiples thereof.

### *2.2 Automatic exercise*

If no Mandatory Call Event has occurred during the Observation Period, the CBBCs will be deemed to be automatically exercised on the Expiry Date if the Cash Settlement Amount is positive.

### *2.3 Mandatory Call Event*

- (a) Subject to Product Condition 2.3(b) below, following a Mandatory Call Event, the CBBCs will be terminated automatically and the Issuer shall have no further obligation under the CBBCs except for the payment of the Cash Settlement Amount (if any) on the relevant Settlement Date. The Issuer will notify the Holders of the occurrence of the Mandatory Call Event in accordance with General Condition 7. Trading in the CBBCs will be suspended immediately upon the occurrence of a Mandatory Call Event and any Post MCE Trades will be cancelled and will not be recognised by the Stock Exchange or the Issuer.
- (b) A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:
  - (i) system malfunction or other technical errors of Hong Kong Exchanges and Clearing Limited and such event is reported by the Stock Exchange to the Issuer and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked; or
  - (ii) manifest errors caused by the relevant third party where applicable and such event is reported by the Issuer to the Stock Exchange, and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked;

in each case, such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Trading Day of the Stock Exchange immediately following the day on which the Mandatory Call Event occurs, or such other time as prescribed by the Stock Exchange from time to time.

In both cases, the Mandatory Call Event so triggered will be reversed; and all cancelled trades (if any) will be reinstated and trading of the CBBCs will resume as soon as practicable in accordance with the rules and/or requirements prescribed by the Stock Exchange from time to time.

#### *2.4 Entitlement*

Every Board Lot of CBBCs entitles the Holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount (if any).

#### *2.5 Cancellation*

Upon early termination of the CBBCs at the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date, the Issuer will, with effect from the first Business Day following the MCE Valuation Period or the Expiry Date (as the case may be) remove the name of the Holder from the Register in respect of the number of CBBCs which have expired or exercised (as the case may be) and thereby cancel the relevant CBBCs and if applicable, the Global Certificate.

#### *2.6 Exercise Expenses*

Any Exercise Expenses which are not determined by the Issuer by the end of the MCE Valuation Period or the Expiry Date (as the case may be) and deducted from the Cash Settlement Amount prior to delivery to the Holder in accordance with this Product Condition 2, shall be notified by the Issuer to the Holder as soon as practicable after determination thereof and shall be paid by the Holder to the Issuer immediately upon demand.

#### *2.7 Cash Settlement*

Upon early termination of the CBBCs following the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date (as the case may be), the Issuer will, in respect of every Board Lot, pay the Cash Settlement Amount minus the determined Exercise Expenses to the relevant Holder. If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.

The Cash Settlement Amount minus the determined Exercise Expenses shall be despatched no later than the Settlement Date by crediting that amount in accordance with the CCASS Rules, to the Designated Bank Account.

If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of the Settlement Disruption Event.



## 2.8 Responsibility of Issuer

The Issuer or its agents shall not have any responsibility for any errors or omissions in the calculation and dissemination of any variables published by a third party and used in any calculation made pursuant to these Conditions or in the calculation of the Cash Settlement Amount arising from such errors or omissions. The purchase of CBBCs does not confer on any Holder of such CBBCs any rights (whether in respect of voting, distributions or otherwise) in relation to the Shares.

## 2.9 Liability of Issuer

Exercise and settlement of the CBBCs is subject to all applicable laws, rules, regulations and guidelines in force at the relevant time and the Issuer shall not incur any liability whatsoever if it is unable to effect the transactions contemplated, after using all reasonable efforts, as a result of any such laws, rules, regulations or guidelines. The Issuer shall not under any circumstances be liable for any acts or defaults of the CCASS in relation to the performance of its duties in relation to the CBBCs.

## 2.10 Trading

Subject to Product Condition 2.3(b), trading in CBBCs on the Stock Exchange shall cease:

- (a) immediately upon the occurrence of a Mandatory Call Event; or
- (b) at the close of trading for the Trading Day immediately preceding the Expiry Date (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning session only, at the close of trading for the morning session),

whichever is the earlier.

## 3. Adjustments

### 3.1 Rights Issues

If and whenever the Company shall, by way of Rights (as defined below), offer new Shares for subscription at a fixed subscription price to the holders of existing Shares pro rata to existing holdings (a “**Rights Offer**”), the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Shares becomes ex-entitlement (“**Rights Issue Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

$$\text{Adjustment Component} = \frac{1 + M}{1 + (R/S) \times M}$$

E: Existing Entitlement immediately prior to the Rights Offer

S: Cum-Rights Share price being the closing price of an existing Share as derived from the daily quotation sheet of the Stock Exchange on the last Business Day on which the Shares are traded on a Cum-Rights basis

R: Subscription price per new Share specified in the Rights Offer plus an amount equal to any dividends or other benefits foregone to exercise the Right

M: Number of new Share(s) (whether a whole or a fraction) per existing Share each holder thereof is entitled to subscribe,

provided that if the above formula would result in an adjustment to the Entitlement which would amount to one per cent. or less of the Entitlement immediately prior to the adjustment, then no adjustment will be made. In addition, the Issuer shall adjust the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Strike Price and the Call Price shall take effect on the Rights Issue Adjustment Date.

For the purposes of these Product Conditions:

“**Rights**” means the right(s) attached to each existing Share or needed to acquire one new Share (as the case may be) which are given to the holders of existing Shares to subscribe at a fixed subscription price for new Shares pursuant to the Rights Offer (whether by the exercise of one Right, a part of a Right or an aggregate number of Rights).

### 3.2 *Bonus Issues*

If and whenever the Company shall make an issue of Shares credited as fully paid to the holders of Shares generally by way of capitalisation of profits or reserves (other than pursuant to a scrip dividend or similar scheme for the time being operated by the Company or otherwise in lieu of a cash dividend and without any payment or other consideration being made or given by such holders) (a “**Bonus Issue**”), the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Shares becomes ex-entitlement (“**Bonus Issue Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

Adjustment Component =  $1 + N$

E: Existing Entitlement immediately prior to the Bonus Issue

N: Number of additional Shares (whether a whole or a fraction) received by a holder of Shares for each Share held prior to the Bonus Issue,

provided that if the above formula would result in an adjustment to the Entitlement which would amount to one per cent. or less of the Entitlement immediately prior to the adjustment, then no adjustment will be made. In addition, the Issuer shall adjust the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Strike Price and the Call Price shall take effect on the Bonus Issue Adjustment Date.

### 3.3 *Subdivisions and Consolidations*

If and whenever the Company shall subdivide its Shares or any class of its outstanding share capital comprised of the Shares into a greater number of shares (a “**Subdivision**”) or consolidate the Shares or any class of its outstanding share capital comprised of the Shares into a smaller number of shares (a “**Consolidation**”), then:

- (a) in the case of a Subdivision, the Entitlement in effect immediately prior thereto will be increased whereas the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) will be decreased in the same ratio as the Subdivision; and

- (b) in the case of a Consolidation, the Entitlement in effect immediately prior thereto will be decreased whereas the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) will be increased in the same ratio as the Consolidation,

in each case on the day on which the Subdivision or Consolidation (as the case may be) takes effect.

### 3.4 *Restructuring Events*

If it is announced that the Company is to or may merge or consolidate with or into any other corporation (including becoming, by agreement or otherwise, a subsidiary of or controlled by any person or corporation) (except where the Company is the surviving corporation in a merger) or that it is to or may sell or transfer all or substantially all of its assets, the rights attaching to the CBBCs may in the absolute discretion of the Issuer be amended no later than the Business Day preceding the consummation of such merger, consolidation, sale or transfer (each a “**Restructuring Event**”) (as determined by the Issuer in its absolute discretion) so that the CBBCs shall, after such Restructuring Event, relate to the number of shares of the corporation(s) resulting from or surviving such Restructuring Event or other securities (“**Substituted Securities**”) and/or cash offered in substitution for the affected Shares, as the case may be, to which the holder of such number of Shares to which the CBBCs related immediately before such Restructuring Event would have been entitled upon such Restructuring Event and thereafter the provisions hereof shall apply to such Substituted Securities, provided that any Substituted Securities may, in the absolute discretion of the Issuer, be deemed to be replaced by an amount in the relevant currency equal to the market value or, if no market value is available, fair value, of such Substituted Securities in each case as determined by the Issuer as soon as practicable after such Restructuring Event is effected. For the avoidance of doubt, any remaining Shares shall not be affected by this paragraph and, where cash is offered in substitution for Shares or is deemed to replace Substituted Securities as described above, references in these Product Conditions to the Shares shall include any such cash.

### 3.5 *Cash Distribution*

No adjustment will be made for an ordinary cash dividend (whether or not it is offered with a scrip alternative) (“**Ordinary Dividend**”). For any other forms of cash distribution (“**Cash Distribution**”) announced by the Company, such as a cash bonus, special dividend or extraordinary dividend, no adjustment will be made unless the value of the Cash Distribution accounts for two per cent. or more of the Share’s closing price on the day of announcement by the Company.

If and whenever the Company shall make a Cash Distribution credited as fully paid to the holders of Shares generally, the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Shares becomes ex-entitlement in respect of the relevant Cash Distribution (“**Cash Distribution Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

$$\text{Adjustment Component} = \frac{S - OD}{S - OD - CD}$$

E: The existing Entitlement immediately prior to the Cash Distribution

S: The closing price of the existing Share as derived from the daily quotation sheet of the Stock Exchange on the Business Day immediately preceding the Cash Distribution Adjustment Date

CD: The amount of Cash Distribution per Share

OD: The amount of Ordinary Dividend per Share, provided that the Ordinary Dividend and the Cash Distribution shall have the same ex-entitlement date. For the avoidance of doubt, the OD shall be deemed to be zero if the ex-entitlement dates of the relevant Ordinary Dividend and Cash Distribution are different

In addition, the Issuer shall adjust the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Strike Price and the Call Price shall take effect on the Cash Distribution Adjustment Date.

### 3.6 *Other Adjustments*

Without prejudice to and notwithstanding any prior adjustment(s) made pursuant to the applicable Conditions, the Issuer may (but shall not be obliged to) make such other adjustments to the terms and conditions of the CBBCs as appropriate where any event (including the events as contemplated in the applicable Conditions) occurs and irrespective of, in substitution for, or in addition to the provisions contemplated in the applicable Conditions, provided that such adjustment is:

- (a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holder or the tax or other consequences of such adjustment in any particular jurisdiction); or
- (b) determined by the Issuer in good faith to be appropriate and commercially reasonable.

### 3.7 *Notice of Determinations*

All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Holders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment or amendment and of the date from which such adjustment or amendment is effective by publication in accordance with General Condition 7.

## 4. **Liquidation**

In the event of a liquidation, winding up or dissolution of the Company or the appointment of a liquidator, receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of the undertaking, property or assets of the Company (each an “**Insolvency Event**”), all unexercised CBBCs shall terminate automatically upon the occurrence of any Insolvency Event and the Issuer shall have no further obligation under the CBBCs, except that in the case of a series of bear CBBCs:

- (a) if the Issuer determines in good faith and in a commercially reasonable manner that there is any residual value in the bear CBBCs upon the occurrence of such Insolvency Event:
  - (i) the Issuer shall pay to each Holder the residual value of the bear CBBCs in cash representing the fair market value in respect of each bear CBBC held by such Holder on or about the occurrence of such Insolvency Event less the cost to the Issuer of

unwinding any related hedging arrangement as determined by the Issuer in its sole and absolute discretion, acting in good faith and in a commercially reasonable manner. Payment will be made to each Holder in such manner as shall be notified to the Holders in accordance with General Condition 7; and

- (ii) the Issuer may, but shall not be obliged to, determine such cash amount by having regard to the manner in which the options contracts or futures contracts of the Shares traded on the Stock Exchange are calculated;
- (b) otherwise, if the Issuer determines in good faith and in a commercially reasonable manner that there is no residual value in the bear CBBCs upon the occurrence of such Insolvency Event, the bear CBBCs shall lapse and cease to be valid for any purpose upon the occurrence of the Insolvency Event.

For the purpose of this Condition 4, an Insolvency Event occurs,

- (i) in the case of a voluntary liquidation or winding up of the Company, on the effective date of the relevant resolution; or
- (ii) in the case of an involuntary liquidation, winding up or dissolution of the Company, on the date of the relevant court order; or
- (iii) in the case of the appointment of a liquidator or receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of the undertaking, property or assets of the Company, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of the applicable law.

## **5. Delisting of Company**

### *5.1 Adjustments following delisting*

If at any time the Shares cease to be listed on the Stock Exchange, the Issuer shall give effect to these Conditions in such manner and make such adjustments and amendments to the rights attaching to the CBBCs as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Holders generally are not materially prejudiced as a consequence of such delisting (without considering the circumstances of any individual Holder or the tax or other consequences that may result in any particular jurisdiction).

### *5.2 Listing on another exchange*

Without prejudice to the generality of Product Condition 5.1, where the Shares are, or, upon the delisting, become, listed on any other stock exchange, the Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Stock Exchange and the Issuer may, without the consent of the Holders, make such adjustments to the entitlements of the Holders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the relevant currency) as may be appropriate in the circumstances.

### *5.3 Adjustments binding*

The Issuer shall determine, in its absolute discretion, any adjustment or amendment and its determination shall be conclusive and binding on the Holders save in the case of manifest error. Notice of any adjustments or amendments shall be given to the Holders in accordance with General Condition 7 as soon as practicable after they are determined.

**PART B**  
**PRODUCT CONDITIONS OF CASH SETTLED CALLABLE BULL/BEAR CONTRACTS**  
**OVER INDEX**

*These Product Conditions will, together with the General Conditions and the supplemental terms and conditions contained in the relevant Launch Announcement and Supplemental Listing Document and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Launch Announcement and Supplemental Listing Document in relation to the issue of any series of CBBCs may specify additional terms and conditions which shall, to the extent so specified or to the extent they are inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of CBBCs.*

**1. Definitions**

For the purposes of these Product Conditions:

“**Call Level**” means the level specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Cash Settlement Amount**” means, in respect of every Board Lot, an amount calculated by the Issuer in accordance with the following formula (and, if appropriate, either (I) converted (if applicable) into the Settlement Currency at the Exchange Rate or, as the case may be, (II) converted into the Interim Currency at the First Exchange Rate and then (if applicable) converted into Settlement Currency at the Second Exchange Rate):

(a) following a Mandatory Call Event:

(i) in the case of a series of Category R CBBCs, the Residual Value; or

(ii) in the case of a series of Category N CBBCs, zero; or

(b) at expiry:

(i) in the case of a series of bull CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{(\text{Closing Level} - \text{Strike Level}) \times \text{one Board Lot} \times \text{Index Currency Amount}}{\text{Divisor}}$$

(ii) in the case of a series of bear CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{(\text{Strike Level} - \text{Closing Level}) \times \text{one Board Lot} \times \text{Index Currency Amount}}{\text{Divisor}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

“**Category N CBBCs**” means a series of CBBCs where the Call Level is equal to the Strike Level;

“**Category R CBBCs**” means a series of CBBCs where the Call Level is different from the Strike Level;

“**Closing Level**” has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Divisor**” means the number specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Exchange Rate**” means the rate specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**First Exchange Rate**” means the rate specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**General Conditions**” means the general terms and conditions of Structured Products set out in Appendix 1 of the Base Listing Document;

“**Index**” means the index specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Index Business Day**” means a day on which the Index Exchange is scheduled to open for trading for its regular trading sessions;

“**Index Compiler**” has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document;

“**Index Currency Amount**” has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document;

“**Index Exchange**” means the index exchange specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Interim Currency**” means the currency specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Mandatory Call Event**” occurs if the Spot Level is:

- (a) in the case of a series of bull CBBCs, at or below the Call Level; or
- (b) in the case of a series of bear CBBCs, at or above the Call Level,

at any time during an Index Business Day in the Observation Period;

“**Market Disruption Event**” means:

- (a) the occurrence or existence, on any Trading Day or Index Business Day during the one-half hour period that ends at the close of trading on the Index Exchange, of any of:
  - (i) the suspension or material limitation of the trading of a material number of constituent securities that comprise the Index;
  - (ii) the suspension or material limitation of the trading of options or futures contracts relating to the Index on any exchanges on which such contract are traded; or
  - (iii) the imposition of any exchange controls in respect of any currencies involved in determining the Cash Settlement Amount.

For the purposes of this definition:

- (1) the limitation of the number of hours or days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of any relevant exchange, and
  - (2) a limitation on trading imposed by reason of the movements in price exceeding the levels permitted by any relevant exchange will constitute a Market Disruption Event; or
- (b) where the Index Exchange is the Stock Exchange, the occurrence of any severe weather condition or other event on any day which either:
- (i) results in the Stock Exchange being closed for trading for the entire day; or
  - (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session),

PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of such severe weather condition or other event;

- (c) a limitation or closure of the Index Exchange due to any unforeseen circumstances; or
- (d) any circumstances beyond the control of the Issuer in which the Closing Level or, if applicable, the Exchange Rate, the First Exchange Rate or the Second Exchange Rate (as the case may be) cannot be determined by the Issuer in the manner set out in these Conditions or in such other manner as the Issuer considers appropriate at such time after taking into account all the relevant circumstances;

**“Maximum Index Level”** means the highest Spot Level during the MCE Valuation Period;

**“MCE Valuation Period”** means the period commencing from and including the moment upon which the Mandatory Call Event occurs (the trading session on the Index Exchange during which the Mandatory Call Event occurs is the **“1st Session”**) and up to the end of the trading session on the Index Exchange immediately following the 1st Session (**“2nd Session”**) unless, in the determination of the Issuer in its good faith, the 2nd Session for any reason (including, without limitation, a Market Disruption Event occurring and subsisting in the 2nd Session) does not contain any continuous period of one hour or more than one hour during which the Spot Levels are available, the MCE Valuation Period shall be extended to the end of the subsequent trading session on the Index Exchange following the 2nd Session during which Spot Levels are available for a continuous period of at least one hour notwithstanding the existence or continuance of a Market Disruption Event in such postponed trading session, unless the Issuer determines in its good faith that each trading session on each of the four Index Business Days immediately following the date on which the Mandatory Call Event occurs does not contain any continuous period of one hour or more than one hour during which Spot Levels are available. In that case:

- (a) the period commencing from the 1st Session up to, and including, the last trading session of the fourth Index Business Day on the Index Exchange immediately following the date on which the Mandatory Call Event occurs shall be deemed to be the MCE Valuation Period; and



- (b) the Issuer shall determine the Maximum Index Level or the Minimum Index Level (as the case may be) having regard to the then prevailing market conditions, the last reported Spot Level of the Index and such other factors as the Issuer may determine to be relevant in its good faith.

For the avoidance of doubt, all Spot Levels available throughout the extended MCE Valuation Period shall be taken into account to determine the Maximum Index Level or the Minimum Index Level (as the case may be) for the calculation of the Residual Value.

For the purposes of this definition,

- (i) the pre-opening session, the morning session and, in the case of half day trading, the closing auction session (if applicable) of the same day; and
- (ii) the afternoon session and the closing auction session (if applicable) of the same day,

shall each be considered as one trading session only;

“**Minimum Index Level**” means the lowest Spot Level during the MCE Valuation Period;

“**Observation Commencement Date**” means the date specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Observation Period**” means the period commencing from and including the Observation Commencement Date up to and including the close of trading (Hong Kong time) on the Trading Day immediately preceding the Expiry Date;

“**Post MCE Trades**” has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document, subject to such modification and amendment prescribed by the Stock Exchange from time to time;

“**Price Source**”, if applicable, has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document;

“**Product Conditions**” means these product terms and conditions. These Product Conditions apply to each series of cash settled CBBCs over index;

“**Residual Value**” means, in respect of every Board Lot, an amount calculated by the Issuer in accordance with the following formula (and, if appropriate, either (I) converted (if applicable) into the Settlement Currency at the Exchange Rate or, as the case may be, (II) converted into the Interim Currency at the First Exchange Rate and then (if applicable) converted into Settlement Currency at the Second Exchange Rate):

- (a) In the case of a series of bull CBBCs:

$$\text{Residual Value per Board Lot} = \frac{(\text{Minimum Index Level} - \text{Strike Level}) \times \text{one Board Lot} \times \text{Index Currency Amount}}{\text{Divisor}}$$

- (b) In the case of a series of bear CBBCs:

$$\text{Residual Value per Board Lot} = \frac{(\text{Strike Level} - \text{Maximum Index Level}) \times \text{one Board Lot} \times \text{Index Currency Amount}}{\text{Divisor}}$$

“**Second Exchange Rate**” means the rate specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**Settlement Date**” means the third CCASS Settlement Day after (i) the end of the MCE Valuation Period or (ii) the later of: (a) the Expiry Date; and (b) the day on which the Closing Level is determined in accordance with the Conditions (as the case may be);

“**Spot Level**” means:

- (a) if no Price Source is specified, the spot level of the Index as compiled and published by the Index Compiler; or
- (b) if a Price Source is specified, the spot level of the Index as published on the Price Source;

“**Strike Level**” means the level specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Trading Day**” means any day on which the Stock Exchange is scheduled to open for trading for its regular trading sessions; and

“**Valuation Date**” means the date specified as such in the relevant Launch Announcement and Supplemental Listing Document, provided that, if the Issuer determines, in its sole discretion, that a Market Disruption Event has occurred on the Valuation Date, then the Issuer shall determine the Closing Level on the basis of its good faith estimate of the Closing Level that would have prevailed on that day but for the occurrence of the Market Disruption Event, provided that the Issuer, if applicable, may, but shall not be obliged to, determine such Closing Level by having regard to the manner in which futures contracts relating to the Index are calculated.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Launch Announcement and Supplemental Listing Document or the Global Certificate.

## **2. Exercise of CBBCs**

### *2.1 Exercise of CBBCs in Board Lots*

CBBCs may only be exercised in Board Lots or integral multiples thereof.

### *2.2 Automatic exercise*

If no Mandatory Call Event has occurred during the Observation Period, the CBBCs will be deemed to be automatically exercised on the Expiry Date if the Cash Settlement Amount is positive.

### *2.3 Mandatory Call Event*

- (a) Subject to Product Condition 2.3(b) below, following a Mandatory Call Event, the CBBCs will be terminated automatically and the Issuer shall have no further obligation under the CBBCs except for the payment of the Cash Settlement Amount (if any) on the relevant Settlement Date. The Issuer will notify the Holders of the occurrence of the Mandatory Call Event in accordance with General Condition 7. Trading in the CBBCs will be suspended immediately upon the occurrence of a Mandatory Call Event and any Post MCE Trades will be cancelled and will not be recognised by the Stock Exchange or the Issuer.

- (b) A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:
- (i) system malfunction or other technical errors of Hong Kong Exchanges and Clearing Limited and such event is reported by the Stock Exchange to the Issuer and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked; or
  - (ii) manifest errors caused by the relevant third party where applicable (such as miscalculation of the index level by the Index Compiler) and such event is reported by the Issuer to the Stock Exchange, and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked;

in each case, such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Trading Day of the Stock Exchange immediately following the day on which the Mandatory Call Event occurs, or such other time as prescribed by the Stock Exchange from time to time.

In both cases, the Mandatory Call Event so triggered will be reversed; and all cancelled trades (if any) will be reinstated and trading of the CBBCs will resume as soon as practicable in accordance with the rules and/or requirements prescribed by the Stock Exchange from time to time.

#### *2.4 Entitlement*

Every Board Lot of CBBCs entitles the Holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount (if any).

#### *2.5 Cancellation*

Upon early termination of the CBBCs at the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date, the Issuer will, with effect from the first Business Day following the MCE Valuation Period or the Expiry Date (as the case may be) remove the name of the Holder from the Register in respect of the number of CBBCs which have expired or exercised (as the case may be) and thereby cancel the relevant CBBCs and if applicable, the Global Certificate.

#### *2.6 Exercise Expenses*

Any Exercise Expenses which are not determined by the Issuer by the end of the MCE Valuation Period or the Expiry Date (as the case may be) and deducted from the Cash Settlement Amount prior to delivery to the Holder in accordance with this Product Condition 2, shall be notified by the Issuer to the Holder as soon as practicable after determination thereof and shall be paid by the Holder to the Issuer immediately upon demand.

#### *2.7 Cash Settlement*

Upon early termination of the CBBCs following the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date (as the case may be), the Issuer will, in respect of every Board Lot, pay the Cash Settlement Amount minus the determined Exercise Expenses to the relevant Holder. If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.

The Cash Settlement Amount minus the determined Exercise Expenses shall be despatched no later than the Settlement Date by crediting that amount in accordance with the CCASS Rules, to the Designated Bank Account.

If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of the Settlement Disruption Event.

## *2.8 Responsibility of Issuer*

The Issuer or its agents shall not have any responsibility for any errors or omissions in the calculation and dissemination of any variables published by a third party and used in any calculation made pursuant to these Conditions or in the calculation of the Cash Settlement Amount arising from such errors or omissions. The purchase of CBBCs does not confer on any Holder of such CBBCs any rights (whether in respect of voting, distributions or otherwise) in relation to the constituent securities, contracts, commodities or currencies comprising the Index.

## *2.9 Liability of Issuer*

Exercise and settlement of the CBBCs is subject to all applicable laws, rules, regulations and guidelines in force at the relevant time and the Issuer shall not incur any liability whatsoever if it is unable to effect the transactions contemplated, after using all reasonable efforts, as a result of any such laws, rules, regulations or guidelines. The Issuer shall not under any circumstances be liable for any acts or defaults of the CCASS in relation to the performance of its duties in relation to the CBBCs.

## *2.10 Trading*

Subject to Product Condition 2.3(b), trading in CBBCs on the Stock Exchange shall cease:

- (a) immediately upon the occurrence of a Mandatory Call Event; or
- (b) at the close of trading for the Trading Day immediately preceding the Expiry Date (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning session only, at the close of trading for the morning session),

whichever is the earlier.

## **3. Adjustments**

### *3.1 Successor Index Compiler Calculates and Reports Index*

If the Index is:

- (a) not calculated and announced by the Index Compiler but is calculated and published by a successor to the Index Compiler (the “**Successor Index Compiler**”) acceptable to the Issuer; or
- (b) replaced by a successor index using, in the determination of the Issuer, the same or a substantially similar formula for and method of calculation as used in the calculation of the Index,

then the Index will be deemed to be the index so calculated and announced by the Successor Index Compiler or that successor index, as the case may be.

### *3.2 Modification and Cessation of Calculation of Index*

If:

- (a) on or prior to the Valuation Date, the Index Compiler or (if applicable) the Successor Index Compiler makes a material change in the formula for or the method of calculating the Index or in any other way materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes in constituent securities, contracts, commodities or currencies and other routine events); or
- (b) on the Valuation Date, the Index Compiler or (if applicable) the Successor Index Compiler fails to calculate and publish the Index (other than as a result of a Market Disruption Event),

then the Issuer shall determine the Closing Level using, in lieu of a published level for the Index, the level for the Index as at the Valuation Date as determined by the Issuer in accordance with the formula for and method of calculating the Index last in effect prior to that change or failure, but using only those securities, contracts, commodities or currencies that comprised the Index immediately prior to that change or failure (other than those securities, contracts, commodities or currencies that have since ceased to be listed on the relevant exchange).

### *3.3 Other Adjustments*

Without prejudice to and notwithstanding any prior adjustment(s) made pursuant to the applicable Conditions, the Issuer may (but shall not be obliged to) make such other adjustments to the terms and conditions of the CBBCs as appropriate where any event (including the events as contemplated in the applicable Conditions) occurs and irrespective of, in substitution for, or in addition to the provisions contemplated in the applicable Conditions, provided that such adjustment is:

- (a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holder or the tax or other consequences of such adjustment in any particular jurisdiction); or
- (b) determined by the Issuer in good faith to be appropriate and commercially reasonable.

### *3.4 Notice of Determinations*

All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Holder. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment or amendment and of the date from which such adjustment or amendment is effective by publication in accordance with General Condition 7.

**PART C**  
**PRODUCT CONDITIONS OF CASH SETTLED CALLABLE BULL/BEAR CONTRACTS**  
**OVER EXCHANGE TRADED FUNDS**

*These Product Conditions will, together with the General Conditions and the supplemental terms and conditions contained in the relevant Launch Announcement and Supplemental Listing Document, and subject to completion and amendment, be endorsed on the Global Certificate. The relevant Launch Announcement and Supplemental Listing Document in relation to the issue of any series of CBBCs may specify additional terms and conditions which shall, to the extent so specified or to the extent they are inconsistent with these Product Conditions, replace or modify these Product Conditions for the purpose of such series of CBBCs.*

**1. Definitions**

For the purposes of these Product Conditions:

“**Call Price**” means the price specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Cash Settlement Amount**” means, in respect of every Board Lot, an amount payable in the Settlement Currency calculated by the Issuer in accordance with the following formula:

(a) following a Mandatory Call Event:

(i) in the case of a series of Category R CBBCs, the Residual Value; or

(ii) in the case of a series of Category N CBBCs, zero; or

(b) at expiry:

(i) in the case of a series of bull CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement} \times (\text{Closing Price} - \text{Strike Price}) \times \text{one Board Lot}}{\text{Number of CBBCs per Entitlement}}$$

(ii) in the case of a series of bear CBBCs:

$$\text{Cash Settlement Amount per Board Lot} = \frac{\text{Entitlement} \times (\text{Strike Price} - \text{Closing Price}) \times \text{one Board Lot}}{\text{Number of CBBCs per Entitlement}}$$

For the avoidance of doubt, if the Cash Settlement Amount is a negative figure, it shall be deemed to be zero;

“**Category N CBBCs**” means a series of CBBCs where the Call Price is equal to the Strike Price;

“**Category R CBBCs**” means a series of CBBCs where the Call Price is different from the Strike Price;

“**Closing Price**” means the official closing price of one Unit (as derived from the daily quotation sheet of the Stock Exchange, subject to any adjustment to such closing price as may be necessary to reflect any event as contemplated in Product Condition 3 such as capitalisation, rights issue, distribution or the like) as of the Valuation Date;

“**Entitlement**” means the number specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Fund**” means the exchange traded fund specified as such in the relevant Launch Announcement and Supplemental Listing Document;

“**General Conditions**” means the general terms and conditions of Structured Products set out in Appendix 1 of the Base Listing Document;

“**Mandatory Call Event**” occurs if the Spot Price is:

- (a) in the case of a series of bull CBBCs, at or below the Call Price; or
- (b) in the case of a series of bear CBBCs, at or above the Call Price,

at any time during any Trading Day in the Observation Period;

“**Market Disruption Event**” means:

- (a) the occurrence or existence on any Trading Day during the one-half hour period that ends at the close of trading of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the Stock Exchange or otherwise) on the Stock Exchange in:
  - (i) the Units; or
  - (ii) any options or futures contracts relating to the Units if, in any such case, such suspension or limitation is, in the determination of the Issuer, material;
- (b) the occurrence of any severe weather condition or other event on any day which either:
  - (i) results in the Stock Exchange being closed for trading for the entire day; or
  - (ii) results in the Stock Exchange being closed prior to its regular time for close of trading for the relevant day (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning trading session only, closed prior to its regular time for close of trading for the morning session),

PROVIDED THAT there shall be no Market Disruption Event solely by reason of the Stock Exchange opening for trading later than its regular time for opening of trading on any day as a result of such severe weather condition or other event; or

- (c) a limitation or closure of the Stock Exchange due to any unforeseen circumstances;

“**Maximum Trade Price**” means the highest Spot Price of the Units (subject to any adjustment to such Spot Price as may be necessary to reflect any event as contemplated in Product Condition 3 such as capitalisation, rights issue, distribution or the like) during the MCE Valuation Period;

**“MCE Valuation Period”** means the period commencing from and including the moment upon which the Mandatory Call Event occurs (the trading session on the Stock Exchange during which the Mandatory Call Event occurs is the **“1st Session”**) and up to the end of the trading session on the Stock Exchange immediately following the 1st Session (**“2nd Session”**) unless, in the determination of the Issuer in its good faith, the 2nd Session for any reason (including, without limitation, a Market Disruption Event occurring and subsisting in the 2nd Session) does not contain any continuous period of one hour or more than one hour during which trading in the Units is permitted on the Stock Exchange with no limitation imposed, the MCE Valuation Period shall be extended to the end of the subsequent trading session following the 2nd Session during which trading in the Units is permitted on the Stock Exchange with no limitation imposed for a continuous period of at least one hour notwithstanding the existence or continuance of a Market Disruption Event in such postponed trading session, unless the Issuer determines in its good faith that each trading session on each of the four Trading Days immediately following the date on which the Mandatory Call Event occurs does not contain any continuous period of one hour or more than one hour during which trading in the Units is permitted on the Stock Exchange with no limitation imposed. In that case:

- (a) the period commencing from the 1st Session up to, and including, the last trading session on the Stock Exchange of the fourth Trading Day immediately following the date on which the Mandatory Call Event occurs shall be deemed to be the MCE Valuation Period; and
- (b) the Issuer shall determine the Maximum Trade Price or the Minimum Trade Price (as the case may be) having regard to the then prevailing market conditions, the last reported Spot Price and such other factors as the Issuer may determine to be relevant in its good faith.

For the avoidance of doubt, all Spot Prices available throughout the extended MCE Valuation Period shall be taken into account to determine the Maximum Trade Price or the Minimum Trade Price (as the case may be) for the calculation of the Residual Value.

For the purposes of this definition,

- (i) the pre-opening session, the morning session and, in the case of half day trading, the closing auction session (if applicable) of the same day; and
- (ii) the afternoon session and the closing auction session (if applicable) of the same day, shall each be considered as one trading session only;

**“Minimum Trade Price”** means the lowest Spot Price of the Units (subject to any adjustment to such Spot Price as may be necessary to reflect any event as contemplated in Product Condition 3 such as capitalisation, rights issue, distribution or the like) during the MCE Valuation Period;

**“Observation Commencement Date”** means the date specified as such in the relevant Launch Announcement and Supplemental Listing Document;

**“Observation Period”** means the period commencing from and including the Observation Commencement Date up to and including the close of trading (Hong Kong time) on the Trading Day immediately preceding the Expiry Date;

**“Post MCE Trades”** has the meaning given to it in the relevant Launch Announcement and Supplemental Listing Document, subject to such modification and amendment prescribed by the Stock Exchange from time to time;

**“Product Conditions”** means these product terms and conditions. These Product Conditions apply to each series of cash settled CBBCs over exchange traded funds;



“**Residual Value**” means, in respect of every Board Lot, an amount calculated by the Issuer in accordance with the following formula:

- (a) in the case of a series of bull CBBCs:

$$\text{Residual Value per Board Lot} = \frac{\text{Entitlement} \times (\text{Minimum Trade Price} - \text{Strike Price}) \times \text{one Board Lot}}{\text{Number of CBBCs per Entitlement}}$$

- (b) in the case of a series of bear CBBCs:

$$\text{Residual Value per Board Lot} = \frac{\text{Entitlement} \times (\text{Strike Price} - \text{Maximum Trade Price}) \times \text{one Board Lot}}{\text{Number of CBBCs per Entitlement}}$$

“**Settlement Date**” means the third CCASS Settlement Day after: (a) the end of the MCE Valuation Period; or (b) the later of: (i) the Expiry Date; and (ii) the day on which the Closing Price is determined in accordance with the Conditions (as the case may be);

“**Spot Price**” means:

- (a) in respect of a continuous trading session of the Stock Exchange, the price per Unit concluded by means of automatic order matching on the Stock Exchange as reported in the official real-time dissemination mechanism for the Stock Exchange during such continuous trading session in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules); and
- (b) in respect of a pre-opening session or a closing auction session (if applicable) of the Stock Exchange (as the case may be), the final Indicative Equilibrium Price (as defined in the Trading Rules) of the Unit (if any) calculated at the end of the pre-order matching period of such pre-opening session or closing auction session (if applicable), as the case may be, in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules),

subject to such modification and amendment prescribed by the Stock Exchange from time to time;

“**Strike Price**” means the price specified as such in the relevant Launch Announcement and Supplemental Listing Document, subject to any adjustment in accordance with Product Condition 3;

“**Trading Day**” means any day on which the Stock Exchange is scheduled to open for trading for its regular trading sessions;

“**Trading Rules**” means the Rules and Regulations of the Exchange prescribed by the Stock Exchange from time to time;

“**Unit**” means the share or unit of the Fund specified as such in the relevant Launch Announcement and Supplemental Listing Document; and

“**Valuation Date**” means the Trading Day immediately preceding the Expiry Date provided that if, in the determination of the Issuer, a Market Disruption Event has occurred on that day, the Valuation Date shall be postponed until the first succeeding Trading Day on which the Issuer determines that there is no Market Disruption Event, unless the Issuer determines that there is a Market Disruption Event occurring on each of the four Trading Days immediately following the original date which (but for the Market Disruption Event) would have been the Valuation Date. In that case:

- (a) the fourth Trading Day immediately following the original date shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event; and
- (b) the Issuer shall determine the Closing Price having regard to the then prevailing market conditions, the last reported trading price of the Unit on the Stock Exchange and such other factors as the Issuer determines to be relevant.

Other capitalised terms shall, unless otherwise defined herein, have the meaning ascribed to them in the Base Listing Document, the General Conditions, the relevant Launch Announcement and Supplemental Listing Document or the Global Certificate.

## **2. Exercise of CBBCs**

### *2.1 Exercise of CBBCs in Board Lots*

CBBCs may only be exercised in Board Lots or integral multiples thereof.

### *2.2 Automatic exercise*

If no Mandatory Call Event has occurred during the Observation Period, the CBBCs will be deemed to be automatically exercised on the Expiry Date if the Cash Settlement Amount is positive.

### *2.3 Mandatory Call Event*

- (a) Subject to Product Condition 2.3(b) below, following a Mandatory Call Event, the CBBCs will be terminated automatically and the Issuer shall have no further obligation under the CBBCs except for the payment of the Cash Settlement Amount (if any) on the relevant Settlement Date. The Issuer will notify the Holders of the occurrence of the Mandatory Call Event in accordance with General Condition 7. Trading in the CBBCs will be suspended immediately upon the occurrence of a Mandatory Call Event and any Post MCE Trades will be cancelled and will not be recognised by the Stock Exchange or the Issuer.
- (b) A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:
  - (i) system malfunction or other technical errors of Hong Kong Exchanges and Clearing Limited and such event is reported by the Stock Exchange to the Issuer and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked; or
  - (ii) manifest errors caused by the relevant third party where applicable and such event is reported by the Issuer to the Stock Exchange, and the Issuer and the Stock Exchange mutually agree that such Mandatory Call Event is to be revoked;

in each case, such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Trading Day of the Stock Exchange immediately following the day on which the Mandatory Call Event occurs, or such other time as prescribed by the Stock Exchange from time to time.

In both cases, the Mandatory Call Event so triggered will be reversed; and all cancelled trades (if any) will be reinstated and trading of the CBBCs will resume as soon as practicable in accordance with the rules and/or requirements prescribed by the Stock Exchange from time to time.

#### *2.4 Entitlement*

Every Board Lot of CBBCs entitles the Holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount (if any).

#### *2.5 Cancellation*

Upon early termination of the CBBCs at the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date, the Issuer will, with effect from the first Business Day following the MCE Valuation Period or the Expiry Date (as the case may be) remove the name of the Holder from the Register in respect of the number of CBBCs which have expired or exercised (as the case may be) and thereby cancel the relevant CBBCs and if applicable, the Global Certificate.

#### *2.6 Exercise Expenses*

Any Exercise Expenses which are not determined by the Issuer by the end of the MCE Valuation Period or the Expiry Date (as the case may be) and deducted from the Cash Settlement Amount prior to delivery to the Holder in accordance with this Product Condition 2, shall be notified by the Issuer to the Holder as soon as practicable after determination thereof and shall be paid by the Holder to the Issuer immediately upon demand.

#### *2.7 Cash Settlement*

Upon early termination of the CBBCs following the occurrence of a Mandatory Call Event or an automatic exercise of the CBBCs on the Expiry Date (as the case may be), the Issuer will, in respect of every Board Lot, pay the Cash Settlement Amount minus the determined Exercise Expenses to the relevant Holder. If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.

The Cash Settlement Amount minus the determined Exercise Expenses shall be despatched no later than the Settlement Date by crediting that amount in accordance with the CCASS Rules, to the Designated Bank Account.

If as a result of a Settlement Disruption Event, it is not possible for the Issuer to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder on the original Settlement Date, the Issuer shall use its reasonable endeavours to procure payment electronically through CCASS by crediting the relevant Designated Bank Account of the Holder as soon as reasonably practicable after the original Settlement Date. The Issuer will not be liable to the Holder for any interest in respect of the amount due or any loss or damage that such Holder may suffer as a result of the existence of the Settlement Disruption Event.

## 2.8 Responsibility of Issuer

The Issuer or its agents shall not have any responsibility for any errors or omissions in the calculation and dissemination of any variables published by a third party and used in any calculation made pursuant to these Conditions or in the calculation of the Cash Settlement Amount arising from such errors or omissions. The purchase of CBBCs does not confer on any Holder of such CBBCs any rights (whether in respect of voting, distributions or otherwise) in relation to the Units.

## 2.9 Liability of Issuer

Exercise and settlement of the CBBCs is subject to all applicable laws, rules, regulations and guidelines in force at the relevant time and the Issuer shall not incur any liability whatsoever if it is unable to effect the transactions contemplated, after using all reasonable efforts, as a result of any such laws, rules, regulations or guidelines. The Issuer shall not under any circumstances be liable for any acts or defaults of the CCASS in relation to the performance of its duties in relation to the CBBCs.

## 2.10 Trading

Subject to Product Condition 2.3(b), trading in CBBCs on the Stock Exchange shall cease:

- (a) immediately upon the occurrence of a Mandatory Call Event; or
- (b) at the close of trading for the Trading Day immediately preceding the Expiry Date (for the avoidance of doubt, in the case when the Stock Exchange is scheduled to open for the morning session only, at the close of trading for the morning session),

whichever is the earlier.

## 3. Adjustments

### 3.1 Rights Issues

If and whenever the Fund shall, by way of Rights (as defined below), offer new Units for subscription at a fixed subscription price to the holders of existing Units pro rata to existing holdings (a “**Rights Offer**”), the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Units becomes ex-entitlement (“**Rights Issue Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

$$\text{Adjustment Component} = \frac{1 + M}{1 + (R/S) \times M}$$

E: Existing Entitlement immediately prior to the Rights Offer

S: Cum-Rights Unit price being the closing price of an existing Unit as derived from the daily quotation sheet of the Stock Exchange on the last Business Day on which the Units are traded on a Cum-Rights basis

R: Subscription price per new Unit specified in the Rights Offer plus an amount equal to any distributions or other benefits foregone to exercise the Rights

M: Number of new Unit(s) (whether a whole or a fraction) per existing Unit each holder thereof is entitled to subscribe,

provided that if the above formula would result in an adjustment to the Entitlement which would amount to one per cent. or less of the Entitlement immediately prior to the adjustment, then no adjustment will be made. In addition, the Issuer shall adjust the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Strike Price and the Call Price shall take effect on the Rights Issue Adjustment Date.

For the purposes of these Product Conditions:

“**Rights**” means the right(s) attached to each existing Unit or needed to acquire one new Unit (as the case may be) which are given to the holders of existing Units to subscribe at a fixed subscription price for new Units pursuant to the Rights Offer (whether by the exercise of one Right, a part of a Right or an aggregate number of Rights).

### 3.2 *Bonus Issues*

If and whenever the Fund shall make an issue of Units credited as fully paid to the holders of Units generally (other than pursuant to a scrip distribution or similar scheme for the time being operated by the Fund or otherwise in lieu of a cash distribution and without any payment or other consideration being made or given by such holders) (a “**Bonus Issue**”), the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Units becomes ex-entitlement (“**Bonus Issue Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

Adjustment Component =  $1 + N$

E: Existing Entitlement immediately prior to the Bonus Issue

N: Number of additional Units (whether a whole or a fraction) received by a holder of Units for each Unit held prior to the Bonus Issue,

provided that if the above formula would result in an adjustment to the Entitlement which would amount to one per cent. or less of the Entitlement immediately prior to the adjustment, then no adjustment will be made. In addition, the Issuer shall adjust the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Strike Price and the Call Price shall take effect on the Bonus Issue Adjustment Date.

### 3.3 *Subdivisions and Consolidations*

If and whenever the Fund shall subdivide its Units or any class of its outstanding Units into a greater number of units or shares (a “**Subdivision**”) or consolidate the Units or any class of its outstanding Units into a smaller number of units or shares (a “**Consolidation**”), then:

- (a) in the case of a Subdivision, the Entitlement in effect immediately prior thereto will be increased whereas the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) will be decreased in the same ratio as the Subdivision; and

- (b) in the case of a Consolidation, the Entitlement in effect immediately prior thereto will be decreased whereas the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) will be increased in the same ratio as the Consolidation,

in each case on the day on which the Subdivision or Consolidation (as the case may be) takes effect.

### 3.4 *Restructuring Events*

If it is announced that the Fund is to or may merge or consolidate with or into any other trust or corporation (including becoming, by agreement or otherwise, controlled by any person or corporation) (except where the Fund is the surviving entity in a merger) or that it is to or may sell or transfer all or substantially all of its assets, the rights attaching to the CBBCs may in the absolute discretion of the Issuer be amended no later than the Business Day preceding the consummation of such merger, consolidation, sale or transfer (each a “**Restructuring Event**”) (as determined by the Issuer in its absolute discretion) so that the CBBCs shall, after such Restructuring Event, relate to the number of units or shares of the trust(s) or corporation(s) resulting from or surviving such Restructuring Event or other securities (“**Substituted Securities**”) and/or cash offered in substitution for the affected Units, as the case may be, to which the holder of such number of Units to which the CBBCs related immediately before such Restructuring Event would have been entitled upon such Restructuring Event and thereafter the provisions hereof shall apply to such Substituted Securities, provided that any Substituted Securities may, in the absolute discretion of the Issuer, be deemed to be replaced by an amount in the relevant currency equal to the market value or, if no market value is available, fair value, of such Substituted Securities in each case as determined by the Issuer as soon as practicable after such Restructuring Event is effected. For the avoidance of doubt, any remaining Units shall not be affected by this paragraph and, where cash is offered in substitution for Units or is deemed to replace Substituted Securities as described above, references in these Product Conditions to the Units shall include any such cash.

### 3.5 *Cash Distribution*

No adjustment will be made for an ordinary cash distribution (whether or not it is offered with a scrip alternative) (“**Ordinary Distribution**”). For any other forms of cash distribution (“**Cash Distribution**”) announced by the Fund, such as a cash bonus, special distribution or extraordinary distribution, no adjustment will be made unless the value of the Cash Distribution accounts for two per cent. or more of the Unit’s closing price on the day of announcement by the Fund.

If and whenever the Fund shall make a Cash Distribution credited as fully paid to the holders of Units generally, the Entitlement shall be adjusted to take effect on the Business Day on which trading in the Units becomes ex-entitlement in respect of the relevant Cash Distribution (“**Cash Distribution Adjustment Date**”) in accordance with the following formula:

Adjusted Entitlement = Adjustment Component x E

Where:

$$\text{Adjustment Component} = \frac{S - OD}{S - OD - CD}$$

E: The existing Entitlement immediately prior to the Cash Distribution

S: The closing price of the existing Unit as derived from the daily quotation sheet of the Stock Exchange on the Business Day immediately preceding the Cash Distribution Adjustment Date

CD: The amount of Cash Distribution per Unit

OD: The amount of Ordinary Distribution per Unit, provided that the Ordinary Distribution and the Cash Distribution shall have the same ex-entitlement date. For the avoidance of doubt, the OD shall be deemed to be zero if the ex-entitlement dates of the relevant Ordinary Distribution and Cash Distribution are different

In addition, the Issuer shall adjust the Strike Price and the Call Price (both of which shall be rounded to the nearest 0.001) by the reciprocal of the Adjustment Component, where the reciprocal of the Adjustment Component means one divided by the relevant Adjustment Component. The adjustment to the Strike Price and the Call Price shall take effect on the Cash Distribution Adjustment Date.

### *3.6 Other Adjustments*

Without prejudice to and notwithstanding any prior adjustment(s) made pursuant to the applicable Conditions, the Issuer may (but shall not be obliged to) make such other adjustments to the terms and conditions of the CBBCs as appropriate where any event (including the events as contemplated in the applicable Conditions) occurs and irrespective of, in substitution for, or in addition to the provisions contemplated in the applicable Conditions, provided that such adjustment is:

- (a) not materially prejudicial to the interests of the Holders generally (without considering the circumstances of any individual Holder or the tax or other consequences of such adjustment in any particular jurisdiction); or
- (b) determined by the Issuer in good faith to be appropriate and commercially reasonable.

### *3.7 Notice of Determinations*

All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Holders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment or amendment and of the date from which such adjustment or amendment is effective by publication in accordance with General Condition 7.

## **4. Termination or Liquidation**

In the event of a Termination (as defined below) or the liquidation or dissolution of the Fund or, if applicable, the trustee of the Fund (including any successor trustee appointed from time to time) (“**Trustee**”) (in its capacity as trustee of the Fund) or the appointment of a liquidator, receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of the Fund’s or the Trustee’s (as the case may be) undertaking, property or assets, all unexercised CBBCs will lapse and shall cease to be valid for any purpose. In the case of a Termination, the unexercised CBBCs will lapse and shall cease to be valid on the effective date of the Termination, in the case of a voluntary liquidation, the unexercised CBBCs will lapse and shall cease to be valid on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator or receiver or administrator or analogous person under any applicable law in respect of the whole or substantially the whole of such Fund’s or Trustee’s (as the case may be) undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of the applicable law.

For the purpose of this Product Condition 4, “**Termination**” means:

- (i) the Fund is terminated or required to be terminated for whatever reason, or the termination of the Fund commences;
- (ii) where applicable, the Fund is held or is conceded by the Trustee or the manager of the Fund (including any successor manager appointed from time to time) not to have been constituted or to have been imperfectly constituted;
- (iii) where applicable, the Trustee ceases to be authorised under the Fund to hold the property of the Fund in its name and perform its obligations under the trust deed constituting the Fund; or
- (iv) the Fund ceases to be authorised as an authorised collective investment scheme under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

## **5. Delisting of Fund**

### *5.1 Adjustments following delisting*

If at any time the Units cease to be listed on the Stock Exchange, the Issuer shall give effect to these Conditions in such manner and make such adjustments and amendments to the rights attaching to the CBBCs as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Holders generally are not materially prejudiced as a consequence of such delisting (without considering the circumstances of any individual Holder or the tax or other consequences that may result in any particular jurisdiction).

### *5.2 Listing on another exchange*

Without prejudice to the generality of Product Condition 5.1, where the Units are, or, upon the delisting, become, listed on any other stock exchange, the Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Stock Exchange and the Issuer may, without the consent of the Holders, make such adjustments to the entitlements of the Holders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the relevant currency) as may be appropriate in the circumstances.

### *5.3 Adjustments binding*

The Issuer shall determine, in its absolute discretion, any adjustment or amendment and its determination shall be conclusive and binding on the Holders save in the case of manifest error. Notice of any adjustments or amendments shall be given to the Holders in accordance with General Condition 7 as soon as practicable after they are determined.



## APPENDIX 4 BRIEF GUIDE TO CREDIT RATINGS

Information set out in this Appendix 4 is based on, extracted or reproduced from the website of S&P at <https://www.spglobal.com/ratings/en/> and the website of Moody's at <https://www.moody.com>. Information appearing on those websites does not form part of this document, and we accept no responsibility for the accuracy or completeness of the information appearing on those websites, except that we have accurately extracted and reproduced such information in this Appendix 4 and take responsibility for such extraction and reproduction. We have not separately verified such information. There can be no assurance that such information will not be revised by the relevant rating agency in the future and we have no responsibility to notify you of such change. If you are unsure about any information provided in this Appendix 4 and/or what a credit rating means, you should seek independent professional advice.

### **What is a credit rating?**

A credit rating is a forward looking opinion by a credit rating agency of a company's overall ability to meet its financial obligations. The focus is on the company's capacity to pay its debts as they become due. The rating does not necessarily apply to any specific obligation.

### **What do the credit ratings mean?**

Below are guidelines issued by S&P and Moody's on what each of their investment-grade ratings means.

#### **S&P long-term issuer credit ratings**

##### *AAA*

An obligor rated 'AAA' has extremely strong capacity to meet its financial commitments. 'AAA' is the highest issuer credit rating assigned by S&P.

##### *AA*

An obligor rated 'AA' has very strong capacity to meet its financial commitments. It differs from the highest-rated obligors only to a small degree.

##### *A*

An obligor rated 'A' has strong capacity to meet its financial commitments but is somewhat susceptible to adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories.

##### *BBB*

An obligor rated 'BBB' has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments.

##### *Plus (+) or minus (-)*

The above ratings (except for 'AAA') may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.

Please refer to <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352> for further details.

## **Moody's long-term ratings definitions**

### *Aaa*

Obligations rated Aaa are judged to be of the highest quality, with minimal risk.

### *Aa*

Obligations rated Aa are judged to be of high quality and are subject to very low credit risk.

### *A*

Obligations rated A are considered to be upper medium-grade and are subject to low credit risk.

### *Baa*

Obligations rated Baa are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics.

### *Modifiers "1", "2" and "3"*

Moody's appends numerical modifiers 1, 2 and 3 to each of the above generic rating classifications (except for Aaa). The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Please refer to <https://ratings.moody's.io/ratings> for further details.

## **Rating Outlooks**

A rating outlook is an opinion regarding the likely rating direction over the medium term. A rating outlook issued by S&P or Moody's will usually indicate whether the rating direction is likely to be "positive", "negative", "stable" or "developing". Please refer to the abovementioned websites of the relevant credit rating agencies for further details regarding rating outlooks published by the relevant credit rating agencies.

**APPENDIX 5**  
**AUDITOR'S REPORT AND OUR AUDITED FINANCIAL STATEMENTS FOR**  
**THE YEAR ENDED 31 DECEMBER 2023**

*The information in this Appendix 5 has been extracted from our audited financial statements for the year ended 31 December 2023. References to page numbers on the following pages are to the page numbers of such audited financial statements.*

*Please refer to the base listing document dated 30 March 2023 for our audited financial statements for the year ended 31 December 2022 and the Auditor's report on such financial statements.*

**DBS BANK LTD.**  
*(Incorporated in Singapore. Registration Number: 196800306E)*  
**AND ITS SUBSIDIARIES**

**FINANCIAL STATEMENTS**  
*For the financial year ended 31 December 2023*

## Financial Statements

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## **DBS Bank Ltd. and its Subsidiaries**

### **Directors' Statement**

for the financial year ended 31 December 2023

The Directors are pleased to present their statement to the Member, together with the audited consolidated financial statements of DBS Bank Ltd. (the Bank) and its subsidiaries (the Bank Group) and the financial statements of the Bank for the financial year ended 31 December 2023. These have been prepared in accordance with the provisions of the Companies Act 1967 (the Companies Act) and the Singapore Financial Reporting Standards (International).

In the opinion of the Directors:

- (a) the consolidated financial statements of the Bank Group, consisting of the Bank and its subsidiaries, and the financial statements of the Bank, together with the notes thereon, as set out on pages 1 to 82, are drawn up so as to give a true and fair view of (i) the financial position of the Bank Group and Bank, as at 31 December 2023, and (ii) the financial performance and changes in equity of the Bank Group and Bank, and cash flow statement of the Bank Group, for the financial year ended on that date; and
- (b) as at the date of this statement, there are reasonable grounds to believe that the Bank Group and the Bank will be able to pay their debts as and when they fall due.

### **Board of Directors**

The Directors in office at the date of this statement are:

Mr Peter Seah (*Chairman*)  
Mr Olivier Lim (*Lead Independent Director*)  
Mr Piyush Gupta (*Chief Executive Officer*)  
Dr Bonghan Cho  
Mr Chng Kai Fong  
Mr David Ho Hing-Yuen (appointed 26 April 2023)  
Ms Punita Lal  
Ms Judy Lee  
Mr Anthony Lim  
Mr Tham Sai Choy

Mr Piyush Gupta, Mr Chng Kai Fong and Ms Judy Lee will retire by rotation in accordance with Article 95 of the Bank's Constitution at the forthcoming annual general meeting (AGM) and, being eligible, will offer themselves for re-election at the AGM.

Mr David Ho Hing-Yuen will retire in accordance with Article 74(b) of the Bank's Constitution at the forthcoming AGM and, being eligible, will offer himself for re-election at the AGM.

## Directors' interests in shares or debentures

Each of the following Directors who held office at the end of the financial year had, according to the register of directors' shareholdings required to be kept under Section 164 of the Companies Act, an interest in shares of the Bank and related corporations as stated below:

	Holdings in which Directors have a direct interest		Holdings in which Directors are deemed to have an interest	
	As at 31 Dec 2023	As at 1 Jan 2023	As at 31 Dec 2023	As at 1 Jan 2023
<b>DBS Group Holdings Ltd ("DBSH") ordinary shares</b>				
Mr Peter Seah	329,218	312,033	-	-
Mr Olivier Lim	150,554	146,672	-	-
Mr Piyush Gupta	43,864	26,400	2,185,721	1,989,046
Dr Bonghan Cho	13,389	10,684	-	-
Ms Punita Lal	6,485	3,829	-	-
Ms Judy Lee	4,453	1,148	-	-
Mr Anthony Lim	8,215	4,872	-	-
Mr Tham Sai Choy	106,168	102,478	-	-
<b>Share awards (unvested) granted under the DBSH Share Plan</b>				
Mr Piyush Gupta <sup>(1)</sup>	748,864	830,431	-	-

<sup>(1)</sup> Mr Piyush Gupta's share awards form part of his remuneration. Details of the DBSH Share Plan are set out in Note 38 of the Notes to the Bank Group's 2023 financial statements

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2024.

## DBSH Share Plan

At the Annual General Meeting of DBSH held on 25 April 2019, the DBSH Share Plan (which was first adopted on 18 September 1999) was extended for another ten years, from 18 September 2019 to 17 September 2029 (both dates inclusive). The DBSH Share Plan is administered by the Compensation and Management Development Committee (CMDC). As at the date of this statement, the members of the CMDC are Mr Anthony Lim (Chairman), Mr Peter Seah, Dr Bonghan Cho, Mr David Ho Hing-Yuen, Ms Punita Lal and Ms Judy Lee.

Under the terms of the DBSH Share Plan:

- (a) Awards over DBSH's ordinary shares may be granted to Bank Group executives who hold such rank as may be determined by the CMDC from time to time. Awards may also be granted to (amongst others) executives of associated companies of DBSH who hold such rank as may be determined by the CMDC from time to time, and non-executive Directors of DBSH;
- (b) Where time-based awards are granted, participants are awarded ordinary shares of DBSH or, at the CMDC's discretion, their equivalent cash value or a combination of both as part of their deferred bonus, at the end of the prescribed vesting periods. Awards are granted under the DBSH Share Plan at the absolute discretion of the CMDC. Dividends on unvested shares do not accrue to employees;

- (c) Awards under the DBSH Share Plan may be granted at any time in the course of a financial year, and may lapse by reason of cessation of employment or misconduct of the participant, except in cases such as retirement, redundancy, ill health, injury, disability, death, bankruptcy of the participant, or by reason of the participant, being a non-executive Director, ceasing to be a Director, or in the event of a take-over, winding up or reconstruction of DBSH;
- (d) Subject to the prevailing legislation and the rules of the Singapore Exchange, DBSH will have the flexibility to deliver ordinary shares of DBSH to participants upon vesting of their awards by way of an issue of new ordinary shares and/ or the transfer of existing ordinary shares (which may include ordinary shares held by DBSH in treasury); and
- (e) The class and/ or number of ordinary shares of DBSH comprised in an award to the extent not yet vested, and/ or which may be granted to participants, are subject to adjustment by reason of any variation in the ordinary share capital of DBSH (whether by way of a capitalisation of profits or reserves or rights issue, reduction, subdivision, consolidation, or distribution) or if DBSH makes a capital distribution or a declaration of a special dividend (whether in cash or *in specie*), upon the written confirmation of the auditor of DBSH that such adjustment (other than in the case of a capitalisation issue) is fair and reasonable.

During the financial year, time-based awards in respect of an aggregate of 5,740,016 ordinary shares were granted pursuant to the DBSH Share Plan to selected employees of the Bank Group<sup>1</sup>. In addition, during the financial year, certain non-executive Directors received an aggregate of 38,702 share awards which vested immediately upon grant. These share awards formed part of their directors' fees for acting as Directors of DBSH in 2022.

Details of the share awards granted under the DBSH Share Plan to Directors of the Bank<sup>(1)</sup> are as follows:

Directors of the Bank	Share awards granted during the financial year under review	Share awards vested during the financial year under review <sup>(2)</sup>
Mr Peter Seah	17,185	17,185
Mr Olivier Lim	3,882	3,882
Mr Piyush Gupta	232,572 <sup>(3)</sup>	314,139
Dr Bonghan Cho	2,705	2,705
Ms Punita Lal	2,656	2,656
Ms Judy Lee	3,305	3,305
Mr Anthony Lim	3,343	3,343
Mr Tham Sai Choy	3,690	3,690

<sup>(1)</sup> The directors' fees for Mr Chng Kai Fong were paid in cash to a government agency, the Directorship & Consultancy Appointments Council while Mr David Ho Hing-Yuen joined during the financial year. Accordingly, they had not been granted share awards

<sup>(2)</sup> Treasury shares were transferred to Directors pursuant to the vesting of such share awards

<sup>(3)</sup> The share awards granted to Mr Piyush Gupta are time-based awards which will vest over a 4-year period. This represents the aggregate of (a) 220,554 share awards which were granted in February 2023 and formed part of his remuneration for 2022; and (b) 12,018 shares arising from adjustments made to all unvested share awards granted under the DBSH Share Plan on 6 April 2023

<sup>1</sup> With reference to Rule 852(2) of the SGX-ST Listing Manual, none of the participants had received shares, pursuant to the release of awards granted, which in aggregate represent 5% or more of the total number of new shares available under the DBSH Share Plan.



**Arrangements to enable Directors to acquire shares or debentures**

Neither at the end of, nor at any time during the financial year, was the Bank a party to any arrangement, the object of which is to enable the Directors to acquire benefits through the acquisition of shares in, or debentures of, the Bank or any other body corporate, save as disclosed in this statement.

**Independent Auditor**

PricewaterhouseCoopers LLP has expressed its willingness to accept re-appointment as independent external auditor.

On behalf of the Directors

**Mr Peter Seah**

**Mr Piyush Gupta**

6 February 2024  
Singapore



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF DBS BANK LTD.**

### **Report on the Audit of the Financial Statements**

#### **Our Opinion**

In our opinion, the accompanying consolidated financial statements of DBS Bank Ltd. (the "Bank") and its subsidiaries (the "Bank Group") and the balance sheet, income statement, statement of comprehensive income and statement of changes in equity of the Bank are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Bank Group and the financial position of the Bank as at 31 December 2023 and of the consolidated financial performance, the consolidated changes in equity and the consolidated cash flows of the Bank Group, and of the financial performance and changes in equity of the Bank for the financial year ended on that date.

#### *What we have audited*

The financial statements of the Bank Group and the Bank comprise:

- the income statements of the Bank Group and the Bank for the year ended 31 December 2023;
- the statements of comprehensive income of the Bank Group and the Bank for the year ended 31 December 2023;
- the balance sheets of the Bank Group and of the Bank as at 31 December 2023;
- the consolidated statement of changes in equity of the Bank Group for the year then ended;
- the statement of changes in equity of the Bank for the year then ended;
- the consolidated cash flow statement of the Bank Group for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

#### **Basis for Opinion**

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

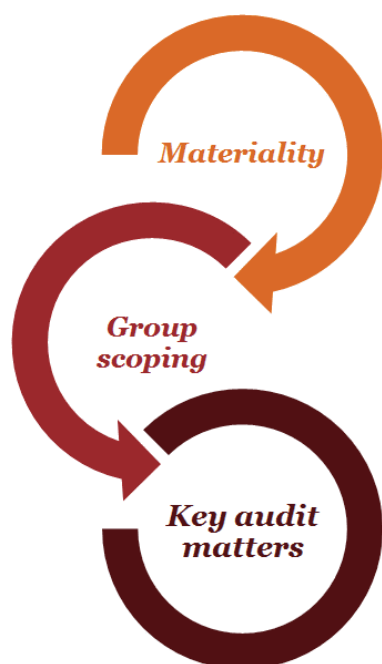
#### *Independence*

We are independent of the Bank Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF  
DBS BANK LTD. (continued)**

**Our Audit Approach**

*Overview*



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**Materiality**

- We determined the overall Bank Group materiality based on 5% of the Bank Group's profit before tax.

**Group scoping**

- Full scope audit procedures were performed over the Singapore Operations of DBS Bank Ltd. and DBS Bank (Hong Kong) Limited ("significant components").
- We identified as component entities ("other components") the branches of DBS Bank Ltd. Hong Kong, Taipei and London, as well as the subsidiaries DBS Bank (China) Limited, PT Bank DBS Indonesia, DBS Bank (Taiwan) Ltd and DBS Bank India Limited. This is where certain account balances were considered to be significant in size in relation to the Bank Group. Consequently, audit specified procedures for the significant account balances of these components were performed to obtain sufficient and appropriate audit evidence.

**Key audit matters**

- Specific allowances for loans and advances to customers
- General allowances for credit losses (Stage 1 and 2 Expected Credit Loss)
- Goodwill
- Valuation of financial instruments held at fair value

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As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

**INDEPENDENT AUDITOR’S REPORT TO THE MEMBER OF  
DBS BANK LTD. (continued)**

*Materiality*

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Bank Group materiality for the consolidated financial statements as a whole, as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

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<i>How we determined overall Bank Group materiality</i>	5% of the Bank Group’s profit before tax
<i>Rationale for benchmark applied</i>	<ul style="list-style-type: none"><li>• We chose ‘profit before tax’ as, in our view, it is the benchmark against which performance of the Bank Group is most commonly measured.</li><li>• We selected 5% based on our professional judgement, noting that it is also within the range of commonly accepted profit-related thresholds.</li></ul>

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In performing our audit, we allocated materiality levels to the significant components and other components of the Bank Group. These are less than the overall Bank Group materiality.

*How we developed the audit scope*

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Bank Group, the accounting processes and controls, and the industry in which the Bank Group operates. The Bank Group's financial reporting process is dependent on its Information Technology (“IT”) systems. Our audit scope included testing the operating effectiveness of the controls over the integrity of key financial data processed through the IT systems that are relevant to financial reporting.

In establishing the overall Bank Group audit approach, we determined the extent of audit procedures that were needed to be performed across the Bank Group by us or by other PwC network firms, operating under our instruction, who are familiar with the local laws and regulations in each respective territory, (the “component auditors”). Where the work was performed by component auditors, we determined the level of involvement we needed to have in the procedures to be able to conclude whether sufficient and appropriate audit evidence had been obtained as a basis for our opinion on the financial statements as a whole.

**INDEPENDENT AUDITOR’S REPORT TO THE MEMBER OF DBS BANK LTD.** (continued)

*Key audit matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p><b>Specific allowances for loans and advances to customers</b></p> <p>As at 31 December 2023, the specific allowances for loans and advances to customers of the Bank Group was \$2,347 million, the majority of which related to Institutional Banking Group (“IBG”) customers. Specific allowances refer to loss allowances for credit-impaired exposures (i.e. Stage 3, per SFRS (I) 9). Expected Credit Losses (“ECL”) on non-impaired exposures (i.e. Stage 1 and Stage 2) are set out under the ‘General allowances for credit losses’ key audit matter.</p> <p>We focused on this area because management assessment of impairment can be inherently subjective and involves significant judgement over both the timing and estimation of the size of such impairment. This includes:</p> <ul style="list-style-type: none"> <li>• principal assumptions underlying the calculation of specific allowances for loans and advances to IBG customers where there is evidence of impairment losses (including future profitability of borrowers and expected realisable value of collateral held); and</li> <li>• classification of loans and advances in line with MAS Notice 612 (“MAS 612”).</li> </ul> <p>(Refer also to Notes 3 and 17 to the financial statements.)</p>	<p>We assessed the design and evaluated the operating effectiveness of key controls over the specific allowances for loans and advances. These controls included:</p> <ul style="list-style-type: none"> <li>• oversight of credit risk by the Group Credit Risk Committee;</li> <li>• timely management review of credit risk;</li> <li>• watchlist identification and monitoring;</li> <li>• timely identification of impairment events;</li> <li>• classification of loans and advances in line with MAS 612; and</li> <li>• collateral monitoring and valuation.</li> </ul> <p>We determined that we could rely on these controls for the purposes of our audit.</p> <p>We inspected a sample of loans and advances to IBG customers to assess whether the classification of the loans and advances was in line with MAS 612 and, where there was evidence of an impairment loss, whether it had been identified in a timely manner. This included, where relevant, how forbearance had been considered.</p> <p>Where impairment had been identified, for a sample of loans and advances, our work included:</p> <ul style="list-style-type: none"> <li>• considering the latest developments in relation to the borrower;</li> <li>• examining the forecasts of future cash flows prepared by management, including key assumptions in relation to the amount and timing of recoveries;</li> <li>• comparing the collateral valuation and other sources of repayment to check the calculation of the impairment against external evidence, where</li> </ul>

**INDEPENDENT AUDITOR’S REPORT TO THE MEMBER OF  
DBS BANK LTD. (continued)**

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
	<p>available, including independent valuation reports;</p> <ul style="list-style-type: none"> <li>• challenging management’s assumptions; and</li> <li>• testing the calculations.</li> </ul> <p>For a sample of performing loans and advances to IBG customers which had not been identified by management as potentially impaired, we evaluated management’s assumptions on their classification, using external evidence where available in respect of the relevant borrower.</p> <p>Based on procedures performed, we assessed that the aggregate specific allowance for loans and advances is appropriate.</p>
<p><b>General allowances for credit losses (Stage 1 and 2 Expected Credit Loss)</b></p> <p>SFRS(I) 9 <i>Financial Instruments</i> (“SFRS(I) 9”) requires an ECL impairment model which takes into account forward-looking information to reflect potential future economic events. In estimating ECL over future time periods, significant judgement is required.</p> <p>We focused on the Bank Group’s measurement of general allowances on non-impaired exposures (\$3,896 million). This covers both ‘Stage 1’ exposures (where there has not been a significant increase in credit risk), and ‘Stage 2’ exposures (where a significant increase in credit risk has been observed). The ECL framework implemented by the Bank Group involves significant judgement and assumptions that relate to, amongst others:</p> <ul style="list-style-type: none"> <li>• adjustments to the Bank Group’s Basel credit models and parameters;</li> </ul>	<p>We critically assessed management’s assumptions and estimates relating to Stage 1 and Stage 2 ECL for retail and non-retail portfolios as at 31 December 2023. This included assessing refinements in methodologies made during the year, as well as to account for changes in risk outlook.</p> <p>We assessed the design and evaluated the operating effectiveness of key controls, focusing on:</p> <ul style="list-style-type: none"> <li>• involvement of governance committees, in reviewing and approving certain forward-looking macroeconomic assumptions, including post model adjustments;</li> <li>• completeness and accuracy of external and internal data inputs into the ECL calculations; and</li> <li>• accuracy and timeliness of allocation of exposures into Stage 1 and Stage 2 based on quantitative and qualitative triggers.</li> </ul> <p>We determined that we could rely on these controls for the purposes of our audit.</p> <p>The Bank Group’s internal experts continue to perform independent model validation of selected aspects of the Bank Group’s ECL methodologies and assumptions each year. We checked their results as part of our work.</p>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF  
DBS BANK LTD.** (continued)

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<ul style="list-style-type: none"> <li>• use of forward-looking and macro-economic information;</li> <li>• estimates for the expected lifetime of revolving credit facilities;</li> <li>• assessment of significant increase in credit risk; and</li> <li>• post-model adjustments to account for limitations in the ECL models.</li> </ul> <p>(Refer also to Notes 3 and 11 to the financial statements.)</p>	<p>We also reviewed the ECL of selected credit portfolios to assess if the methodologies and estimates are appropriate.</p> <p>Through the course of our work, we assessed the rationale and calculation basis of post-model adjustments. We also assessed the reasonableness of certain forward-looking economic inputs, as well as the overall ECL output.</p> <p>Overall, we concluded that the Bank Group's ECL on non-impaired exposures is appropriate.</p>
<p><b>Goodwill</b></p> <p>As at 31 December 2023, the Bank Group had \$6,081 million of goodwill as a result of acquisitions.</p> <p>We focused on this area as management makes significant judgements in estimating future cash flows when undertaking its annual goodwill impairment assessment.</p> <p>The key assumptions used in the discounted cash flow analyses relate to:</p> <ul style="list-style-type: none"> <li>• cash flow forecasts;</li> <li>• discount rate; and</li> <li>• long-term growth rate.</li> </ul> <p>(Refer also to Notes 3 and 26 to the financial statements.)</p>	<p>For goodwill balances, we assessed the appropriateness of management's identification of the Bank Group's cash generating units and the process by which indicators of impairment were identified.</p> <p>For DBS Bank (Hong Kong) Limited's franchise (goodwill of \$4,631 million as at 31 December 2023), we evaluated management's cash flow forecasts and the process by which they were developed. Together with valuation specialists in our team, we assessed discount rate and growth rate assumptions against the Bank Group's own historical performance and available external industry and economic indicators. We checked management's sensitivity analysis over the key assumptions to determine whether any reasonably possible change in these assumptions would result in an impairment, and also performed our own stress analysis.</p> <p>We concur with management's assessment that goodwill balances are not impaired as at 31 December 2023.</p>
<p><b>Valuation of financial instruments held at fair value</b></p> <p>Financial instruments held by the Bank Group at fair value include derivative assets and liabilities, trading securities, certain debt instruments and other assets and liabilities designated at fair value.</p>	<p>We assessed the design and tested the operating effectiveness of the controls over the Bank Group's financial instruments valuation processes. These included the controls over:</p> <ul style="list-style-type: none"> <li>• management's testing and approval of new models and revalidation of existing models;</li> <li>• the completeness and accuracy of pricing data inputs into valuation models;</li> </ul>

**INDEPENDENT AUDITOR’S REPORT TO THE MEMBER OF  
DBS BANK LTD. (continued)**

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p>The Bank Group’s financial instruments are predominantly valued using quoted market prices (‘Level 1’) or market observable prices (‘Level 2’). The valuations of ‘Level 3’ instruments rely on significant unobservable inputs.</p> <p>We considered the overall valuation of financial instruments (Level 1, 2 and 3) to be a key audit matter given the financial significance to the Bank Group, the nature of the underlying products and the estimation involved to determine fair value.</p> <p>In determining fair value, management also make adjustments to recognise credit risk, funding costs, bid-offer spreads and, in some cases, parameter and model risk limitations. This is broadly consistent with the banking industry, albeit the methodology to calculate some of these adjustments is continuing to evolve.</p> <p>(Refer also to Notes 3 and 40 to the financial statements.)</p>	<ul style="list-style-type: none"> <li>• monitoring of collateral disputes; and</li> <li>• governance mechanisms and monitoring over the valuation processes (including derivative valuation adjustments) by the Group Market and Liquidity Risk Committee and the Group Valuation Committee.</li> </ul> <p>We determined that we could rely on the controls for the purposes of our audit. In addition, we:</p> <ul style="list-style-type: none"> <li>• engaged our own specialists to use their models and input sources to determine an independent estimate of fair value for a sample of the Bank Group’s Level 1 and Level 2 financial instruments. We compared these to the Bank Group’s calculations of fair value to assess individual material valuation differences or systemic bias;</li> <li>• assessed the reasonableness of methodologies used and assumptions made for a sample of financial instrument valuations with significant unobservable valuation inputs (Level 3 instruments);</li> <li>• performed procedures on collateral disputes to identify possible indicators of inappropriate valuations;</li> <li>• performed tests of inputs and assessed the methodology over fair value adjustments, in light of available market data and industry trends; and</li> <li>• considered the implications of global reforms to Interest Reference Rates in our assessment of fair value.</li> </ul> <p>Overall, we considered that the valuation of financial instruments held at fair value was within a reasonable range of outcomes.</p>

**Other Information**

Management is responsible for the other information. The other information comprises the Directors’ Statement (but does not include the financial statements and our auditor’s report thereon), which we obtained prior to the date of this auditor’s report.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF  
DBS BANK LTD. (continued)**

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Directors for the Financial Statements**

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Bank Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Bank Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Bank Group's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF  
DBS BANK LTD. (continued)**

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Bank Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Bank Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Bank Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF  
DBS BANK LTD. (continued)**

**Report on Other Legal and Regulatory Requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Bank and by those subsidiary corporations incorporated in Singapore of which we are the auditors, have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Yura Mahindroo.

PricewaterhouseCoopers LLP  
Public Accountants and Chartered Accountants  
Singapore, 6 February 2024

**DBS Bank Ltd. and its subsidiaries**  
**Income Statements**  
**For the Year Ended 31 December 2023**

In \$ millions	Note	The Group		Bank	
		2023	2022	2023	2022
Interest income		<b>27,888</b>	15,939	<b>22,231</b>	11,984
Interest expense		<b>14,281</b>	5,023	<b>12,350</b>	4,092
<b>Net interest income</b>	4	<b>13,607</b>	10,916	<b>9,881</b>	7,892
Net fee and commission income	5	<b>3,366</b>	3,091	<b>2,365</b>	2,166
Net trading income	6	<b>2,856</b>	2,308	<b>2,450</b>	1,964
Net income from investment securities	7	<b>217</b>	115	<b>174</b>	96
Other income	8	<b>71</b>	42	<b>1,068</b>	331
<b>Non-interest income</b>		<b>6,510</b>	5,556	<b>6,057</b>	4,557
<b>Total income</b>		<b>20,117</b>	16,472	<b>15,938</b>	12,449
Employee benefits	9	<b>5,053</b>	4,376	<b>3,153</b>	2,675
Other expenses	10	<b>3,227</b>	2,707	<b>2,146</b>	1,764
<b>Total expenses</b>		<b>8,280</b>	7,083	<b>5,299</b>	4,439
<b>Profit before allowances and amortisation</b>		<b>11,837</b>	9,389	<b>10,639</b>	8,010
Amortisation of intangible assets		<b>9</b>	-	<b>-</b>	-
Allowances for credit and other losses	11	<b>590</b>	237	<b>379</b>	92
<b>Profit after allowances and amortisation</b>		<b>11,238</b>	9,152	<b>10,260</b>	7,918
Share of profits or losses of associates and joint ventures		<b>214</b>	207	<b>-</b>	-
<b>Profit before tax</b>		<b>11,452</b>	9,359	<b>10,260</b>	7,918
Income tax expense	12	<b>1,415</b>	1,181	<b>1,057</b>	878
<b>Net profit</b>		<b>10,037</b>	8,178	<b>9,203</b>	7,040
Attributable to:					
<b>Shareholders</b>		<b>10,016</b>	8,155	<b>9,203</b>	7,040
Non-controlling interests		<b>21</b>	23	<b>-</b>	-
		<b>10,037</b>	8,178	<b>9,203</b>	7,040

(see notes on pages 7 to 82 which form part of these financial statements)

**DBS Bank Ltd. and its subsidiaries**  
**Statements of Comprehensive Income**  
**For the Year Ended 31 December 2023**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
<b>Net profit</b>	<b>10,037</b>	8,178	<b>9,203</b>	7,040
<b>Other comprehensive income:</b>				
<b>Items that may be reclassified subsequently to income statement:</b>				
Translation differences for foreign operations	(527)	(997)	(179)	(216)
Other comprehensive income of associates	(1)	8	-	-
Gains/ (losses) on debt instruments classified at fair value through other comprehensive income				
Net valuation taken to equity	810	(1,860)	652	(1,530)
Transferred to income statement	(89)	117	(66)	117
Taxation relating to components of other comprehensive income	(55)	125	(34)	77
Cash flow hedge movements				
Net valuation taken to equity	978	(2,241)	775	(1,703)
Transferred to income statement	177	(128)	202	(100)
Taxation relating to components of other comprehensive income	(76)	172	(46)	80
<b>Items that will not be reclassified to income statement:</b>				
Losses on equity instruments classified at fair value through other comprehensive income (net of tax)	(181)	(417)	(180)	(422)
Fair value change from own credit risk on financial liabilities designated at fair value (net of tax)	(108)	115	(108)	115
Defined benefit plans remeasurements (net of tax)	(8)	(1)	(3)	-
<b>Other comprehensive income, net of tax</b>	<b>920</b>	(5,107)	<b>1,013</b>	(3,582)
<b>Total comprehensive income</b>	<b>10,957</b>	3,071	<b>10,216</b>	3,458
Attributable to:				
<b>Shareholders</b>	<b>10,960</b>	3,106	<b>10,216</b>	3,458
Non-controlling interests	(3)	(35)	-	-
	<b>10,957</b>	3,071	<b>10,216</b>	3,458

(see notes on pages 7 to 82 which form part of these financial statements)

**DBS Bank Ltd. and its subsidiaries**  
**Balance Sheets as at 31 December 2023**

In \$ millions	Note	The Group		Bank	
		2023	2022	2023	2022
<b>Assets</b>					
Cash and balances with central banks	14	50,213	54,170	42,488	45,751
Government securities and treasury bills	15	70,565	64,995	48,083	44,946
Due from banks		67,236	60,062	61,237	53,653
Derivatives	35	22,786	45,063	21,446	43,517
Bank and corporate securities	16	81,735	75,457	71,402	66,063
Loans and advances to customers	17	416,163	414,519	321,902	326,983
Other assets	19	17,966	18,287	12,163	13,917
Associates and joint ventures	22	2,487	2,280	1,484	1,386
Investment in subsidiaries	21	-	-	15,594	13,065
Due from subsidiaries	21	-	-	29,309	22,758
Due from holding company		1,474	1,120	1,474	1,119
Properties and other fixed assets	25	3,689	3,238	1,978	1,897
Goodwill and intangible assets	26	6,313	5,340	334	334
<b>Total assets</b>		<b>740,627</b>	<b>744,531</b>	<b>628,894</b>	<b>635,389</b>
<b>Liabilities</b>					
Due to banks		46,704	39,684	41,357	32,812
Deposits and balances from customers	27	535,103	527,000	401,460	408,290
Derivatives	35	23,474	45,291	21,728	43,286
Other liabilities	28	22,337	22,690	15,711	16,668
Other debt securities	29	43,387	43,781	40,992	40,918
Due to holding company		6,039	8,425	5,037	7,276
Due to subsidiaries		-	-	47,621	36,354
<b>Total liabilities</b>		<b>677,044</b>	<b>686,871</b>	<b>573,906</b>	<b>585,604</b>
<b>Net assets</b>		<b>63,583</b>	<b>57,660</b>	<b>54,988</b>	<b>49,785</b>
<b>Equity</b>					
Share capital	30	24,452	24,452	24,452	24,452
Other equity instruments	31	2,396	2,396	2,396	2,396
Other reserves	32	(4,425)	(5,662)	(2,610)	(3,980)
Revenue reserves	32	40,054	35,355	30,750	26,917
<b>Shareholders' funds</b>		<b>62,477</b>	<b>56,541</b>	<b>54,988</b>	<b>49,785</b>
Non-controlling interests	33	1,106	1,119	-	-
<b>Total equity</b>		<b>63,583</b>	<b>57,660</b>	<b>54,988</b>	<b>49,785</b>

(see notes on pages 7 to 82 which form part of these financial statements)

**DBS Bank Ltd. and its subsidiaries**  
**Consolidated Statement of Changes in Equity**  
**For the Year Ended 31 December 2023**

The Group  In \$ millions	Attributable to shareholders of the Bank					Non-controlling interests	Total equity
	Share capital	Other equity instruments	Other reserves	Revenue reserves	Shareholders' funds		
<b>2023</b>							
Balance at 1 January	24,452	2,396	(5,662)	35,355	56,541	1,119	57,660
Dividends paid to holding company <sup>(a)</sup>	-	-	-	(5,013)	(5,013)	-	(5,013)
Dividends paid to non-controlling interests	-	-	-	-	-	(19)	(19)
Disposal of controlling interest in a subsidiary	-	-	-	-	-	(2)	(2)
Other movements	-	-	(61)	50	(11)	11	-
Net profit	-	-	-	10,016	10,016	21	10,037
Other comprehensive income	-	-	1,298	(354)	944	(24)	920
Balance at 31 December	24,452	2,396	(4,425)	40,054	62,477	1,106	63,583
<b>2022</b>							
Balance at 1 January	24,452	2,396	(600)	30,987	57,235	1,165	58,400
Redemption of preference shares issued by a subsidiary	-	-	-	-	-	(243)	(243)
Issue of perpetual capital securities issued by a subsidiary	-	-	-	-	-	243	243
Dividends paid to holding company <sup>(a)</sup>	-	-	-	(3,789)	(3,789)	-	(3,789)
Dividends paid to non-controlling interests	-	-	-	-	-	(22)	(22)
Other movements	-	-	(36)	25	(11)	11	-
Net profit	-	-	-	8,155	8,155	23	8,178
Other comprehensive income	-	-	(5,026)	(23)	(5,049)	(58)	(5,107)
Balance at 31 December	24,452	2,396	(5,662)	35,355	56,541	1,119	57,660

(a) Includes distributions paid on capital securities classified as equity (2023: \$84 million; 2022: \$85 million)

(see notes on pages 7 to 82 which form part of these financial statements)

**DBS Bank Ltd. and its subsidiaries**  
**Statement of Changes in Equity**  
**For the Year Ended 31 December 2023**

<b>Bank In \$ millions</b>	<b>Share capital</b>	<b>Other equity instruments</b>	<b>Other reserves</b>	<b>Revenue reserves</b>	<b>Total equity</b>
<b>2023</b>					
Balance at 1 January	24,452	2,396	(3,980)	26,917	49,785
Dividends paid to holding company <sup>(a)</sup>	-	-	-	(5,013)	(5,013)
Net profit	-	-	-	9,203	9,203
Other comprehensive income	-	-	1,370	(357)	1,013
Balance at 31 December	<u>24,452</u>	<u>2,396</u>	<u>(2,610)</u>	<u>30,750</u>	<u>54,988</u>
<b>2022</b>					
Balance at 1 January	24,452	2,396	(425)	23,693	50,116
Dividends paid to holding company <sup>(a)</sup>	-	-	-	(3,789)	(3,789)
Net profit	-	-	-	7,040	7,040
Other comprehensive income	-	-	(3,555)	(27)	(3,582)
Balance at 31 December	<u>24,452</u>	<u>2,396</u>	<u>(3,980)</u>	<u>26,917</u>	<u>49,785</u>

(a) Includes distributions paid on capital securities classified as equity (2023: \$84 million; 2022: \$85million)

*(see notes on pages 7 to 82 which form part of these financial statements)*



**DBS Bank Ltd. and its subsidiaries**  
**Consolidated Cash Flow Statement**  
**For the Year Ended 31 December 2023**

In \$ millions	The Group	
	2023	2022
<b>Cash flows from operating activities</b>		
Profit before tax	11,452	9,359
<b>Adjustments for non-cash and other items:</b>		
Allowances for credit and other losses	590	237
Amortisation of intangible assets	9	-
Depreciation of properties and other fixed assets	737	701
Share of profits or losses of associates and joint ventures	(214)	(207)
Net gain on disposal of controlling interest in a subsidiary	(18)	-
Net gain on disposal, net of write-off of properties and other fixed assets	19	50
Net income from investment securities	(217)	(115)
Interest expense on lease liabilities	19	21
Profit before changes in operating assets and liabilities	12,377	10,046
<b>Increase/ (Decrease) in:</b>		
Due to banks	8,804	10,845
Deposits and balances from customers	(6)	31,010
Derivatives and other liabilities	(19,391)	28,912
Other debt securities and borrowings	(135)	(2,465)
Due to holding company	(2,740)	(2,228)
<b>(Increase)/ Decrease in:</b>		
Restricted balances with central banks	(223)	(705)
Government securities and treasury bills	(6,180)	(13,801)
Due from banks	(7,996)	(9,344)
Bank and corporate securities	(6,926)	(7,878)
Loans and advances to customers	2,156	(12,410)
Derivatives and other assets	22,580	(28,255)
Tax paid	(1,311)	(1,033)
<b>Net cash generated from operating activities (1)</b>	<b>1,009</b>	<b>2,694</b>
<b>Cash flows from investing activities</b>		
Dividends from associates	81	86
Acquisition of interests in associates and joint ventures	(124)	(114)
Proceeds from disposal of properties and other fixed assets	2	3
Purchase of properties and other fixed assets	(718)	(669)
Proceeds from divestment of subsidiary	49	-
Net cash proceeds from acquisition of Citi Taiwan Consumer Banking Business	1,437	-
<b>Net cash used in investing activities (2)</b>	<b>727</b>	<b>(694)</b>
<b>Cash flows from financing activities</b>		
Redemption of preference shares issued by a subsidiary	-	(243)
Issue of perpetual capital securities issued by a subsidiary	-	243
Dividends paid to holding company <sup>(a)</sup>	(5,013)	(3,789)
Dividends paid to non-controlling interests	(19)	(22)
<b>Net cash used in financing activities (3)</b>	<b>(5,032)</b>	<b>(3,811)</b>
Exchange translation adjustments (4)	(805)	(903)
<b>Net change in cash and cash equivalents (1)+(2)+(3)+(4)</b>	<b>(4,101)</b>	<b>(2,714)</b>
<b>Cash and cash equivalents at 1 January</b>	<b>43,976</b>	<b>46,690</b>
<b>Cash and cash equivalents at 31 December (Note 14)</b>	<b>39,875</b>	<b>43,976</b>

(a) Includes distributions paid on capital securities classified as equity

(see notes on pages 7 to 82 which form part of these financial statements)

**DBS Bank Ltd. and its subsidiaries**  
**Notes to the financial statements**  
**For the Year ended 31 December 2023**

These Notes are integral to the financial statements.

The consolidated financial statements for the year ended 31 December 2023 were authorised for issue by the Directors on 6 February 2024.

## **1. Domicile and Activities**

DBS Bank Ltd. (the Bank) is incorporated and domiciled in the Republic of Singapore and has its registered office at 12 Marina Boulevard, Marina Bay Financial Centre Tower Three, Singapore 018982. It is a wholly-owned subsidiary of DBS Group Holdings Ltd (DBSH).

The Bank is principally engaged in a range of commercial banking and financial services, principally in Asia.

The financial statements relate to the Bank and its subsidiaries (the Group) and the Group's interests in associates and joint ventures.

## **2. Summary of Material Accounting Policies**

### **2.1 Basis of preparation**

#### **Compliance with Singapore Financial Reporting Standards (International) (SFRS(I))**

The financial statements of the Bank and the consolidated financial statements of the Group are prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)).

The financial statements are presented in Singapore dollars and rounded to the nearest million, unless otherwise stated.

### **2.2 Significant estimates and judgement**

The preparation of financial statements requires management to exercise judgement, use estimates and make assumptions in the application of policies and in reporting the amounts in the financial statements. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from these estimates. Critical accounting estimates and assumptions used that are significant to the financial statements, and areas involving a higher degree of judgement and complexity, are disclosed in Note 3.

### **2.3 New or amended SFRS(I) effective for 2023 year-end**

The Group has adopted International Tax Reform – Pillar Two Model Rules (Amendments to SFRS(I) 1-12) upon its issuance in May 2023. The amendments provide a temporary mandatory exception from deferred tax accounting arising from the implementation of Pillar Two model rules which is effective immediately, and also require new disclosures on the Pillar Two exposure.

The other amendments to SFRS(I) that were effective from 1 January 2023 did not have a significant impact on the Group's financial statements.

### **2.4 New SFRS(I) and Interpretations effective for future periods**

The amendments and interpretations effective for future periods do not have a significant impact on the Group's financial statements.

## **A) General Accounting Policies**

A summary of the Group's material accounting policies is described further below starting with those relating to the entire financial statements followed by those relating to the income statement, the balance sheet and other specific topics. This does not reflect the relative importance of these policies to the Group.

### **2.5 Group Accounting**

#### **Subsidiaries**

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date control is transferred to the Group to the date control ceases.

The acquisition method is used to account for business combinations. Please refer to Note 2.13 for the Group's accounting policy on goodwill.

All intra-group transactions and balances are eliminated on consolidation.

#### **Associates and Joint Ventures**

Associates are entities over which the Group has significant influence but no control, where the Group generally holds a shareholding of between and including 20% and 50% of the voting rights.

Joint ventures are entities which the Group has joint control and rights to the net assets of the entity.

Investments in associates and joint ventures are initially recognised at cost. In addition, when the Group's share of the fair value of the identifiable net assets of the investment exceeds the cost of acquisition paid by the Group, the excess is recognised in profit and loss as part of the share of profit from associates and joint ventures.

Investments in associates and joint ventures are accounted for using the equity method. Under the equity method of accounting, these investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of post-acquisition profits or losses and the Group's share of other comprehensive income. Dividends received or receivable from the associates and joint ventures are recognised as a reduction of the carrying amount of the investments.

## **2.6 Foreign currency treatment**

### **Functional and presentation currency**

Items in the financial statements are measured using the functional currency of each entity in the Group, this being the currency of the primary economic environment in which the entity operates. The Group's financial statements are presented in Singapore dollars, which is the functional currency of the Bank.

### **Foreign currency transactions and balances**

Transactions in foreign currencies are measured using the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the entity undertaking the transaction at the exchange rates at the balance sheet date. Foreign exchange differences arising from this translation are recognised in the income statement within "Net trading income".

Non-monetary assets and liabilities measured at cost in a foreign currency are translated using the exchange rates at the date of the transaction.

Non-monetary assets and liabilities measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined, which is generally the balance sheet date.

Unrealised foreign exchange differences arising from non-monetary financial assets and liabilities classified as fair value through profit or loss (FVPL) are recognised in the income statement as trading income.

Non-monetary financial assets that are classified at fair value through other comprehensive income (FVOCI) relates mainly to FVOCI equities. Please refer to Note 2.9 for the accounting treatment of FVOCI equities.

### **Foreign operations**

The results and financial position of subsidiaries, associates, joint ventures and branches or units whose functional currency is not Singapore dollars ("foreign operations") are translated into Singapore dollars in the following manner:

- Assets and liabilities are translated at the exchange rates at the balance sheet date;
- Income and expenses in the income statement are translated at exchange rates prevailing at each month-end, approximating the exchange rates at the dates of the transactions; and
- All resulting exchange differences are recognised in other comprehensive income and accumulated under foreign currency translation reserves in equity. When a foreign operation is partially or fully disposed of, or when it is liquidated, such exchange differences are recognised in the income statement as part of the gain or loss.

For acquisitions prior to 1 January 2005, the foreign exchange rates at the respective dates of acquisition were used. Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of the foreign

operation and translated at the closing rate. Please refer to Note 26 for an overview of goodwill recorded.

## **2.7 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to management.

In preparing the segment information, amounts for each business segment are shown after the allocation of certain centralised costs, funding income and the application of transfer pricing, where appropriate. Transactions between segments are recorded within the segment as if they are third party transactions and are eliminated on consolidation.

Please refer to Note 47 for further details on business and geographical segment reporting.

## **B) Income Statement**

### **2.8 Income recognition**

#### **Interest income and interest expense**

Interest is accrued on all interest-bearing financial assets and financial liabilities, regardless of their classification and measurement, except for limited transactions measured at FVPL where the economics are better reflected in "Net trading income".

Interest income and interest expense are recognised on a time-proportionate basis using the effective interest method. The calculation includes significant fees and transaction costs that are integral to the effective interest rate, as well as premiums or discounts.

Net interest income also includes the interest element of derivative instruments that are (i) designated in hedge accounting relationships (Note 2.19) or (ii) used in funding or other hedging arrangements where this treatment would reduce an accounting mismatch.

#### **Fee and commission income**

The Group earns fee and commission income from a diverse range of products and services provided to its customers. Fee and commission income are recognised when the Group has satisfied its performance obligation in providing the promised products and services to the customer, and are recognised based on contractual rates agreed with customers, net of expected waivers based on historical experience, and net of expenses directly related to it. The Group generally satisfies its performance obligation and recognises the fee and commission income on the following basis:

- Transaction-based fee and commission income is recognised on the completion of the transaction. Such fees include underwriting fees, brokerage fees, bancassurance sales commission and variable service fees, and fees related to the completion of corporate finance transactions.
- For a service that is provided over a period of time, fee and commission income is generally recognised on equal proportion basis over the period during which the related service is provided or credit risk is undertaken. This basis of recognition most

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appropriately reflects the nature and pattern of provision of these services to the customers over time. Fees for these services can be billed to customers in advance or periodically over time. Such fees include the income from issuance of financial guarantees and bancassurance fixed service fees.

The Group does not provide any significant credit terms to customers for the above products and services.

Directly related expenses typically include brokerage fees paid, card-related expenses and sales commissions, but do not include expenses for services delivered over a period (such as service contracts) and other expenses that are not specifically related to fee and commission income transactions.

**Dividend income**

Dividend income is recognised when the right to receive payment is established. Dividend income arising from financial assets classified as FVPL is recognised in "Net trading income", while those arising from FVOCI financial assets is recognised in "Net income from investment securities".

**Allowances for credit and other losses**

Please refer to Note 2.11 for the accounting policy on impairment of financial assets.

**C) Balance Sheet**

**2.9 Financial assets**

**Initial recognition**

Purchases and sales of all financial assets are recognised on the date that the Group enters into the contractual arrangements with counterparties. When the Group acts as a trustee or in a fiduciary capacity for assets it does not directly control or benefit from, the assets and the corresponding income belonging to a customer are excluded from the financial statements.

Financial assets are initially recognised at fair value, which is generally the transaction price.

**Classification and subsequent measurement**

SFRS(I) 9 categorises debt-like financial assets based on the business model within which the assets are managed, and whether the assets constitute a "basic lending arrangement" where their contractual cash flows represent solely payments of principal and interest (SPPI). Interest is defined as consideration for the time value of money, credit risk, other basic lending risks and may include a profit margin.

The classification of the financial assets and the associated accounting treatment are as follows:

- Debt instruments are measured at **amortised cost** when they are in a "hold to collect" (HTC) business model and have contractual cash flows that are SPPI in nature. The objective of a HTC business model is to collect contractual principal and interest cash flows. Sales are incidental to the objective and expected to be either insignificant or infrequent. These assets consist primarily of loans in the "Consumer Banking/ Wealth Management" and

"Institutional Banking" segments as well as debt securities from the "Others" segment.

- Debt instruments are measured at **fair value through other comprehensive income** (FVOCI) when they are in a "hold to collect & sell" (HTC & S) business model and have cash flows that are SPPI in nature. Both the collection of contractual cash flows and sales are integral to achieving the objective of the HTC & S business model. Assets measured at FVOCI comprise mainly of debt securities from "Treasury Markets" and the "Others" segment.

Unrealised gains or losses on FVOCI debt instruments are recorded in other comprehensive income and accumulated in FVOCI revaluation reserves. When they are sold, the accumulated fair value adjustments in FVOCI revaluation reserves are reclassified to the income statement as "Net income from investment securities".

- Debt instruments are measured at **fair value through profit or loss** (FVPL) when:
  - i) the assets are not SPPI in nature;
  - ii) the assets are not part of a "HTC" or "HTC & S" business model; or
  - iii) the assets are designated at FVPL to eliminate or significantly reduce the measurement or recognition inconsistencies that would otherwise arise from measuring assets or liabilities on different bases.

Assets measured at FVPL are mainly recorded in the "Treasury Markets" segment. Realised and unrealised gains or losses on FVPL financial assets are taken to the income statement in the period they arise.

- Subsequent changes in fair value of non-trading equity instruments can be taken through profit or loss or comprehensive income, as elected. The Group generally elects its non-trading equity instruments to be classified as FVOCI. Other than dividend income, gains and losses on FVOCI equity instruments are recorded in other comprehensive income and accumulated in FVOCI revaluation reserves, and not reclassified to profit or loss upon derecognition.
- Derivatives (including derivatives embedded in financial liabilities but separated for accounting purposes) are classified as held for trading unless they are designated in hedge accounting relationships (Note 2.19). Derivatives are classified as assets when the fair value is positive and as liabilities when the fair value is negative. Changes in the fair value of derivatives other than those designated as hedging instruments in cash flow or net investment hedges are included in "Net trading income". Also refer to Note 2.8 on the accounting for the interest element of derivative instruments.

**Reclassification**

Reclassification of financial assets are prohibited unless the Group changes its business model for managing financial assets. In practice, this is expected to be infrequent.

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**Determination of fair value**

The fair value of financial assets is the price that would be received if the asset is sold in an orderly transaction between market participants at the measurement date. Fair value is generally estimated by using prices in active markets or by using valuation techniques that use observable market parameters as inputs. Where applicable, a valuation reserve or pricing adjustment is applied to arrive at the fair value. Significant judgement is required in estimating fair value. Refer to Note 40 for further details.

**Offsetting**

Financial assets and liabilities are presented net when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle them on a net basis, or realise the asset and settle the liability simultaneously.

**Derecognition**

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or when they have been transferred together with substantially all the risks and rewards of ownership.

The Group enters into certain transactions where it transfers financial assets recognised on its balance sheet but retains either all or a portion of the risks and rewards of the transferred financial assets. In such cases, the transferred financial assets are not derecognised from the balance sheet. Such transactions include repurchase agreements described in Note 2.12. They also include transactions where control over the financial asset is retained, for example, by a simultaneous transaction (such as options) with the same counterparty to which the asset is transferred. These are mainly transacted in the "Treasury Markets" segment. In such cases, the Group continues to recognise the asset to the extent of its continuing involvement which is the extent to which it is exposed to changes in the value of the transferred asset.

Please refer to Note 18 for disclosures on transferred financial assets.

**2.10 Cash and cash equivalents**

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and non-restricted balances with central banks which are readily convertible into cash.

**2.11 Impairment of financial assets at amortised cost and FVOCI**

**Expected Credit Losses (ECL)**

ECL are recognised for all financial assets held at amortised cost, debt instruments measured at FVOCI, guarantees and undrawn credit commitments. It represents the present value of expected cash shortfalls over the residual term of a financial asset, guarantee or undrawn commitment.

At initial recognition, allowance is required for ECL resulting from possible default events that may occur within the next 12 months ('12-month ECL'). In the event of a significant increase in credit risk, allowance is required for ECL resulting from possible default events over the expected life of the instrument ('lifetime ECL').

The ECL recognised follows the three-stage model: financial instruments where 12-month ECL is recognised are considered Stage 1; financial instruments which experience a significant increase in credit risk (SICR) are in Stage 2; and financial instruments with objective evidence of default or are credit-impaired are in Stage 3.

- **Stage 1** - Financial instruments are classified as Stage 1 at initial recognition and will remain under Stage 1 unless they experience a SICR or become credit-impaired. 12-month ECL is recognised for these instruments.
- **Stage 2** - Financial instruments which experience a SICR subsequent to initial recognition, but are not yet credit-impaired, will migrate from Stage 1 to Stage 2. Lifetime ECL is recognised for these instruments.

**SICR:** SICR is assessed by comparing the risk of default at reporting date to the risk of default at origination using a range of qualitative and quantitative factors.

For wholesale exposures, a financial instrument is deemed to have experienced a significant increase in credit risk when:

- the observed change in its probability of default (PD), as observed by downgrades in the Group's internal credit risk rating for this instrument between origination and reporting dates, is more than pre-specified thresholds; or
- it is placed on certain internal credit watchlists categories for closer scrutiny of developing credit issues.

For retail exposures, days past due is the main driver, supplemented with a PD-based criterion. In any event, all retail and wholesale exposures that are more than 30 days past due are presumed to have experienced a significant increase in credit risk, unless assessed otherwise, and are classified as Stage 2.

Instruments in Stage 2 that no longer exhibit a significant increase in credit risk will be transferred back to Stage 1.

- **Stage 3** - Financial instruments that become credit-impaired with evidence of default, i.e. non-performing assets, are transferred to Stage 3. Please refer to Note 42 for the definition of non-performing assets.

Lifetime ECL is recognised for these assets. ECL for Stage 3 assets are also known as specific allowances.

A Stage 3 exposure that is restructured can be upgraded to Stage 2 if there are reasonable grounds to conclude that the obligor is able to service future principal and interest payments in accordance with the restructured terms. Stage 3 financial assets are written-off, in whole or in part, when the Group has exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of future recoveries.

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**Measurement of ECL**

ECL are unbiased and probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes, considering past events, current conditions and assessments of future economic conditions at the reporting date. The ECL associated with a financial instrument is typically a product of its probability of default (PD), loss given default (LGD) and exposure at default (EAD) discounted using the original effective interest rate to the reporting date.

Component	Description
PD	Point-in-time (based on current conditions, adjusted to take into account estimates of future conditions that will impact PD) estimate of the likelihood of default.
LGD	Estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the Group would expect to receive, including recoveries from collaterals.
EAD	Estimate of the expected credit exposure at time of default, taking into account repayments of principal and interest as well as expected drawdowns on undrawn credit commitments and potential pay-outs on guarantees issued.

The 12-month ECL is calculated by multiplying the 12-month PD, LGD and EAD. Lifetime ECL is calculated by multiplying the lifetime PD, LGD and EAD. The 12-month and lifetime PDs represent the probability of default occurring over the next 12 months and the remaining maturity of the instrument respectively.

In most instances, expected remaining maturity is the same as the remaining contractual life which represents the maximum contractual period over which the Group is exposed to the credit risk of the borrower. However, for some revolving products (e.g. credit cards), the expected remaining maturity may exceed the contractual maturity. In such instances, behavioural expected remaining life will be used.

**ECL Modelling - Point-in-Time and Forward-Looking Adjustments**

The Group leverages the models and parameters implemented under the Basel II Internal Ratings-Based (IRB) framework where possible, with appropriate modifications to meet SFRS(I) 9 requirements.

Other relevant historical information, loss experience or proxies will be utilised for portfolios without appropriate Basel models and parameters, with a view to maximise the use of available information that is reliable and supportable.

For the wholesale portfolios, credit cycle indices (CCIs) have been developed for the key industries and geographies. CCIs are summary measures that depict broad-based, sector-wide changes in credit risk, which are constructed by comparing the median expected default frequency of firms within each segment against a long-run average. Expected default frequency is in turn a market-based point-in-time default risk measure driven by the

market value of firms' assets, asset volatility and leverage. CCIs are then used as inputs to convert the generally more through-the-cycle PDs derived from Basel models/parameters into the point-in-time equivalents by adding the unaccounted portion of cyclical variations, as well as to incorporate forward-looking information. LGDs are determined using historical loss data, which are adjusted for both the latest and forecasted recovery experience.

The Group relies on a Monte Carlo simulation approach to consider over 100 probability-weighted forward-looking scenarios in estimating ECL. This involves simulations of many alternative CCI scenarios to arrive at an unbiased ECL estimate that are meant to cover all possible good and bad scenarios based on known estimates.

For material unsecured retail portfolios under the Advanced Internal Ratings-Based Approach (Advanced IRBA), the Group has rolled out a SFRS(I) 9 adjusted PD, LGD and EAD-based approach during the year. For other retail portfolios, historical loss experience is used in conjunction with the forecast loss rates which take into account relevant macroeconomic variables, such as property prices and unemployment rates.

**Expert credit judgement and post model adjustments**

The measurement of ECL requires the application of expert credit judgement and post model adjustments. These include:

- assignment of credit risk ratings and determination of whether exposures should be placed on credit watchlists;
- assessment of whether a significant increase in credit risk has occurred;
- selecting and calibrating the ECL models such as CCIs;
- determining the expected remaining maturity of revolving products (e.g. overdrafts and credit cards);
- determination of the forecast loss rates; and
- application of thematic overlays based on emerging risk themes where potential risks may not be fully captured in the underlying modelled ECL. Such top-down additional modelled ECL was quantified by means of applying conditional probabilities on more severe scenarios materialising from emerging risk themes.

The Group has the following thematic overlays as at 31 December 2023.

In addition to the base scenarios generated by the model, the Group has incorporated stress scenarios and assigned probabilities to the scenarios, in line with management's judgement of the likelihood of each scenario. The stress scenarios factor in heightened geopolitical and macro-economic risk, potential vulnerabilities in the US and EU corporates, as well as stress in the China commercial real estate sector.

There is also a thematic overlay to address pricing pressures and risks of asset stranding that the conventional energy sector could face as a result of a transition to a low-carbon economy. Probabilities were assigned to the scenarios in-line with management's judgement of the likelihood of each scenario.

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**Governance framework**

The measurement of ECL is subject to a robust governance framework as described below.

- The Group ECL Review Committee (Review Committee) is the overarching committee for ECL related matters and comprises senior management and representatives from functions across the Group. Significant changes to ECL models and methodologies and the application of thematic overlays are subject to the oversight and approval of the Review Committee.
- The Review Committee is supported by the Group ECL Operating Committee (Operating Committee) which comprises cross functional representatives and subject matter experts. The Operating Committee recommends changes to ECL models, methodologies and thematic overlays to the Review Committee; provides oversight over system design, infrastructure and development; and establishes principles and significant policies pertaining to ECL. Group Credit Risk Models Committee oversees ECL models and credit risk models used by the Group.
- Location ECL committees are established for key overseas subsidiaries to govern and manage location-specific ECL reporting.
- ECL models are subject to independent validation by the Risk Management Group (RMG) Model Validation team, as well as independent reviews by internal and external auditors. The validation and assurance processes cover the review of the underlying ECL methodology including its logic and conceptual soundness.

**Minimum Regulatory Loss Allowance**

Singapore banks are required to maintain the Minimum Regulatory Loss Allowances (MRLA) of at least 1% of the gross carrying amount of selected credit exposures net of collaterals per MAS Notice 612. For periods when Stage 1 and 2 ECL fall below MRLA, the shortfall is appropriated from retained earnings in the shareholders' funds into a non-distributable Regulatory Loss Allowance Reserve (RLAR) account.

**2.12 Repurchase agreements**

**Repurchase agreements (Repos)** are arrangements where the Group sold the securities but are subject to a commitment to repurchase or redeem the securities at a pre-determined price. The securities are retained on the balance sheet as the Group retains substantially all the risk and rewards of ownership and these securities are disclosed within "Financial assets pledged or transferred" (Note 18). The consideration received is recorded as financial liabilities in either "Due to banks" or "Deposits and balances from customers". Short-dated repos transacted as part of Treasury Markets activities are measured at FVPL.

**Reverse repurchase agreements (Reverse repos)** are arrangements where the Group purchased the securities but are subject to a commitment to resell or return the securities at a pre-determined price. The risk and rewards of ownership of the collateral are not acquired by the Group and are reflected as collateral received and

recorded off-balance sheet. The consideration paid is recorded as financial assets as "Cash and balances with central banks", "Due from banks" or "Loans and advances to customers". Short-dated reverse repos transacted as part of Treasury Markets activities are measured at FVPL.

**2.13 Goodwill and intangible assets arising from business combinations**

**Goodwill**

Goodwill arising from business combinations generally represents the excess of the acquisition cost over the fair value of identifiable assets acquired and liabilities and contingent liabilities assumed on the acquisition date. Goodwill is stated at cost less impairment losses and is tested at least annually for impairment.

At the acquisition date, any goodwill acquired is allocated to each of the cash-generating units (CGU) or group of CGUs expected to benefit from the combination's synergies.

An impairment loss is recognised on goodwill when the carrying amount of a CGU, or group of CGUs, including the goodwill, exceeds the applicable recoverable amount. The recoverable amount of a CGU or CGU group is the higher of the CGU's or CGU group's fair value less cost to sell and its value-in-use. An impairment loss on goodwill is recognised in the income statement and cannot be reversed in subsequent periods.

**Other intangible assets**

Intangible assets acquired in a business combination are recognised at fair value at the acquisition date and they relate mainly to customer relationships and core customer deposits. They have a finite useful life and are subsequently measured at cost less accumulated amortisation and impairment losses. Intangible assets are amortised using the straight-line method over their estimated useful lives of 10 years.

**2.14 Properties and other fixed assets**

**Owned properties and other fixed assets**

Properties (including investment properties) and other fixed assets are stated at cost less accumulated depreciation and impairment losses.

Depreciation is calculated using the straight-line method to write down the costs of the assets to their residual values over the estimated useful lives of the assets. The useful life refers to the period which the Group expects to use or hold the asset.

The residual value of an asset is its estimated selling price (after deducting related costs), assuming that it is already at the age and in the condition expected at the end of its useful life. No depreciation is recognised when the residual value is higher than the carrying amount.

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Freehold and leasehold land with unexpired lease terms of more than 100 years are not depreciated. The depreciation periods of the other assets are as follows:

Leasehold land with unexpired lease terms below 100 years	The shorter of the remaining lease term or useful life
Buildings	The shorter of 50 years, the remaining lease term or useful life
Computer software	3 to 5 years
Computer hardware, office equipment, furniture and fittings	3 to 10 years
Leasehold improvements	Up to 20 years

**Leased properties and other fixed assets**

Lease liabilities are initially measured at the present value of lease payments to be made over the lease term at the lease commencement date. The measurement of the associated right-of-use assets generally approximates the lease liability.

Lease liabilities are subsequently measured at amortised cost using the effective interest method. The right-of-use assets are depreciated over the lease term on a straight-line basis.

Extension options and termination options are included in the assessment of the lease term if the options are reasonably certain to be exercised or not exercised accordingly. If the Group changes its initial assessment, adjustments are made to the carrying amounts of the lease liabilities and right-of-use assets prospectively. The recognition exceptions for short-term leases and leases of low-value assets are applied. Please refer to Note 25 for the details of owned and leased properties and other fixed assets.

**2.15 Financial liabilities**

**Initial recognition, classification and subsequent measurement**

Financial liabilities are initially recognised at fair value. The Group generally classifies and measures its financial liabilities in accordance with the purpose for which the financial liabilities are incurred and managed. Accordingly:

- Financial liabilities are classified as **financial liabilities at fair value through profit or loss** if they are incurred for the purpose of repurchasing in the near term (“**held for trading**”), and this may include debt securities issued and short positions in securities for the purpose of ongoing market-making or trading. Financial liabilities at fair value through profit or loss can also be designated by management on initial recognition (“**designated at fair value through profit or loss**”) if doing so eliminates or significantly reduces measurement or recognition inconsistencies that would otherwise arise, or if the financial liability contains an embedded derivative

that would otherwise need to be separately recorded, or if a group of financial liabilities or financial assets and financial liabilities is managed and its performance is evaluated on a fair value basis. Financial liabilities in this classification are usually within the “Treasury Markets” segment.

Realised or unrealised gains or losses on financial liabilities held for trading and financial liabilities designated under the fair value option, except interest expense, are taken to “Net trading income” in the income statement in the period they arise.

The changes to the fair value of financial liabilities designated under the fair value option that are attributable to the Group’s own credit risk are taken to revenue reserves through other comprehensive income. These amounts are not transferred to the income statement even when realised.

- Derivative liabilities are treated consistently with derivative assets. Please refer to Note 2.9 for the accounting policy on derivatives.
- Other financial liabilities are carried at **amortised cost** using the effective interest method. These comprise predominantly the Group’s “Deposits and balances from customers”, “Due to banks” and “Other debt securities”.

Please refer to Note 13 for further details on the types of financial liabilities classified and measured as above.

**Determination of fair value**

The fair value of financial liabilities is the price that would be paid to transfer the liability in an orderly transaction between market participants at the measurement date.

Please refer to Note 40 for further fair value disclosures.

**Derecognition**

A financial liability is derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

**2.16 Loan commitments, letters of credit and financial guarantees**

**Loan commitments**

Loan commitments are not recognised on the balance sheet and are disclosed in Note 34. Upon a loan draw-down, the amount of the loan is generally recognised as “Loans and advances to customers” on the Group’s balance sheet.

**Letters of credit**

Letters of credit are recorded off-balance sheet as contingent liabilities upon issuance, and the corresponding payables to the beneficiaries and receivables from the applicants are recognised on the balance sheet upon acceptance of the underlying documents.

**Financial guarantees**

Financial guarantees are initially recognised in the financial statements at fair value on the date the guarantees are given.



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Financial guarantees are subsequently measured at the higher of:

- the amount of the ECL (Note 2.11); and
- the unamortised portion of the fees that were received on initial recognition.

Please refer to Note 2.8 for the principles for recognising the fees.

Off-balance sheet credit exposures are managed for credit risk in the same manner as financial assets.

Please refer to Note 2.11 on the Group's accounting policies on allowances for credit losses.

## **2.17 Provisions**

Provisions are liabilities of uncertain timing or amounts and are recognised when:

- the Group has a present legal or constructive obligation as a result of past events;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate of the amount of the obligation can be made.

The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

## **2.18 Share capital and other instruments classified as equity**

Ordinary shares, preference shares and other instruments which do not result in the Group having a contractual obligation to deliver cash or another financial asset, or to exchange financial assets or financial liabilities with the holder under conditions that are potentially unfavourable to the Group, are classified as equity. Distributions arising from such instruments are recognised in equity as there is no contractual obligation to pay distributions on these instruments. Incremental external costs directly attributable to the issuance of such instruments are accounted for as a deduction from equity.

For ordinary and preference shares, interim dividends are recorded during the financial year in which they are declared payable. Final dividends are recorded during the financial year in which the dividends are approved by the shareholders at the Annual General Meeting.

## **D) Other Specific Topics**

### **2.19 Hedge accounting**

As part of the overall risk management of the Group, derivatives and other instruments are used to manage exposures to interest rate and foreign currency risks, including exposures arising from forecast transactions. Where all relevant criteria are met, the Group can elect to apply hedge accounting to reduce the accounting mismatch between hedging instrument and the hedged item.

To qualify for hedge accounting, at the inception of each hedging relationship, the Group designates and

documents the relationship between the hedging instrument and the hedged item; the risk management objective for undertaking the hedge transaction; and the methods used to assess the effectiveness of the hedge. At inception and on an on-going basis, the Group also assesses and measures the effectiveness of the hedging relationship between the hedging instrument and the hedged item.

The Group designates certain derivatives as hedging instruments in respect of foreign currency risk and interest rate risk in fair value hedges, cash flow hedges, or hedges of net investments in foreign operations as described below.

#### **• Fair value hedge**

For a qualifying fair value hedge, the changes in the fair value of the hedging instruments are recorded in the income statement, together with any changes in the fair value of the hedged item attributable to the hedged risk. If the hedge no longer meets the criteria for hedge accounting, the adjustment on the hedged item is amortised using the effective interest method to the income statement over its remaining maturity.

However, where the hedged item is an equity instrument classified as FVOCI, changes in the fair value of the hedging instrument and the hedged item are both recorded in other comprehensive income and accumulated in FVOCI revaluation reserves. The amounts recorded in FVOCI revaluation reserves are not subsequently reclassified to the income statement.

#### **• Cash flow hedge**

For qualifying cash flow hedges, the effective portion of changes in the fair value of derivatives is recognised in other comprehensive income and accumulated under the cash flow hedge reserves in equity. This amount is reclassified to the income statement in the periods when the hedged forecast cash flows affect the income statement. The ineffective portion of the gain or loss is recognised immediately in the income statement under "Net trading income".

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in the cash flow hedge reserves remains until the forecast transaction is recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss in the cash flow hedge reserves is immediately reclassified from equity to the income statement.

#### **• Net investment hedge**

Hedges of net investments in the Group's foreign operations are accounted for in a manner similar to cash flow hedges. On disposal of the foreign operations, the cumulative gain or loss in the foreign currency translation reserves is reclassified to the income statement as part of the gain or loss on disposal.

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When designating the hedging instrument, the Group may elect to exclude the valuation components of currency basis spreads and forward points from the hedge relationship on a hedge-by-hedge basis.

The forward points and currency basis spreads which are excluded and recorded in other comprehensive income are:

- reclassified to the income statement when the forecast transaction occurs; or
- amortised to the income statement over the hedging tenor for time-period hedges. The amounts recorded in other comprehensive income are not subsequently reclassified to the income statement for hedges of FVOCI equities.

The Group has elected to apply the SFRS(I) 9 hedge accounting rules in full.

Please refer to Note 37 for further details relating to hedge accounting, including fair value, cash flow and net investment hedges.

## **2.20 Employee benefits**

Employee benefits, which include base pay, cash bonuses, share-based compensation, contribution to defined contribution plans such as the Central Provident Fund and other staff-related allowances, are recognised in the income statement when incurred.

For defined contribution plans, contributions are made to publicly or privately administered funds on a mandatory, contractual or voluntary basis. Once the contributions have been paid, the Group has no further payment obligations.

Employee entitlement to annual leave is recognised when they accrue to employees. A provision is made for the estimated liability for annual unutilised leave as a result of services rendered by employees up to the balance sheet date.

## **2.21 Share-based compensation**

Employee benefits also include share-based compensation, namely the DBSH Share Plan, the DBSH Employee Share Plan and the DBSH Employee Share Purchase Plan (the Plans). The details of the Plans are described in Note 38.

Equity instruments granted and ultimately vested under the Plans are recognised in the income statement based on the fair value of the equity instrument at the date of grant. The expense is amortised over the vesting period of each award.

## **2.22 Current and deferred taxes**

Current income tax for current and prior periods is recognised as the amount expected to be paid or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Group considers uncertain tax positions generally at the level of the total tax liability to each tax authority for each period. The liability is determined based on the total amount of current tax expected to be paid, taking into account all tax uncertainties, using either an expected value approach or a single best estimate of the most likely outcome.

Tax assets and liabilities of the same type (current or deferred) are offset when a legal right of offset exists and settlement in this manner is intended. This applies generally when they arise from the same tax reporting group and relate to the same tax authority.

Deferred income tax is provided on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted by the balance sheet date.

The amount of deferred tax assets recognised takes into account the likelihood the amount that can be used to offset payable taxes on future profits.

Deferred tax related to fair value re-measurement of FVOCI investments is recognised in other comprehensive income and accumulated in the FVOCI revaluation reserves.

### **3. Critical Accounting Estimates**

The Group's accounting policies and use of estimates are integral to the reported amounts in the financial statements. Certain accounting estimates require management's judgement in determining the appropriate methodology for valuation of assets and liabilities. Procedures are in place to ensure that methodologies are reviewed and revised as appropriate. The Group believes its estimates for determining the valuation of its assets and liabilities are appropriate.

The following is a brief description of the Group's critical accounting estimates that involve management's valuation judgement.

#### **3.1 Impairment of financial assets**

It is the Group's policy to recognise, through charges against profit, allowances in respect of estimated and inherent credit losses in its portfolio as described in Note 2.11.

ECLs are unbiased and probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes, considering past events, current conditions and assessments of future economic conditions at the reporting date. This will necessarily involve the use of judgement.

Please refer to Note 42 for a further description of the Group's credit risk management framework, policies and procedures.

#### **3.2 Fair value of financial instruments**

The majority of the Group's financial instruments reported at fair value are based on quoted and observable market prices or on internally developed models that are based on independently sourced or verified market parameters.

The fair value of financial instruments without an observable market price in an active market may be determined using valuation models. The choice of model requires significant judgement for complex products especially those in the "Treasury Markets" segment.

Policies and procedures have been established to facilitate the exercise of judgement in determining the risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors used in the valuation process.

Please refer to Note 40 for further details on fair valuation and fair value hierarchy of the Group's financial instruments measured at fair value.

#### **3.3 Goodwill impairment**

The Group performs an impairment review to ensure that the carrying amount of a CGU to which goodwill is allocated does not exceed the recoverable amount of the CGU. Note 26 provides details of goodwill at the reporting date.

The recoverable amount represents the present value of the estimated future cash flows expected to arise from continuing operations. Therefore, in arriving at the recoverable amount, management exercises judgement in estimating the future cash flows, growth rate and discount rate.

#### **3.4 Income taxes**

The Group has exposure to income taxes in several jurisdictions. The Group recognises liabilities for expected tax issues based on reasonable estimate of whether additional tax will be due. Where uncertainty exists around the Group's tax position, appropriate provisions are provided based on the technical assessment of the cases. Where the final tax outcome of these positions is different from the provision provided, the differences will impact the income tax and deferred tax balances in the period in which the final tax is determined. Note 20 provides details of the Group's deferred tax assets/ liabilities.

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**4. Net Interest Income**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Cash and balances with central banks and Due from banks	3,016	1,254	2,873	1,164
Customer non-trade loans	17,320	10,282	13,555	7,618
Trade assets	2,459	1,317	1,964	919
Securities and others	5,093	3,086	3,839	2,283
<b>Total interest income</b>	<b>27,888</b>	<b>15,939</b>	<b>22,231</b>	<b>11,984</b>
Deposits and balances from customers	10,941	3,565	8,563	2,534
Other borrowings	3,340	1,458	3,787	1,558
<b>Total interest expense</b>	<b>14,281</b>	<b>5,023</b>	<b>12,350</b>	<b>4,092</b>
<b>Net interest income</b>	<b>13,607</b>	<b>10,916</b>	<b>9,881</b>	<b>7,892</b>
Comprising:				
Interest income from financial assets at FVPL	1,040	629	873	501
Interest income from financial assets at FVOCI	1,794	888	1,311	650
Interest income from financial assets at amortised cost	25,054	14,422	20,047	10,833
Interest expense from financial liabilities at FVPL	(588)	(206)	(462)	(188)
Interest expense from financial liabilities not at FVPL <sup>(a)</sup>	(13,693)	(4,817)	(11,888)	(3,904)
<b>Total</b>	<b>13,607</b>	<b>10,916</b>	<b>9,881</b>	<b>7,892</b>

(a) Includes interest expense of \$19 million (2022: \$21 million) and \$4 million (2022: \$5 million) on lease liabilities for the Group and Bank respectively

**5. Net Fee and Commission Income**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Investment banking	125	121	96	89
Transaction services <sup>(a)</sup>	896	929	663	652
Loan-related	554	459	419	348
Cards <sup>(b)</sup>	1,052	858	736	659
Wealth management	1,504	1,330	944	872
<b>Fee and commission income</b>	<b>4,131</b>	<b>3,697</b>	<b>2,858</b>	<b>2,620</b>
Less: fee and commission expense	765	606	493	454
<b>Net fee and commission income<sup>(c)(d)</sup></b>	<b>3,366</b>	<b>3,091</b>	<b>2,365</b>	<b>2,166</b>

(a) Includes trade & remittances, guarantees and deposit-related fees

(b) Card fees are net of interchange fees paid

(c) 2023 includes one-time accounting harmonisation impact from the integration of Citigroup Inc's consumer banking business in Taiwan (Citi Taiwan) of \$18 million for the Group

(d) Includes net fee and commission income of \$170 million (2022: \$152 million) and \$149 million (2022: \$133 million) for the Group and Bank respectively, which was derived from the provision of trust and other fiduciary services during the year. Net fee and commission income earned from financial assets or liabilities not at fair value through profit or loss was \$1,100 million (2022: \$975 million) and \$851 million (2022: \$734 million) during the year for the Group and Bank respectively

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**6. Net Trading Income**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Net trading income <sup>(a)(b)</sup>	4,117	1,847	3,728	1,486
Net loss from financial assets designated at fair value	(6)	(17)	(4)	(20)
Net (loss)/gain from financial liabilities designated at fair value	(1,255)	478	(1,274)	498
<b>Total</b>	<b>2,856</b>	<b>2,308</b>	<b>2,450</b>	<b>1,964</b>

(a) Includes income from assets that are mandatorily classified at FVPL

(b) Includes dividend income of \$328 million (2022: \$366 million) for the Group and \$327 million (2022: \$364 million) for the Bank

**7. Net Income from Investment Securities**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Debt securities				
- FVOCI	89	(46)	66	(61)
- Amortised cost	(21)	#	(34)	#
Equity securities at FVOCI <sup>(a)</sup>	149	161	142	157
<b>Total</b>	<b>217</b>	<b>115</b>	<b>174</b>	<b>96</b>

# Amount under \$500,000

(a) Dividend income

**8. Other Income**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Net gain on disposal of properties and other fixed assets	2	3	1	#
Others <sup>(a)(b)</sup>	69	39	1,067	331
<b>Total</b>	<b>71</b>	<b>42</b>	<b>1,068</b>	<b>331</b>

# Amount under \$500,000

(a) Includes net gains and losses from sale of loans carried at amortised cost and rental income from operating leases for both the Group and Bank

(b) Includes dividend income from subsidiaries of \$948 million (2022: \$225 million) and associates of \$59 million (2022: \$65 million) for the Bank

**9. Employee Benefits**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Salaries and bonuses	4,141	3,661	2,709	2,369
Contributions to defined contribution plans	241	208	157	136
Share-based expenses <sup>(a)</sup>	175	126	130	98
Others	496	381	157	72
<b>Total<sup>(b)</sup></b>	<b>5,053</b>	<b>4,376</b>	<b>3,153</b>	<b>2,675</b>

(a) Excludes share-based expenses of \$2 million (2022: \$7 million) for the Group and \$1 million (2022: \$3 million) for the Bank relating to sales incentive plan which are reflected under other expenses. The 2023 share-based expenses included a \$28 million impact for the Group and \$19 million impact for the Bank arising from the change in vesting schedule and retention awards for shares granted in February 2023 in respect of performance year 2022 (refer to Note 38 for more details). The share grant in respect of the performance year 2023, which will be granted in February 2024, will be recognised as an expense over its vesting period from 2024 to 2027

(b) 2023 includes one-time Citi Taiwan integration expenses of \$17 million for the Group and \$6 million for the Bank. It also includes staff expenses arising from the consolidation of Citi Taiwan with effect from 12 August 2023 of \$81 million for the Group

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**10. Other Expenses**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Computerisation expenses <sup>(a)</sup>	1,293	1,200	1,135	1,015
Occupancy expenses <sup>(b)</sup>	432	396	208	183
Revenue-related expenses	442	351	241	202
Others <sup>(c)</sup>	1,060	760	562	364
<b>Total<sup>(d)</sup></b>	<b>3,227</b>	<b>2,707</b>	<b>2,146</b>	<b>1,764</b>

(a) Includes hire, depreciation and maintenance costs of computer hardware and software

(b) Includes depreciation of leased office and branch premises of \$205 million (2022: \$204 million) for the Group, and \$87 million (2022: \$84 million) for the Bank and amounts incurred in the maintenance of buildings

(c) Includes office administration expenses (e.g. printing, stationery, telecommunications, etc.), and legal and professional fees

(d) 2023 includes one-time Citi Taiwan integration expenses of \$118 million for the Group and \$27 million for the Bank, and Corporate Social Responsibility commitment of \$100 million for both the Group and Bank (Note 48.2). It also includes other expenses arising from the consolidation of Citi Taiwan with effect from 12 August 2023 of \$65 million for the Group

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Depreciation expenses				
- owned properties and other fixed assets	512	477	377	336
- leased properties and other fixed assets	225	224	98	100
Hire and maintenance costs of fixed assets, including building-related expenses	476	379	359	277
Audit fees <sup>(a)</sup> payable to external auditors <sup>(b)</sup> :				
- Auditors of the Bank	5	5	5	4
- Associated firms of auditors of the Bank	6	5	1	1
Non-audit fees payable to external auditors <sup>(b)</sup> :				
- Auditors of the Bank	#	#	#	#
- Associated firms of auditors of the Bank	1	1	#	#

# Amount under \$500,000

(a) Includes audit related assurance fees

(b) PricewaterhouseCoopers network firms

**11. Allowances for Credit and Other Losses**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
<b>Specific allowances<sup>(a)</sup></b>				
Loans and advances to customers	466	323	215	152
Investment securities (amortised cost)	26	5	16	#
Off-balance sheet credit exposures	3	(2)	5	(1)
Others <sup>(b)</sup>	17	9	6	(1)
<b>General allowances<sup>(c)</sup></b>	<b>78</b>	<b>(98)</b>	<b>137</b>	<b>(58)</b>
<b>Total</b>	<b>590</b>	<b>237</b>	<b>379</b>	<b>92</b>

# Amount under \$500,000

(a) Includes Stage 3 ECL

(b) Includes allowances for non-credit exposures (2023: write-back of \$1 million; 2022: charge of \$3 million) for the Group and (2023: nil; 2022: write back of \$1 million) for the Bank

(c) Refers to Stage 1 and 2 ECL

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The following tables outline the changes in ECL under SFRS(I) 9 in 2023 and 2022 which are attributable to the following factors:

- Transfers between stages.
- Net portfolio changes, which are determined on an obligor basis i.e. originations with new obligors net of derecognitions of former obligors.
- Remeasurements, which include the impact of changes in model inputs or assumptions, partial repayments, additional drawdowns on existing facilities and changes in ECL following a transfer between stages.

In \$ millions	General allowances (Non-impaired)		The Group Specific allowances (Impaired)	Total
	Stage 1	Stage 2	Stage 3	
<b>2023</b>				
<b>Balance at 1 January</b>	<b>2,574</b>	<b>1,162</b>	<b>2,506</b>	<b>6,242</b>
Changes in allowances recognised in opening balance that were transferred to/ (from)	85	(173)	88	-
-Stage 1	(31)	31	-	-
-Stage 2	128	(128)	-	-
-Stage 3	(12)	(76)	88	-
Net portfolio changes	85	(29)	-	56
Remeasurements	(83)	193	425	535
Net write-offs <sup>(a)</sup>	-	-	(510)	(510)
Acquisition of Citi Taiwan	93	1	95	189
Exchange and other movements	(7)	(5)	(24)	(36)
<b>Balance at 31 December</b>	<b>2,747</b>	<b>1,149</b>	<b>2,580</b>	<b>6,476</b>
<b>Charge/ (Write-back) in the income statement</b>	<b>87</b>	<b>(9)</b>	<b>513</b>	<b>591</b>
<b>2022</b>				
<b>Balance at 1 January</b>	<b>2,231</b>	<b>1,645</b>	<b>2,926</b>	<b>6,802</b>
Changes in allowances recognised in opening balance that were transferred to/ (from)	186	(272)	86	-
-Stage 1	(17)	17	-	-
-Stage 2	236	(236)	-	-
-Stage 3	(33)	(53)	86	-
Net portfolio changes	99	(54)	-	45
Remeasurements	80	(137)	246	189
Net write-offs <sup>(a)</sup>	-	-	(709)	(709)
Exchange and other movements	(22)	(20)	(43)	(85)
<b>Balance at 31 December</b>	<b>2,574</b>	<b>1,162</b>	<b>2,506</b>	<b>6,242</b>
<b>Charge/ (Write-back) in the income statement</b>	<b>365</b>	<b>(463)</b>	<b>332</b>	<b>234</b>

(a) Write-offs net of recoveries

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In \$ millions	General allowances (Non-impaired)		Bank Specific allowances (Impaired)	Total
	Stage 1	Stage 2	Stage 3	
<b>2023</b>				
<b>Balance at 1 January</b>	<b>2,191</b>	<b>945</b>	<b>1,844</b>	<b>4,980</b>
Changes in allowances recognised in opening balance that were transferred to/ (from)	<b>62</b>	<b>(117)</b>	<b>55</b>	<b>-</b>
-Stage 1	(27)	27	-	-
-Stage 2	98	(98)	-	-
-Stage 3	(9)	(46)	55	-
Net portfolio changes	41	(7)	-	34
Remeasurements	20	138	187	345
Net write-offs <sup>(a)</sup>	-	-	(219)	(219)
Exchange and other movements	(1)	(1)	(34)	(36)
<b>Balance at 31 December</b>	<b>2,313</b>	<b>958</b>	<b>1,833</b>	<b>5,104</b>
<b>Charge/ (Write-back) in the income statement</b>	<b>123</b>	<b>14</b>	<b>242</b>	<b>379</b>
<b>2022</b>				
<b>Balance at 1 January</b>	<b>1,849</b>	<b>1,358</b>	<b>2,268</b>	<b>5,475</b>
Changes in allowances recognised in opening balance that were transferred to/ (from)	197	(275)	78	-
-Stage 1	(14)	14	-	-
-Stage 2	217	(217)	-	-
-Stage 3	(6)	(72)	78	-
Net portfolio changes	59	(38)	-	21
Remeasurements	93	(94)	73	72
Net write-offs <sup>(a)</sup>	-	-	(553)	(553)
Exchange and other movements	(7)	(6)	(22)	(35)
<b>Balance at 31 December</b>	<b>2,191</b>	<b>945</b>	<b>1,844</b>	<b>4,980</b>
<b>Charge/ (Write-back) in the income statement</b>	<b>349</b>	<b>(407)</b>	<b>151</b>	<b>93</b>

(a) Write-offs net of recoveries



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The following table provides additional information on the financial instruments that are subject to ECL as at 31 December 2023 and 2022. FVPL assets and FVOCI equity instruments are not subject to ECL and therefore not reflected in the tables.

In \$ millions	Gross carrying value <sup>(d)</sup>				ECL balances			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
<b>2023</b>								
<b>Assets</b>								
Loans and advances to customers <sup>(a)</sup>								
- Retail	129,860	1,047	865	131,772	747	122	258	1,127
- Wholesale and others	268,820	17,719	3,832	290,371	1,806	967	2,089	4,862
Investment securities								
- Government securities and treasury bills <sup>(b)</sup>	54,292	-	-	54,292	8	-	-	8
- Bank and corporate debt securities <sup>(b)</sup>	57,653	332	107	58,092	32	6	103	141
Others <sup>(c)</sup>	104,344	69	68	104,481	25	3	67	95
<b>Liabilities</b>								
ECL on guarantees and other off-balance sheet exposures								
	-	-	-	-	129	51	63	243
<b>Total ECL</b>					<b>2,747</b>	<b>1,149</b>	<b>2,580</b>	<b>6,476</b>
<b>2022</b>								
<b>Assets</b>								
Loans and advances to customers <sup>(a)</sup>								
- Retail	121,948	780	539	123,267	612	110	142	864
- Wholesale and others	273,826	18,943	4,220	296,989	1,753	991	2,157	4,901
Investment securities								
- Government securities and treasury bills <sup>(b)</sup>	51,753	-	-	51,753	8	-	-	8
- Bank and corporate debt securities <sup>(b)</sup>	51,345	461	92	51,898	28	3	79	110
Others <sup>(c)</sup>	105,492	18	69	105,579	33	#	69	102
<b>Liabilities</b>								
ECL on guarantees and other off-balance sheet exposures								
	-	-	-	-	140	58	59	257
<b>Total ECL</b>					<b>2,574</b>	<b>1,162</b>	<b>2,506</b>	<b>6,242</b>

# Amount under \$500,000

(a) Stage 2 Loans and advances to customers includes special mention loans of \$2,443 million (2022: \$3,952 million) (See Note 42.2)

(b) Includes loss allowances of \$32 million (2022: \$16 million) for debt securities that are classified as FVOCI: \$4 million (2022: \$4 million) for Government Securities and Treasury Bills and \$28 million (2022: \$12 million) for Bank and Corporate Debt securities. (See Notes 15 and 16)

(c) Comprise of amounts in "Cash and balances with central banks", "Due from Banks" and "Other assets" that are subject to ECL

(d) Balances exclude off-balance sheet exposures

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In \$ millions	Bank							
	Gross carrying value <sup>(d)</sup>				ECL balances			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
<b>2023</b>								
<b>Assets</b>								
Loans and advances to customers <sup>(a)</sup>								
- Retail	98,278	475	257	99,010	483	61	66	610
- Wholesale and others	210,340	14,346	2,907	227,593	1,671	843	1,577	4,091
Investment securities								
- Government securities and treasury bills <sup>(b)</sup>	36,254	-	-	36,254	2	-	-	2
- Bank and corporate debt securities <sup>(b)</sup>	50,028	320	74	50,422	29	6	74	109
Others <sup>(c)</sup>	115,422	10	58	115,490	22	1	58	81
<b>Liabilities</b>								
ECL on guarantees and other off-balance sheet exposures								
	-	-	-	-	106	47	58	211
<b>Total ECL</b>					<b>2,313</b>	<b>958</b>	<b>1,833</b>	<b>5,104</b>
<b>2022</b>								
<b>Assets</b>								
Loans and advances to customers <sup>(a)</sup>								
- Retail	99,611	628	253	100,492	424	62	55	541
- Wholesale and others	212,316	15,603	3,123	231,042	1,595	829	1,614	4,038
Investment securities								
- Government securities and treasury bills <sup>(b)</sup>	33,818	-	-	33,818	2	-	-	2
- Bank and corporate debt securities <sup>(b)</sup>	44,924	461	59	45,444	25	3	59	87
Others <sup>(c)</sup>	110,917	10	60	110,987	29	#	60	89
<b>Liabilities</b>								
ECL on guarantees and other off-balance sheet exposures								
	-	-	-	-	116	51	56	223
<b>Total ECL</b>					<b>2,191</b>	<b>945</b>	<b>1,844</b>	<b>4,980</b>

# Amount under \$500,000

(a) Stage 2 Loans and advances to customers includes special mention loans of \$1,552 million (2022: \$2,648 million)

(b) Includes loss allowances of \$28 million (2022: \$12 million) for debt securities that are classified as FVOCI. \$1 million (2022: \$1 million) for Government Securities and Treasury Bills and \$27 million (2022: \$11 million) for Bank and Corporate Debt securities. (See Notes 15 and 16)

(c) Comprise of amounts in "Cash and balances with central banks", "Due from Banks" and "Other assets" that are subject to ECL

(d) Balances exclude off-balance sheet exposures

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The table below shows the Group's portfolio mix of the Loans and advances to customers – Wholesale and others presented in the gross carrying value table above by internal counterparty risk rating (CRR) and probability of default (PD) range:

In \$ millions 2023	The Group		
	PD range (based on Basel 12-month PDs) <sup>(a)</sup>	Stage 1 exposures	Stage 2 exposures
Loans and advances to customers – Wholesale and others		268,820	17,719
Of which (in percentage terms):			
CRR 1 – 6B	0.01% - 0.99%	90%	45%
CRR 7A – 7B	1.26% - 2.30%	6%	20%
CRR 8A – 9	2.57% - 28.83%	2%	34%
Others (not rated)	NA	2%	1%
<b>Total</b>		<b>100%</b>	<b>100%</b>

In \$ millions 2022	The Group		
	PD range (based on Basel 12-month PDs) <sup>(a)</sup>	Stage 1 exposures	Stage 2 exposures
Loans and advances to customers – Wholesale and others		273,826	18,943
Of which (in percentage terms):			
CRR 1 – 6B	0.01% - 0.99%	90%	43%
CRR 7A – 7B	1.26% - 2.30%	6%	21%
CRR 8A – 9	2.57% - 28.83%	2%	36%
Others (not rated)	NA	2%	0%
<b>Total</b>		<b>100%</b>	<b>100%</b>

(a) Basel 12-month PDs are transformed to Point-in-Time and forward-looking PDs. Stage 2 ECLs are also measured on lifetime basis

**Sensitivity of ECL**

The Group assessed ECL sensitivity for the wholesale and retail portfolios to changes in the allocation of exposures between Stages 1 and 2. ECL is estimated to reduce by \$663 million (2022: \$804 million) should all the exposures in Stage 2 return to Stage 1 and were assigned a lower 12-month ECL instead of lifetime ECL. The impact also reflects the higher PDs ascribed to Stage 2 exposures in addition to the recognition of lifetime instead of 12-month ECL.

As ECL estimation relies on multiple variables, no single analysis can fully demonstrate the sensitivity of the ECL to changes in macroeconomic variables.

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**12. Income Tax Expense**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Current tax expense				
- Current year	1,516	1,277	1,169	999
- Prior years' provision	(136)	(75)	(127)	(76)
Deferred tax expense				
- Origination/ (Reversal) of temporary differences	24	8	16	(15)
- Prior years' provision	11	(29)	(1)	(30)
<b>Total</b>	<b>1,415</b>	<b>1,181</b>	<b>1,057</b>	<b>878</b>

The deferred tax expense/ (credit) in the income statement comprises the following temporary differences:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Tax depreciation	(21)	(46)	(19)	(44)
Allowances for credit and other losses	27	52	-	17
Other temporary differences	29	(27)	34	(18)
<b>Deferred tax expense charged/ (credit) to income statement</b>	<b>35</b>	<b>(21)</b>	<b>15</b>	<b>(45)</b>

The tax on the Group's profit before tax differs from the theoretical amount computed using the Singapore basic tax rate due to:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Profit before tax	11,452	9,359	10,260	7,918
Tax calculated at a tax rate of 17% (2022: 17%)	1,947	1,591	1,744	1,346
Effect of different tax rates in other countries	66	21	41	(2)
Net income not subject to tax	(85)	(31)	(220)	(61)
Net income taxed at concessionary rate	(524)	(403)	(524)	(403)
Expenses not deductible for tax	36	26	31	17
Others	(25)	(23)	(15)	(19)
<b>Income tax expense charged to income statement</b>	<b>1,415</b>	<b>1,181</b>	<b>1,057</b>	<b>878</b>

Deferred income tax relating to FVOCI financial assets and cash flow hedges of \$135 million was debited (2022: \$312 million credited) and own credit risk of \$5 million was credited (2022: \$6 million debited) directly to equity for the Group.

Deferred income tax relating to FVOCI financial assets and cash flow hedges of \$84 million was debited (2022: \$172 million credited) and own credit risk of \$5 million was credited (2022: \$6 million debited) directly to equity for the Bank.

Please refer to Note 20 for further information on deferred tax assets/ liabilities and International Tax Reform - Pillar Two Model Rules (GloBE).

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**13. Classification of Financial Instruments**

In \$ millions	The Group						Total
	Mandatorily at FVPL <sup>(c)</sup>	FVPL designated	Amortised cost	FVOCI-Debt	FVOCI-Equity	Hedging derivatives <sup>(d)</sup>	
<b>2023</b>							
<b>Assets</b>							
Cash and balances with central banks	-	-	47,635	2,578	-	-	50,213
Government securities and treasury bills	16,277	-	24,456	29,832	-	-	70,565
Due from banks	28,946	-	35,816	2,474	-	-	67,236
Derivatives	21,710	-	-	-	-	1,076	22,786
Bank and corporate securities	21,837	-	36,324	21,655	1,919	-	81,735
Loans and advances to customers	9	-	416,154	-	-	-	416,163
Other financial assets	368	-	16,836	-	-	-	17,204
Due from holding company	-	-	1,474	-	-	-	1,474
<b>Total financial assets</b>	<b>89,147</b>	<b>-</b>	<b>578,695</b>	<b>56,539</b>	<b>1,919</b>	<b>1,076</b>	<b>727,376</b>
Other asset items outside the scope of SFRS(I) 9 <sup>(a)</sup>							13,251
<b>Total assets</b>							<b>740,627</b>
<b>Liabilities</b>							
Due to banks	16,535	-	30,169	-	-	-	46,704
Deposits and balances from customers	1,140	8,023	525,940	-	-	-	535,103
Derivatives	22,119	-	-	-	-	1,355	23,474
Other financial liabilities	3,052	-	18,085	-	-	-	21,137
Other debt securities	90	15,790	27,507	-	-	-	43,387
Due to holding company	-	-	6,039	-	-	-	6,039
<b>Total financial liabilities</b>	<b>42,936</b>	<b>23,813</b>	<b>607,740</b>	<b>-</b>	<b>-</b>	<b>1,355</b>	<b>675,844</b>
Other liability items outside the scope of SFRS(I) 9 <sup>(b)</sup>							1,200
<b>Total liabilities</b>							<b>677,044</b>
<b>2022</b>							
<b>Assets</b>							
Cash and balances with central banks	-	-	50,320	3,850	-	-	54,170
Government securities and treasury bills	13,143	103	23,591	28,158	-	-	64,995
Due from banks	24,674	-	33,615	1,773	-	-	60,062
Derivatives	42,761	-	-	-	-	2,302	45,063
Bank and corporate securities	21,529	-	31,581	20,219	2,128	-	75,457
Loans and advances to customers	28	-	414,491	-	-	-	414,519
Other financial assets	98	-	17,318	-	-	-	17,416
Due from holding company	-	-	1,120	-	-	-	1,120
<b>Total financial assets</b>	<b>102,233</b>	<b>103</b>	<b>572,036</b>	<b>54,000</b>	<b>2,128</b>	<b>2,302</b>	<b>732,802</b>
Other asset items outside the scope of SFRS(I) 9 <sup>(a)</sup>							11,729
<b>Total assets</b>							<b>744,531</b>
<b>Liabilities</b>							
Due to banks	12,229	-	27,455	-	-	-	39,684
Deposits and balances from customers	1,030	4,422	521,548	-	-	-	527,000
Derivatives	42,209	-	-	-	-	3,082	45,291
Other financial liabilities	2,301	-	19,284	-	-	-	21,585
Other debt securities	86	8,057	35,638	-	-	-	43,781
Due to holding company	-	-	8,425	-	-	-	8,425
<b>Total financial liabilities</b>	<b>57,855</b>	<b>12,479</b>	<b>612,350</b>	<b>-</b>	<b>-</b>	<b>3,082</b>	<b>685,766</b>
Other liability items outside the scope of SFRS(I) 9 <sup>(b)</sup>							1,105
<b>Total liabilities</b>							<b>686,871</b>

(a) Includes associates and joint ventures, goodwill and intangible assets, properties and other fixed assets, and deferred tax assets

(b) Includes current tax liabilities and deferred tax liabilities

(c) Includes assets and liabilities that are held for trading and debt-type financial assets that are not SPPI in nature

(d) Relates to derivatives that are designated for hedge accounting

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In \$ millions	Mandatorily at FVPL <sup>(c)</sup>	FVPL designated	Amortised cost	Bank FVOCI- Debt	FVOCI- Equity	Hedging derivatives <sup>(d)</sup>	Total
<b>2023</b>							
<b>Assets</b>							
Cash and balances with central banks	-	-	42,126	362	-	-	42,488
Government securities and treasury bills	11,830	-	18,719	17,534	-	-	48,083
Due from banks	28,039	-	30,724	2,474	-	-	61,237
Derivatives	20,669	-	-	-	-	777	21,446
Bank and corporate securities	19,223	-	33,857	16,483	1,839	-	71,402
Loans and advances to customers	-	-	321,902	-	-	-	321,902
Other financial assets	368	-	11,627	-	-	-	11,995
Due from subsidiaries	574	-	28,735	-	-	-	29,309
Due from holding companies	-	-	1,474	-	-	-	1,474
<b>Total financial assets</b>	<b>80,703</b>	<b>-</b>	<b>489,164</b>	<b>36,853</b>	<b>1,839</b>	<b>777</b>	<b>609,336</b>
Other asset items outside the scope of SFRS(I) 9 <sup>(a)</sup>							19,558
<b>Total assets</b>							<b>628,894</b>
<b>Liabilities</b>							
Due to banks	13,806	-	27,551	-	-	-	41,357
Deposits and balances from customers	1,140	6,107	394,213	-	-	-	401,460
Derivatives	20,842	-	-	-	-	886	21,728
Other financial liabilities	2,719	-	11,973	-	-	-	14,692
Other debt securities	90	15,790	25,112	-	-	-	40,992
Due to holding company	-	-	5,037	-	-	-	5,037
Due to subsidiaries	-	-	47,621	-	-	-	47,621
<b>Total financial liabilities</b>	<b>38,597</b>	<b>21,897</b>	<b>511,507</b>	<b>-</b>	<b>-</b>	<b>886</b>	<b>572,887</b>
Other liability items outside the scope of SFRS(I) 9 <sup>(b)</sup>							1,019
<b>Total liabilities</b>							<b>573,906</b>
<b>2022</b>							
<b>Assets</b>							
Cash and balances with central banks	-	-	44,415	1,336	-	-	45,751
Government securities and treasury bills	11,026	103	17,577	16,240	-	-	44,946
Due from banks	23,427	-	28,984	1,242	-	-	53,653
Derivatives	41,419	-	-	-	-	2,098	43,517
Bank and corporate securities	18,650	-	29,266	16,102	2,045	-	66,063
Loans and advances to customers	28	-	326,955	-	-	-	326,983
Other financial assets	98	-	13,585	-	-	-	13,683
Due from subsidiaries	405	-	22,353	-	-	-	22,758
Due from holding companies	-	-	1,119	-	-	-	1,119
<b>Total financial assets</b>	<b>95,053</b>	<b>103</b>	<b>484,254</b>	<b>34,920</b>	<b>2,045</b>	<b>2,098</b>	<b>618,473</b>
Other asset items outside the scope of SFRS(I) 9 <sup>(a)</sup>							16,916
<b>Total assets</b>							<b>635,389</b>
<b>Liabilities</b>							
Due to banks	8,460	-	24,352	-	-	-	32,812
Deposits and balances from customers	1,030	2,811	404,449	-	-	-	408,290
Derivatives	40,808	-	-	-	-	2,478	43,286
Other financial liabilities	1,854	-	13,889	-	-	-	15,743
Other debt securities	86	8,056	32,776	-	-	-	40,918
Due to holding company	-	-	7,276	-	-	-	7,276
Due to subsidiaries	1	-	36,353	-	-	-	36,354
<b>Total financial liabilities</b>	<b>52,239</b>	<b>10,867</b>	<b>519,095</b>	<b>-</b>	<b>-</b>	<b>2,478</b>	<b>584,679</b>
Other liability items outside the scope of SFRS(I) 9 <sup>(b)</sup>							925
<b>Total liabilities</b>							<b>585,604</b>

(a) Includes investments in subsidiaries, associates and joint ventures, goodwill and intangible assets, properties and other fixed assets, and deferred tax assets

(b) Includes current tax liabilities and deferred tax liabilities

(c) Includes assets and liabilities that are held for trading and debt-type financial assets that are not SPPI in nature

(d) Relates to derivatives that are designated for hedge accounting

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Financial assets and liabilities are presented net when there is a legally enforceable right to offset the recognised amounts, and there is intention to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**Financial assets and liabilities offset on the balance sheet**

In late 2022, the Bank obtained direct clearing membership with a central counterparty clearing house. As the Bank has a legally enforceable right to set off directly cleared assets and liabilities under all circumstances (including default/insolvency of the Bank and the clearing house) and intends to settle net cashflows including variation margins with the clearing house, \$15,897 million (2022: Nil) of derivative assets of the Group and Bank were offset against \$15,526 million (2022: Nil) of derivative liabilities and \$371 million (2022: Nil) of cash collateral recorded in other assets/ liabilities.

**Financial assets and liabilities subject to netting agreements but not offset on the balance sheet**

The Group enters into master netting arrangements with counterparties where it is appropriate and feasible to do so to mitigate counterparty risk. The credit risk associated with favourable contracts is reduced by a master netting arrangement to the extent that if an event of default occurs, all amounts with the counterparty are settled on a net basis. Master netting arrangements do not result in an offset of financial assets and liabilities on the balance sheet, as the legal right to offset the transactions is conditional upon default.

These agreements include derivative master agreements (including the International Swaps and Derivatives Association (ISDA) Master Agreement), global master repurchase agreements and global securities lending agreements. The collaterals received and pledged under these agreements are generally conducted under terms that are in accordance with normal market practice. The agreements may allow rehypothecation of collateral received and there may be ongoing margin requirements to mitigate counterparty risk.

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The disclosures set out in the tables below pertain to financial assets and liabilities that are not offset in the Group's and Bank's balance sheets but are subject to master netting arrangements or similar agreements that cover similar financial instruments. The disclosures enable the understanding of both the gross and net amounts, as well as provide additional information on how such credit risk is mitigated.

In \$ millions	The Group					
	Carrying amounts on balance sheet	Not subject to enforceable netting agreement	Net amounts	Related amounts not offset on balance sheet		Net amounts
				Financial instruments	Financial collateral received/pledged	
<b>2023</b>						
<b>Financial Assets</b>						
Derivatives	22,786	5,781 <sup>(a)</sup>	17,005	12,694 <sup>(a)</sup>	1,416	2,895
Reverse repurchase agreements	40,365 <sup>(b)</sup>	-	40,365	3,602	36,762	1
Securities borrowings	1,195 <sup>(c)</sup>	-	1,195	-	1,117	78
<b>Total</b>	<b>64,346</b>	<b>5,781</b>	<b>58,565</b>	<b>16,296</b>	<b>39,295</b>	<b>2,974</b>
<b>Financial Liabilities</b>						
Derivatives	23,474	6,675 <sup>(a)</sup>	16,799	12,694 <sup>(a)</sup>	2,025	2,080
Repurchase agreements	19,973 <sup>(d)</sup>	-	19,973	3,602	16,365	6
Short sale of securities	3,052 <sup>(e)</sup>	2,750	302	-	302	-
<b>Total</b>	<b>46,499</b>	<b>9,425</b>	<b>37,074</b>	<b>16,296</b>	<b>18,692</b>	<b>2,086</b>
<b>2022</b>						
<b>Financial Assets</b>						
Derivatives	45,063	6,752 <sup>(a)</sup>	38,311	32,110 <sup>(a)</sup>	2,744	3,457
Reverse repurchase agreements	36,289 <sup>(b)</sup>	-	36,289	2,332	33,941	16
Securities borrowings	1,359 <sup>(c)</sup>	-	1,359	-	1,290	69
<b>Total</b>	<b>82,711</b>	<b>6,752</b>	<b>75,959</b>	<b>34,442</b>	<b>37,975</b>	<b>3,542</b>
<b>Financial Liabilities</b>						
Derivatives	45,291	8,908 <sup>(a)</sup>	36,383	32,110 <sup>(a)</sup>	1,866	2,407
Repurchase agreements	14,653 <sup>(d)</sup>	-	14,653	2,332	12,315	6
Short sale of securities	2,301 <sup>(e)</sup>	1,950	351	-	351	-
<b>Total</b>	<b>62,245</b>	<b>10,858</b>	<b>51,387</b>	<b>34,442</b>	<b>14,532</b>	<b>2,413</b>

- (a) Related amounts under "Financial instruments" are prepared on the same basis as netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited). Accordingly, the amounts shown under "Not subject to enforceable netting agreement" are those where either no netting agreements exist or where the netting agreements have not been recognised for computation of CAR
- (b) Reverse repurchase agreements are presented under separate line items on the balance sheet, namely "Due from banks" and "Loans and advances to customers"
- (c) Cash collateral pledged under securities borrowings are presented under "Other assets" on the balance sheet
- (d) Repurchase agreements are presented under separate line items on the balance sheet, namely "Due to banks" and "Deposits and balances from customers"
- (e) Short sale of securities are presented under "Other liabilities" on the balance sheet



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In \$ millions	Bank		Related amounts not offset on balance sheet			Net amounts
	Carrying amounts on balance sheet	Not subject to enforceable netting agreement	Net amounts	Financial instruments	Financial collateral received/pledged	
<b>2023</b>						
<b>Financial Assets</b>						
Derivatives	21,446	2,738 <sup>(a)</sup>	18,708	13,412 <sup>(a)</sup>	1,416	3,880
Reverse repurchase agreements	39,962 <sup>(b)</sup>	-	39,962	4,063	35,898	1
Securities borrowings	1,195 <sup>(c)</sup>	-	1,195	-	1,117	78
<b>Total</b>	<b>62,603</b>	<b>2,738</b>	<b>59,865</b>	<b>17,475</b>	<b>38,431</b>	<b>3,959</b>
<b>Financial Liabilities</b>						
Derivatives	21,728	4,211 <sup>(a)</sup>	17,517	13,412 <sup>(a)</sup>	2,075	2,030
Repurchase agreements	26,494 <sup>(d)</sup>	-	26,494	4,063	22,425	6
<b>Total</b>	<b>48,222</b>	<b>4,211</b>	<b>44,011</b>	<b>17,475</b>	<b>24,500</b>	<b>2,036</b>
<b>2022</b>						
<b>Financial Assets</b>						
Derivatives	43,517	3,340 <sup>(a)</sup>	40,177	32,788 <sup>(a)</sup>	2,744	4,645
Reverse repurchase agreements	35,773 <sup>(b)</sup>	-	35,773	2,591	33,168	14
Securities borrowings	1,359 <sup>(c)</sup>	-	1,359	-	1,290	69
<b>Total</b>	<b>80,649</b>	<b>3,340</b>	<b>77,309</b>	<b>35,379</b>	<b>37,202</b>	<b>4,728</b>
<b>Financial Liabilities</b>						
Derivatives	43,286	6,208 <sup>(a)</sup>	37,078	32,788 <sup>(a)</sup>	1,969	2,321
Repurchase agreements	19,814 <sup>(d)</sup>	-	19,814	2,591	17,222	1
<b>Total</b>	<b>63,100</b>	<b>6,208</b>	<b>56,892</b>	<b>35,379</b>	<b>19,191</b>	<b>2,322</b>

- (a) Related amounts under "Financial instruments" are prepared on the same basis as netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited). Accordingly, the amounts shown under "Not subject to enforceable netting agreement" are those where either no netting agreements exist or where the netting agreements have not been recognised for computation of CAR
- (b) Reverse repurchase agreements are presented under separate line items on the balance sheet, namely "Due from banks", "Loans and advances to customers" and "Due from subsidiaries"
- (c) Cash collateral pledged under securities borrowings are presented under "Other assets" on the balance sheet
- (d) Repurchase agreements are presented under separate line items on the balance sheet, namely "Due to banks", "Deposits and balances from customers" and "Due to subsidiaries"

#### 14. Cash and Balances with Central Banks

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Cash on hand	2,427	2,520	2,113	2,252
Non-restricted balances with central banks	37,448	41,456	32,943	36,087
Cash and cash equivalents	39,875	43,976	35,056	38,339
Restricted balances with central banks <sup>(a)</sup>	10,338	10,194	7,432	7,412
<b>Total<sup>(b)</sup></b>	<b>50,213</b>	<b>54,170</b>	<b>42,488</b>	<b>45,751</b>

- (a) Mandatory balances with central banks
- (b) Balances are net of ECL

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**15. Government Securities and Treasury Bills**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Singapore government securities and treasury bills (Gross)	15,069	16,744	15,069	16,743
Other government securities and treasury bills (Gross)	55,500	48,255	33,015	28,204
Less: ECL <sup>(a)</sup>	4	4	1	1
<b>Total</b>	<b>70,565</b>	<b>64,995</b>	<b>48,083</b>	<b>44,946</b>

(a) ECL for FVOCI securities amounting to \$4 million (2022: \$4 million) for the Group and \$1 million (2022: \$1 million) for the Bank are not shown in the table, as these securities are recorded at fair value

**16. Bank and Corporate Securities**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Bank and corporate debt securities (Gross)	69,448	62,765	59,222	53,439
Less: ECL <sup>(a)</sup>	113	98	82	76
Bank and corporate debt securities	69,335	62,667	59,140	53,363
Equity securities	12,400	12,790	12,262	12,700
<b>Total</b>	<b>81,735</b>	<b>75,457</b>	<b>71,402</b>	<b>66,063</b>

(a) ECL for FVOCI securities amounting to \$28 million (2022: \$12 million) for the Group and \$27 million (2022: \$11 million) for the Bank are not shown in the table, as these securities are recorded at fair value

**17. Loans and Advances to Customers**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Gross	422,152	420,284	326,603	331,562
Less: Specific allowances <sup>(a)</sup>	2,347	2,299	1,643	1,669
General allowances <sup>(a)</sup>	3,642	3,466	3,058	2,910
<b>Net total</b>	<b>416,163</b>	<b>414,519</b>	<b>321,902</b>	<b>326,983</b>
<b>Analysed by product</b>				
Long-term loans	197,081	198,892	146,923	147,712
Short-term facilities	98,893	97,259	80,402	81,631
Housing loans	86,925	80,625	69,001	68,737
Trade loans	39,253	43,508	30,277	33,482
<b>Gross loans</b>	<b>422,152</b>	<b>420,284</b>	<b>326,603</b>	<b>331,562</b>
<b>Analysed by currency</b>				
Singapore dollar	163,933	164,110	163,877	164,075
Hong Kong dollar	46,923	51,043	15,723	17,645
US dollar	101,344	115,803	88,359	98,300
Chinese yuan	21,368	19,282	5,256	4,792
Others	88,584	70,046	53,388	46,750
<b>Gross loans</b>	<b>422,152</b>	<b>420,284</b>	<b>326,603</b>	<b>331,562</b>

(a) Balances refer to ECL under SFRS(I) 9 (Specific allowances: Stage 3 ECL; General allowances: Stage 1 and Stage 2 ECL)

Please refer to Note 42.4 for a breakdown of loans and advances to customers by geography and by industry.

## 18. Financial Assets Pledged or Transferred

The Group pledges or transfers financial assets to third parties in the ordinary course of business. Transferred assets continue to be recognised in the Group's financial statements when the Group retains substantially all their risks and rewards.

The financial assets pledged as collateral are mainly for repurchase, securities lending and collateral swap agreements, derivative transactions under credit support agreements and in connection with the Group's covered bond program and secured note issuances.

### Repurchase, securities lending and collateral swap agreement

Securities transferred under repurchase, securities lending and collateral swap arrangements are generally conducted under terms in line with normal market practice. The counterparty is typically allowed to sell or re-pledge the securities but has an obligation to return them at maturity. If the securities decrease in value, the Group may, in certain circumstances, be required to place additional collateral.

For repurchase agreements, the securities pledged or transferred continue to be recorded on the balance sheet while cash received in exchange is recorded as a financial liability. The Group also pledges assets to secure its short position in securities and to facilitate settlement operations. The fair value of the associated liabilities approximates their carrying amount of \$9,321 million (2022: \$9,020 million) for the Group and \$7,745 million (2022: \$7,363 million) for the Bank, which are recorded under "Due to banks", "Deposits and balances from customers" and "Other liabilities" on the balance sheet.

For securities lending and collateral swap transactions, the securities lent continue to be recorded on the balance sheet. As the Group mainly receives other financial assets in exchange, the associated liabilities are not recorded on the balance sheet.

### Derivatives

In addition, the Group pledges securities for derivative transactions under credit support agreements. These assets continue to be recorded on the balance sheet. As the related derivative assets and liabilities are managed on a portfolio basis, there is no direct relationship between the securities pledged and the associated liabilities. As such, the associated liabilities are not disclosed.

### Covered bonds and secured notes

Pursuant to the Bank's Global Covered Bond Programme, selected pools of residential mortgages originated by the Bank have been assigned to a bankruptcy-remote structured entity, Bayfront Covered Bonds Pte Ltd (see Notes 21.2 and 29.4). These residential mortgages continue to be recognised on the Bank's balance sheet as the Bank remains exposed to the risks and rewards associated with them.

Pursuant to secured notes issued by the Bank, selected loan assets have been assigned as security (see Note 29.4). The Group remains the legal and beneficial owner of the loan assets and the loan assets continue to be recognised on the Group's and the Bank's balance sheets.

As at 31 December 2023, the carrying value of the covered bonds and secured notes in issue was \$13,166 million (2022: \$7,575 million), while the carrying value of assets assigned was \$25,560 million (2022: \$16,740 million) for the Group and the Bank. The difference in values is attributable to an intended over-collateralisation required to maintain the credit ratings of the covered bonds in issue, and additional assets assigned to facilitate future issuances.

The table below presents the assets pledged as collateral under the aforementioned transactions

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Singapore government securities and treasury bills	2,147	2,773	2,147	2,773
Other government securities and treasury bills	6,179	7,339	4,789	6,653
Bank and corporate debt securities	3,767	2,641	3,051	1,308
Equity securities	1,135	1,232	1,115	1,232
Certificates of deposit	507	504	64	66
Cash collateral pledged (Note 19)	5,208	6,201	4,895	5,945
Loans and advances to customers <sup>(a)</sup>	25,560	16,740	25,560	16,740
<b>Total</b>	<b>44,503</b>	<b>37,430</b>	<b>41,621</b>	<b>34,717</b>

(a) Refers to the loans pledged under covered bond program and secured notes issuances and reflect the intended over-collateralisation

There were no derecognised assets that were subject to the Group's partial continuing involvement as at 31 December 2023 and 31 December 2022.

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**19. Other Assets**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Accrued interest receivable	3,104	2,346	2,446	1,768
Deposits and prepayments	1,203	711	346	285
Receivables from securities business	559	358	-	-
Sundry debtors and others	7,130	7,800	4,308	5,685
Cash collateral pledged <sup>(a)</sup>	5,208	6,201	4,895	5,945
Deferred tax assets (Note 20)	762	871	168	234
<b>Total<sup>(b)</sup></b>	<b>17,966</b>	<b>18,287</b>	<b>12,163</b>	<b>13,917</b>

(a) Mainly relates to cash collateral pledged in respect of derivative portfolios

(b) Balances are net of specific and general allowances

**20. Deferred Tax Assets/ Liabilities**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same tax authority. The deferred tax assets and liabilities are determined after appropriate offsetting, as shown in "Other assets" (Note 19) and "Other liabilities" (Note 28) respectively.

Deferred tax assets and liabilities comprise the following temporary differences:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
<b>Deferred income tax assets</b>				
Allowances for credit and other losses	347	368	40	46
FVOCI financial assets	84	143	60	98
Cash flow hedges	103	181	37	83
Own credit risk	2	-	2	-
Other temporary differences	489	436	101	116
Sub-total	1,025	1,128	240	343
Amounts offset against deferred tax liabilities	(263)	(257)	(72)	(109)
<b>Total</b>	<b>762</b>	<b>871</b>	<b>168</b>	<b>234</b>
<b>Deferred income tax liabilities</b>				
Allowances for credit and other losses	73	61	5	11
Tax depreciation	91	112	49	68
FVOCI financial assets	3	-	2	-
Own credit risk	-	3	-	3
Other temporary differences	204	137	68	47
Sub-total	371	313	124	129
Amounts offset against deferred tax assets	(263)	(257)	(72)	(109)
<b>Total</b>	<b>108</b>	<b>56</b>	<b>52</b>	<b>20</b>
<b>Net deferred tax assets</b>	<b>654</b>	<b>815</b>	<b>116</b>	<b>214</b>

**20.1 International Tax Reform - Pillar Two Model Rules (GloBE)**

The Group is within the scope of the OECD/G20 Inclusive Framework on Base Erosion and Profit Shifting Pillar Two Global Anti-Base Erosion (GloBE) model rules. In the Singapore 2023 Budget Statement, the Singapore government announced plans to implement the GloBE rules as well as a domestic top-up tax (DTT) beginning on or after 1 January 2025. Since the Pillar Two legislation has not been enacted in Singapore, the jurisdiction in which DBS Group Holdings Ltd is incorporated, and is thus not effective at the reporting date, the Group has no related current tax exposure. The Group has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to SFRS(I) 1-12 *International Tax Reform – Pillar Two Model Rules* issued in May 2023.

Under the GloBE model rules, the GloBE effective tax rate (ETR) is assessed on a jurisdictional basis and top up tax is payable if the jurisdictional ETR is below 15%. The GloBE ETR is not exactly the same as accounting ETR. However, if the accounting ETR were to be used to assess the potential GloBE implications, DBS entities in most jurisdictions are operating with an average accounting ETR that exceeds 15%, except for Singapore, Macau, Malaysia and United Arab Emirates (UAE). Please refer to the geographical segment information in Note 47.2 for details on Singapore's accounting profits and tax expenses. As of the issuance date of these financial statements, Singapore has not announced when and how the GloBE rules will be enacted. Consequently, it is not presently feasible to reasonably estimate the quantitative impact of this legislation. The Group is actively engaged in evaluating its potential exposure to these forthcoming regulations. The impact of Pillar Two for Macau, Malaysia and UAE is expected to be immaterial.

Japan, South Korea, United Kingdom and Vietnam have respectively either announced draft legislations or enacted legislations to implement Pillar Two in 2024. The average accounting ETRs of the DBS entities operating in these jurisdictions are above 15%, without considering the various elections available and adjustments required under the GloBE model rules. While the exact quantitative impact cannot be reasonably estimated as yet due to the complexities in applying the legislations, the impact of Pillar Two is expected to be immaterial.

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**21. Subsidiaries and Consolidated Structured Entities**

In \$ millions	Bank	
	2023	2022
Investment in subsidiaries <sup>(a)</sup>		
Ordinary shares	15,594	13,065
Due from subsidiaries		
Other receivables	29,309	22,758
<b>Total</b>	<b>44,903</b>	<b>35,823</b>

(a) The carrying amounts of certain investments which are designated as hedged items in a fair value hedge are adjusted for fair value changes attributable to the hedged risks

**21.1 Main operating subsidiaries**

The main operating subsidiaries within the Group are listed below.

Name of subsidiary	Incorporated in	The Group	
		Effective shareholding %	
		2023	2022
<b>Commercial Banking</b>			
DBS Bank (Hong Kong) Limited*	Hong Kong	100	100
DBS Bank (China) Limited*	China	100	100
DBS Bank (Taiwan) Limited*	Taiwan	100	100
PT Bank DBS Indonesia*	Indonesia	99	99
DBS Bank India Limited*	India	100	100
<b>Other Financial Services</b>			
DBS Vickers Securities Holdings Pte Ltd	Singapore	100	100
DBS Digital Exchange Pte Ltd <sup>(a)</sup>	Singapore	92	90
DBS Securities (China) Co. Ltd*	China	51	51

\* Audited by PricewaterhouseCoopers network firms outside Singapore

(a) Subsidiary held by DBS Finnovation Pte Ltd, an investment holding company under DBS Bank Ltd.

The Group's main subsidiaries are regulated banks and non-bank financial institutions. Statutory, contractual or regulatory requirements as well as protective rights of non-controlling interests may restrict the ability of the Bank to access and transfer assets freely to or from other entities within the Group and to settle liabilities of the Group. Since the Group did not have any material non-controlling interests as at the balance sheet dates, any protective rights associated with these did not give rise to significant restrictions in 2022 and 2023.

Please refer to Note 33 for information on non-controlling interests.

**21.2 Consolidated Structured Entity**

The structured entity consolidated by the Group is listed below.

Name of entity	Purpose of consolidated structured entity	Incorporated in
Bayfront Covered Bonds Pte Ltd	Covered bond guarantor	Singapore

Bayfront Covered Bonds Pte Ltd is a bankruptcy-remote structured entity established in conjunction with the Bank's USD 20 billion Global Covered Bond Programme (see Note 29.4). As part of the contractual structures that are integral to this programme, the Bank provides funding and hedging facilities to it.

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**22. Associates and Joint Ventures**

In \$ millions	The Group	
	2023	2022
Unquoted equity securities	2,157	2,055
Share of post-acquisition reserves	330	225
<b>Total</b>	<b>2,487</b>	<b>2,280</b>

In \$ millions	Bank	
	2023	2022
Unquoted equity securities	1,484	1,386

As of 31 December 2023 and 31 December 2022, no associate and joint venture was individually material to the Group and Bank. As a non-controlling shareholder, the Group's and Bank's ability to receive dividends is subject to agreement with other shareholders. The associates and joint ventures may also be subject to statutory, contractual or regulatory requirements restricting dividend payments or to repay loans or advances made.

Aggregate information about the Group's share of investments in associate and joint ventures that were not individually material is as follows:

In \$ millions	The Group	
	2023	2022
Profit for the financial year	214	207
Other comprehensive income	(1)	8
<b>Total comprehensive income</b>	<b>213</b>	<b>215</b>

The Group's share of off-balance sheet items of the associates and joint ventures at 31 December are as follows:

In \$ millions	The Group	
	2023	2022
<b>Off-balance sheet</b>		
Share of contingent liabilities and commitments	4,067	3,737

**22.1 Main associates**

The main associates of the Group are listed below.

Name of associate	Incorporated in	The Group	
		Effective shareholding %	
		2023	2022
<b>Unquoted</b>			
Central Boulevard Development Pte Ltd*	Singapore	33.3	33.3
Shenzhen Rural Commercial Bank Corporation Limited* (a)(b)	China	13.0	13.0

\* Audited by other auditors

(a) The Group is able to exercise significant influence over the financial and operating policy decision through board representation

(b) On 29 December 2023, the Group announced that it has obtained the requisite regulatory approvals to increase the Bank's existing stake in Shenzhen Rural Commercial Bank Corporation Limited (SRCB) from 13% to 16.69%. The transaction was completed in January 2024. Please refer to note 48.3 for details

### 23. Unconsolidated Structured Entities

“Unconsolidated structured entities” are structured entities, as defined by SFRS(I) 12, that are not controlled by the Group. In the normal course of business, the Group enters into transactions with these structured entities to facilitate customer transactions and for specific investment opportunities.

While the economic exposures may be the same as those to other types of entities, SFRS(I) 12 specifically requires companies to disclose such exposures arising from transactions with unconsolidated structured entities. The table below reflects exposures to third party securitisation structures where the Group holds an interest in the normal course of business.

As is the case with other types of counterparties, the carrying amount from transactions with unconsolidated structured entities have been included in the Group’s financial statements.

The risks arising from such transactions are subject to the Group’s risk management practices.

The table below represents the Group’s and Bank’s maximum exposure to loss which for on-balance sheet assets and liabilities is represented by the carrying amount, and does not reflect mitigating effects from the availability of netting arrangements and financial instruments that the Group may utilise to manage the risks inherent in third party structured entities, or risk-reducing effects of collateral or other credit enhancements.

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Derivatives	84	25	84	25
Corporate securities	5,204	4,017	4,548	3,364
Other assets	7	3	5	2
<b>Total assets</b>	<b>5,295</b>	<b>4,045</b>	<b>4,637</b>	<b>3,391</b>
Commitments	617	799	617	799
<b>Maximum exposure to loss</b>	<b>5,912</b>	<b>4,844</b>	<b>5,254</b>	<b>4,190</b>
Derivatives	154	244	154	244
<b>Total liabilities</b>	<b>154</b>	<b>244</b>	<b>154</b>	<b>244</b>

SFRS(I) 12 also requires additional disclosures where the Group acts as a sponsor to unconsolidated structured entities. The Group is deemed a sponsor of a structured entity if it plays a key role in establishing the entity, and has an on-going involvement with the structured entity or if the Group’s name appears in the structured entity’s name.

There are certain investment funds where the Group is the fund manager and the investors have no or limited removal rights over the fund manager. These funds are primarily subscribed by the investors. As of 31 December 2023, the Group did not hold any investment in these investment funds. The table below summarises the Group’s and Bank’s involvement in the funds.

In \$ millions	The Group and Bank	
	2023	2022
Total assets of the sponsored structured entities	613	476
Fee income earned from the sponsored structured entities	6	8



## 24. Acquisition

### Consumer banking business of Citigroup Inc in Taiwan (“Citi Taiwan”)

In August 2023, the Group completed the acquisition of the consumer banking business of Citigroup Inc in Taiwan (“Citi Taiwan”) via a transfer of assets and liabilities. With the acquisition of Citi Taiwan, DBS Taiwan has become Taiwan’s largest foreign bank by assets and will have clear market leadership in loans, deposits, cards and investments among foreign players in the market. The acquisition is in line with the Group’s strategy to scale up its investment and accelerates its expansion in Taiwan.

The Group has paid a cash consideration of \$936 million for the assets acquired (comprising mainly foreign currency cash accounts and loans and advances) of \$12.6 billion and the liabilities assumed (comprising mainly deposits and balances from customers and pension liabilities) of \$12.4 billion.

The provisional goodwill and intangible assets arising from the acquisition were \$763 million (TWD 17.8 billion) and \$232 million respectively as of 31 December 2023. Intangible assets mainly relate to customer relationships and core deposits.

The contribution to the Group’s net profit from the consolidation of the acquired Citi Taiwan from 12 August 2023 to 31 December 2023 was not material.

Integration costs of \$135 million and \$33 million were included in the Group’s and Bank’s expenses respectively for the year ended 31 December 2023 in the audited income statements.

## 25. Properties and Other Fixed Assets

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Owned properties and other fixed assets				
Investment properties	37	39	29	31
Owner-occupied properties	576	398	50	54
Software <sup>(a)</sup>	1,310	1,181	1,095	978
Other fixed assets	430	367	229	226
Sub-total	2,353	1,985	1,403	1,289
Right-of-use assets				
Properties	1,249	1,155	517	542
Other fixed assets	87	98	58	66
Sub-total	1,336	1,253	575	608
Total	3,689	3,238	1,978	1,897

(a) During the year, the additions to software were \$478 million (2022: \$491 million) for the Group and \$399 million (2022: \$411 million) for the Bank; disposals/ write-offs were \$19 million (2022: \$51 million) for the Group and \$14 million (2022: \$48 million) for the Bank; and depreciation expenses were \$330 million (2022: \$300 million) for the Group and \$268 million (2022: \$234 million) for the Bank

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**26. Goodwill and Intangible Assets**

The carrying amounts of the Group's and Bank's goodwill and intangible assets arising from business acquisitions are as follows:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
<b>Goodwill</b>				
DBS Bank (Hong Kong) Limited	4,631	4,631	-	-
DBS Taiwan consumer banking business <sup>(a)</sup>	763	-	-	-
Others	687	709	334	334
Sub-total	6,081	5,340	334	334
<b>Intangible assets</b>				
Customer relationships and core deposits <sup>(b)</sup>	232	-	-	-
Total Goodwill and intangible assets	6,313	5,340	334	334

(a) Goodwill from acquisition of Citi Taiwan has been recognised on a provisional basis. Refer to Note 24 for further details

(b) Intangible assets from acquisition of Citi Taiwan

Goodwill is reviewed on an annual basis or when indicators of impairment exist.

The more material goodwill at the Group relates to DBS Bank (Hong Kong) Limited's franchise and DBS Taiwan Consumer Banking Business. The recoverable value of the franchise is determined based on a value-in-use calculation. The CGU's five-year projected free cash flows, after taking into account the maintenance of capital adequacy requirements at target levels, are discounted by its cost of capital to derive its present value. To derive the value beyond the fifth year, a long-term growth rate is imputed to the fifth-year cash flow and then discounted by the cost of capital to derive the terminal value. The long-term growth rate used does not exceed the historical long-term growth rate of the market the CGU operates in. The recoverable value is the sum of the present value of the five-year cash flows and the terminal value.

A growth rate of 3.5% (2022: 3.5%) and discount rate of 9.0% (2022: 9.0%) were assumed in the value-in-use calculation for DBS Bank (Hong Kong) Limited's franchise.

The process of evaluating goodwill impairment involves management judgement and prudent estimates of various factors including future cash flows as well as the cost of capital and long-term growth rates. The results can be highly sensitive to the assumptions used. Key assumptions used to determine the recoverable amounts of the CGU, including growth rate and discount rate, are tested for sensitivity by applying a reasonably possible change to those assumptions. The reasonably possible changes in key assumptions did not result in an impairment of goodwill as at 31 December 2023.

**27. Deposits and Balances from Customers**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
<b>Analysed by currency</b>				
Singapore dollar	191,925	213,259	191,537	212,821
US dollar	209,689	198,124	163,670	154,528
Hong Kong dollar	32,852	36,211	4,836	7,325
Chinese yuan	25,040	21,795	5,219	2,993
Others	75,597	57,611	36,198	30,623
Total	535,103	527,000	401,460	408,290
<b>Analysed by product</b>				
Savings accounts	176,625	186,727	138,516	150,734
Current accounts	109,367	130,855	88,720	107,843
Fixed deposits	244,779	203,545	172,254	146,083
Other deposits	4,332	5,873	1,970	3,630
Total	535,103	527,000	401,460	408,290

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**28. Other Liabilities**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Cash collateral received <sup>(a)</sup>	2,491	4,205	2,165	3,848
Accrued interest payable	2,047	1,170	1,491	894
Provision for loss in respect of off-balance sheet credit exposures	243	257	211	223
Payable in respect of securities business	385	351	-	-
Sundry creditors and others <sup>(b)</sup>	11,451	11,912	7,446	8,220
Lease liabilities <sup>(c)</sup>	1,468	1,389	660	704
Current tax liabilities	1,092	1,049	967	905
Short sale of securities	3,052	2,301	2,719	1,854
Deferred tax liabilities (Note 20)	108	56	52	20
<b>Total</b>	<b>22,337</b>	<b>22,690</b>	<b>15,711</b>	<b>16,668</b>

- (a) Mainly relates to cash collateral received in respect of derivative portfolios  
(b) Includes income received in advance of \$768 million (2022: \$864 million) and \$497 million (2022: \$560 million) for the Group and Bank respectively arising from a 15-year regional distribution agreement entered with Manulife Financial Asia Limited, to be amortised on a straight-line basis. The regional distribution agreement was extended for one more year to 2031 via a contract addendum in 2021. \$96 million (2022: \$96 million) and \$62 million (2022: \$62 million) of the Manulife income received in advance was recognised as fee income during the year for the Group and Bank respectively  
(c) Total lease payments made during the year amounted to \$243 million (2022: \$242 million) and \$111 million (2022: \$110 million) for the Group and Bank respectively

**29. Other Debt Securities**

In \$ millions	Note	The Group		Bank	
		2023	2022	2023	2022
Negotiable certificates of deposit	29.1	6,037	5,910	4,351	3,207
Senior medium term notes	29.2	4,849	3,185	4,140	3,027
Commercial papers	29.3	3,545	19,053	3,545	19,053
Covered bonds and other secured notes <sup>(a)</sup>	29.4	13,166	7,575	13,166	7,575
Other debt securities	29.5	15,790	8,058	15,790	8,056
<b>Total</b>		<b>43,387</b>	<b>43,781</b>	<b>40,992</b>	<b>40,918</b>
Due within 1 year		24,899	30,066	23,213	27,361
Due after 1 year <sup>(b)</sup>		18,488	13,715	17,779	13,557
<b>Total</b>		<b>43,387</b>	<b>43,781</b>	<b>40,992</b>	<b>40,918</b>

- (a) Collaterals are in the form of residential mortgages and corporate loans  
(b) Includes instruments in perpetuity

29.1 Negotiable certificates of deposit issued and outstanding as at 31 December are as follows:

In \$ millions		The Group		Bank	
Currency	Interest Rate and Interest Frequency	2023	2022	2023	2022
<b>Issued by the Bank and other subsidiaries</b>					
AUD	Zero-coupon, payable on maturity	2,608	3,207	2,608	3,207
CNY	Zero-coupon, payable on maturity	1,075	2,136	-	-
EUR	Zero-coupon, payable on maturity	73	-	73	-
GBP	Zero-coupon, payable on maturity	1,331	-	1,331	-
HKD	1.07%, payable on maturity	-	35	-	-
HKD	Zero-coupon, payable on maturity	-	500	-	-
INR	Zero-coupon, payable on maturity	611	32	-	-
USD	Zero-coupon, payable on maturity	339	-	339	-
<b>Total</b>		<b>6,037</b>	<b>5,910</b>	<b>4,351</b>	<b>3,207</b>

The outstanding negotiable certificates of deposit as at 31 December 2023 were issued between 13 March 2023 and 28 December 2023 (2022: 11 January 2022 and 29 December 2022) and mature between 2 January 2024 and 26 December 2024 (2022: 4 January 2023 and 21 November 2023).

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**29.2** Senior medium term notes issued and outstanding as at 31 December are as follows:

In \$ millions		The Group		Bank	
		2023	2022	2023	2022
Currency	Interest Rate and Interest Frequency				
<b>Issued by the Bank and other subsidiaries</b>					
AUD	Floating rate note, payable quarterly	2,520	1,460	2,520	1,460
AUD	4.678%, payable semi-annually	361	-	361	-
CNY	3.25% to 4.7%, payable annually	709	158	-	-
HKD	5.4%, payable quarterly	208	214	208	214
HKD	Floating rate note, payable quarterly	228	232	228	232
HKD	1.125% to 5.41%, payable semi-annually	567	736	567	736
USD	1.492% to 2.3%, payable semi-annually	256	385	256	385
Total		4,849	3,185	4,140	3,027

The outstanding senior medium term notes as at 31 December 2023 were issued between 24 March 2021 and 5 June 2023 (2022: 24 March 2021 and 22 November 2022) and mature between 19 January 2024 and 15 March 2027 (2022: 3 March 2023 and 1 March 2027).

**29.3** The commercial papers were issued by the Bank under its USD 5 billion Euro Commercial Paper Programme and USD 20 billion US Commercial Paper Programme. These are mainly zero-coupon papers. The outstanding notes as at 31 December 2023 were issued between 28 July 2023 and 27 November 2023 (2022: 7 July 2022 and 31 December 2022) and mature between 3 January 2024 and 30 May 2024 (2022: 3 January 2023 and 30 June 2023).

**29.4** The covered bonds were issued by the Bank under its USD 20 billion Global Covered Bond Programme. A covered bond is a senior obligation of the Bank backed by a cover pool comprising assets that have been ring-fenced via contractual structures in a bankruptcy-remote structured entity, Bayfront Covered Bonds Pte Ltd. Bayfront Covered Bonds Pte Ltd provides an unconditional and irrevocable guarantee, which is secured by the cover pool, to the covered bond holders. Please refer to Note 18 for further details on the covered bonds.

The outstanding covered bonds of \$12,127 million as at 31 December 2023 (2022: \$7,575 million) were issued between 23 January 2017 and 17 November 2023 (2022: 23 January 2017 and 12 December 2022) and mature between 23 January 2024 and 16 August 2027 (2022: 23 January 2024 and 17 March 2027).

The Bank also issued secured notes. These notes are senior obligations of the Bank backed by a pool of assets. The outstanding notes of \$1,039 million as at 31 December 2023 (2022: Nil) were issued between 20 January 2023 and 28 March 2023 and mature on 17 January 2025. Please refer to Note 18 for further details on the secured notes.

**29.5** Other debt securities issued and outstanding as at 31 December are as follows:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
<b>Issued by the Bank and other subsidiaries</b>				
Equity linked notes	3,035	1,740	3,035	1,738
Credit linked notes	4,342	3,832	4,342	3,832
Interest linked notes	7,976	2,364	7,976	2,364
Others	437	122	437	122
Total	15,790	8,058	15,790	8,056

The outstanding securities (excluding perpetual securities) as at 31 December 2023 were issued between 12 March 2013 and 31 December 2023 (2022: 12 March 2013 and 31 December 2022) and mature between 2 January 2024 and 22 February 2062 (2022: 3 January 2023 and 22 February 2062).

## 30. Share Capital

	The Group and Bank			
	Shares ('000)		In \$ millions	
	2023	2022	2023	2022
<b>Ordinary shares</b>	2,626,196	2,626,196	24,452	24,452
Issued share capital at 31 December			24,452	24,452

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**31. Other Equity Instruments**

The following perpetual capital securities issued by the Bank are classified as other equity instruments. These instruments are subordinated to all liabilities of the Bank and senior only to ordinary shareholders of the Bank.

These instruments include contractual provisions for them to be written-off if and when the Monetary Authority of Singapore (MAS) notifies the Bank that a write-off of the instruments, or a public sector injection of capital (or equivalent support), is necessary, without which the Group or the DBSH Group (DBSH and its subsidiaries) would become non-viable, as determined by the MAS. These instruments qualify as Additional Tier 1 (AT1) capital under the "Notice on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore" (MAS Notice 637).

In \$ millions	Note	Issue Date	Distribution Payment	The Group and Bank	
				2023	2022
<b>Issued by the Group and Bank</b>					
SGD 1,000m 3.98% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2025	31.1	12 Sep 2018	Mar/ Sep	<b>1,000</b>	1,000
USD 1,000m 3.30% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2025	31.2	27 Feb 2020	Feb/ Aug	<b>1,396</b>	1,396
Total				<b>2,396</b>	2,396

**31.1** Distributions are payable at 3.98% per annum up to 12 September 2025. Thereafter, the distribution rate resets every 7 years to the then-prevailing seven-year Singapore Dollar Swap Offer Rate (or such other substitute rate generally accepted by market participants at that time) plus 1.65% per annum. Distributions are paid semi-annually on 12 March and 12 September each year, unless cancelled by the Bank. The capital securities are redeemable on 12 September 2025 or on any distribution payment date thereafter.

**31.2** Distributions are payable at 3.30% per annum up to 27 February 2025. Thereafter, the distribution rate resets every 5 years to the then-prevailing five-year US Dollar Treasury Rate plus 1.915% per annum. Distributions are paid semi-annually on 27 February and 27 August each year, unless cancelled by the Bank. The capital securities are redeemable on 27 February 2025 or on any distribution payment date thereafter.

**32. Other Reserves and Revenue Reserves**

**32.1 Other reserves**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
FVOCI revaluation reserves (debt)	<b>(1,021)</b>	(1,686)	<b>(863)</b>	(1,415)
FVOCI revaluation reserves (equity)	<b>(281)</b>	(344)	<b>(328)</b>	(394)
Cash flow hedge reserves	<b>(1,348)</b>	(2,422)	<b>(979)</b>	(1,910)
Foreign currency translation reserves	<b>(1,776)</b>	(1,273)	<b>(440)</b>	(261)
Other reserves	<b>1</b>	63	-	-
Total	<b>(4,425)</b>	(5,662)	<b>(2,610)</b>	(3,980)

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Movements in other reserves for the Group during the year are as follows:

In \$ millions	The Group					Total
	FVOCI revaluation reserves (debt)	FVOCI revaluation reserves (equity)	Cash flow hedge reserves	Foreign currency translation reserves	Other reserves	
<b>2023</b>						
Balance at 1 January	(1,686)	(344)	(2,422)	(1,273)	63	(5,662)
Net exchange translation adjustments	-	-	-	(503)	-	(503)
Share of associates' reserves	(1)	6	(5)	-	(1)	(1)
Share of associates' transfer to revenue reserves upon disposal of FVOCI equities	-	(11)	-	-	-	(11)
FVOCI financial assets and cash flow hedge movements:						
- net valuation taken to equity	810	(177)	978	-	-	1,611
- transferred to income statement	(89)	-	177	-	-	88
- taxation relating to components of other comprehensive income	(55)	(4)	(76)	-	-	(135)
Transfer to revenue reserves upon disposal of FVOCI equities	-	249	-	-	-	249
Other movements	-	-	-	-	(61)	(61)
Balance at 31 December	(1,021)	(281)	(1,348)	(1,776)	1	(4,425)
<b>2022</b>						
Balance at 1 January	(68)	(54)	(242)	(334)	98	(600)
Net exchange translation adjustments	-	-	-	(939)	-	(939)
Share of associates' reserves	-	(10)	17	-	1	8
FVOCI financial assets and cash flow hedge movements:						
- net valuation taken to equity	(1,860)	(432)	(2,241)	-	-	(4,533)
- transferred to income statement	117	-	(128)	-	-	(11)
- taxation relating to components of other comprehensive income	125	15	172	-	-	312
Transfer to revenue reserves upon disposal of FVOCI equities	-	137	-	-	-	137
Other movements	-	-	-	-	(36)	(36)
Balance at 31 December	(1,686)	(344)	(2,422)	(1,273)	63	(5,662)

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Movements in other reserves for the Bank during the year are as follows:

In \$ millions	FVOCI revaluation reserves (debt)	FVOCI revaluation reserves (equity)	Bank		Total
			Cash flow hedge reserves	Foreign currency translation reserves	
<b>2023</b>					
Balance at 1 January	(1,415)	(394)	(1,910)	(261)	(3,980)
Net exchange translation adjustments	-	-	-	(179)	(179)
FVOCI financial assets and cash flow hedge movements:					
- net valuation taken to equity	652	(176)	775	-	1,251
- transferred to income statement	(66)	-	202	-	136
- taxation relating to components of other comprehensive income	(34)	(4)	(46)	-	(84)
Transfer to revenue reserves upon disposal of FVOCI equities	-	246	-	-	246
Balance at 31 December	(863)	(328)	(979)	(440)	(2,610)
<b>2022</b>					
Balance at 1 January	(79)	(114)	(187)	(45)	(425)
Net exchange translation adjustments	-	-	-	(216)	(216)
FVOCI financial assets and cash flow hedge movements:					
- net valuation taken to equity	(1,530)	(437)	(1,703)	-	(3,670)
- transferred to income statement	117	-	(100)	-	17
- taxation relating to components of other comprehensive income	77	15	80	-	172
Transfer to revenue reserves upon disposal of FVOCI equities	-	142	-	-	142
Balance at 31 December	(1,415)	(394)	(1,910)	(261)	(3,980)

**32.2 Revenue reserves**

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Balance at 1 January	35,355	30,987	26,917	23,693
Net profit attributable to shareholders	10,016	8,155	9,203	7,040
Other comprehensive income attributable to shareholders				
- Fair value change from own credit risk on financial liabilities designated at fair value (net of tax)	(108)	115	(108)	115
- Defined benefit plans remeasurements (net of tax)	(8)	(1)	(3)	-
- Transfer from FVOCI revaluation reserves upon disposal of FVOCI equities	(249)	(137)	(246)	(142)
Share of associates' transfer from FVOCI revaluation reserves upon disposal of FVOCI equities	11	-	-	-
Other movements	50	25	-	-
Sub-total	45,067	39,144	35,763	30,706
Less: Dividends paid to holding company	5,013	3,789	5,013	3,789
Balance at 31 December	40,054	35,355	30,750	26,917

As at 31 December 2023, revenue reserves include statutory reserves of \$633 million (2022: \$575 million) for the Group and \$7 million (2022: \$5 million) for the Bank, maintained in accordance with the applicable laws and regulations. There were no regulatory loss allowance reserves as at 31 December 2023 and 31 December 2022 for both the Group and Bank.

**33. Non-controlling Interests**

The following instruments issued by subsidiaries of the Group are classified as non-controlling interests. These instruments have a deeply subordinated claim on the issuing entity's assets in the event of a liquidation.

In \$ millions	Note	Issue Date	Distribution Payment	The Group	
				2023	2022
<b>Issued by Heedum Pte Ltd</b> S\$344m 1.6% Perpetual Subordinated Loan		12 Nov 2015	Nov	<b>344</b>	344
<b>Issued by DBS Bank (Taiwan) Ltd</b> TW\$8,000m 2.279% Non-Cumulative and Perpetual Preferred Shares	33.1	20 Jan 2015		<b>344</b>	350
<b>Issued by DBS Bank (Hong Kong) Limited</b> HK\$1,400m 2.86% Perpetual Securities		13 Jan 2022	Jan	<b>236</b>	241
Non-controlling interests in Subsidiaries				<b>182</b>	184
Total				<b>1,106</b>	1,119

**33.1** The preferred shares have an annual dividend rate of 4.0% from 20 January 2015 to (but excluding) 20 January 2020, and 2.279% from 20 January 2020.



### 34. Contingent Liabilities and Commitments

The Group issues guarantees, performance bonds and indemnities in the ordinary course of business. The majority of these facilities are offset by corresponding obligations of its customers.

**Guarantees and performance bonds** are generally written by the Group to support the performance of a customer to third parties. As the Group will only be required to meet these obligations in the event of the customer's default, the cash requirements of these instruments are expected to be considerably below their contractual nominal amount.

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Guarantees on account of customers	23,048	21,006	21,842	20,548
Letters of credit and other obligations on account of customers	15,571	16,663	13,782	14,733
Undrawn credit commitments <sup>(a)</sup>	423,842	364,998	326,160	296,727
Forward starting transactions	712	852	1,825	1,541
Undisbursed and underwriting commitments in securities	373	418	373	413
Sub-total	463,546	403,937	363,982	333,962
Capital commitments	56	134	24	87
<b>Total</b>	<b>463,602</b>	<b>404,071</b>	<b>364,006</b>	<b>334,049</b>
<b>Analysed by industry (excluding capital commitments)</b>				
Manufacturing	67,496	60,064	50,561	44,891
Building and construction	33,145	33,045	25,456	26,867
Housing loans	8,790	7,902	7,506	7,500
General commerce	77,432	66,883	63,458	54,867
Transportation, storage and communications	19,676	20,511	15,162	16,078
Financial institutions, investment and holding companies	60,215	49,638	56,941	46,539
Professionals and private individuals (excluding housing loans)	155,959	131,631	112,863	108,296
Others	40,833	34,263	32,035	28,924
<b>Total</b>	<b>463,546</b>	<b>403,937</b>	<b>363,982</b>	<b>333,962</b>
<b>Analysed by geography<sup>(b)</sup> (excluding capital commitments)</b>				
Singapore	172,193	159,784	172,162	159,760
Hong Kong	66,452	65,677	33,660	32,807
Rest of Greater China	81,040	50,479	30,263	24,662
South and Southeast Asia	39,324	36,016	29,534	29,951
Rest of the World	104,537	91,981	98,363	86,782
<b>Total</b>	<b>463,546</b>	<b>403,937</b>	<b>363,982</b>	<b>333,962</b>

(a) Includes commitments that are unconditionally cancellable at any time by the Group (2023: \$348,868 million; 2022: \$294,168 million) and Bank (2023: \$257,880 million; 2022: \$232,199 million)

(b) Based on the location of incorporation of the counterparty or borrower

## 35. Financial Derivatives

### 35.1 Trading derivatives

Most of the Group's derivatives relate to sales and trading activities. Sales activities include the structuring and marketing of derivatives to customers to enable them to take, transfer, modify or reduce current or expected risks. Trading activities are entered into principally for dealer's margin or for the purpose of generating a profit from short-term fluctuations in price.

Trading includes mainly market-making and warehousing to facilitate customer orders. Market-making involves quoting bid and offer prices to other market participants with the intention of generating revenues based on spread and volume. Warehousing involves holding on to positions in order to liquidate in an orderly fashion with timing of unwinding determined by market conditions and traders' views of markets as they evolve.

### 35.2 Hedging derivatives

Apart from derivatives which are designated in hedge accounting relationships (Note 37), all other derivatives including those used for risk management purposes are treated in the same way as trading derivatives.

The following table summarises the contractual or underlying principal amounts of derivative financial instruments held or issued for trading and hedging purposes outstanding at balance sheet date. They do not represent amounts at risk.

Derivative financial instruments are revalued on a gross position basis and the unrealised gains or losses are reflected as derivative assets or derivative liabilities. Derivative assets and liabilities arising from different transactions are only offset if the transactions are done with the same counterparty, a legal right of offset exists, and the parties intend to settle the cash flows on a net basis. Refer to Note 13 for details on offsetting between derivative assets and liabilities.

In \$ millions	Underlying notional	2023		The Group		2022	
		Assets	Liabilities	Underlying notional	Assets	Liabilities	
<b>Interest rate derivatives</b>							
Forward rate agreements	3,177	132	63	2,718	261	18	
Interest rate swaps	1,824,802	7,601	9,443	1,540,327	25,061	27,967	
Interest rate futures	8,234	7	14	22,285	57	6	
Interest rate options	45,721	1,144	1,026	44,881	1,282	1,146	
Sub-total	1,881,934	8,884	10,546	1,610,211	26,661	29,137	
<b>Foreign exchange (FX) derivatives</b>							
FX contracts	597,317	4,651	5,434	612,352	6,763	7,212	
Currency swaps	263,046	7,140	5,513	238,740	9,098	7,324	
Currency options	104,910	454	561	90,707	499	672	
Sub-total	965,273	12,245	11,508	941,799	16,360	15,208	
<b>Equity derivative contracts</b>	28,321	1,207	855	18,094	1,356	605	
<b>Credit derivative contracts</b>	26,996	338	417	27,024	594	162	
<b>Commodity derivative contracts</b>	7,595	112	148	7,802	92	179	
<b>Gross total derivatives</b>	2,910,119	22,786	23,474	2,604,930	45,063	45,291	
Impact of netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited)		(12,694)	(12,694)		(32,110)	(32,110)	
		10,092	10,780		12,953	13,181	
Of which: derivatives with holding company	1,654	86	16	4,593	127	25	

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In \$ millions	The Group					
	Underlying notional	2023		Underlying notional	2022	
Assets		Liabilities	Assets		Liabilities	
<b>Included in the above are derivatives held for:</b>						
<b>Fair value hedges</b>						
Interest rate swaps	18,716	53	148	15,923	546	505
Currency swaps	403	30	-	530	38	-
Sub-total	19,119	83	148	16,453	584	505
<b>Cash flow hedges</b>						
Forward rate agreements	102	#	2	42	3	-
Interest rate swaps	51,753	50	352	36,427	110	1,837
FX contracts	25,938	111	367	17,468	230	77
Currency swaps	18,746	755	332	20,815	1,242	619
Sub-total	96,539	916	1,053	74,752	1,585	2,533
<b>Net investment hedges</b>						
FX contracts	11,828	66	154	11,677	133	44
Currency swaps	789	11	-	-	-	-
Sub-total	12,617	77	154	11,677	133	44
<b>Total derivatives held for hedging</b>	<b>128,275</b>	<b>1,076</b>	<b>1,355</b>	<b>102,882</b>	<b>2,302</b>	<b>3,082</b>

In \$ millions	Bank					
	Underlying notional	2023		Underlying notional	2022	
Assets		Liabilities	Assets		Liabilities	
<b>Interest rate derivatives</b>						
Forward rate agreements	2,167	132	60	1,938	256	16
Interest rate swaps	1,515,365	6,965	8,503	1,301,504	24,701	27,229
Interest rate futures	7,948	7	13	20,365	53	6
Interest rate options	45,407	1,144	1,026	44,685	1,282	1,146
Sub-total	1,570,887	8,248	9,602	1,368,492	26,292	28,397
<b>Foreign exchange (FX) derivatives</b>						
FX contracts	521,787	4,419	4,989	573,365	5,995	6,486
Currency swaps	255,720	6,749	5,290	231,751	8,777	6,926
Currency options	88,233	385	430	77,538	427	533
Sub-total	865,740	11,553	10,709	882,654	15,199	13,945
<b>Equity derivative contracts</b>	<b>28,253</b>	<b>1,206</b>	<b>854</b>	<b>17,991</b>	<b>1,355</b>	<b>604</b>
<b>Credit derivative contracts</b>	<b>26,836</b>	<b>328</b>	<b>415</b>	<b>26,332</b>	<b>579</b>	<b>161</b>
<b>Commodity derivative contracts</b>	<b>7,566</b>	<b>111</b>	<b>148</b>	<b>7,816</b>	<b>92</b>	<b>179</b>
<b>Gross total derivatives</b>	<b>2,499,282</b>	<b>21,446</b>	<b>21,728</b>	<b>2,303,285</b>	<b>43,517</b>	<b>43,286</b>
Impact of netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited)						
		(13,412)	(13,412)		(32,788)	(32,788)
		8,034	8,316		10,729	10,498
Of which: derivatives with subsidiaries and holding company	122,100	1,836	775	112,654	2,025	776

<b>Included in the above are derivatives held for:</b>						
<b>Fair value hedges</b>						
Interest rate swaps	17,413	41	141	14,729	529	501
FX contracts	5,998	56	113	1,539	3	27
Currency swaps	403	30	-	530	38	-
Sub-total	23,814	127	254	16,798	570	528
<b>Cash flow hedges</b>						
Forward rate agreements	102	#	2	42	3	-
Interest rate swaps	46,592	50	34	31,158	110	1,360
FX contracts	18,851	48	258	13,972	171	44
Currency swaps	16,992	551	304	19,012	1,116	537
Sub-total	82,537	649	598	64,184	1,400	1,941
<b>Net investment hedges</b>						
FX contracts	2,837	1	34	8,396	128	9
Sub-total	2,837	1	34	8,396	128	9
<b>Total derivatives held for hedging</b>	<b>109,188</b>	<b>777</b>	<b>886</b>	<b>89,378</b>	<b>2,098</b>	<b>2,478</b>

# Amount under \$500,000

### **36. Interest Rate Benchmark Reform**

In 2023, the Group has transitioned most of its Interbank Offered Rates (IBOR) contracts that are subject to cessation.

The remaining contracts that require transition relate mainly to Fallback Rate (SOR) and SIBOR (Singapore Interbank Offered Rate). For these rates, the industry has agreed with MAS on the transition approach to SORA (Singapore Overnight Rate Average), including timing and Adjustment Spread. The Group is also engaging its customers to transition out of the contracts referencing Synthetic USD LIBOR (London Interbank Offered Rate).

### **37. Hedge Accounting**

The Group enters into hedging transactions to manage exposures to interest rate and foreign currency risks. Hedge accounting is applied to minimise volatility in earnings arising from changes in interest rate and foreign exchange rates.

Please refer to Note 43 for more information on market risk and the Group's risk management practices and Note 2.19 for the Group's accounting policy for hedge accounting.

#### **37.1 Fair value hedge**

In accordance with the risk management strategy in place, the Group enters into interest rate swaps to mitigate the risk of changes in interest rates on the fair value of the following:

- issued fixed rate debt;
- fixed rate bonds;
- fixed rate loans;
- account receivable purchase;
- bond repos; and
- deposits and borrowings.

In such instances, the Group hedges the benchmark interest rate risk component which is an observable and reliably measurable component of interest rate risk. Specifically, the Group has designated fair value hedge relationships, on a hedge-by-hedge basis, to hedge against movements in the benchmark interest rate. This effectively results in the recognition of interest expense (for fixed rate liabilities), or interest income (for fixed rate assets) at floating rates. The Group also uses cross currency swaps when there is a need to hedge both interest rate and foreign exchange risks.

For risks not covered by hedge accounting, the Group manages these in accordance with its risk management strategy.

The Group assesses prospective hedge effectiveness by comparing the changes in fair value of the hedged item resulting from movements in the benchmark interest rate with the changes in fair value of the interest rate swaps used to hedge the exposure. The Group determines the hedge ratio by comparing the notional of the derivative with the principal of the debt issued or the bond asset purchased, or the loan granted.

The Group has identified the following possible sources of ineffectiveness:

- the use of derivatives as a protection against interest rate risk creates an exposure to the derivative counterparty's credit risk which is not offset by the hedged item. This risk is minimised by entering into derivatives with high credit quality counterparties;
- the use of different discounting curves when measuring the fair value of the hedged items and hedging instruments. For derivatives, the discounting curve used depends on collateralisation and the type of collateral used;
- difference in tenor of hedged items and hedging instruments;
- difference in the timing of settlement of hedging instruments and hedged items;
- fixing risk or difference in fixing rate of hedging instruments and implied forward rate on hedged items; and
- difference in hedged rate between hedged item and hedging instrument

The Group also uses foreign currency denominated borrowings/ deposits to fund its investments in non-SGD denominated FVOCI equity instruments. To reduce the accounting mismatch on the borrowings/ deposits and FVOCI equity instruments because of foreign exchange rate movements, the Group designates the borrowings/ deposits as the hedging instruments in fair value hedges of the FVOCI equity instruments. The hedge ratio is determined by comparing the principal of the borrowings/ deposits with the investment costs of the FVOCI equity instruments. A potential source of ineffectiveness is a decrease in the fair value of the equity instruments below their investment costs.

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The following table sets out the maturity profile of the hedging instruments used in fair value hedges. The amounts shown in the table reflect the notional amounts of derivatives and the carrying amounts of borrowings and deposits. Please refer to Note 35 for the carrying values of the derivatives.

In \$ millions	Type of risk hedged	The Group			Total
		Less than 1 year	1 to 5 years	More than 5 years	
<b>2023</b>					
<b>Derivatives (notional)</b>					
Interest rate swaps	Interest rate	5,653	10,463	2,600	18,716
Currency swaps	Interest rate & Foreign exchange	-	403	-	403
<b>Total derivatives</b>		<b>5,653</b>	<b>10,866</b>	<b>2,600</b>	<b>19,119</b>
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,479	-	-	1,479
<b>Total non-derivative instruments</b>		<b>1,479</b>	<b>-</b>	<b>-</b>	<b>1,479</b>
<b>2022</b>					
<b>Derivatives (notional)</b>					
Interest rate swaps	Interest rate	1,663	11,202	3,058	15,923
Currency swaps	Interest rate & Foreign exchange	104	426	-	530
<b>Total derivatives</b>		<b>1,767</b>	<b>11,628</b>	<b>3,058</b>	<b>16,453</b>
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,463	-	-	1,463
<b>Total non-derivative instruments</b>		<b>1,463</b>	<b>-</b>	<b>-</b>	<b>1,463</b>
<b>Bank</b>					
In \$ millions	Type of risk hedged	The Group			Total
		Less than 1 year	1 to 5 years	More than 5 years	
<b>2023</b>					
<b>Derivatives (notional)</b>					
Interest rate swaps	Interest rate	5,625	9,260	2,528	17,413
FX contracts	Foreign exchange	5,998	-	-	5,998
Currency swaps	Interest rate & Foreign exchange	-	403	-	403
<b>Total derivatives</b>		<b>11,623</b>	<b>9,663</b>	<b>2,528</b>	<b>23,814</b>
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,479	-	-	1,479
<b>Total non-derivative instruments</b>		<b>1,479</b>	<b>-</b>	<b>-</b>	<b>1,479</b>
<b>2022</b>					
<b>Derivatives (notional)</b>					
Interest rate swaps	Interest rate	1,595	10,170	2,964	14,729
FX contracts	Foreign exchange	1,350	189	-	1,539
Currency swaps	Interest rate & Foreign exchange	104	426	-	530
<b>Total derivatives</b>		<b>3,049</b>	<b>10,785</b>	<b>2,964</b>	<b>16,798</b>
Non-derivative instruments (e.g. borrowings, deposits)	Foreign exchange	1,463	-	-	1,463
<b>Total non-derivative instruments</b>		<b>1,463</b>	<b>-</b>	<b>-</b>	<b>1,463</b>

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The table below provides information on hedged items relating to fair value hedges.

In \$ millions	The Group		Bank	
	Carrying amounts (including hedge adjustments)	Fair value hedge adjustments included in carrying amounts	Carrying amounts (including hedge adjustments)	Fair value hedge adjustments included in carrying amounts
<b>2023</b>				
<b>Assets</b>				
Loans and advances to customers	852	(5)	822	(5)
Due from banks	687	#	687	#
Government securities and treasury bills <sup>(a)</sup>	1,379	(13)	88	-
Bank and corporate securities <sup>(a)</sup>	5,960	(9)	5,960	(9)
Associates	-	-	1,054	(28)
Subsidiaries	-	-	4,944	(126)
<b>Liabilities</b>				
Due to banks	727	3	727	3
Deposits and balances from customers	55	#	55	#
Other debt securities	8,489	(261)	8,489	(261)
Due to holding company	1,887	(24)	1,887	(24)
<b>2022</b>				
<b>Assets</b>				
Loans and advances to customers	786	(21)	786	(21)
Government securities and treasury bills <sup>(a)</sup>	1,204	(17)	30	-
Bank and corporate securities <sup>(a)</sup>	6,500	(13)	6,500	(13)
Subsidiaries	-	-	1,539	(73)
<b>Liabilities</b>				
Other debt securities	7,172	(431)	7,172	(431)
Due to holding company	1,148	(65)	1,148	(65)

# Amount under \$500,000

(a) The carrying amounts of debt and equity instruments at fair value through other comprehensive income do not include fair value hedge adjustments as the hedged assets are measured at fair value. The accounting for the hedge relationship results in a transfer from other comprehensive income to the income statement for debt instruments

At the Group, for the year ended 31 December 2023, the net gains on hedging instruments used to calculate hedge effectiveness was \$121 million (2022: net gains of \$143 million). The net losses on hedged items attributable to the hedged risk amounted to \$127 million (2022: net losses of \$140 million).

At the Bank, for the year ended 31 December 2023, the net gains on hedging instruments used to calculate hedge effectiveness was \$197 million (2022: net gains of \$268 million). The net losses on hedged items attributable to the hedged risk amounted to \$202 million (2022: net losses of \$265 million).

### **37.2 Cash flow hedge**

The Group is predominantly exposed to variability in future cash flows due to interest rate movements and foreign currency fluctuations from the following:

- assets subject to repricing, reinvestment or refinancing risk;
- forecasted interest earnings denominated in foreign currency;
- issued floating or fixed rate foreign currency debt; and
- floating or fixed rate foreign currency bonds.

In accordance with the Group risk management strategy, the Group enters into interest rate swaps, foreign currency forwards and swaps as well as cross currency swaps to protect against the variability of cash flows due to changes in interest rates and/ or foreign currency exchange rates.

In such instances, cash flow hedge relationships are designated. These are applied on a hedge-by-hedge basis or portfolio basis, for example:

- For cash flows from assets subject to repricing or reinvestment risk, a portfolio cash flow hedge relationship is designated using interest rate swaps. A dynamic process is applied for this hedge as the portfolio composition can change e.g. due to maturities and new originations. The portfolio cash flow hedge relationship effectively extends the duration of the assets, such that the interest cash flows are transformed from a floating rate basis to a fixed rate basis.
- Foreign currency forwards and swaps are used to hedge against variability in future cash flows arising from USD-denominated interest income, and to hedge against foreign exchange movements arising from a portfolio of foreign currency denominated assets and liabilities.
- Cross currency swaps are used to mitigate the risk of fluctuation of coupon and principal cash flows due to changes in foreign currency exchange rates of issued foreign currency debt and foreign currency bonds.
- Bond forwards are used to reduce exposures to foreign currency bonds.

For risks not covered by hedge accounting, the Group manages these in accordance with its risk management strategy.

The Group assesses hedge effectiveness by comparing the changes in fair value of a hypothetical derivative reflecting the terms of the hedged item due to movements in the hedged risk with the changes in fair value of the derivatives used to hedge the exposure.

The Group determines the hedge ratio by comparing the notional of the derivatives with the assets subject to repricing/ reinvestment/ refinancing risk or amount of forecast earnings denominated in foreign currency or the principal of the debt securities issued or purchased foreign currency bonds.

The Group has identified the following possible sources of ineffectiveness in its cash flow hedge relationships:

- the use of derivatives as a protection against currency and interest rate risk creates an exposure to the derivative counterparty's credit risk which is not offset by the hedged item. This risk is minimised by entering into derivatives with high credit quality counterparties;
- difference in tenor of hedged items and hedging instruments;
- difference in timing of settlement of the hedging instrument and hedged item; and
- designation of off-market hedging instruments.

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The following table sets out the maturity profile of the hedging instruments used in cash flow hedges. The amounts shown in the table reflect the notional amounts of derivatives. Please refer to Note 35 for the carrying values of the derivatives.

In \$ millions	Type of risk hedged	The Group			Total
		Less than 1 year	1 to 5 years	More than 5 years	
<b>2023</b>					
<b>Derivatives (notional)</b>					
Forward rate agreements	Interest rate	20	-	82	102
Interest rate swaps	Interest rate	9,108	42,645	-	51,753
FX contracts	Foreign exchange	25,752	186	-	25,938
Currency swaps	Interest rate & Foreign exchange	4,605	9,262	4,879	18,746
Total		39,485	52,093	4,961	96,539
<b>2022</b>					
<b>Derivatives (notional)</b>					
Forward rate agreements	Interest rate	-	-	42	42
Interest rate swaps	Interest rate	2,135	34,292	-	36,427
FX contracts	Foreign exchange	17,343	125	-	17,468
Currency swaps	Interest rate & Foreign exchange	8,842	6,728	5,245	20,815
Total		28,320	41,145	5,287	74,752
<b>Bank</b>					
In \$ millions	Type of risk hedged	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>2023</b>					
<b>Derivatives (notional)</b>					
Forward rate agreements	Interest rate	20	-	82	102
Interest rate swaps	Interest rate	9,057	37,535	-	46,592
FX contracts	Foreign exchange	18,851	-	-	18,851
Currency swaps	Interest rate & Foreign exchange	4,422	8,225	4,345	16,992
Total		32,350	45,760	4,427	82,537
<b>2022</b>					
<b>Derivatives (notional)</b>					
Forward rate agreements	Interest rate	-	-	42	42
Interest rate swaps	Interest rate	2,135	29,023	-	31,158
FX contracts	Foreign exchange	13,972	-	-	13,972
Currency swaps	Interest rate & Foreign exchange	8,828	5,473	4,711	19,012
Total		24,935	34,496	4,753	64,184

The hedge ineffectiveness arising from these hedges was insignificant.

Please refer to Note 32 for information on the cash flow hedge reserves.

### 37.3 Net investment hedges

The Group manages currency risk of its net investment in foreign operations (or structural foreign exchange risk) using foreign currency borrowings, foreign currency forwards and swaps, as well as cross currency swaps.

Structural foreign exchange exposures are managed with the primary aim of ensuring that consolidated capital ratios are largely protected from the effect of fluctuations in foreign exchange rates against SGD.

Under the Group's hedging strategy, the carrying amount of these investments could be fully hedged, partially hedged or not hedged at all. The Group regularly reviews its hedging strategy, taking into account the long-term outlook of currency fundamentals and the impact of fluctuations in foreign exchange rates on capital adequacy ratios.



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The tables below analyse the structural currency exposures by functional currency.

**The Group**

In \$ millions	Net investments in foreign operations <sup>(a)</sup>	Financial instruments which hedge the net investments	Structural currency exposures before natural offset from AT1 equity instruments	AT1 equity instruments <sup>(c)</sup>	Remaining unhedged structural currency exposures
<b>2023</b>					
Hong Kong dollar	9,397	3,504	5,893	-	5,893
US dollar <sup>(b)</sup>	10,117	-	10,117	1,318	8,799
Chinese yuan	4,329	3,950	379	-	379
Taiwan dollar	3,880	3,677	203	-	203
Others	6,350	1,486	4,864	-	4,864
<b>Total</b>	<b>34,073</b>	<b>12,617</b>	<b>21,456</b>	<b>1,318</b>	<b>20,138</b>
<b>2022</b>					
Hong Kong dollar	10,021	4,210	5,811	-	5,811
US dollar <sup>(b)</sup>	9,331	5,706	3,625	1,343	2,282
Chinese yuan	4,277	269	4,008	-	4,008
Taiwan dollar	1,604	1,492	112	-	112
Others	5,618	-	5,618	-	5,618
<b>Total</b>	<b>30,851</b>	<b>11,677</b>	<b>19,174</b>	<b>1,343</b>	<b>17,831</b>

- (a) Refers to net tangible assets of entities (e.g. subsidiaries, associates, joint ventures and overseas branches) or units with non-SGD functional currency  
(b) Includes the Treasury Markets trading business in Singapore ("TM Singapore"). With effect from 1 January 2021, the functional currency of TM Singapore changed from SGD to US dollars (USD) to better reflect the increasing dominance of the USD in the business activities of TM Singapore  
(c) Represents foreign currency denominated AT1 equity instruments. These are accounted for at historical cost and do not qualify for hedge accounting

**Bank**

In \$ millions	Net investments in foreign operations <sup>(d)</sup>	Financial instruments which hedge the net investments	Structural currency exposures before natural offset from AT1 equity instruments	AT1 equity instruments <sup>(f)</sup>	Remaining unhedged structural currency exposures
<b>2023</b>					
Hong Kong dollar	1,613	1,072	541	-	541
US dollar <sup>(e)</sup>	9,868	-	9,868	1,318	8,550
Taiwan dollar	331	279	52	-	52
Others	3,035	1,486	1,549	-	1,549
<b>Total</b>	<b>14,847</b>	<b>2,837</b>	<b>12,010</b>	<b>1,318</b>	<b>10,692</b>
<b>2022</b>					
Hong Kong dollar	2,632	2,472	160	-	160
US dollar <sup>(e)</sup>	9,165	5,706	3,459	1,343	2,116
Taiwan dollar	323	218	105	-	105
Others	2,840	-	2,840	-	2,840
<b>Total</b>	<b>14,960</b>	<b>8,396</b>	<b>6,564</b>	<b>1,343</b>	<b>5,221</b>

- (d) Refers to net tangible assets of overseas branches or units with non-SGD functional currency  
(e) Includes the Treasury Markets trading business in Singapore ("TM Singapore"). With effect from 1 January 2021, the functional currency of TM Singapore changed from SGD to US dollars (USD) to better reflect the increasing dominance of the USD in the business activities of TM Singapore  
(f) Represents foreign currency denominated AT1 equity instruments. These are accounted for at historical cost and do not qualify for hedge accounting

Please refer to Note 32 for information on the foreign currency translation reserves. Foreign currency translation reserves include the effect of translation differences on net investments in foreign entities (e.g. subsidiaries, associates, joint ventures and branches) or units with non-SGD functional currency, and the related foreign currency financial instruments designated for hedge accounting.

**38. Share-based Compensation Plans**

As part of the Group's remuneration policy, the Group provides various share-based compensation plans to foster a culture that aligns employees' interests with shareholders', enable employees to share in the Group's performance and enhance talent retention.

Main Scheme/ Plan	Note
<b>DBSH Share Plan (Share Plan)</b>	
<ul style="list-style-type: none"> <li>• The Share Plan is granted to Group executives as determined by the Compensation and Management Development Committee ("Committee") which has been appointed to administer the Share Plan from time to time.</li> <li>• Participants are awarded shares of DBSH or, at the Committee's discretion, their equivalent cash value or a combination.</li> <li>• The share awards consist of a main award and a retention award for employees on bonus/ sales incentive plans. Dividends on unvested shares do not accrue to employees.</li> <li>• The Directors reviewed and approved the proposed changes to the vesting schedule and retention awards on 5 December 2022. These would apply to shares granted from 2023, and there are no changes to the vesting schedule and retention awards for shares that had been granted in earlier periods:  Vesting schedule <ul style="list-style-type: none"> <li>• For employees on bonus plan (including key employees who are also awarded shares as part of talent retention): <ul style="list-style-type: none"> <li>○ The main award granted prior to February 2023 will vest 2 to 4 years after grant i.e. 33% will vest 2 years after grant; another 33% will vest on the third year and the remaining 34% plus the retention award will vest 4 years after grant.</li> <li>○ The main award granted from February 2023 will vest 1 to 4 years after grant i.e. 25% will vest each year. The retention award will vest 4 years after grant.</li> </ul> </li> <li>• Special Awards are granted as part of talent retention for selected individuals. <ul style="list-style-type: none"> <li>○ Special Awards granted prior to February 2023 will vest 2 to 4 years after grant i.e. 33% will vest 2 years after grant; another 33% will vest on the third year and the remaining 34% will vest 4 years after grant.</li> <li>○ Special Awards granted from February 2023 will vest 1 to 3 years after grant; i.e. 33% will vest 1 year after grant, another 33% will vest on the second year and the remaining 34% will vest 3 years after grant.</li> </ul> </li> </ul> </li> </ul>	38.1
<ul style="list-style-type: none"> <li>• Retention award <ul style="list-style-type: none"> <li>• For share awards granted from 2023, the retention award for employees on bonus plan was reduced from 20% to 15% following the change in the vesting schedule.</li> <li>• There is no retention award for Special Awards.</li> </ul> </li> <li>• For employees on sales incentive plan, the main award will vest 1 to 3 years after grant; i.e. 33% will vest 1 year after grant, another 33% will vest on the second year and the remaining 34% plus the retention award will vest 3 years after grant. The retention award remains unchanged at 15%.</li> <li>• All the DBSH Share Plan awards will lapse immediately upon termination of employment, except in the event of ill health, injury, disability, redundancy, retirement or death.</li> <li>• The market price of shares on the grant date is used to estimate the fair value of the shares awarded. The fair value of the shares granted includes an adjustment to exclude the present value of future expected dividends to be paid during the vesting period.</li> <li>• Vested and unvested shares are subject to clawback/ malus. Conditions that trigger such clawback/ malus are in the Remuneration Report section of DBSH's Annual Report.</li> <li>• Shares are awarded to non-executive Directors as part of director's remuneration. Details of these awards are disclosed in the Corporate Governance section of DBSH's Annual Report.</li> </ul>	
<b>DBSH Employee Share Plan (ESP)</b>	
<ul style="list-style-type: none"> <li>• The Committee has ceased granting shares under the ESP effective from financial year 2018 remuneration. All outstanding ESP share grants have fully vested in 2022.</li> </ul>	38.1
<b>DBSH Employee Share Purchase Plan (ESPP)</b>	
<ul style="list-style-type: none"> <li>• The ESPP was implemented in 2019 in selective markets across the Group. All permanent employees who hold the rank of Vice President and below are eligible to participate in the scheme.</li> <li>• The ESPP is a share ownership plan for eligible employees to own DBSH shares through monthly contributions via deductions from payroll or designated bank accounts.</li> <li>• Participants contribute up to 10% of month salary (minimum S\$50, capped at S\$1,000) and the Group will match 25% of the participant's contributions to buy DBSH ordinary shares for a period of 12 months during each plan year.</li> <li>• The matching shares bought from the Group's contribution will vest 24 months after the last contribution month for each plan year.</li> <li>• The matching shares will lapse immediately upon termination of employment, except in the event of ill health, injury, disability, redundancy, retirement or death.</li> </ul>	38.2

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**38.1 DBSH Share Plan and DBSH Employee Share Plan**

The following table sets out the movements of the awards during the year.

Number of shares	The Group			
	2023		2022	
	Share Plan	ESP	Share Plan	ESP
Balance at 1 January	16,138,420	-	17,105,292	145,804
Granted <sup>(a)</sup>	5,778,718	-	5,068,826	-
Vested	(5,584,985)	-	(5,205,424)	(145,138)
Forfeited/ others	(357,378)	-	(830,274)	(666)
Balance at 31 December	15,974,775	-	16,138,420	-
Weighted average fair value of the shares granted during the year	\$29.75	-	\$32.35	-

(a) 2023 includes adjustments (229,765 shares) made to all unvested share awards following the shareholders' approval for the special dividend of \$0.50 per ordinary share at DBSH's Annual General Meeting held on 31 March 2023 in accordance with terms of the Share Plan

Number of shares	Bank			
	2023		2022	
	Share Plan	ESP	Share Plan	ESP
Balance at 1 January	12,470,800	-	13,314,486	76,480
Granted <sup>(b)</sup>	4,195,086	-	3,816,502	-
Vested	(4,313,734)	-	(4,091,313)	(76,139)
Transferred	73,914	-	(26,006)	123
Forfeited/ others	(200,660)	-	(542,869)	(464)
Balance at 31 December	12,225,406	-	12,470,800	-
Weighted average fair value of the shares granted during the year	\$29.66	-	\$32.35	-

(b) 2023 includes adjustments (178,488 shares) made to all unvested share awards following the shareholders' approval for the special dividend of \$0.50 per ordinary share at DBSH's Annual General Meeting held on 31 March 2023 in accordance with terms of the Share Plan

**38.2 DBSH Employee Share Purchase Plan**

The following table sets out the movements of the shares during the year.

Number of shares	The Group		Bank	
	2023	2022	2023	2022
Balance at 1 January	1,320,131	1,403,440	984,505	1,055,854
Granted	629,333	503,737	459,846	373,641
Vested <sup>(c)</sup>	(523,660)	(446,839)	(392,649)	(336,797)
Transferred	-	-	806	(175)
Forfeited	(73,932)	(140,207)	(52,168)	(108,018)
Balance at 31 December	1,351,872	1,320,131	1,000,340	984,505
Weighted average fair value of the shares granted during the year	\$28.05	\$29.39	\$28.06	\$29.39

(c) Excludes shares vested but temporarily withheld under the regulatory requirement as of the reporting date. Such shares will be reported as vested in the period the shares are released to the employees

### 39. Related Party Transactions

39.1 Transactions between the Bank and its subsidiaries, including consolidated structured entities, associates and joint ventures which are related parties of the Bank, are disclosed in Notes 39.4 to 39.6.

39.2 During the financial year, the Group had banking transactions with related parties, consisting of subsidiaries, associates and joint ventures and key management personnel of the Group. These included the taking of deposits and extension of credit card and other loan facilities. These transactions were made in the ordinary course of business and carried out at arms-length commercial terms, and were not material.

In addition, key management personnel received remuneration for services rendered during the financial year. Non-cash benefits including performance shares were also granted.

39.3 Total compensation and fees to key management personnel<sup>(a)</sup> are as follows:

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
Short-term benefits <sup>(b)</sup>	50	54	38	42
Share-based payments <sup>(c)</sup>	35	30	30	26
Total	85	84	68	68

(a) Includes Bank Directors and members of the Management Committee who have authority and responsibility in planning the activities and direction of the Group. The composition and number of Directors and Management Committee members may differ from year to year

(b) Includes cash bonus based on amount accrued during the year, to be paid in the following year

(c) Share-based payments are expensed over the vesting period in accordance with SFRS(I) 2. The 2023 share-based payments included a \$4 million impact for both the Group and Bank arising from the change in vesting schedule and retention awards for shares granted in February 2023 in respect of performance year 2022 (refer to Note 38 for more details). The share grant in respect of the performance year 2023, which will be granted in February 2024, will be recognised as an expense over its vesting period from 2024 to 2027

### 39.4 Income received from and expenses paid to related parties

In addition to the related party information shown elsewhere in the financial statements, the following transactions took place between the Bank and related parties during the financial year on terms agreed by the parties concerned.

In \$ millions	The Group		Bank	
	2023	2022	2023	2022
<b>Income received from:</b>				
- Holding company	29	14	29	14
- Subsidiaries	-	-	1,740	690
- Associates and joint ventures	68	41	127	106
Total	97	55	1,896	810
<b>Expenses paid to:</b>				
- Holding company	265	229	186	178
- Subsidiaries	-	-	1,486	962
- Associates and joint ventures	102	102	102	102
Total	367	331	1,774	1,242

### 39.5 Amounts due from and to related parties

In \$ millions	Bank	
	2023	2022
<b>Amounts due from:</b>		
- Holding company	1,474	1,119
- Subsidiaries (Note 21)	29,309	22,758
- Associates and joint ventures	1,056	1,059
Total	31,839	24,936
<b>Amounts due to:</b>		
- Holding company	5,037	7,276
- Subsidiaries	47,621	36,354
- Associates and joint ventures	183	149
Total	52,841	43,779

### 39.6 Guarantees issued to and received from related parties

Guarantees issued to and received from subsidiaries amounted to \$3,180 million (2022: \$2,840 million) and \$585 million (2022: \$572 million) respectively.

The Bank also finances customer through discounting bills issued by related parties. As at 31 December 2023, outstanding amount of such bills was \$10 million (2022: \$25 million).

## 40. Fair Value of Financial Instruments

### 40.1 Valuation Process

The valuation processes within the Group are governed by the Valuation Policy, which is approved by the Board Audit Committee.

The Valuation Policy applies to all financial assets and liabilities that are measured at fair value, covering both market prices as well as model inputs. Financial assets and liabilities are marked directly using reliable and independent quoted market prices where available or by using reliable and independent market parameters (as model inputs) in conjunction with a valuation model.

Valuation models go through an assurance process carried out by the Risk Management Group (RMG), independent of the model developers. This assurance process covers the review of the underlying methodology including its logic and conceptual soundness together with the model inputs and outputs. Model assurances are conducted prior to implementation and subject to regular review or when there are significant changes arising from market or portfolio changes. Where necessary, the Group also imposes model reserves and other adjustments in determining fair value. Models are approved by the Group Market and Liquidity Risk Committee (GMLRC).

A process of independent price verification (IPV) is in place to establish the accuracy of the market parameters used when the marking is performed by the Front Office. The IPV process entails independent checks to compare traders' marks to independent sources such as broker/ dealer quotes or market consensus providers.

Where market parameters are sourced independently for the marking of financial assets and liabilities, or used as inputs into a valuation model, these are checked for reliability and accuracy, for example by reviewing large daily movements or by referencing other similar sources, or transactions.

Valuation adjustments and reserves are taken to account for close-out costs, model and market parameter uncertainty, and any other factor that may affect valuations. Valuation adjustment and reserve methodologies are approved by the GMLRC and governed by the Valuation Policy.

The valuation adjustments and reserves include but are not limited to:

#### **Model and Parameter Uncertainty Adjustments**

Valuation uncertainties may occur during fair value measurement either due to uncertainties in the required input parameters or uncertainties in the modelling methods used in the valuation process. In such situations, adjustments may be necessary to take these factors into account.

For example, where market data such as prices or rates for an instrument are no longer observable after an extended period of time, these inputs used to value the financial instruments may no longer be relevant in

the current market conditions. In such situations, adjustments may be necessary to address the pricing uncertainty arising from the use of stale market data inputs.

#### **Credit Valuation Adjustments**

Credit valuation adjustments are taken to reflect the impact on fair value of counterparty credit risk. Credit valuation adjustments are based upon the creditworthiness of the counterparties, magnitude of the current or potential exposure on the underlying transactions, netting and collateral arrangements, and the maturity of the underlying transactions.

#### **Funding Valuation Adjustments**

Funding valuation adjustments represent an estimate of the adjustment to fair value that a market participant would make in incorporating funding costs and benefits that arise in relation to uncollateralised derivatives positions.

#### **Day 1 Profit or Loss (P&L) Reserve**

In situations where the market for an instrument is not active and its fair value is established using a valuation model based on significant unobservable market parameters, the Day 1 P&L arising from the difference in transacted price and end-of-day model valuation is set aside as reserves. A market parameter is defined as being significant when its impact on the Day 1 P&L is greater than an internally determined threshold. The Day 1 P&L reserve is released to the income statement when the parameters become observable or when the transaction is closed out or amortised over the duration of the transaction. At year end, the unamortised Day 1 P&L was not material.

#### **Bid-Offer Adjustments**

The Group often holds, at varying points in time, both long or short positions in financial instruments which are valued using mid-market levels. Bid-offer adjustments are then made to account for close-out costs.

### 40.2 Fair Value Hierarchy

The fair value hierarchy accords the highest level to observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities and the lowest level to unobservable inputs. The fair value measurement of each financial instrument is categorised in accordance with the same level of the fair value hierarchy as the input with the lowest level that is significant to the entire measurement. If unobservable inputs are deemed significant, the financial instrument will be categorised as Level 3.

Financial instruments that are valued using quoted prices in active markets are classified as Level 1 within the fair value hierarchy. These would include government and sovereign securities, listed equities and corporate debt securities which are actively traded. Derivatives contracts which are traded in an active exchange market are also classified as Level 1 of the valuation hierarchy.

Where fair value is determined using quoted market prices in less active markets or quoted prices for similar assets and liabilities, such instruments are generally

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classified as Level 2. In cases where quoted prices are generally not available, the Group will determine the fair value based on valuation techniques that use market parameters as inputs including but not limited to yield curves, volatilities and foreign exchange rates. The majority of valuation techniques employ only observable market data so that reliability of the fair value measurement is high. These would include corporate debt securities, repurchase, reverse repurchase agreements and most of the Group's over-the-counter (OTC) derivatives.

The Group classifies financial instruments as Level 3 when there is reliance on unobservable market parameters, whether used directly to value a financial asset or liability, or used as inputs to a valuation model, attributing to a significant contribution to the instrument value. These would include all input parameters which are derived from historical data, for example, asset correlations or certain volatilities. Level 3 instruments also include unquoted equity securities which are measured based on the net asset value of the investments. In addition, Level 3 inputs include all stale quoted security prices and other approximations (e.g. bonds valued using credit default swap spreads).

The following tables present assets and liabilities measured at fair value, classified by level within the fair value hierarchy.

In \$ millions	The Group							
	2023				2022			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>								
Financial assets at FVPL								
- Government securities and treasury bills	13,130	3,147	-	16,277	9,936	3,309	1	13,246
- Bank and corporate securities	16,947	4,782	108 <sup>(a)</sup>	21,837	16,843	4,516	170	21,529
- Other financial assets	368	28,955	-	29,323	98	24,702	-	24,800
FVOCI financial assets								
- Government securities and treasury bills	27,340	2,492	-	29,832	25,781	2,377	-	28,158
- Bank and corporate securities	17,694	5,248	632	23,574	18,202	3,538	607	22,347
- Other financial assets	-	5,052	-	5,052	-	5,623	-	5,623
Derivatives	35	22,629	122	22,786	70	44,842	151	45,063
<b>Liabilities</b>								
Financial liabilities at FVPL								
- Other debt securities	-	15,880	-	15,880	-	8,143	-	8,143
- Other financial liabilities	3,040	25,710	-	28,750	2,300	17,681	1	19,982
Derivatives	57	23,416	1	23,474	19	45,271	1	45,291

(a) Decrease in Level 3 balance was mainly due to updated pricing of less liquid bonds

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In \$ millions	Bank							
	2023				2022			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>								
Financial assets at FVPL								
- Government securities and treasury bills	10,335	1,495	-	11,830	8,006	3,122	1	11,129
- Bank and corporate securities	16,633	2,485	105 <sup>(a)</sup>	19,223	16,408	2,072	170	18,650
- Other financial assets	368	28,039	-	28,407	98	23,455	-	23,553
FVOCI financial assets								
- Government securities and treasury bills	16,520	1,014	-	17,534	15,694	546	-	16,240
- Bank and corporate securities	16,236	1,535	551	18,322	16,206	1,426	515	18,147
- Other financial assets	-	2,836	-	2,836	-	2,578	-	2,578
Due from subsidiaries	-	574	-	574	-	405	-	405
Derivatives	35	21,289	122	21,446	66	43,301	150	43,517
<b>Liabilities</b>								
Financial liabilities at FVPL								
- Other debt securities	-	15,880	-	15,880	-	8,142	-	8,142
- Other financial liabilities	2,706	21,066	-	23,772	1,862	12,292	1	14,155
Due to subsidiaries	-	-	-	-	-	1	-	1
Derivatives	56	21,671	1	21,728	19	43,267	-	43,286

(a) Decrease in Level 3 balance was mainly due to updated pricing of less liquid bonds

The bank and corporate securities classified as Level 3 at 31 December 2023 comprised mainly securities which were marked using approximations, less liquid bonds and unquoted equity securities valued based on net asset value of the investments.

#### 40.3 Own credit adjustments on financial liabilities designated at fair value through profit or loss

Changes in the fair value of financial liabilities designated at fair value through profit or loss related to the Group's own credit risk are recognised in other comprehensive income. As the Group does not hedge changes in own credit risk arising from financial liabilities, presenting the own credit movements within other comprehensive income does not create or increase an accounting mismatch in the income statement.

The change in fair value attributable to changes in own credit risk has been determined as the amount of change in fair value that is attributable to changes in funding spreads above benchmark interest rates. Fair value changes arising from factors other than the Group's own credit risk are insignificant.

The cumulative amounts attributable to changes in own credit risk for these financial liabilities as at 31 December 2023 was a loss of \$42 million for the Group and the Bank (2022: gain of \$66 million).

Realised losses attributable to changes in own credit risk as at 31 December 2023 was \$22 million (2022: loss of \$22 million).

#### 40.4 Financial assets & liabilities not carried at fair value

For financial assets and liabilities not carried at fair value in the financial statements, the Group has ascertained that their fair values were not materially different from their carrying amounts at year-end.

For cash and balances with central banks, due from banks, loans and advances to customers, as well as due to banks and deposits and balances from customers, the basis of arriving at fair values is by discounting cash flows using the relevant market interest rates for the respective currencies.

For investment debt securities and other debts issued, fair values are determined based on independent market quotes, where available. Where market prices are not available, fair values are estimated using discounted cash flow method.

The fair value of variable interest-bearing as well as short-term financial instruments accounted for at amortised cost is assumed to be approximated by their carrying amounts.

#### **41. Risk Governance**

The Group Board oversees the Group's affairs and provides sound leadership for the CEO and management. Authorised by the Group Board, various Board committees oversee specific responsibilities based on clearly defined terms of reference.

Under the Group's risk management approach, the Group Board, through the Board Risk Management Committee (BRMC), sets the Group's Risk Appetite, oversees the establishment of enterprise-wide risk management policies and processes, and establishes risk appetite limits to guide risk-taking within the Group.

The BRMC also oversees the identification, monitoring, management and reporting of credit, market, liquidity, operational, technology and reputational risks. In addition, the BRMC Technology Risk Committee (BTRC), a sub-committee to the BRMC has been set up to assist the BRMC in overseeing the management of technology risk across the Group. This includes providing guidance on the implementation of the plans to uplift the Bank's technology resilience and the business continuity management.

To facilitate the BRMC's risk oversight, the following risk management committees have been established:

1. Risk Executive Committee (Risk EXCO);
2. Group Credit Risk Committee (GCRC);
3. Group Credit Risk Models Committee (GCRMC);
4. Group Market and Liquidity Risk Committee (GMLRC);
5. Group Operational Risk Committee (GORC);
6. Group Technology Risk Committee (GTRC);
7. Group Scenario and Stress Testing Committee (GSSTC); and
8. Product Approval Committee (PAC).

As the overall executive body regarding risk matters, the Risk EXCO oversees the risk management of the Group.

Each of the committees reports to the Risk EXCO, and serves as an executive forum to discuss and implement the Group's risk management.

Key responsibilities:

- Assess and approve risk-taking activities;
- Oversee the Group's risk management infrastructure, which includes frameworks, decision criteria, authorities, people, policies, standards, processes, information and systems;
- Approve risk policies such as model governance standards, stress testing scenarios, and the evaluation and endorsement of risk models;
- Assess and monitor specific credit concentration; and
- Recommend stress-testing scenarios (including macroeconomic variable projections) and review the results

The members in these committees comprise representatives from the Risk Management Group (RMG) as well as key business and support units.

The PAC provides group-wide oversight and direction for the approval of new product/service and outsourcing initiatives. It evaluates new product/service and outsourcing initiatives to ensure that they are in line with the Group's strategy and risk appetite.

Most of the above committees are supported by local risk committees in all major locations, where appropriate. These local risk committees oversee the local risk positions for all businesses and support units, ensuring that they keep within limits set by the Group risk committees. They also approve location-specific risk policies.

The Chief Risk Officer (CRO), who is a member of the Group Executive Committee and reports to the Chairman of the BRMC and the CEO, oversees the risk management function. The CRO is independent of business lines and is actively involved in key decision-making processes. He often engages with regulators to discuss risk matters, enabling a more holistic risk management perspective.

Working closely with the risk and business committees, the CRO is responsible for the following:

- Management of the Group's risks, including systems and processes to identify, approve, measure, monitor, control and report risks;
- Engagement with senior management about material matters regarding all risk types;
- Development of risk controls and mitigation processes; and
- Ensuring the Group's risk management is effective and the Risk Appetite established by the Group Board is adhered to



## 42. Credit Risk

The most significant measurable risk the Group faces – credit risk – arises from the Group's daily activities in its various businesses. These activities include lending to retail, corporate and institutional customers. It includes the risk of lending, as well as the pre-settlement and settlement risk of foreign exchange, derivatives and securities.

### Credit Risk Management

The Group's approach to credit risk management comprises the following building blocks:

- **Policies**

The dimensions of credit risk and the scope of its application are defined in the Group Credit Risk Management Policy. Senior management sets the overall direction and policy for managing credit risk at the enterprise level.

The Group Core Credit Risk Policies (CCRPs) established for Consumer Banking/ Wealth Management and Institutional Banking set forth the principles by which the Group conducts its credit risk management and control activities. These policies, supplemented by a number of operational standards and guides, ensure consistency in identifying, assessing, underwriting, measuring, reporting and controlling credit risk across the Group, and provide guidance in the formulation of business-specific and/or location-specific credit risk policies and standards.

The operational standards and guides are established to provide greater details on the implementation of the credit principles within the Group CCRPs and are adapted to reflect different credit environments and portfolio risk profiles. The CCRPs are approved by the Group Chief Credit Officer (GCCO).

- **Risk Methodologies**

Credit risk is managed by thoroughly understanding the Group's wholesale customers – the businesses they are in, as well as the economies in which they operate. It is also managed through statistical models and data analytics for retail customers.

The assignment of credit risk ratings and setting of lending limits are integral parts of the Group's credit risk management process, and it uses an array of rating models for the Group's wholesale and retail portfolios. Most of these models are built internally using the Group's loss data, and the limits are driven by the Group's Risk Appetite Statement and the Target Market and Risk Acceptance Criteria (TM-RAC).

Wholesale borrowers are assessed individually, and further reviewed and evaluated by experienced credit risk managers who consider relevant credit risk factors in the final determination of the borrower's risk. For some portfolios within the small and medium-sized enterprises (SME) segment, the Group also uses a programme-based approach to achieve a balanced management of risks and

rewards. Retail exposures are assessed using credit score models, credit bureau records, as well as internally and externally available customer behaviour records supplemented by the Group's Risk Acceptance Criteria (RAC). Credit applications are proposed by the business units, and applications outside the RAC are independently assessed by the credit risk managers.

Pre-settlement credit risk for traded products arising from a counterparty potentially defaulting on its obligations is quantified by evaluation of the mark-to-market value, plus potential future exposure. This is included within the Group's overall credit limits to counterparties for internal risk management.

The Group actively monitors and manages its exposure to counterparties for OTC derivative trades to protect its balance sheet in the event of a counterparty default. Counterparty risk exposures that may be adversely affected by market risk events are identified, reviewed and acted upon by management, and highlighted to the appropriate risk committees. Specific wrong-way risk arises when the credit exposure of a counterparty (from the traded product transaction) directly correlates with the probability of default of the counterparty. The Group has processes in place to guide the handling of specific wrong-way risk transactions, and its risk measurement metric takes into account the higher risks associated with such transactions.

Issuer default risk that may also arise from derivatives, notes and securities is generally measured based on jump-to-default computations.

### Concentration Risk Management

For credit risk concentration, the Group uses Economic Capital (EC) as its measurement tool as it combines the individual risk factors such as the probability of default (PD), loss given default (LGD) and exposure at default (EAD), in addition to industry correlation and portfolio concentration. EC thresholds are set to ensure that the allocated EC stays within the Group's Risk Appetite. Concentration risk for retail is managed at two levels – product level where exposure limits are set up and segment level to manage the growth of high-risk segments. Governance processes are in place to ensure that these thresholds are monitored regularly, and appropriate actions are taken when the thresholds are breached.

The Group continually examines and reviews how it can enhance the scope of its thresholds and approaches to manage concentration risk.

### Environmental, Social and Governance Risks

The Group considers ESG risk management as critical to ensure a sustainable lending and investment portfolio. Following the establishment of the Board Sustainability Committee and incorporation of environmental risk considerations into the Group's Risk Appetite Statement in 2022, the Group further enhanced its Group Responsible Financing Standard which provides its overarching approach to responsible financing and enhanced assessment required when financing transactions

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with elevated ESG risks. The requirements of this document represent the minimum standards for the Group and it has also sought alignment, where possible, with international standards and best practices. Where significant ESG issues are identified, escalation is required to IBG Sustainability and Risk Management ESG teams for further guidance prior to approval by the Credit Approving Authority.

**Country risk**

Country risk refers to the risk of loss due to events in a specific country (or a group of countries). This includes political, exchange rate, economic, sovereign and transfer risks.

The Group manages country risk through the requirements of the Group CCRP and the said risk is part of the Group's concentration risk management. The way the Group manages transfer risk at the Group is set out in its Country Risk Management Standard. This includes an internal transfer risk and sovereign risk rating system, where assessments are made independently of business decisions. The Group's transfer risk limits are set in accordance with the Group Risk Appetite Policy.

Transfer risk limits for individually reviewed countries are set based on country-specific strategic business considerations as well as the acceptable potential loss according to the Group's Risk Appetite. Management actively evaluates and determines the appropriate level of transfer risk exposures for these countries taking into account the risks and rewards and whether they are in line with the Group's strategic intent. Limits for all other countries are set using a model-based approach.

Risk Appetite for each country is approved by the BRMC, while transfer risk limits are approved by Group Board EXCO and senior management.

**Credit stress testing**

The Group engages in various types of credit stress testing, and these are driven either by regulators or internal requirements and management.

The Group's credit stress tests are performed at the total portfolio or sub-portfolio level, and are generally conducted to assess the impact of changing economic conditions on asset quality, earnings performance, capital adequacy and liquidity. The Group's stress testing programme is comprehensive and covers a range of risks and business areas.

The Group typically performs the following types of credit stress testing at a minimum and others as necessary:

Pillar 1 cyclical stress testing	The Group conducts Pillar 1 cyclical stress testing regularly as required by regulators. Under Pillar 1 cyclical stress testing, the Group assesses the impact of a mild stress scenario (at least two consecutive quarters of zero growth) on Internal Ratings-Based (IRB) estimates (i.e. PD, LGD and EAD) and the impact on regulatory capital. The purpose of the Pillar 1 cyclical stress test is to assess the robustness of internal credit risk models and the cushion above minimum regulatory capital.
Pillar 2 credit stress testing	The Group conducts Pillar 2 credit stress testing once a year as part of the Internal Capital Adequacy Assessment Process (ICAAP). Under Pillar 2 credit stress testing, the Group assesses the impact of stress scenarios, with different levels of severity, on asset quality, earnings performance, as well as internal and regulatory capital. The results of the credit stress test form inputs to the capital planning process under ICAAP. The purpose of the Pillar 2 credit stress testing is to examine, in a rigorous and forward-looking manner, the possible events or changes in market conditions that could adversely impact the Group and to develop the appropriate action plan.
Industry-wide stress testing	The Group participates in the annual industry-wide stress test (IWST) conducted by the MAS to facilitate the ongoing assessment of Singapore's financial stability. Under the IWST, the Group is required to assess the impact of adverse scenarios, as defined by the regulator, on asset quality, earnings performance and capital adequacy, where applicable.
Sensitivity and scenario analyses	The Group also conducts multiple independent sensitivity analyses and credit portfolio reviews based on various scenarios. The intent of these analyses and reviews is to identify vulnerabilities for the purpose of developing and executing mitigating actions. For example, climate transition and physical risk scenario analyses are conducted as part of the regulatory-driven pilot climate stress test exercises to assess the potential vulnerabilities of its portfolios to short and long-term climate transition and physical risks.

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• **Processes, Systems and Reports**

The Group constantly invests in systems to support risk monitoring and reporting for its Institutional Banking and Consumer Banking/ Wealth Management businesses.

The end-to-end credit process is continually being reviewed and improved through various front-to-back initiatives involving business, operations, risk management and other key stakeholders. Day-to-day monitoring of credit exposures, portfolio performance and external environmental factors potentially affecting credit risk profiles is key to its philosophy of effective credit risk management.

In addition, credit trends, which may include industry analysis, early warning alerts and significant weak credits, are submitted to the various risk committees, allowing key strategies and action plans to be formulated and evaluated. Credit control functions also ensure that any credit risk taken complies with the credit risk policies and standards. These functions ensure that approved limits are activated, credit excesses and policy exceptions are appropriately endorsed, compliance with credit standards is carried out, and covenants established are monitored.

Independent risk management functions that report to the CRO are jointly responsible for developing and maintaining a robust credit stress testing programme. These units oversee the implementation of credit stress tests as well as the analysis of the results, of which management, various risk committees and regulators are informed.

**Non-performing assets**

The Group's credit facilities are classified as "Performing assets" or "Non-performing assets" (NPA), in accordance with the MAS Notice to Banks No. 612 "Credit Files, Grading and Provisioning" (MAS Notice 612).

Credit exposures are categorised into one of the following five categories, according to the Group's assessment of a borrower's ability to repay a credit facility from its normal sources of income and/ or the repayment behaviour of the borrower.

Classification Grade	Description
<b>Performing Assets</b>	
Pass	Indicates that the timely repayment of the outstanding credit facilities is not in doubt.
Special mention	Indicates that the borrower exhibits potential weaknesses that, if not corrected in a timely manner, may adversely affect future repayments and warrant close attention by the Group.

Classification Grade	Description
<b>Classified or NPA</b>	
Substandard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial position that may jeopardise repayment on existing terms.
Doubtful	Indicates that the borrower exhibits severe weaknesses such that the prospect of full recovery of the outstanding credit facilities is questionable and the prospect of a loss is high, but the exact amount remains undeterminable as yet.
Loss	Indicates that the outstanding credit facility is not collectable, and little or nothing can be done to recover the outstanding amount from any collateral or from the assets of the borrower generally.

A default is considered to have occurred with regard to a particular borrower when either or both of the following events have taken place:

- Subjective default: Borrower is considered to be unlikely to pay its credit obligations in full, without the Group taking action such as realising security (if held)
- Technical default: Borrower is more than 90 days past due on any credit obligation to the Group

For retail borrowers, the categorisation into the respective MAS loan grades is at the facility level and consistent with MAS Notice 612.

Credit facilities are classified as restructured assets when the Group grants non-commercial concessions to a borrower because its financial position has deteriorated or is unable to meet the original repayment schedule. A restructured credit facility is classified into the appropriate non-performing grade based on the assessment of the borrower's financial condition and its ability to repay according to the restructured terms.

Such credit facilities are not returned to the performing status until there are reasonable grounds to conclude that the borrower will be able to service all future principal and interest payments on the credit facility in accordance with the restructured terms and MAS Notice 612. Apart from what has been described, the Group does not grant concessions to borrowers in the normal course of business.

In addition, it is not within the Group's business model to acquire debts that have been restructured at inception (e.g. distressed debts).

Please refer to Note 2.11 for the Group's accounting policies regarding specific and general allowances for credit losses.

In general, specific allowances are recognised for defaulting credit exposures rated substandard and below.

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The breakdown of the Group's NPA by loan grading and industry and the related amounts of specific allowances can be found in Note 42.2. A breakdown of past due loans can also be found in the same note.

When required, the Group will take possession of all collateral and dispose them as soon as practicable. Realised proceeds are used to reduce outstanding indebtedness.

A breakdown of collateral held for NPA is shown in Note 42.2.

Repossessed collateral is classified in the balance sheet as Other assets. The amounts of such Other assets for 2022 and 2023 were not material.

**Credit Risk Mitigants**

***Collateral received***

Where possible, the Group takes collateral as a secondary source of repayment. This includes, but is not limited to cash, marketable securities, real estate, trade receivables, inventory, equipment, and other physical and/ or financial collateral. The Group may also take fixed and floating charges on the assets of borrowers.

Policies are in place to determine the eligibility of collateral for credit risk mitigation. Collateral is generally diversified and periodic valuations of collateral are required. Real estate constitutes the bulk of the Group's collateral, with a significantly lower proportion in marketable securities and cash.

For derivatives, repurchase agreements (repo) and other repo-style transactions with financial market counterparties, collateral arrangements are typically covered under market-standard documentation, such as International Swaps & Derivatives Association (ISDA) Agreements and Master Repurchase Agreements.

The collateral exchanged mitigates marked-to-market changes at a re-margining frequency that the Group and the counterparties have mutually agreed upon. This is

governed by internal guidelines with respect to collateral eligibility. In the event of a default, the credit risk exposure is reduced by master-netting arrangements where the Group is allowed to offset what is owed to a counterparty against what is due from that counterparty in a netting-eligible jurisdiction.

Please refer to Note 13 for further information on financial assets and liabilities subject to netting agreement but not offset on the balance sheet.

Collateral held against derivatives generally consists of cash in major currencies and highly rated government or quasi-government bonds. Exceptions may arise in certain countries, where due to domestic capital markets and business conditions, the Group may be required to accept less highly rated or liquid government bonds and currencies. Reverse repo-transactions are generally traded with large institutions with reasonably good credit standing. The Group takes haircuts against the underlying collateral of these transactions that commensurate with collateral quality to ensure credit risks are adequately mitigated.

In times of difficulty, the Group will review the customers' specific situation and circumstances to assist them in restructuring their financial obligations.

However, should the need arise, disposal and recovery processes are in place to dispose the collateral held. The Group maintains a panel of agents and solicitors to assist in the disposal of non-liquid assets and specialised equipment quickly.

***Other credit risk mitigants***

The Group accepts guarantees as credit risk mitigants. Internal requirements for considering the eligibility of guarantors for credit risk mitigation are in place.

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**42.1 Maximum exposure to credit risk**

The following table shows the exposure to credit risk of on-balance sheet and off-balance sheet financial instruments, before taking into account any collateral held, other credit enhancements and netting arrangements. For on-balance sheet financial assets, the maximum credit exposure is the carrying amounts. For contingent liabilities, the maximum exposure to credit risk is the amount the Group would have to pay if the instrument is called upon. For undrawn facilities, the maximum exposure to credit risk is the full amount of the undrawn credit facilities granted to customers.

In \$ millions	The Group	
	2023	2022
<b>On-balance sheet</b>		
Cash and balances with central banks (excluding cash on hand)	47,786	51,650
Government securities and treasury bills	70,565	64,995
Due from banks	67,236	60,062
Derivatives	22,786	45,063
Bank and corporate debt securities	69,335	62,667
Loans and advances to customers	416,163	414,519
Other assets (excluding deferred tax assets)	17,204	17,416
Due from holding company	1,474	1,120
	<b>712,549</b>	<b>717,492</b>
<b>Off-balance sheet</b>		
Contingent liabilities and commitments (excluding capital commitments)	463,546	403,937
Total	<b>1,176,095</b>	<b>1,121,429</b>

The Group's exposures to credit risk, measured using the expected gross credit exposures that will arise upon a default of the end obligor are as shown in the Group's Pillar 3 Disclosures (unaudited). These exposures, which include both on-balance sheet and off-balance sheet financial instruments, are shown without taking into account any collateral held or netting arrangements.

**Analysis of Collateral**

Whilst the Group's maximum exposure to credit risk is the carrying amount of the assets or, in the case of off-balance sheet instruments, the amount guaranteed, committed, accepted or endorsed, the likely exposure may be lower due to offsetting collateral, credit guarantees and other actions taken to mitigate the Group's exposure.

The description of collateral for each class of financial asset is set out below.

**Balances with central banks, Government securities and treasury bills, Due from banks and Bank and corporate debt securities**

Collateral is generally not sought for these assets.

**Derivatives**

The Group maintains collateral agreements and enters into master netting agreements with most of the counterparties for derivative transactions. Please refer to Note 35 for the impact of netting arrangements recognised for the computation of Capital Adequacy Ratio (CAR).

**Loans and advances to customers, Contingent liabilities and commitments**

Certain loans and advances to customers, contingent liabilities and commitments are typically collateralised to a substantial extent. In particular, residential mortgage exposures are generally fully secured by residential properties. Income-producing real estate, which is a sub-set of the Specialised Lending exposure, is fully secured by the underlying assets financed.

The extent to which credit exposures are covered by Basel-eligible collateral, besides real estate, after the application of the requisite regulatory haircuts, is shown in the Group's Pillar 3 Disclosures (unaudited). The amounts are a sub-set of the actual collateral arrangements entered by the Group as Basel imposes strict legal and operational standards before collateral can be admitted as credit risk mitigants. As a result, certain collateral arrangements which do not meet its criteria will not be included. Certain collateral types which are not permitted as credit risk mitigants for credit exposures under the Standardised Approach are also excluded.

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**42.2 Loans and advances to customers**

In \$ millions	The Group	
	2023	2022
Performing Loans		
- Neither past due nor impaired	414,913	412,989
- Past due but not impaired	2,542	2,536
Non-Performing Loans (impaired)	4,697	4,759
<b>Total gross loans</b>	<b>422,152</b>	<b>420,284</b>
Pass	415,012	411,573
Special Mention	2,443	3,952
Substandard	2,850	2,415
Doubtful	886	1,243
Loss	961	1,101
<b>Total gross loans</b>	<b>422,152</b>	<b>420,284</b>

**Non-performing assets (NPAs)**

**Non-performing assets by grading and industry**

In \$ millions	The Group							
	NPAs			Total	Specific allowances			
	Sub-standard	Doubtful	Loss		Sub-standard	Doubtful	Loss	Total
<b>2023</b>								
Manufacturing	403	154	116	673	63	130	116	309
Building and construction	525	168	78	771	100	156	78	334
Housing loans	174	-	3	177	14	-	3	17
General commerce	329	172	360	861	37	163	360	560
Transportation, storage and communications	612	200	309	1,121	208	171	309	688
Financial institutions, investment and holding companies	3	16	10	29	-	16	10	26
Professional and private individuals (excluding housing loans)	567	73	46	686	136	59	46	241
Others	237	103	39	379	33	100	39	172
<b>Total non-performing loans</b>	<b>2,850</b>	<b>886</b>	<b>961</b>	<b>4,697</b>	<b>591</b>	<b>795</b>	<b>961</b>	<b>2,347</b>
Debt securities, contingent liabilities and others	181	103	75	359	56	102	75	233
<b>Total</b>	<b>3,031</b>	<b>989</b>	<b>1,036</b>	<b>5,056</b>	<b>647</b>	<b>897</b>	<b>1,036</b>	<b>2,580</b>
Of which: restructured assets	1,460	387	77	1,924	327	355	77	759
<b>2022</b>								
Manufacturing	268	444	113	825	63	183	113	359
Building and construction	320	111	91	522	29	67	91	187
Housing loans	160	4	4	168	7	1	4	12
General commerce	254	232	372	858	25	219	372	616
Transportation, storage and communications	808	208	425	1,441	211	177	425	813
Financial institutions, investment and holding companies	26	-	40	66	10	-	40	50
Professional and private individuals (excluding housing loans)	321	31	10	362	82	30	10	122
Others	258	213	46	517	33	61	46	140
<b>Total non-performing loans</b>	<b>2,415</b>	<b>1,243</b>	<b>1,101</b>	<b>4,759</b>	<b>460</b>	<b>738</b>	<b>1,101</b>	<b>2,299</b>
Debt securities, contingent liabilities and others	166	128	72	366	29	106	72	207
<b>Total</b>	<b>2,581</b>	<b>1,371</b>	<b>1,173</b>	<b>5,125</b>	<b>489</b>	<b>844</b>	<b>1,173</b>	<b>2,506</b>
Of which: restructured assets	765	578	129	1,472	225	303	129	657

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**Non-performing assets by geography<sup>(a)</sup>**

In \$ millions	The Group	
	NPAs	Specific allowances
<b>2023</b>		
Singapore	2,233	1,232
Hong Kong	695	283
Rest of Greater China	841	294
South and Southeast Asia	661	505
Rest of the World	267	33
Total non-performing loans	4,697	2,347
Debt securities, contingent liabilities and others	359	233
<b>Total</b>	<b>5,056</b>	<b>2,580</b>
<b>2022</b>		
Singapore	2,289	1,222
Hong Kong	794	374
Rest of Greater China	538	175
South and Southeast Asia	716	468
Rest of the World	422	60
Total non-performing loans	4,759	2,299
Debt securities, contingent liabilities and others	366	207
<b>Total</b>	<b>5,125</b>	<b>2,506</b>

(a) Based on the location of incorporation of the borrower

**Non-performing assets by past due period**

In \$ millions	The Group	
	2023	2022
Not overdue	1,827	1,516
Within 90 days	333	324
Over 90 to 180 days	562	564
Over 180 days	2,334	2,721
Total past due assets	3,229	3,609
<b>Total</b>	<b>5,056</b>	<b>5,125</b>

**Secured non-performing assets by collateral type**

In \$ millions	The Group	
	2023	2022
Properties	988	990
Shares and debentures	24	42
Cash deposits	9	18
Others	1,171	1,175
<b>Total</b>	<b>2,192</b>	<b>2,225</b>

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**42.3 Credit quality of Government securities and treasury bills and Bank and corporate debt securities**

The table below presents an analysis of Government securities and treasury bills and Bank and corporate debt securities for the Group by external rating bands.

Analysed by external ratings In \$ millions	The Group		
	Singapore government securities and treasury bills (Gross)	Other government securities and treasury bills (Gross)	Bank and corporate debt securities (Gross)
<b>2023</b>			
AAA	15,069	429	15,351
AA- to AA+	-	35,644	9,252
A- to A+	-	8,979	12,392
Lower than A-	-	10,448	10,245
Unrated	-	-	22,208
<b>Total</b>	<b>15,069</b>	<b>55,500</b>	<b>69,448</b>
<b>2022</b>			
AAA	16,744	16,526	16,336
AA- to AA+	-	11,051	8,482
A- to A+	-	13,374	11,946
Lower than A-	-	7,304	9,446
Unrated	-	-	16,555
<b>Total</b>	<b>16,744</b>	<b>48,255</b>	<b>62,765</b>



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**42.4 Credit risk by geography and industry**

Analysed by geography <sup>(a)</sup>	The Group					Total
	Government securities and treasury bills (Gross)	Due from banks (Gross)	Derivatives	Bank and corporate debt securities (Gross)	Loans and advances to customers (Gross)	
In \$ millions	(Gross)	(Gross)		(Gross)	(Gross)	
<b>2023</b>						
Singapore	15,069	2,125	2,163	13,645	193,044	226,046
Hong Kong	4,821	7,540	1,285	1,852	66,065	81,563
Rest of Greater China	3,987	13,189	2,484	9,898	59,468	89,026
South and Southeast Asia	10,318	5,439	1,375	5,879	31,267	54,278
Rest of the World	36,374	38,948	15,479	38,174	72,308	201,283
<b>Total</b>	<b>70,569</b>	<b>67,241</b>	<b>22,786</b>	<b>69,448</b>	<b>422,152</b>	<b>652,196</b>
<b>2022</b>						
Singapore	16,744	3,207	2,121	14,388	195,836	232,296
Hong Kong	4,486	6,402	1,700	1,569	71,845	86,002
Rest of Greater China	3,562	8,213	2,791	8,938	53,835	77,339
South and Southeast Asia	7,173	6,153	2,159	4,664	30,374	50,523
Rest of the World	33,034	36,099	36,292	33,206	68,394	207,025
<b>Total</b>	<b>64,999</b>	<b>60,074</b>	<b>45,063</b>	<b>62,765</b>	<b>420,284</b>	<b>653,185</b>

(a) Based on the location of incorporation of the issuer (for debt securities), counterparty (for derivatives), borrower (for loans) or the issuing bank in the case of bank backed export financing.

Analysed by industry	The Group					Total
	Government securities and treasury bills (Gross)	Due from banks (Gross)	Derivatives	Bank and corporate debt securities (Gross)	Loans and advances to customers (Gross)	
In \$ millions	(Gross)	(Gross)		(Gross)	(Gross)	
<b>2023</b>						
Manufacturing	-	-	242	4,493	42,402	47,137
Building and construction	-	-	805	5,804	113,246	119,855
Housing loans	-	-	-	-	86,925	86,925
General commerce	-	-	103	1,910	38,684	40,697
Transportation, storage and communications	-	-	524	4,598	31,316	36,438
Financial institutions, investment and holding companies	-	67,241	19,499	29,837	35,786	152,363
Government	70,569	-	-	-	-	70,569
Professionals and private individuals (excluding housing loans)	-	-	515	-	39,451	39,966
Others	-	-	1,098	22,806	34,342	58,246
<b>Total</b>	<b>70,569</b>	<b>67,241</b>	<b>22,786</b>	<b>69,448</b>	<b>422,152</b>	<b>652,196</b>
<b>2022</b>						
Manufacturing	-	-	462	4,065	45,758	50,285
Building and construction	-	-	624	5,114	111,605	117,343
Housing loans	-	-	-	-	80,625	80,625
General commerce	-	-	93	1,871	41,537	43,501
Transportation, storage and communications	-	-	480	4,901	31,466	36,847
Financial institutions, investment and holding companies	-	60,074	41,810	28,323	39,485	169,692
Government	64,999	-	-	-	-	64,999
Professionals and private individuals (excluding housing loans)	-	-	426	-	36,869	37,295
Others	-	-	1,168	18,491	32,939	52,598
<b>Total</b>	<b>64,999</b>	<b>60,074</b>	<b>45,063</b>	<b>62,765</b>	<b>420,284</b>	<b>653,185</b>

#### 43. Market Risk

The Group's exposure to market risk is categorised into:

- Trading portfolios: Arising from positions taken for (i) market-making, (ii) client facilitation, and (iii) benefiting from market opportunities.
- Non-trading portfolios: Arising from (i) the Group's Institutional Banking and Consumer Banking/ Wealth Management assets and liabilities, (ii) debt securities and equities comprising investments held for yield and/ or long-term capital gains, (iii) strategic stakes in entities, and (iv) structural foreign exchange risk arising mainly from the Group's strategic investments, which are denominated in currencies other than the Singapore Dollar.

The Group uses a variety of financial derivatives such as swaps, forwards and futures, and options for trading and hedging against market movements.

##### Market Risk Management

The Group's approach to market risk management comprises the following building blocks:

- **Policies**

The Group Market Risk Management Policy sets the Group's overall approach towards market risk management. This policy is supplemented with standards and guides, which facilitate the identification, measurement, control, monitoring and reporting of market risk in a consistent manner. They also set out the overall approach, requirements and controls governing market risk stress testing across the Group.

The criteria for determining the positions to be included in the trading book are stipulated in the Trading Book Policy Statement.

- **Risk Methodologies**

The Group utilises Value-at-Risk (VaR), a statistical risk measure, to estimate the potential loss from market movements. This measure uses historical simulation based on data for the previous 12 months. It assumes that historical changes in market values reflect the distribution of potential outcomes in the immediate future.

The Group limits and monitors market risk exposures using Expected Shortfall (ES). ES is estimated by averaging the portfolio's potential losses beyond the 97.5% confidence interval, under normal market conditions and over a one-day holding period.

ES is supplemented with other risk control metrics such as sensitivities to risk factors and loss triggers for management action.

The Group conducts backtesting to verify the predictiveness of the VaR model. Backtesting compares VaR calculated for positions at the close of each business day with the profit and loss (P&L) that arises from those positions on the following business day. The backtesting P&L excludes fees and commissions, revenues from intra-day trading, non-daily valuation adjustments and time effects.

For backtesting, VaR at the 99% confidence interval and over a one-day holding period is used. The Group adopts the standardised approach to compute market risk regulatory capital under MAS Notice 637 for the trading book positions. As such, VaR backtesting does not impact the Group's regulatory capital for market risk.

There are limitations to VaR models; for example, past changes in market risk factors may not provide accurate predictions of future market movements, and the risk arising from adverse market events may not be considered.

To monitor the Group's vulnerability to unexpected but plausible extreme market risk-related events, it conducts multiple market risk stress tests regularly. These cover trading and non-trading portfolios and follow a combination of historical and hypothetical scenarios depicting risk-factor movement.

Interest Rate Risk in the Banking Book (IRRBB) arises from mismatches in the interest rate profiles of assets, liabilities and capital instruments. The Group identifies, measures and manages IRRBB from both economic value and earning perspectives using Economic Value of Equity (EVE) and Net Interest Income (NII) variability as the respective key risk metrics. Estimating IRRBB requires the use of behavioural models and assumptions on certain parameters such as loan prepayment, fixed deposits early redemption and the duration of non-maturity deposits. The Group measures IRRBB on a monthly basis.

- **Processes, Systems and Reports**

Robust internal control processes and systems have been designed and implemented to support the Group's market risk management approach. The Group reviews these control processes and systems regularly, and these reviews allow senior management to assess their effectiveness.

The RMG Market and Liquidity Risk unit – an independent market risk management function reporting to the CRO – monitors, controls and analyses the Group's market risk daily. The unit comprises risk control, risk analytics, production and reporting teams.

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**Market Risk**

The main risk factors driving the Group's trading portfolios in 2023 were interest rates and credit spreads. The following table shows the year-end, average, high and low diversified ES, and ES by risk class for the Group's trading portfolios. Higher ES in 2023 was due to volatile markets caused by various events such as the failure of Credit Suisse and several US regional banks, geopolitical risks and global rate hikes.

<b>The Group</b>				
<b>1 Jan 2023 to 31 Dec 2023</b>				
<b>In \$ millions</b>	<b>As at 31 Dec 2023</b>	<b>Average</b>	<b>High</b>	<b>Low</b>
Diversified	11	17	27	11
Interest Rates	11	20	30	8
Foreign Exchange	3	4	9	2
Equity	2	2	5	1
Credit Spread	14	15	17	11
Commodity	3	4	7	#

<b>1 Jan 2022 to 31 Dec 2022</b>				
<b>In \$ millions</b>	<b>As at 31 Dec 2022</b>	<b>Average</b>	<b>High</b>	<b>Low</b>
Diversified	15	11	20	7
Interest Rates	18	14	27	6
Foreign Exchange	6	4	8	1
Equity	2	4	8	2
Credit Spread	11	9	11	5
Commodity	#	1	3	#

# Amount under \$500,000

The Group's trading portfolios experienced two backtesting exceptions in 2023 and both were in March. They were mainly due to unexpected market movements caused by the fallout of several US regional banks and Credit Suisse.

In 2023, the key market risk drivers of the Group's non-trading portfolios were interest rate risk in the material currencies Singapore Dollar, US Dollar and Hong Kong Dollar. Interest Rate Risk in the Banking Book (IRRBB) is measured by the change in Economic Value of Equity (EVE) and Net Interest Income (NII). The rate shock scenarios follow MAS Notice 637 Annex 10C where interest rate shocks are prescribed for each currency. For example, the parallel scenario simulations for the Group's material currencies use a rate shock of 150 basis points for Singapore Dollar and a rate shock of 200 basis points for US Dollar and Hong Kong Dollar. Under the parallel up and down scenarios, all-currency NII is estimated to increase by \$1,539 million and decrease by \$1,762 million respectively.

Another key risk in the Group's non-trading portfolios is structural foreign exchange positions, arising mainly from the Group's strategic investments and retained earnings in overseas branches and subsidiaries.

Please refer to Note 37.3 for more information on the Group's structural foreign exchange positions.

#### 44. Liquidity Risk

The Group's liquidity risk arises from its obligations to honour withdrawals of deposits, repayments of borrowed funds at maturity and its commitments to extend loans to its customers. The Group seeks to manage its liquidity to ensure that its liquidity obligations will continue to be honoured under normal as well as adverse circumstances.

##### Liquidity Risk Management

###### **Approach to Liquidity Risk Management**

The Group's approach to liquidity risk management comprises the following building blocks:

- **Policies**

The Group Liquidity Risk Management Policy sets its overall approach towards liquidity risk management and describes the range of strategies the Group employs to manage its liquidity.

These strategies include maintaining an adequate counterbalancing capacity to address potential cash flow shortfalls and having diversified sources of liquidity.

The Group's counterbalancing capacity includes liquid assets, the capacity to borrow from the money markets (including the issuance of commercial papers and covered bonds), and forms of managerial interventions that improve liquidity. In the event of a potential or actual crisis, the Group has in place a set of liquidity contingency and recovery plans to ensure that it maintains adequate liquidity.

The Group Liquidity Risk Management Policy is supported by standards that establish the detailed requirements for liquidity risk identification, measurement, reporting and control within the Group. The set of policies, standards and supporting guides communicate these baseline requirements to ensure a consistent application throughout the Group.

- **Risk Methodologies**

The primary measure used to manage liquidity within the tolerance defined by the Group Board is cash flow maturity mismatch analysis.

This form of analysis is performed on a regular basis under normal and adverse scenarios. It assesses the adequacy of the Group's counterbalancing capacity to fund or mitigate any cash flow shortfalls that may occur as forecasted in the cash flow movements across successive time bands. To ensure that liquidity is managed in line with the Group's Risk Appetite, core parameters such as the types of scenarios, the survival period and the minimum level of liquid assets, are pre-specified for monitoring and control on a group-wide basis. Any occurrences of forecasted shortfalls that cannot be covered by the Group's counterbalancing capacity will be escalated to the relevant committees for evaluation and action.

Liquidity risk stress testing is performed regularly using cash flow maturity mismatch analysis, and covers adverse scenarios including general market and idiosyncratic stress scenarios. Stress tests assess the Group's vulnerability when liability run-offs increase, asset rollovers increase and/ or liquid asset buffers decrease. In addition, ad hoc stress tests are performed as part of the Group's recovery planning and ICAAP exercises.

Liquidity risk control measures such as liquidity-related ratios and balance sheet analysis are complementary tools for cash flow maturity mismatch analysis, and they are performed regularly to obtain deeper insights and finer control over the Group's liquidity profile across different locations.

The liquidity risk control measures also include concentration measures regarding top depositors, wholesale borrowing and swapped funds ratios.

- **Processes, systems and reports**

Robust internal control processes and systems support the Group's overall approach in identifying, measuring, aggregating, controlling and monitoring liquidity risk across the Group. Continuous improvement in data and reporting platforms has allowed most elements of internal liquidity risk reporting to be centralised.

The RMG Market and Liquidity Risk unit manages the day-to-day liquidity risk monitoring, control reporting and analysis.

###### **Liquidity Management and Funding Strategy**

The Group strives to develop a diversified funding base with access to funding sources across retail and wholesale channels in both Singapore dollar and foreign currencies. The Group's funding strategy is anchored on the strength of its core deposit franchise and is augmented by its established long-term funding capabilities.

Growth in the regional franchise generates price, volume, currency and tenor mismatches between the Group's assets and liabilities. To this end, where practicable and transferable without loss in value, the Group makes appropriate use of swap markets for relevant currencies, commensurate with the liquidity of each, in the conversion and deployment of surplus funds across locations.

As these swaps typically mature earlier than loans, the Group is exposed to potential cash flow mismatches arising from the risk that counterparties may not roll over maturing swaps to support the Group's ongoing funding needs. This risk is mitigated by triggers set on the number of swaps transacted with the market and by conservative assumptions on the cash flow behaviour of swaps under its cash flow maturity gap analysis.

In general, the term borrowing needs are managed centrally by the head office in consultation with the Group's overseas locations, subject to relevant regulatory restrictions and to an appropriate level of presence and participation required by the respective local funding markets.

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The Group Asset and Liability Committee and respective Location Asset and Liability Committees regularly review the composition and growth trajectories of the relevant balance sheets and refine the Group's funding strategy according to business momentum, competitive factors and prevailing market conditions.

**Liquidity risk in 2023**

The Group actively monitors and manages its liquidity profile through cash flow maturity mismatch analysis.

In forecasting cash flow under the analysis, behavioural profiling is necessary in cases where a product has

indeterminate maturity or the contractual maturity does not realistically reflect the expected cash flow.

Two examples are maturity-indeterminate savings and current account deposits, which are generally viewed as sources of stable funding for commercial banks. A conservative view is adopted in the behavioural profiling of assets, liabilities and off-balance sheet commitments that have exhibited cash flow patterns that differ significantly from the contractual maturity profile shown under Note 44.1.

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**44.1 Contractual maturity profile of assets and liabilities**

The table below analyses assets and liabilities of the Group as at 31 December based on the remaining period as at balance sheet date to the contractual maturity date.

<b>The Group</b>	<b>Less than 7 days</b>	<b>1 week to 1 month</b>	<b>1 to 3 months</b>	<b>3 to 12 months</b>	<b>1 to 3 years</b>	<b>3 to 5 years</b>	<b>More than 5 years</b>	<b>No specific maturity</b>	<b>Total</b>
<b>2023</b>									
Cash and balances with central banks	17,150	12,585	18,896	1,007	575	-	-	-	50,213
Government securities and treasury bills	1,391	5,403	9,972	10,987	11,769	8,735	22,308	-	70,565
Due from banks	22,286	15,002	11,398	14,914	3,392	244	-	-	67,236
Derivatives <sup>(a)</sup>	22,786	-	-	-	-	-	-	-	22,786
Bank and corporate securities	25	1,293	2,035	9,405	20,893	15,749	19,935	12,400	81,735
Loans and advances to customers	31,000	66,567	49,061	60,346	80,921	42,866	85,402	-	416,163
Other assets	10,740	1,139	2,044	2,366	192	69	31	1,385	17,966
Associates and joint ventures	-	-	-	-	-	-	-	2,487	2,487
Properties and other fixed assets	-	-	-	-	-	-	-	3,689	3,689
Goodwill and intangible assets	-	-	-	-	-	-	-	6,313	6,313
Due from holding company	463	-	-	-	1,011	-	-	-	1,474
<b>Total assets</b>	<b>105,841</b>	<b>101,989</b>	<b>93,406</b>	<b>99,025</b>	<b>118,753</b>	<b>67,663</b>	<b>127,676</b>	<b>26,274</b>	<b>740,627</b>
Due to banks	23,788	12,636	6,430	2,342	1,508	-	-	-	46,704
Deposits and balances from customers	322,622	76,209	80,885	49,901	3,310	1,165	1,011	-	535,103
Derivatives <sup>(a)</sup>	23,474	-	-	-	-	-	-	-	23,474
Other liabilities	10,980	984	3,290	3,665	809	643	706	1,260	22,337
Other debt securities	1,243	7,258	7,708	8,690	11,767	3,297	2,267	1,157	43,387
Due to holding company	511	4	32	1,296	2,248	132	1,816	-	6,039
<b>Total liabilities</b>	<b>382,618</b>	<b>97,091</b>	<b>98,345</b>	<b>65,894</b>	<b>19,642</b>	<b>5,237</b>	<b>5,800</b>	<b>2,417</b>	<b>677,044</b>
Non-controlling interests	-	-	-	-	-	-	-	1,106	1,106
Shareholders' funds	-	-	-	-	-	-	-	62,477	62,477
<b>Total equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>63,583</b>	<b>63,583</b>
<b>2022</b>									
Cash and balances with central banks	18,714	12,149	21,106	1,690	511	-	-	-	54,170
Government securities and treasury bills	1,987	1,971	9,500	10,952	15,231	8,587	16,767	-	64,995
Due from banks	21,700	13,356	10,902	13,701	155	248	-	-	60,062
Derivatives <sup>(a)</sup>	45,063	-	-	-	-	-	-	-	45,063
Bank and corporate securities	-	851	2,447	7,757	20,012	14,181	17,419	12,790	75,457
Loans and advances to customers	30,735	65,913	53,316	56,630	82,641	46,335	78,949	-	414,519
Other assets	11,843	978	1,834	1,839	118	47	40	1,588	18,287
Associates and joint ventures	-	-	-	-	-	-	-	2,280	2,280
Properties and other fixed assets	-	-	-	-	-	-	-	3,238	3,238
Goodwill and intangible assets	-	-	-	-	-	-	-	5,340	5,340
Due from holding company	-	403	-	717	-	-	-	-	1,120
<b>Total assets</b>	<b>130,042</b>	<b>95,621</b>	<b>99,105</b>	<b>93,286</b>	<b>118,668</b>	<b>69,398</b>	<b>113,175</b>	<b>25,236</b>	<b>744,531</b>
Due to banks	18,079	9,085	5,426	5,191	1,903	-	-	-	39,684
Deposits and balances from customers	353,495	58,839	69,904	40,647	2,819	552	744	-	527,000
Derivatives <sup>(a)</sup>	45,291	-	-	-	-	-	-	-	45,291
Other liabilities	12,594	982	2,780	2,236	746	145	322	2,885	22,690
Other debt securities	1,689	5,493	14,742	8,142	7,119	3,351	1,868	1,377	43,781
Due to holding company	571	7	17	690	1,551	-	5,589	-	8,425
<b>Total liabilities</b>	<b>431,719</b>	<b>74,406</b>	<b>92,869</b>	<b>56,906</b>	<b>14,138</b>	<b>4,048</b>	<b>8,523</b>	<b>4,262</b>	<b>686,871</b>
Non-controlling interests	-	-	-	-	-	-	-	1,119	1,119
Shareholders' funds	-	-	-	-	-	-	-	56,541	56,541
<b>Total equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>57,660</b>	<b>57,660</b>

(a) Derivative financial assets and liabilities are included in the "Less than 7 days" bucket as they are mainly held for trading. Please refer to the tables in Note 37 for the maturity profile of hedging derivatives

The above table includes disclosure of the contractual maturity of financial liabilities, which approximates the same analysis on an undiscounted basis, as total future interest payments are not material relative to the principal amounts. Assets and liabilities (including non-maturing savings/ current deposits) are represented on a contractual basis or in a period when it can legally be withdrawn. The cash flows of assets and liabilities may behave differently from their contractual terms.

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**44.2 Contingent liabilities and commitments**

The table below shows the Group's contingent liabilities and commitments based on the remaining period as at the balance sheet date to contractual expiry date.

In \$ millions	The Group				Total
	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	
<b>2023</b>					
Guarantees, letters of credit and other contingent liabilities	38,619	-	-	-	38,619
Undrawn credit commitments <sup>(a)</sup> and other facilities	377,906	24,892	20,110	2,019	424,927
Capital commitments	39	14	3	-	56
<b>Total</b>	<b>416,564</b>	<b>24,906</b>	<b>20,113</b>	<b>2,019</b>	<b>463,602</b>
<b>2022</b>					
Guarantees, letters of credit and other contingent liabilities	37,669	-	-	-	37,669
Undrawn credit commitments <sup>(a)</sup> and other facilities	318,487	23,247	21,288	3,246	366,268
Capital commitments	61	32	41	-	134
<b>Total</b>	<b>356,217</b>	<b>23,279</b>	<b>21,329</b>	<b>3,246</b>	<b>404,071</b>

(a) Includes commitments that are unconditionally cancellable at any time by the Group

The Group expects that not all of the contingent liabilities will be called upon and not all of the undrawn credit commitments will be drawn before expiry.

## 45. Operational and Technology Risk

Operational risk is inherent in the Group's business activities and may arise from inadequate or failed internal processes, people, systems, or from external events. The Group's objective is to keep operational risk at appropriate levels, taking into account the markets it operates in, the characteristics of the businesses as well as its economic and regulatory environment.

### 45.1 Operational Risk Management

The Group's approach to operational risk management comprises the following building blocks:

- **Policies**

The Group Operational Risk Management (ORM) Policy sets its overall approach for managing operational risk in a structured, systematic and consistent manner.

There are policies, standards, tools and programmes in place to govern ORM practices across the Group. These include corporate operational risk policies and standards that are owned by the respective corporate oversight and control functions. The key policies address risk areas relating to technology, compliance, fraud, money laundering, financing of terrorism and sanctions, new product, outsourcing and ecosystem partnership.

- **Risk Methodologies**

The Group adopts the standardised approach to compute operational risk regulatory capital.

To manage and control operational risk, the Group uses various tools, including risk and control self-assessment (RCSA), operational risk event management and key risk indicator monitoring.

The Group's Three Lines Model adopts one common risk taxonomy, and a consistent risk assessment approach to managing operational risk. RCSA is conducted by each business or support unit to identify key operational risk and assess the effectiveness of internal controls. When control issues are identified, the units develop action plans and track the resolution of the issues.

Operational risk events are classified in accordance with Basel standards. Such events, including any significant incidents that may impact the Group's reputation, must be reported based on certain established thresholds. Key risk indicators with pre-defined escalation triggers are employed to facilitate risk monitoring in a forward-looking manner.

Additional methodologies are in place to address subject-specific risks, including, but not limited to, the following:

**Compliance risk**

Compliance risk refers to the risk of the Group not being able to successfully conduct its business because of any failure to comply with laws, regulatory requirements, industry codes or standards of business and professional conduct applicable to the financial sector.

This includes, in particular, laws and regulations applicable to the licensing and conducting of banking or other financial businesses, financial crime such as anti-money laundering (AML) and countering the financing of terrorism (CFT), fraud and bribery/corruption. The Group maintains a compliance programme designed to identify, assess, measure, mitigate and report on such risks through a combination of policy and relevant systems and controls.

To counter financial crime and sanctions risks, The Group established minimum standards for the Group's business and support units to manage the Group's actual and/ or potential risk exposures. In addition, standards aimed to provide the end-to-end management for fraud and related issues at the unit and geographical levels, are implemented through the Fraud Management Programme. The Group implements surveillance and compliance testing controls where necessary to obtain assurance that the control framework is operating effectively.

The Group also provides relevant training and implements assurance processes. The Group strongly believes in the need to promote a strong compliance culture as well, and this is developed through the leadership of its Board and senior management.

**New product, outsourcing and ecosystem partnership risks**

Each new product, service, outsourcing arrangement or ecosystem partnership is subject to a risk review and sign-off process, where relevant risks are identified and assessed. Variations of existing products or services and existing outsourcing arrangements and ecosystem partnerships are also subject to a similar process.

**Other mitigation programmes**

A robust business continuity management programme is in place to ensure that essential banking services can continue in the event of unforeseen events or business disruptions. This includes a crisis management plan to enable quick response to manage incidents. Exercises are conducted annually, simulating different scenarios to test business continuity plans and crisis management protocol. The effectiveness of these exercises as well as the Group's business continuity readiness and its alignment to regulatory guidelines are communicated and attested by senior management to the BRMC annually.

To mitigate losses from specific risk events which are unexpected and significant, the Group effects group-wide insurance coverage under the Group Insurance Programme. These insurance policies relate to crime and professional indemnity, directors and officers liability, cybersecurity risk, property damage and business interruption, general liability and terrorism.



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• **Processes, Systems and Reports**

Robust internal control processes and systems are integral to identifying, assessing, monitoring, managing and reporting operational risk.

All units within the Group are responsible for the day-to-day management of operational risk in their products, processes, systems and activities, in accordance with the various frameworks and policies. The RMG Operational Risk unit and other corporate oversight and control functions:

- Oversee and monitor the effectiveness of operational risk management;
- Assess key operational risk issues with the units; and
- Report and/ or escalate key operational risks to risk committees with recommendations on appropriate risk mitigation strategies.

The Group has in place an integrated governance, risk and compliance system with aligned risk assessment methodology, common taxonomy, and unified processes for the Three Lines Model. The Group has in place an operational risk landscape profile which provides the Group Board and senior management with an integrated view of the Group's operational risk profile periodically, across key operational risk areas and business lines.

## **45.2 Technology Risk Management**

### **Technology risk**

Information Technology (IT) risk is managed through an enterprise technology risk management approach. This covers risk identification, assessment, mitigation, monitoring and reporting. In addition, the appropriate governance, IT policies and standards, control processes and risk mitigation programmes are in place to support the risk management approach.

Arising from multiple digital disruptions in 2023, a comprehensive technology risk management roadmap has been put in place to address gaps in technology risk governance and oversight, incident management, system resilience and change management.

The Group has established a new sub-committee of the Board Risk Management Committee (BRMC) called the BRMC Technology Risk Committee (BTRC) for dedicated oversight of technology risk.

To enhance independent checks and balances, the Group transferred the Technology Risk Management team to the Risk Management Group with new leadership and expanded bench strength. The Group strengthened its site reliability engineering with new leadership and also created a new Quality Assurance function to provide an additional independent layer of verification, controls and checks over the Group's change management process. A new Group Technology Risk Committee (GTRC) was constituted to enhance the oversight and management of technology risk by senior management.

Relating to incident management, the Group has established clearer ownership and management of incidents within the Group, as well as between the Group and its service providers and vendors. The Group also embarked on proactive problem management through the active review of early warning indicators, identification of other possibly affected areas, and taking preventive actions.

### **Cybersecurity risk**

Cybersecurity risk remains a top priority for the Group. The Chief Information Security Officer (CISO) is responsible for overseeing the cybersecurity function, serving as the central authority for all cybersecurity matters in relation to technology and operational cyber risks, data protection, and compliance with cybersecurity regulations. The Group places a strong emphasis on safeguarding its people, information, network, equipment, and applications in alignment with the Group's risk tolerance.

To ensure the Group is proactive in addressing cyber threats, it allocates significant resources towards enhancing its cyber hygiene and control environment. The Group is committed to staying in tandem with the ever-evolving cyber threat landscape. As the second line, the CISO office conducts regular assessments to validate the effectiveness of the Group's controls and to obtain assurance that the Group's control framework remains resilient in the face of emerging and evolving threats.

Furthermore, the Group is dedicated to promoting a culture of cybersecurity risk awareness. The Group believes that a strong security culture starts with its employees. As such, the Group provides relevant training and educational resources to empower its staff to recognise and respond to cybersecurity risks effectively. By fostering this culture of awareness, the Group not only enhances its defence against cyber threats but also ensure that cybersecurity is a shared responsibility across the Group.

## **46. Capital Management**

The Group Board is responsible for setting the Group's capital management objective, which is to maintain a strong capital position consistent with regulatory requirements under the MAS Notice 637 and the expectations of various stakeholders, including customers, investors and rating agencies. The Group Board articulates this objective in the form of capital targets. This objective is pursued while delivering returns to shareholders and ensuring that adequate capital resources are available for business growth and investment opportunities as well as adverse situations, taking into consideration the Group's strategic plans and risk appetite.

The Group's capital management objective is implemented via a capital management and planning process that is overseen by the Capital Committee. The Chief Financial Officer chairs the Capital Committee. The Capital Committee receives regular updates on the Group's current and projected capital positions. A key tool for capital planning is the annual Internal Capital Adequacy Assessment Process (ICAAP) through which the Group assesses its projected capital supply and demand relative to regulatory requirements and capital targets. The ICAAP generally has a three-year horizon and covers various scenarios, including stress scenarios of differing scope and severity.

The Group is subject to and has complied with the capital adequacy requirements set out in the MAS Notice 637, which effects the Basel Committee on Banking Supervision's capital adequacy framework in Singapore, throughout the year. The Group's capital adequacy ratios as at 31 December 2023 and 2022 have been subject to an external limited assurance review, pursuant to the MAS Notice 609 "Auditors' Reports and Additional Information to be submitted with Annual Accounts".

## **47. Segment Reporting**

### **47.1 Business segment reporting**

The business segment results are prepared based on the Group's internal management reporting which reflects the organisation's management structure. As the activities of the Group are highly integrated, internal allocation has been made in preparing the segment information. Amounts for each business segment are shown after the allocation of certain centralised costs, funding income and the application of transfer pricing, where appropriate. Transactions between segments are recorded within the segment as if they are third party transactions and are eliminated on consolidation.

The Group's various business segments are described below.

#### **Consumer Banking/ Wealth Management**

Consumer Banking/ Wealth Management provides individual customers with a diverse range of banking and related financial services. The products and services available to customers include current and savings accounts, fixed deposits, loans and home finance, cards, payments, investment and insurance products.

#### **Institutional Banking**

Institutional Banking provides financial services and products to institutional clients including bank and non-bank financial institutions, government-linked companies, large corporates and small and medium-sized businesses. The business focuses on broadening and deepening customer relationships. Products and services comprise the full range of credit facilities from short-term working capital financing to specialised lending. It also provides global transactional services such as cash management, trade finance and securities and fiduciary services, treasury and markets products, corporate finance and advisory banking as well as capital markets solutions.

#### **Treasury Markets**

Treasury Markets' activities primarily include structuring, market-making and trading across a broad range of treasury products.

Income from sale of treasury products offered to customers of Consumer Banking/ Wealth Management and Institutional Banking is not reflected in the Treasury Markets segment, but in the respective customer segments.

#### **Others**

The Others segment encompasses the results of corporate decisions that are not attributed to business segments. It includes earnings on capital deployed into high quality assets, earnings from non-core asset sales and certain other head office items such as centrally-managed credit allowances. DBS Vickers Securities is also included in this segment.

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The following table analyses the results, total assets and total liabilities of the Group by business segment.

In \$ millions	The Group				Total
	Consumer Banking/ Wealth Management	Institutional Banking	Treasury Markets	Others	
<b>2023</b>					
Net interest income	6,195	7,153	(644)	903	13,607
Net fee and commission income	1,986	1,370	-	10	3,366
Other non-interest income	758	834	1,369	183	3,144
Total income	8,939	9,357	725	1,096	20,117
Total expenses	4,412	2,489	630	749	8,280
Amortisation of intangible assets	-	-	-	9	9
Allowances for credit and other losses	270	88	15	217	590
Share of profits or losses of associates and joint ventures	-	7	7	200	214
Profit before tax	4,257	6,787	87	321	11,452
Income tax expense and non-controlling interest					1,436
<b>Net profit attributable to shareholders</b>					<b>10,016</b>
Total assets before goodwill and intangible assets	134,693	317,552	182,940	99,129	734,314
Goodwill and intangible assets					6,313
Total assets					740,627
Total liabilities	297,302	218,527	116,585	44,630	677,044
Capital expenditure	167	38	25	488	718
Depreciation	20	4	3	710	737
<b>2022</b>					
Net interest income	4,270	5,569	222	855	10,916
Net fee and commission income	1,783	1,293	-	15	3,091
Other non-interest income	601	826	952	86	2,465
Total income	6,654	7,688	1,174	956	16,472
Total expenses	3,803	2,254	619	407	7,083
Amortisation of intangible assets	-	-	-	-	-
Allowances for credit and other losses	158	(204)	(10)	293	237
Share of profits or losses of associates and joint ventures	-	-	4	203	207
Profit before tax	2,693	5,638	569	459	9,359
Income tax expense and non-controlling interest					1,204
<b>Net profit attributable to shareholders</b>					<b>8,155</b>
Total assets before goodwill and intangible assets	126,395	326,469	204,972	81,355	739,191
Goodwill and intangible assets					5,340
Total assets					744,531
Total liabilities	282,578	228,827	118,800	56,666	686,871
Capital expenditure	151	37	26	455	669
Depreciation	33	4	3	661	701

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**47.2 Geographical segment reporting**

The performance by geography is classified based on the location in which income and assets are recorded, while some items such as centrally-managed credit allowances and technology-related services are reflected in Singapore. Hong Kong comprises mainly DBS Bank (HK) Limited and DBS HK branch. Rest of Greater China comprises mainly DBS Bank (China) Ltd, DBS Bank (Taiwan) Ltd and DBS Taipei branch. South and Southeast Asia comprises mainly PT Bank DBS Indonesia, DBS Bank India Limited and DBS Labuan branch. All results are prepared in accordance with SFRS(I).

In \$ millions	The Group					Total
	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	
<b>2023</b>						
Net interest income	8,973	2,167	871	1,089	507	13,607
Net fee and commission income	2,123	664	210	266	103	3,366
Other non-interest income	2,263	383	302	68	128	3,144
Total income	13,359	3,214	1,383	1,423	738	20,117
Total expenses	4,914	1,202	1,113	914	137	8,280
Amortisation of intangible assets	-	-	9	-	-	9
Allowances for credit and other losses	276	138	95	84	(3)	590
Share of profits or losses of associates and joint ventures	33	-	173	-	8	214
Profit before tax	8,202	1,874	339	425	612	11,452
Income tax expense and non-controlling interest	858	296	31	100	151	1,436
<b>Net profit attributable to shareholders</b>	<b>7,344</b>	<b>1,578</b>	<b>308</b>	<b>325</b>	<b>461</b>	<b>10,016</b>
Total assets before goodwill and intangible assets	482,030	98,721	70,415	33,326	49,822	734,314
Goodwill and intangible assets	5,115	29	995	174	-	6,313
Total assets	487,145	98,750	71,410	33,500	49,822	740,627
Non-current assets <sup>(a)</sup>	4,033	629	1,176	318	20	6,176
<b>2022</b>						
Net interest income	6,960	1,844	768	893	451	10,916
Net fee and commission income	1,943	672	176	230	70	3,091
Other non-interest income	1,711	407	219	55	73	2,465
Total income	10,614	2,923	1,163	1,178	594	16,472
Total expenses	4,082	1,137	851	894	119	7,083
Amortisation of intangible assets	-	-	-	-	-	-
Allowances for credit and other losses	(33)	56	106	3	105	237
Share of profits or losses of associates and joint ventures	25	-	179	-	3	207
Profit before tax	6,590	1,730	385	281	373	9,359
Income tax expense and non-controlling interest	728	285	45	72	74	1,204
<b>Net profit attributable to shareholders</b>	<b>5,862</b>	<b>1,445</b>	<b>340</b>	<b>209</b>	<b>299</b>	<b>8,155</b>
Total assets before goodwill and intangible assets	493,015	107,879	60,303	28,900	49,094	739,191
Goodwill and intangible assets	5,133	29	-	178	-	5,340
Total assets	498,148	107,908	60,303	29,078	49,094	744,531
Non-current assets <sup>(a)</sup>	3,957	648	579	314	20	5,518

(a) Investments in associates and joint ventures, properties and other fixed assets

## 48. Significant Events

### 48.1 Operational Risk Penalty for Digital Disruption

In May 2023, MAS imposed an additional capital requirement on the Bank following the widespread unavailability of its digital banking services in March and a subsequent disruption to its digital banking and ATM services in May 2023. MAS' supervisory action requires the Bank to set aside additional capital amounting to 1.8 times of its risk-weighted assets for operational risk. In November 2023, MAS imposed a six-month pause on the Bank's non-essential IT changes.

The Bank has drawn up a comprehensive technology resiliency roadmap to strengthen its technology risk management and controls in four main areas: change management, system resiliency, incident management, and technology governance and oversight. The roadmap is being implemented in phases.

### 48.2 Commitment Up To \$1 Billion to Support Vulnerable Communities and Catalyse Social Impact Over Ten Years

On 11 August 2023, the Bank announced that it will commit up to \$1 billion over the next ten years to improve lives and livelihoods of the low-income and underprivileged, and foster a more inclusive society. The actual contribution each year, of up to \$100 million, will be determined based on the Group's financial performance in the preceding year. The Group will deploy up to \$100 million each year in Singapore and its other key markets with effect from 2024. This commitment augments existing community initiatives by the Group and DBS Foundation.

The Group has made a provision of \$100 million as part of the ten-year \$1 billion Corporate and Social Responsibility commitment for the year ended 31 December 2023.

### 48.3 Increased stake in an associate, Shenzhen Rural Commercial Bank Corporation Limited (SRCB)

On 29 December 2023, the Bank announced it has obtained the requisite regulatory approvals to increase its existing stake in SRCB from 13% to 16.69% for a total consideration of \$374 million. The transaction was completed in January 2024.

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