

IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QIBs (AS DEFINED BELOW) UNDER RULE 144A UNDER THE SECURITIES ACT (AS DEFINED BELOW) (RULE 144A) OR (2) NON-U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT (REGULATION S)) PURCHASING THE SECURITIES OUTSIDE THE U.S. IN AN OFFSHORE TRANSACTION IN RELIANCE ON REGULATION S.

IMPORTANT: You must read the following before continuing. If you are not the intended recipient of this message, please do not distribute or copy the information contained in this e-mail, but instead, delete and destroy all copies of this e-mail, including all attachments. The following applies to the offering circular (the **Offering Circular**) following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT), OR THE SECURITIES LAWS OF ANY STATE OF THE U.S. OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE U.S. OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE FOLLOWING OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. ANY INVESTMENT DECISION SHOULD BE MADE ON THE BASIS OF THE PRICING SUPPLEMENT AND CONDITIONS OF THE SECURITIES AND THE INFORMATION CONTAINED IN THE OFFERING CIRCULAR (AS AMENDED AND RESTATED) THAT WILL BE DISTRIBUTED TO YOU PRIOR TO THE PRICING DATE AND NOT ON THE BASIS OF THE ATTACHED DOCUMENTS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN.

Confirmation of your Representation: In order to be eligible to view the following Offering Circular or make an investment decision with respect to the securities, investors must be either (i) qualified institutional buyers (**QIBs**) (within the meaning of Rule 144A) or (ii) non-U.S. persons eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S. By accepting the e-mail and accessing the following Offering Circular, you shall be deemed to have represented to us that (1) you and any customers you represent are either (a) QIBs or (b) non-U.S. persons eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S and that the electronic mail address that you gave us and to which this e-mail has been delivered is not located in the United States and (2) that you consent to the delivery of such Offering Circular by electronic transmission.

You are reminded that the following Offering Circular has been delivered to you on the basis that you are a person into whose possession the following Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver or disclose the contents of the following Offering Circular to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and any Dealer (as described in the Offering Circular) or any affiliate of a Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Dealer or such affiliate on behalf of the Issuers in such jurisdiction.

The following Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission, and consequently none of the Issuers, the Joint Arrangers (as described in the Offering Circular) nor any Dealer (as described in the Offering Circular) nor any person who controls any of them nor any director, officer, employee nor agent of any of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any discrepancies between the Offering Circular distributed to you in electronic format and the hard-copy version available to you on request from a Joint Arranger or Dealer.

You should not reply by e-mail to this notice, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the "Reply" function on your e-mail software, will be ignored or rejected. You are responsible for protecting this e-mail against viruses and other destructive items. Your use of this e-mail is at your own risk, and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

Offering Circular dated 12 April 2017



DBS Group Holdings Ltd

*(incorporated with limited liability under the laws of the Republic of Singapore)
(registered in Singapore under registration number 199901152M)*

DBS Bank Ltd.

*(incorporated with limited liability under the laws of the Republic of Singapore)
(registered in Singapore under registration number 196800306E)*

USD 30,000,000,000 Global Medium Term Note Programme

On 24 June 2010, DBS Bank Ltd. established its Debt Issuance Programme. Such Debt Issuance Programme is amended as at the date of this Offering Circular (as amended, the **Programme**), and this Offering Circular supersedes all previous offering circulars and any supplement thereto. Any Notes (as defined below) issued under the Programme on or after the date of this Offering Circular are issued subject to the provisions described herein. The provisions described herein do not affect any notes issued under the Programme prior to the date of this Offering Circular.

Under the Programme described in this Offering Circular, each of DBS Group Holdings Ltd (a limited liability company incorporated in Singapore) (**DBSH**) and DBS Bank Ltd. (a limited liability company incorporated in Singapore), which may issue through its registered office in Singapore or out of any of its branches outside Singapore (including, without limitation, its Australia branch, Hong Kong branch and London branch) (**DBS Bank** and, together with DBSH, the **Issuers** and each an **Issuer**), subject to compliance with all relevant laws, regulations and directives, may from time to time issue debt securities (the **Notes**). The Notes may include Subordinated Notes and Perpetual Capital Securities (as defined herein) issued by DBS Bank through its registered office in Singapore or by DBSH, which may qualify as regulatory capital of the Relevant Issuer (as defined herein). The aggregate nominal amount of Notes outstanding will not at any time exceed USD 30,000,000,000 (or the equivalent in other currencies and subject to increase as provided herein). Notes issued by the Australia branch of DBS Bank which are denominated in Australian dollars and are issued in the Australian domestic wholesale capital market are referred to as "**AMTNs**". Where used in this Offering Circular unless otherwise stated, "**Notes**" includes Perpetual Capital Securities that may be issued from time to time under the Programme. Defined terms used in this Offering Circular shall have the meanings given to such terms in "Terms and Conditions of the Notes other than the Perpetual Capital Securities", "Terms and Conditions of the Perpetual Capital Securities", "Form of Pricing Supplement relating to Notes other than Perpetual Capital Securities", "Form of Pricing Supplement relating to Perpetual Capital Securities" and "Summary of the Programme", as applicable.

Application has been made to the Singapore Exchange Securities Trading Limited (the **SGX-ST**) for permission to deal in, and for quotation of, any Notes to be issued which are agreed at the time of issue to be listed on the SGX-ST. The relevant pricing supplement in respect of any issue of Notes (a **Pricing Supplement**) will specify whether or not such Notes will be listed on the SGX-ST or any other stock exchange. There is no guarantee that an application to the SGX-ST will be approved. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Issuers, the Programme or such Notes. The SGX-ST assumes no responsibility for the correctness of any statements made or opinions expressed herein. The Programme provides that the Notes may be listed on such other or further stock exchange(s) as may be agreed in relation to each series. The Issuers may also issue unlisted Notes.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE NOTES MAY INCLUDE BEARER NOTES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD OR, IN THE CASE OF BEARER NOTES, DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT (REGULATION S)). SEE "SUBSCRIPTION AND SALE" AND "TRANSFER RESTRICTIONS".

Each Tranche (as defined in "Summary of the Programme") of Notes (other than AMTNs) in bearer form (**Bearer Notes**) will be represented on issue by a temporary global Note in bearer form (each a **Temporary Global Note**) or a permanent global Note in bearer form (each a **Permanent Global Note** and, together with the Temporary Global Notes, the **Global Notes**), as specified in the applicable Pricing Supplement. Interests in Temporary Global Notes generally will be exchangeable for interests in Permanent Global Notes, or, if so stated in the relevant Pricing Supplement, definitive Notes (**Definitive Notes**), after the date falling 40 days after the later of the commencement of the offering and the relevant issue date of such Tranche upon certification as to non-U.S. beneficial ownership. Interests in Permanent Global Notes will be exchangeable for Definitive Notes in whole but not in part. See "Summary of Provisions Relating to the Notes while in Global Form".

Each Series of Notes (as defined in "Summary of the Programme") in registered form (**Registered Notes**) (other than AMTNs) will be represented by registered certificates (each a **Certificate**), without interest coupons. AMTNs will be issued in registered certificated form and will take the form of entries on a register established and maintained by a registrar in Australia and may be lodged with the clearing system (**Austraclear System**) operated by Austraclear Ltd (**Austraclear**). Each Tranche of AMTNs will be represented by a registered certificate without interest coupons (each an **AMTN Certificate**), which shall be issued by the Issuer in respect of each Tranche of AMTNs. AMTNs will be sold in "offshore transactions" within the meaning of Regulation S. Registered Notes (other than AMTNs) which are sold in an "offshore transaction" within the meaning of Regulation S (**Unrestricted Notes**), will initially be represented by a permanent registered global certificate (each an **Unrestricted Global Certificate**) without interest coupons, which may be either: (i) deposited on the relevant issue date with a common depository on behalf of Euroclear Bank SA/NV (**Euroclear**) and Clearstream Banking S.A. (**Clearstream, Luxembourg**) (the **Common Depository**), with The Central Depository (Pte) Limited (**CDP**), with a sub-custodian for the Central Moneymarkets Unit Service (**CMU**) operated by the Hong Kong Monetary Authority or with a custodian for, and registered in the name of a nominee of, The Depository Trust Company (**DTC**); or (ii) delivered outside a clearing system, as agreed among the Relevant Issuer, the Issuing and Paying Agent, the Trustee and the relevant Dealer (all as defined herein), if any, or purchaser. Registered Notes which are sold in the United States to "qualified institutional buyers" (each a **QIB**) within the meaning of Rule 144A (**Rule 144A**) under the Securities Act (**Restricted Notes**) will initially be represented by a permanent registered global certificate (each a **Restricted Global Certificate** and, together with the **Unrestricted Global Certificate**, the **Global Certificates**), without interest coupons, which may be deposited on the relevant issue date with a custodian (the **Custodian**) for, and registered in the name of Cede & Co. as nominee for, DTC. Beneficial interests in Global Notes or Certificates held in book-entry form through Euroclear or Clearstream, Luxembourg will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear or Clearstream, Luxembourg, as the case may be. Beneficial interests in Global Notes or Certificates held in book-entry form through CDP will be shown on, and transfers thereof will be effected only through, records maintained by CDP. Beneficial interests in Global Notes or Certificates held in book-entry form through the CMU will be shown on, and transfers thereof will be effected only through, records maintained by the CMU. Beneficial interests in Registered Notes represented by Global Certificates held through DTC will be shown on, and transfers thereof will be effected only through,

records maintained by DTC. The provisions governing the exchange of interests in Global Notes for other Global Notes and Definitive Notes are described in "Summary of Provisions Relating to the Notes while in Global Form". Certain provisions governing restrictions on transfer of Registered Notes are described in "Transfer Restrictions".

In relation to any Tranche (as defined in "**Summary of the Programme**"), the aggregate nominal amount of the Notes of such Tranche, the interest or distribution (if any) payable in respect of the Notes of such Tranche, the issue price and any other terms and conditions not contained herein which are applicable to such Tranche will be set out in a Pricing Supplement which, with respect to Notes to be listed on the SGX-ST, will be delivered to the SGX-ST on or before the date of issue of the Notes of such Tranche.

Notes issued under the Programme may be rated or unrated. When an issue of Notes is rated, its rating will not necessarily be the same as the rating applicable to the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, revision, downgrade or withdrawal at any time by the assigning rating agency.

This Offering Circular is an advertisement and is not a prospectus for the purposes of EU Directive 2003/71/EC. Prospective investors should have regard to the factors described under the section headed "Risk Factors" in this Offering Circular.

Joint Arrangers and Programme Dealers

DBS Bank Ltd.

Deutsche Bank

Programme Dealers

Barclays

Citigroup

HSBC

J.P. Morgan

**Société Générale
Corporate &
Investment Banking**

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IMPORTANT

If you are in any doubt about this Offering Circular, you should consult your broker, dealer, bank manager, solicitor, certified public accountant or other professional advisor.

This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see “Documents Incorporated by Reference”).

Each of the Issuers accepts responsibility for the information contained in this Offering Circular. To the best of the knowledge and belief of the Issuers, each of which is responsible (each having taken all reasonable care to ensure that such is the case), the information contained in this Offering Circular is in accordance with the facts as at the date of this Offering Circular and does not omit any material information likely to affect the import of such information.

No person has been authorised to give any information or to make any representation other than as contained in this Offering Circular in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuers, the Joint Arrangers, any Dealers, the Trustee or the Agents (each as defined in “Summary of the Programme”). Neither the delivery of this Offering Circular nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuers since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuers since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as at any time after the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Offering Circular and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuers, the Joint Arrangers and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain further restrictions on offers and sales of the Notes and distribution of this Offering Circular, see “Subscription and Sale” and “Transfer Restrictions” and the applicable Pricing Supplement.

THE NOTES ARE BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN RELIANCE ON REGULATION S AND/OR WITHIN THE UNITED STATES TO QIBS IN RELIANCE ON RULE 144A OR ANOTHER EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT SELLERS OF REGISTERED NOTES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A. ANY SERIES OF NOTES MAY BE SUBJECT TO ADDITIONAL SELLING RESTRICTIONS. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS, SALES AND TRANSFERS OF NOTES AND THE DISTRIBUTION OF THIS OFFERING CIRCULAR, SEE “SUBSCRIPTION AND SALE” AND “TRANSFER RESTRICTIONS” AND THE APPLICABLE PRICING SUPPLEMENT.

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, NOR HAS ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF NOTES OR THE ACCURACY OR ADEQUACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

Neither this Offering Circular nor any information supplied in connection with the Programme constitutes an offer of, or an invitation by or on behalf of, the Issuers, the Joint Arrangers or any Dealer to subscribe for or purchase, any Notes.

Subject as provided in the applicable Pricing Supplement, the only persons authorised to use this Offering Circular in connection with an offer of Notes are the persons named in the applicable Pricing Supplement as the relevant Dealer or any other persons named in the section "Non-exempt Offer" of the Pricing Supplement (if any), as the case may be.

To the fullest extent permitted by law, none of the Joint Arrangers, any Dealer, the Trustee or any Agent accepts any responsibility for the contents of this Offering Circular or for any other statement, made or purported to be made by the Joint Arrangers or a Dealer or on its behalf in connection with the Issuers or the issue and offering of the Notes. Each Joint Arranger, each Dealer, the Trustee and each Agent accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement. Neither this Offering Circular nor any other financial statements or documents incorporated by reference are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuers, the Joint Arrangers or any Dealers that any recipient of this Offering Circular or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of Notes should be based on such investigation as it deems necessary. None of the Joint Arrangers, any Dealer, the Trustee or any Agent undertakes to review the financial condition or affairs of the Issuers during the life of the arrangements contemplated by this Offering Circular nor to advise any investor or potential investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into this Offering Circular when deciding whether or not to purchase any Notes.

By receiving this Offering Circular, investors acknowledge that (i) they have been afforded an opportunity to request and to review, and have received, all information that investors consider necessary to verify the accuracy of, or to supplement, the information contained in this Offering Circular, (ii) they have not relied on any Joint Arranger, any Dealer, the Trustee nor any Agent nor any person affiliated with any Joint Arranger, any Dealer, the Trustee or any Agent in connection with their investigation of the accuracy of any information in this Offering Circular or their investment decision and (iii) no person has been authorised to give any information or to make any representation concerning the issue or sale of the Notes or the Issuers other than as contained in this Offering Circular and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuers, the Joint Arrangers, the Dealers, the Trustee or the Agents. This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuers, the Joint Arrangers, the Dealers, the Trustee and the Agents do not represent that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Joint Arrangers, the Dealers, the Trustee or the Agents which would permit a public offering of any Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution

of this Offering Circular and the offer or sale of Notes in the United States, the European Economic Area, the United Kingdom, Hong Kong, Japan, Singapore, Indonesia, Taiwan, Republic of China (**Taiwan**), Australia, the United Arab Emirates (excluding the DIFC) and the DIFC, see “Subscription and Sale”.

DBS Bank has been granted authority to carry on banking business in Australia by the Australian Prudential Regulation Authority (**APRA**) and is a foreign “authorised deposit-taking institution” (**foreign ADI**) as that term is defined under the Banking Act 1959 of Australia (the **Australian Banking Act**). Notes issued by DBS Bank (including DBS Bank acting through its Australia branch) are not deposits of DBS Bank and are not covered by the depositor protection provisions of Division 2 of Part II of the Australian Banking Act. DBS Bank’s indebtedness in respect of the Notes issued by DBS Bank acting through its Australia branch is affected by applicable laws which include (but are not limited to) Section 11F of the Australian Banking Act and Section 86 of the Reserve Bank Act 1959 of the Commonwealth of Australia. Section 11F of the Australian Banking Act provides that, in the event that a foreign ADI, such as DBS Bank, (whether in or outside Australia) suspends payment or becomes unable to meet its obligations, the assets of the foreign ADI in Australia are to be available to meet its liabilities in Australia in priority to all other liabilities of the foreign ADI. Section 86 of the Reserve Bank Act 1959 provides that, notwithstanding anything contained in any law relating to the winding up of companies, but subject to Subsection 13A(3) of the Australian Banking Act (which does not apply to DBS Bank as a foreign ADI), debts due to the Reserve Bank of Australia by an authorised deposit-taking institution (including a foreign ADI) (**ADI**) shall, in the winding up of the ADI, have priority over all other debts of the ADI. DBS Bank does not make any representation as to whether the Notes would constitute liabilities in Australia under such statutory provisions.

ADDITIONAL U.S. INFORMATION

This Offering Circular is being submitted on a confidential basis in the United States to a limited number of QIBs for informational use solely in connection with the consideration of the purchase of the Notes being offered hereby. Its use for any other purpose in the United States is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted.

CERTAIN DEFINED TERMS AND CONDITIONS AND PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this Offering Circular, unless otherwise specified or the context otherwise requires, all references to “Singapore dollars” and “SGD” are to the lawful currency of Singapore, all references to “U.S. dollars” and “USD” are to the lawful currency of the United States of America, all references to “EUR” are to the lawful currency of the member states of the European Union that have adopted or may adopt the single currency in accordance with the treaty establishing the European Community (signed in Rome on 25 March 1957), as amended by the treaty on European Union, all references to “Hong Kong dollars” and “HKD” are to the lawful currency of Hong Kong, all references to “RMB”, “Renminbi” and “CNY” are to the lawful currency of China, all references to “Sterling” and “GBP” are to the lawful currency of the United Kingdom and all references to “Australian dollars” and “AUD” are to the lawful currency of Australia. References to “Greater China” are to the People’s Republic of China, Macau, Taiwan and Hong Kong. References to “Rest of Greater China” are to the People’s Republic of China, Macau and Taiwan. References to “China” are to the People’s Republic of China.

As used in this Offering Circular, “DBSHK” refers to DBS Bank (Hong Kong) Limited, “DBSH” refers to DBS Group Holdings Ltd, “DBS Group” refers to DBSH and its consolidated subsidiaries, “DBS Bank” refers to DBS Bank Ltd. (which is a wholly-owned subsidiary of DBSH) and “DBS Bank Group” refers to DBS Bank and its consolidated subsidiaries. Substantially all the assets, liabilities and income of the DBS Group are derived from the DBS Bank Group. References in this Offering Circular to “2014”, “2015” and “2016” refer to the DBS Group’s fiscal years ended 31 December 2014, 2015 and 2016, respectively. Unless specified otherwise or the context otherwise requires, all references to “loans” refer to loans net of cumulative allowances. As used in this Offering Circular, “Note Conditions” refers to the terms and conditions of the Notes other than the Perpetual Capital Securities, “Perpetual Capital Securities Conditions” refers to the terms and conditions of the Perpetual Capital Securities and “Conditions” refers to the Note Conditions and the Perpetual Capital Securities Conditions together.

In this Offering Circular, all of the DBS Group’s financial information is presented on a consolidated basis, unless stated otherwise. The audited consolidated financial statements of the DBS Group and the DBS Bank Group are prepared in accordance with the Singapore Financial Reporting Standards (**Singapore FRS**), including the modifications of the requirements of Singapore Financial Reporting Standard 39 (**FRS 39**) Financial Instruments: Recognition and Measurement in respect of loans loss provisioning by Notice to Banks No. 612 on Credit Files, Grading and Provisioning issued by the MAS (**MAS Notice 612**). The Singapore FRS differ in certain material respects from generally accepted accounting principles in the United States (**U.S. GAAP**) and International Financial Reporting Standards (**IFRS**). Accordingly, these financial statements and reported earnings could be different from those which would be reported under U.S. GAAP or IFRS. Such differences may be material. This Offering Circular does not contain a reconciliation of the DBS Group’s and the DBS Bank Group’s consolidated financial statements to U.S. GAAP or IFRS nor does it contain any information in relation to the differences between Singapore FRS and U.S. GAAP or IFRS. Had the consolidated financial statements and other financial information been prepared in accordance with U.S. GAAP or IFRS, the results of operations and financial position of the DBS Group and the DBS Bank Group may have been materially different. Investors should consult their own professional advisors for an understanding of the differences between Singapore FRS, U.S. GAAP, IFRS and the generally accepted accounting principles of other jurisdictions and how those differences might affect the financial information contained in this Offering Circular. The DBS Group’s audited consolidated financial statements as at and for the year ended 31 December 2016 are included in this Offering Circular, beginning on page F-2, and the DBS Bank Group’s audited consolidated financial statements as at and for the year ended 31 December 2016 are included in this Offering Circular, beginning on page F-2. This Offering Circular incorporates by reference the DBS Group’s audited consolidated financial statements as at and for the years ended 31 December 2015 and

2014 and the DBS Bank Group's audited consolidated financial statements as at and for the years ended 31 December 2015 and 2014. See "Documents Incorporated by Reference".

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding.

In connection with the issue of any Tranche (as defined in "Summary of the Programme"), the Dealer or Dealers (if any) named as the stabilising manager(s) (the **Stabilising Manager(s)**) (or persons acting on behalf of any Stabilising Manager(s)) in the applicable Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period of time after the relevant issue date. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the Pricing Supplement of the offer of the relevant Tranche is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche and 60 days after the date of the allotment of the relevant Tranche. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules. Any such stabilisation action may only be conducted outside Australia and on a market operated outside Australia.

DOCUMENTS INCORPORATED BY REFERENCE

This Offering Circular should be read and construed in conjunction with the audited consolidated financial statements of the DBS Group as at and for the years ended 31 December 2015 and 2014 and the audited consolidated financial statements of the DBS Bank Group as at and for the years ended 31 December 2015 and 2014, which have been previously published and filed with the Accounting and Corporate Regulatory Authority of Singapore (**ACRA**). The DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 are included in this Offering Circular, beginning on page F-2, and the DBS Bank Group's audited consolidated financial statements as at and for the year ended 31 December 2016 are included in this Offering Circular, beginning on page F-2.

This Offering Circular should also be read and construed in conjunction with any audited consolidated financial statements of the DBS Group and the DBS Bank Group which are available at www.dbs.com subsequent to the date of this Offering Circular and any unaudited interim consolidated financial statements of the DBS Group and the DBS Bank Group published subsequent to such audited consolidated financial statements, each of which shall be deemed to be incorporated in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular to the extent that a statement contained in any such document is inconsistent with such contents.

Website addresses in this Offering Circular are included for reference only, and the contents of such websites are not incorporated by reference into, and do not form part of, this Offering Circular.

Copies of documents deemed to be incorporated by reference in this Offering Circular may be obtained without charge from the registered office or the website (www.dbs.com) of the Issuers. Save as stated above, the information on the Issuers' website or any website directly or indirectly linked to such websites is not incorporated by reference in this Offering Circular and should not be relied on in connection with an investment in the Notes.

SUPPLEMENTAL OFFERING CIRCULAR

If at any time the Relevant Issuer shall be required to prepare a supplemental Offering Circular, the Relevant Issuer will prepare and make available an appropriate amendment or supplement to this Offering Circular or a further Offering Circular.

AVAILABLE INFORMATION

For so long as any of the Notes are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act, the Relevant Issuer will, during any period in which it is neither subject to Section 13 or 15(d) under the U.S. Securities Exchange Act of 1934 (the **Exchange Act**), nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide to any QIB who is a holder or beneficial owner of such restricted securities, or to any prospective purchaser of restricted securities who is a QIB, designated by such holder or beneficial owner, upon the request of such holder, beneficial owner or prospective purchaser, the information specified in Rule 144A(d)(4) under the Securities Act.

ENFORCEABILITY OF JUDGMENTS

DBSH is a company incorporated with limited liability under the laws of the Republic of Singapore registered in Singapore under registration number 199901152M and DBS Bank is a company incorporated with limited liability under the laws of the Republic of Singapore registered in Singapore under registration number 196800306E. Substantially all of the Directors of each of the Issuers are not residents of the United States, and all or a substantial portion of the assets of each of the Issuers are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon the Issuers or such persons or to enforce against any of them in the United States court, judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any State or territory within the United States.

FORWARD-LOOKING STATEMENTS

This Offering Circular contains forward-looking statements. When used in this Offering Circular, the words “estimate”, “project”, “intend”, “anticipate”, “believe”, “expect”, “should” and similar expressions, as they relate to the Issuers, their respective subsidiaries and management, are intended to identify such forward-looking statements. These statements concern, or may affect, future matters. These may include the Issuers’ and their respective subsidiaries’ future strategies, business plans and results and are based on the current expectations of the Directors of each of the Issuers. They are subject to a number of risks and uncertainties that might cause actual results and outcomes to differ materially from expectations outlined in these forward-looking statements. These risks and uncertainties include, but are not limited to:

- the actual growth in demand for banking and other financial products and services in the countries that the Issuers operate in or where a material number of their customers reside;
- the Issuers’ ability to successfully implement their respective strategy;
- the Issuers’ growth and expansion in domestic and overseas markets;
- future levels of impaired assets;
- the adequacy of the Issuers’ allowance for credit and investment losses;
- the ability to maintain targeted capital ratios;

- the impact of changes in banking regulations and other regulatory changes in Singapore and other jurisdictions on the Issuers;
- the future impact of new accounting standards;
- technological changes;
- the bond and loan market conditions and availability of liquidity amongst the investor community in these markets;
- the nature of credit spreads and interest spreads from time to time, including the possibility of increasing credit spreads or interest rates;
- the Issuers' ability to roll over their short-term funding sources and their exposure to credit;
- market fluctuations and the effects on trading, investment and other non-interest income; and
- the success of managing the risks of the foregoing.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as at the date hereof. The Issuers do not undertake any obligation to publicly release the result of any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

SUMMARY

The following summary is qualified in its entirety by, and is subject to, the more detailed information and financial statements contained or referred to elsewhere in this Offering Circular, including the sections regarding “Management’s Discussion and Analysis of Financial Condition and Results of Operations of the DBS Group”, “Description of the Business of the DBS Group”, “Description of the Assets and Liabilities of the DBS Group” and “Governance and Management”. To understand the terms of the Notes, investors should carefully read the sections of this Offering Circular entitled “Terms and Conditions of the Notes other than the Perpetual Capital Securities”, “Terms and Conditions of the Perpetual Capital Securities” and the risks of investing in the Notes under “Risk Factors” and the relevant Pricing Supplement.

The DBS Group is the largest banking group in Southeast Asia by total assets and is engaged in a range of commercial banking and financial services, principally in Asia. As at 31 December 2016, the DBS Group had SGD 482 billion in total assets, SGD 302 billion in customer loans and advances, SGD 347 billion in customer deposits and SGD 44.6 billion in total shareholders’ funds.

The DBS Group is headquartered and listed 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 Group has leading positions in consumer banking, wealth management, institutional banking, treasury and capital markets. As at, and for the year ended, 31 December 2016, Singapore accounted for 67% and 66% of the DBS Group’s assets (excluding goodwill and intangibles) and total income (excluding one-time items), respectively.

The DBS Group’s Greater China presence is anchored in Hong Kong and also encompasses China and Taiwan, where it operates locally-incorporated subsidiaries. The DBS Group also operates a locally-incorporated subsidiary in Indonesia and has 12 branches in India. Its diversification in the Asia Pacific region has resulted in a more balanced geographical distribution of its assets and total operating income.

Substantially all of the assets, liabilities and income of the DBS Group are derived from the DBS Bank Group. As at 31 December 2016, DBS Bank Group accounted for nearly 100% of the DBS Group’s consolidated total assets and net profit. DBSH has long-term issuer ratings of “AA-” from Fitch Ratings Ltd. (**Fitch**) and “Aa2” from Moody’s Investors Services Inc. (**Moody’s**). DBS Bank is one of the highest rated commercial banks in Asia with long-term issuer ratings of “AA-” from Fitch, “Aa1” from Moody’s and “AA-” from Standard & Poor’s Rating Services (**Standard & Poor’s**). DBSH’s and DBS Bank’s credit ratings have stable outlooks from Fitch, Moody’s and Standard & Poor’s.

DBS Bank was incorporated in July 1968 by the Singapore government as a financial institution to support Singapore’s economic development and industrialisation. In June 1969, DBS Bank began commercial banking operations. In September 1999, DBS Bank was restructured to become a wholly-owned subsidiary of DBSH, which is listed on the SGX-ST. On 21 July 2003, DBS Bank changed its legal name from The Development Bank of Singapore Limited to DBS Bank Ltd.

As at 28 February 2017, DBSH had a market capitalisation of approximately SGD 47.6 billion based on the closing price per ordinary share on the Main Board of the SGX-ST. As at 31 December 2016, Temasek Holdings (Private) Limited, directly or indirectly, held approximately 29.6% of DBSH’s outstanding ordinary shares.

Recent Developments

On 23 January 2017, DBS Bank issued EUR 750 million 0.375% covered bonds due 2024 under its USD 10 billion global covered bond programme. The net proceeds of the issuance were used for the general business purposes of the DBS Bank Group.

On 10 February 2017, DBSH announced that DBS Bank had agreed to sell its entire equity interest in DBS China Square Limited to an indirect subsidiary of Manulife Financial Corporation. The sale had a net gain of approximately SGD 350 million and was completed in the first quarter of 2017.

On 20 March 2017, DBS Bank, acting through its Australia Branch, issued AUD 300 million AMTNs due 2020 under the DBS Group's USD 30 billion Global Medium Term Note Programme. The net proceeds of the issuance were used for the general business purposes of the DBS Bank Group.

Strengths

Strong credit profile and resilient capital base

The DBS Group has consistently maintained robust capital ratios and as at 31 December 2016, had a Common Equity Tier 1 (**CET1**) capital adequacy ratio (**CAR**) of 14.1%, a Tier 1 CAR of 14.7% and a Total CAR of 16.2%. The DBS Group's capital position is above the MAS Basel III capital requirements that have been effective from 1 January 2013. The DBS Group has adopted a prudent dividend policy – paying sustainable dividends – to ensure that strong capital ratios are maintained while it executes its strategy.

The DBS Group has been awarded “Safest Bank in Asia” for eight consecutive years from 2009 to 2016 by Global Finance. Singapore, the DBS Group's core market, is the only sovereign in Asia with a “Aaa” credit rating from Moody's, and “AAA” credit ratings from Standard & Poor's and Fitch.

Diversified loan and earnings mix supported by stable deposits and diversified funding sources

The DBS Group has a diversified loan portfolio and earnings mix that is not overly concentrated in any particular industry, country or business segment. As at 31 December 2016, no single industry contributed more than 25% of the DBS Group's gross loans and, outside of Singapore, no single country contributed more than 20% of the DBS Group's gross loans. The DBS Group also has a balanced mix between interest and non-interest income, with non-interest income derived from diversified sources such as transaction services, wealth management and treasury product sales.

In terms of funding, the DBS Group has a strong domestic deposit base and leading market position in low cost Singapore dollar deposits. The DBS Group has also grown its transactional accounts with corporate customers and institutional investors, in line with its strategy. In addition, the DBS Group diversifies its funding sources through the wholesale funding market. In 2015, DBS Bank undertook a covered bond issuance, making it the inaugural issuer of covered bonds in Singapore.

Strong core banking business with proven earnings generation capability and exposure to key growth geographies in Asia

The DBS Group is the largest banking group in Southeast Asia by total assets. The DBS Group is anchored in Singapore and Hong Kong and has a growing presence in Greater China, South Asia and Southeast Asia. Over the past three years, the DBS Group has delivered consistent financial performance underpinned by increased strategic clarity and disciplined execution of its strategy. Total income (excluding one-time items) grew at a compound annual growth rate (**CAGR**) of 9% between 2014 and 2016 while net profit (excluding one-time items) recorded a CAGR of 5% over the same period.

Prudent and comprehensive risk management framework focused on asset quality

The DBS Group has a robust risk management framework in place to address key risk areas. Its risk management approach is based on (i) strong risk governance, with the Board of Directors of DBSH (the **Board** or **Board of Directors**), through the Board Risk Management Committee (the **BRMC**), setting out the DBS Group's Risk Appetite (as defined below) and overseeing the establishment of enterprise-wide risk management policies and processes, and setting risk limits to guide the DBS Group's risk taking, (ii) robust and comprehensive processes to identify, measure, monitor, control and report risks, (iii) sound

assessments of capital adequacy relative to risks, and (iv) a rigorous system of internal control reviews involving internal and external auditors. The DBS Group's ratio of non-performing loans (**NPLs**) to total non-bank loans (**NPL ratio**) was 1.4%, 0.9% and 0.9% as at 31 December 2016, 2015 and 2014, respectively, and the DBS Group's allowance coverage ratio (defined as total allowances as a percentage of non-performing assets (**NPA**s)) was 97%, 148% and 163% as at 31 December 2016, 2015 and 2014, respectively.

Asian-focused Strategy

The DBS Group's strategy is predicated on Asia's megatrends, including the rising middle class, growing intra-regional trade, urbanisation and the rapid adoption of technology that is fuelling new innovations.

The DBS Group seeks to intermediate trade and capital flows as well as support wealth creation to capitalise on longer-term growth in Greater China, South Asia and Southeast Asia, making it a compelling Asian bank of choice.

In Singapore, the DBS Group serves all customer segments. Outside Singapore, the DBS Group traditionally focuses on affluent individuals, corporates and institutional investors.

Going forward, the DBS Group hopes to leverage digital technologies to extend its reach to individuals and small and medium enterprises (**SMEs**) outside Singapore. The DBS Group has embarked on a digitalisation journey to transform the bank to be able to respond and innovate quickly to deliver simple, fast and contextual banking in the digital age.

The DBS Group periodically reviews its strategy, taking into account emerging megatrends, its operating environment and its stakeholders' input.

General Information

DBSH and DBS Bank are limited liability companies incorporated in the Republic of Singapore. The registered and principal office of each of DBSH and DBS Bank is 12 Marina Boulevard, Marina Bay Financial Centre Tower 3, Level 11, Singapore 018982 (telephone number +65 6878 8888). The Issuers' website is located at www.dbs.com.

SUMMARY OF THE PROGRAMME

The following summary does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Offering Circular and, in relation to the terms and conditions of any particular Tranche or Series of Notes, the applicable Pricing Supplement. Words and expressions defined in “Terms and Conditions of the Notes other than the Perpetual Capital Securities” and “Terms and Conditions of the Perpetual Capital Securities” shall have the same meanings in this summary. Other words and expressions used in this summary and not otherwise defined in this summary shall have the meanings ascribed to such words and expressions appearing elsewhere in this Offering Circular.

Issuers of Senior Notes

DBS Group Holdings Ltd, DBS Bank Ltd. or any of its branches outside Singapore (including, without limitation, DBS Bank Ltd., Australia branch, DBS Bank Ltd., Hong Kong branch and DBS Bank Ltd., London branch). References in this Offering Circular to “Relevant Issuer” mean, in relation to any Tranche, the Issuer which has concluded, or is negotiating, an agreement with the relevant Dealer(s) to issue, or which has issued, the Notes of that Tranche. In relation to each Tranche of Notes, the applicable Pricing Supplement will indicate whether DBS Bank is acting through any of its branches outside Singapore, if applicable.

Issuers of Subordinated Notes

DBS Group Holdings Ltd and DBS Bank Ltd.

Issuers of Perpetual Capital Securities

DBS Group Holdings Ltd and DBS Bank Ltd.

Description

Global Medium Term Note Programme.

Programme Limit

Up to USD 30,000,000,000 (or its equivalent in other currencies at the date of issue) aggregate nominal amount of Notes outstanding at any one time. The Issuers may increase this amount in accordance with the terms of the Dealer Agreement.

Joint Arrangers

DBS Bank Ltd. and Deutsche Bank AG, Singapore Branch and any other Joint Arrangers appointed in respect of the Programme.

Dealers

DBS Bank Ltd., Deutsche Bank AG, Singapore Branch, Barclays Bank PLC, Singapore Branch, Citigroup Global Markets Inc., The Hongkong and Shanghai Banking Corporation Limited, J.P. Morgan (S.E.A.) Limited and Société Générale.

The Issuers may from time to time terminate the appointment of any dealer under the Programme or appoint additional dealers either in respect of one or more Tranches or in respect of the whole Programme. References in this Offering Circular to “Programme Dealers” are to the persons listed above as Dealers and to such additional persons that are appointed as dealers in respect of the whole Programme (and whose appointment has not been terminated) and references to “Dealers” are to all Programme Dealers and all

	<p>persons appointed as dealers in respect of one or more Tranches. The Notes may be offered from time to time by the Relevant Issuer through the Dealers. The Relevant Issuer may sell Notes to the Dealers acting as principals for resale to investors or other purchasers and the Relevant Issuer may also sell Notes directly to investors. Notes may be distributed on a syndicated or non-syndicated basis. See “Subscription and Sale”.</p>
Trustee	The Bank of New York Mellon, London Branch (in respect of Notes other than AMTNs).
Calculation Agent	The Bank of New York Mellon, London Branch (in respect of each series of Notes (other than AMTNs)) or any other entity appointed by the Relevant Issuer as indicated in the relevant Pricing Supplement.
Issuing and Paying Agent	The Bank of New York Mellon, London Branch (in respect of each series of Notes cleared through Euroclear or Clearstream, Luxembourg).
CDP Paying Agent	The Bank of New York Mellon, Singapore Branch (in respect of each series of Notes cleared through CDP (CDP Notes)).
CMU Lodging and Paying Agent	The Bank of New York Mellon, Hong Kong Branch (in respect of each series of Notes cleared through the CMU (CMU Notes)).
DTC Paying Agent and Exchange Agent	The Bank of New York Mellon (in respect of each series of Notes cleared through DTC (DTC Notes)).
Paying Agent in respect of AMTNs only	BTA Institutional Services Australia Limited (the Australian Agent).
Registrar and Transfer Agent	<p>The Bank of New York Mellon SA/NV, Luxembourg Branch (in respect of each series of Notes cleared through Euroclear or Clearstream, Luxembourg), The Bank of New York Mellon, Singapore Branch (in respect of CDP Notes), The Bank of New York Mellon, Hong Kong Branch (in respect of CMU Notes), The Bank of New York Mellon (in respect of DTC Notes) and BTA Institutional Services Australia Limited (in respect of AMTNs).</p> <p>The Issuing and Paying Agent, the Calculation Agent, Exchange Agent, the CDP Paying Agent, the CMU Lodging and Paying Agent, the DTC Paying Agent and Exchange Agent, the Transfer Agent, other Paying Agent or Agents and the Registrar as may be appointed from time to time are together referred to as the “Agents”.</p>
Currencies	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in U.S. dollars, Euro, Sterling, Swiss francs, Hong Kong dollars, Singapore dollars, Japanese yen, Renminbi, Australian dollars or in such other currencies as may be agreed.
Renminbi Fallback	If by reason of inconvertibility, non-transferability or illiquidity, an Issuer is not, in its sole and absolute discretion, able to

satisfy payments of principal or interest (in respect of the Notes other than the Perpetual Capital Securities) or Distributions (in respect of the Perpetual Capital Securities only, and as defined in “Terms and Conditions of the Perpetual Capital Securities – Condition 4 (*Distributions and Other Calculations*)”), as applicable, when due in Renminbi, the Relevant Issuer may settle such payment in U.S. Dollars (in the case of CMU Notes) or in Singapore dollars (in the case of CDP Notes).

Denomination

Definitive Notes will be in denominations as may be specified in the applicable Pricing Supplement (the **Specified Denomination**), save that, unless otherwise permitted by then current laws and regulations, Notes (including Notes denominated in Sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Relevant Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of Section 19 of the Financial Services and Markets Act 2000 (the **FSMA**) will have a minimum Specified Denomination of GBP 100,000 (or its equivalent in other currencies) and the minimum denomination of each Note to be sold in the United States in reliance on Rule 144A shall be USD 200,000 (or its equivalent in other currencies) and integral multiples of USD 1,000 (or its equivalent in other currencies) in excess thereof, subject to compliance with all legal and/or regulatory requirements applicable to the relevant currency.

The minimum Specified Denomination of each Note admitted to trading on a regulated market within the European Economic Area (the **EEA**) or offered to the public in an EEA State in circumstances which require the publication of a prospectus under Directive 2003/71/EC (the **Prospectus Directive**) will be EUR 100,000 (or, if the Notes are denominated in a currency other than Euro, the equivalent amount in such currency at the date of issue of the Notes).

AMTNs will be issued in a single denomination as specified in the Pricing Supplement save that:

- (i) the aggregate consideration payable to the Issuer by each offeree is at least AUD 500,000 (or the equivalent in any other currency and disregarding any monies lent by the Issuer or its associates to the purchaser) or the issuance results from an offer or invitation of those Notes which otherwise does not require disclosure to investors under Part 6D.2 or Chapter 7 of the Corporations Act 2001 of the Commonwealth of Australia (the **Australian Corporations Act**);
- (ii) the issuance is not made to a “retail client” for the purposes of Section 761G of the Australian Corporations Act;

- (iii) the issuance complies with all other applicable laws; and
- (iv) the issuance does not require any document to be lodged with the Australian Securities and Investments Commission or ASX Limited.

Form of Notes

The Notes may be issued in bearer form or in registered form only. Registered Notes will not be exchangeable for Bearer Notes and *vice versa*. AMTNs will only be issued in registered certificated form. Subordinated Notes and Perpetual Capital Securities, as applicable, will only be issued in registered form.

Each Tranche of Notes in bearer form will be represented on issue by a Temporary Global Note or a Permanent Global Note, as specified in the applicable Pricing Supplement. Interests in Temporary Global Notes generally will be exchangeable for interests in Permanent Global Notes, or, if so stated in the relevant Pricing Supplement, Definitive Notes, after the date falling 40 days after the later of the commencement of the offering and the relevant issue date of such Tranche, upon certification as to non-U.S. beneficial ownership. Interests in Permanent Global Notes will be exchangeable for Definitive Notes in whole but not in part (see “Summary of Provisions Relating to the Notes while in Global Form”).

Registered Notes (other than AMTNs) will be represented by Certificates, one Certificate being issued in respect of each Noteholder’s entire holding of Registered Notes of one Series. Certificates representing Registered Notes (other than AMTNs) that are registered in the name of a nominee or a nominee of the common depository (as applicable) for one or more clearing systems are referred to as “Global Certificates”. Registered Notes sold in an “offshore transaction” within the meaning of Regulation S will initially be represented by an Unrestricted Global Certificate. Registered Notes sold to QIBs within the meaning of Rule 144A in the United States in reliance on Rule 144A will initially be represented by a Restricted Global Certificate.

AMTNs will only be issued as Registered Notes. AMTNs will be issued in registered certificated form and will take the form of entries on a register established and maintained by a registrar in Australia and may be lodged with the Austraclear System. Each Tranche of AMTNs will be represented by an AMTN Certificate. AMTNs will not be issued as Subordinated Notes or Perpetual Capital Securities.

Clearing Systems	CDP, the CMU, Euroclear and/or Clearstream, Luxembourg for Bearer Notes and CDP, the CMU, DTC, Euroclear, Clearstream, Luxembourg, and/or the Austraclear System for Registered Notes and, in relation to any Tranche, such other clearing system as agreed.
Maturities	Subject to compliance with all relevant laws, regulations and directives, Notes may have any maturity that is one month or greater.
Method of Issue	<p>Notes may be distributed by way of private placement on a syndicated or non-syndicated basis.</p> <p>The Notes will be issued in series (each a Series) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a Tranche) on the same or different issue dates. The specific terms of each Tranche (which will be supplemented, where necessary, with supplemental terms and conditions and, save in respect of the issue date, issue price, first payment of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be set out in a pricing supplement to this Offering Circular (a Pricing Supplement).</p>
Issue Price	Notes may be issued on a fully-paid or a partly-paid basis and at an issue price which is at par or at a discount to, or premium over, par.
Fixed Rate Notes	Fixed Rate Notes will bear interest (in respect of Notes other than Perpetual Capital Securities) or confer the right to receive Distributions (in respect of Perpetual Capital Securities only), as applicable, payable in arrear on such day(s) as may be agreed (as specified in the relevant Pricing Supplement).
Floating Rate Notes	<p>Floating Rate Notes will bear interest (in respect of Notes other than Perpetual Capital Securities) or confer the right to receive Distributions (in respect of Perpetual Capital Securities only), as applicable, determined separately for each Series as follows:</p> <ul style="list-style-type: none"> (i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc.; or (ii) by reference to SOR, SIBOR, LIBOR, HIBOR,

EURIBOR or BBSW (or such other benchmark as may be specified in the relevant Pricing Supplement) as adjusted for any applicable margin.

Interest periods (in respect of Notes other than Perpetual Capital Securities) or Distribution periods (in respect of Perpetual Capital Securities only), as applicable, will be specified in the relevant Pricing Supplement.

Zero Coupon Notes

Zero Coupon Notes may be issued at their nominal amount or at a discount to it and will not bear interest (in respect of Notes other than Perpetual Capital Securities).

Other Notes

Terms applicable to any other type of Notes which a Relevant Issuer may agree to issue under the Programme will be set out in the relevant Pricing Supplement.

Change of Interest Basis or Distribution Basis

Notes may be converted from one interest basis (in respect of Notes other than Perpetual Capital Securities) or one Distribution basis (in respect of Perpetual Capital Securities only), as applicable, to another in the manner set out in the relevant Pricing Supplement.

Redemption of Senior Notes

The applicable Pricing Supplement will indicate either that the Senior Notes cannot be redeemed prior to their stated maturity (other than in specified instalments, if applicable, or for taxation reasons or following an Event of Default) or that such Senior Notes will be redeemable at the option of the Relevant Issuer and/or the Senior Noteholders upon giving notice to the Senior Noteholders or the Relevant Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such terms as are indicated in the applicable Pricing Supplement.

The applicable Pricing Supplement may provide that Senior Notes may be redeemable in two or more instalments in such amounts and on such dates as indicated therein.

Redemption of Subordinated Notes

The applicable Pricing Supplement issued in respect of each issue of Subordinated Notes will indicate that the Subordinated Notes cannot be redeemed prior to their stated maturity other than, with the prior approval of the Monetary Authority of Singapore (the **MAS**), at the option of the Relevant Issuer:

- (i) for taxation reasons; or
- (ii) following a Change of Qualification Event; or
- (iii) on a date or dates specified prior to such stated maturity and at a price or prices and on such terms as are indicated in the applicable Pricing Supplement; or
- (iv) on such other terms as may be indicated in the applicable Pricing Supplement.

The relevant Pricing Supplement will specify the basis for calculating the redemption amounts payable.

Redemption of Perpetual Capital

The applicable Pricing Supplement issued in respect of each

Securities

issue of Perpetual Capital Securities will indicate that the Perpetual Capital Securities cannot be redeemed other than, with the prior approval of the MAS, at the option of the Issuer:

- (i) for taxation reasons; or
- (ii) following a Change of Qualification Event; or
- (iii) on such other terms as may be indicated in the applicable Pricing Supplement.

The relevant Pricing Supplement will specify the basis for calculating the redemption amounts payable.

Variation instead of Redemption of the Subordinated Notes and the Perpetual Capital Securities

The Relevant Issuer may, subject to the approval of the MAS, vary the terms of the Subordinated Notes or the Perpetual Capital Securities, as applicable, so they remain or become DBS Bank Qualifying Securities (as defined in the relevant Conditions) or, as the case may be, DBSH Qualifying Securities (as defined in the relevant Conditions) as provided in Note Condition 5(g) (in respect of Notes other than Perpetual Capital Securities) or Perpetual Capital Securities Condition 6(f) (in respect of Perpetual Capital Securities only), as applicable.

Loss Absorption upon a Trigger Event in respect of Subordinated Notes and the Perpetual Capital Securities

The applicable Pricing Supplement issued in respect of each issue of Subordinated Notes or the Perpetual Capital Securities, as applicable, may provide that the Loss Absorption Option is a Write-off in accordance with Note Condition 6(a) for Subordinated Notes issued by DBS Bank or Perpetual Capital Securities Condition 7(a) for Perpetual Capital Securities issued by DBS Bank, as applicable, or, as the case may be, Note Condition 6(b) for Subordinated Notes issued by DBSH or Perpetual Capital Securities Condition 7(b) for Perpetual Capital Securities issued by DBSH.

Withholding Tax

All payments of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, in respect of the Notes, the Receipts and the Coupons will be made free and clear of withholding taxes of:

- (i) Singapore or, if different, any other jurisdiction in which the Relevant Issuer is tax resident;
- (ii) in the case of Notes issued from DBS Bank's Australia branch, Australia;
- (iii) in the case of Notes issued from DBS Bank's London branch, the United Kingdom; and
- (iv) in the case of Notes issued from DBS Bank's Hong Kong branch, Hong Kong,

unless required by law.

In that event, the Relevant Issuer shall pay such additional amounts as shall result in receipt by the Noteholders, the Receiptholders or the Couponholders (after the withholding

or deduction) of such amount as would have been received by them in the absence of the withholding or deduction, subject to customary exceptions.

Status of the Senior Notes

The Senior Notes and the Receipts and the Coupons relating to them will constitute direct, and unsecured obligations of the Relevant Issuer as set out in Note Condition 3(a).

Status of the Subordinated Notes

The Subordinated Notes will constitute direct, unsecured and subordinated obligations of the Relevant Issuer as set out in Note Condition 3(b).

Status of the Perpetual Capital Securities

The Perpetual Capital Securities will constitute direct, unsecured and subordinated obligations of the Relevant Issuer as set out in Perpetual Capital Securities Condition 3(a).

Subordination of the DBS Bank Subordinated Notes

Upon the occurrence of any winding-up proceedings, the rights of the Noteholders to payment of principal of and interest on the DBS Bank Subordinated Notes and any other obligations in respect of the DBS Bank Subordinated Notes are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBS Bank Relevant Creditors and will rank senior to all share capital of DBS Bank and the DBS Bank Tier 1 Capital Securities. The DBS Bank Subordinated Notes will rank *pari passu* with all subordinated debt issued by DBS Bank that qualifies as DBS Bank Tier 2 Capital Securities.

Subordination of the DBS Bank Perpetual Capital Securities

Upon the occurrence of any winding-up proceedings, the rights of the Securityholders to payment of principal of and Distributions on the DBS Bank Perpetual Capital Securities and any other obligations in respect of the DBS Bank Perpetual Capital Securities are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBS Bank Relevant Creditors and will rank senior to DBS Bank Junior Obligations. The DBS Bank Perpetual Capital Securities will rank *pari passu* with DBS Bank Additional Tier 1 Capital Securities.

Subordination of the DBSH Subordinated Notes

Upon the occurrence of any winding-up proceedings, the rights of the Noteholders to payment of principal of and interest on the DBSH Subordinated Notes and any other obligations in respect of the DBSH Subordinated Notes are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBSH Relevant Creditors and will rank senior to all share capital of DBSH and the DBSH Tier 1 Capital Securities. The DBSH Subordinated Notes will rank *pari passu* with all subordinated debt issued by DBSH that qualifies as DBSH Tier 2 Capital Securities.

Subordination of the DBSH Perpetual Capital Securities

Upon the occurrence of any winding-up proceedings, the rights of the Securityholders to payment of principal of and Distributions on the DBSH Perpetual Capital Securities and

any other obligations in respect of the DBSH Perpetual Capital Securities are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBSH Relevant Creditors and will rank senior to DBSH Junior Obligations. The DBSH Perpetual Capital Securities will rank *pari passu* with DBSH Additional Tier 1 Capital Securities.

Negative Pledge

None.

Cross Default

None.

Events of Default in respect of the Senior Notes (other than AMTNs) and AMTNs

Events of Default for the Senior Notes (other than AMTNs) and AMTNs are set out in Note Condition 10(a).

Events of Default and Rights and Remedies upon Default in respect of the Subordinated Notes

Events of Default for the Subordinated Notes are set out in Note Condition 10(b).

If a Default in respect of the payment of principal of or interest on the relevant Subordinated Notes or Coupons occurs and is continuing, the sole remedy available to the Trustee shall be the right to institute proceedings in Singapore (but not elsewhere) for the winding-up of the Relevant Issuer. If the Relevant Issuer shall default in the performance of any obligation contained in the Trust Deed or the relevant Subordinated Notes other than a Default specified in the Note Conditions, the Trustee and the Noteholders shall be entitled to every right and remedy given under the Note Conditions or existing at law or in equity or otherwise, provided, however, that the Trustee shall have no right to enforce payment under or accelerate payment of any Subordinated Note except as provided in the Note Conditions and the Trust Deed. If any court awards money damages or other restitution for any default with respect to the performance by the Relevant Issuer of its obligations contained in the Trust Deed, the relevant Subordinated Notes, the payment of such money damages or other restitution shall be subject to the subordination provisions set out in the Note Conditions and the Trust Deed.

Default and Rights and Remedies upon Default in respect of the Perpetual Capital Securities

Default events for the Perpetual Capital Securities are set out in Perpetual Capital Securities Condition 11.

If a Default in respect of the payment of principal of or Distribution on the Perpetual Capital Securities occurs and is continuing, the sole remedy available to the Trustee shall be the right to institute proceedings in Singapore (but not elsewhere) for the winding-up of the Relevant Issuer. If the Relevant Issuer shall default in the performance of any obligation contained in the Trust Deed, the relevant Perpetual Capital Securities other than a Default specified in the Perpetual Capital Securities Conditions, the Trustee and the Securityholders shall be entitled to every right and remedy given under the Perpetual Capital Securities Conditions or now or hereafter existing at law or in equity or

otherwise, provided, however, that the Trustee shall have no right to enforce payment under or accelerate payment of any Perpetual Capital Security except as provided in the Perpetual Capital Securities Conditions and the Trust Deed. If any court awards money damages or other restitution for any default with respect to the performance by the Relevant Issuer of its obligations contained in the Trust Deed, the relevant Perpetual Capital Securities, the payment of such money damages or other restitution shall be subject to the subordination provisions set out in the Perpetual Capital Securities Conditions and the Trust Deed.

Rating

Each Tranche of Notes issued under the Programme may be rated or unrated. When a Tranche of Notes is rated, its rating will not necessarily be the same as the rating applicable to the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, revision, downgrade or withdrawal at any time by the assigning rating agency.

Listing

Application has been made for Notes issued under the Programme which are agreed at the time of issue to be so listed, to be listed on the SGX-ST. For so long as any Notes are listed on the SGX-ST and the rules of the SGX-ST so require, such Notes will be traded on the SGX-ST in a minimum board lot size of SGD 200,000 (or its equivalent in other currencies) or such other amount as may be allowed or required from time to time. The Notes may also be listed on such other or further stock exchange(s) as may be agreed in relation to each Series.

Unlisted Notes may also be issued.

Governing Law

As specified in the applicable Pricing Supplement:

- (i) English law, save that (in respect of the Subordinated Notes and the Perpetual Capital Securities) the provisions in relation to subordination, set-off and payment void and default and enforcement are governed by and shall be construed in accordance with, Singapore law; or
- (ii) Singapore law; or
- (iii) in respect of any AMTNs, the laws of New South Wales, Australia shall apply.

Selling Restrictions

United States, EEA, Australia, Hong Kong, United Kingdom (UK), Japan, Singapore, Indonesia, Taiwan, United Arab Emirates (excluding the DIFC), DIFC and other restrictions as may be required in connection with a particular issue of Notes. See "Subscription and Sale" and any additional selling and transfer restrictions set out in the relevant Pricing Supplement.

Bearer Notes will be issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(D) (or any successor rules in

substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the **Code**)) (**TEFRA D**) unless:

- (i) the relevant Pricing Supplement states that Notes are issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of Code) (**TEFRA C**); or
- (ii) Bearer Notes are issued other than in compliance with TEFRA D or TEFRA C but in circumstances in which the Notes will not constitute “registration required obligations” under the United States Tax Equity and Fiscal Responsibility Act of 1982 (**TEFRA**), which circumstances will be referred to in the relevant Pricing Supplement as a transaction to which TEFRA is not applicable.

Transfer Restrictions

There are restrictions on the transfer of Notes sold pursuant to Regulation S prior to the expiration of the relevant distribution compliance period and on the transfer of Registered Notes sold pursuant to Rule 144A. See “Transfer Restrictions”.

ERISA Considerations

Unless otherwise provided in the relevant Pricing Supplement, the Notes may be purchased and held by an employee benefit plan or other plan subject to Section 406 of the Employee Retirement Income Security Act of 1974, as amended (**ERISA**), or Section 4975 of the Code or by an entity whose underlying assets are deemed for purposes of the ERISA or Section 4975 of the Code to include “plan assets” by reason of such plan’s investment in the entity (such plans and entities collectively referred to as **Plans**). Each purchaser and transferee of a Note will be deemed to have represented and agreed by its acquisition and holding of the Note (or any interest therein) either (i) it is not a Plan or a governmental, church, non-United States or other employee benefit plan that is subject to laws substantially similar to the aforesaid provisions of ERISA or the Code, or (ii) its acquisition, holding and disposition of the Notes (or any interest therein) does not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code, or in the case of a governmental, church, non-United States or other employee benefit plan, a violation of any applicable similar law. See “ERISA and Certain Other Considerations”.

Risk Factors

There are certain risks related to any issue of Notes under the Programme, which investors should ensure they fully understand, a non-exhaustive summary of which is set out under “Risk Factors”.

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following table presents selected consolidated financial information for the DBS Group which has been extracted or derived from the audited consolidated financial statements of the DBS Group for the years ended 31 December 2016, 2015 and 2014. Such presentation differs in certain respects from the DBS Group's audited consolidated financial statements and from Singapore FRS. The following information should be read in conjunction with the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 and the related notes thereto which are set forth beginning on page F-2 of this Offering Circular and the audited consolidated financial statements as at and for the years ended 31 December 2015 and 2014 and the related notes thereto which are incorporated by reference in this Offering Circular, and the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations of the DBS Group" and "Description of the Assets and Liabilities of the DBS Group" included herein. The audited consolidated financial statements of the DBS Group and the DBS Bank Group are prepared in accordance with the Singapore FRS, including the modifications of the requirements of FRS 39 Financial Instruments: Recognition and Measurement in respect of loan loss provisioning by MAS Notice 612. These financial statements differ in certain material respects from U.S. GAAP and IFRS. Investors should consult their own professional advisors for an understanding of the differences between Singapore FRS and U.S. GAAP, IFRS and the generally accepted accounting principles of other jurisdictions and how those differences might affect the financial information contained in this Offering Circular.

In SGD millions	For the years ended 31 December		
	2014	2015	2016
Selected income statement items			
Net interest income	6,321	7,100	7,305
Net fee and commission income	2,027	2,144	2,331
Other non-interest income ⁽¹⁾	1,270	1,557	1,853
Total income⁽¹⁾	9,618	10,801	11,489
Expenses	4,330	4,900	4,972
Profit before allowances.....	5,288	5,901	6,517
Allowances for credit and other losses	667	743	1,434
Profit before tax.....	4,700	5,158	5,083
Net profit	3,848	4,318	4,238
One-time items ⁽²⁾	198	136	-
Net profit including one-time items	4,046	4,454	4,238

Note:

- (1) Includes share of profits or losses of associates for 2015 and 2016.
- (2) One-time items relate to a net gain on the divestment of an investment less a sum donated to the National Gallery Singapore in 2014, and a gain from the disposal of a property investment in 2015.

In SGD millions, except percentages	As at and for the years ended 31 December		
	2014	2015	2016
Selected balance sheet items			
Customer loans.....	275,588	283,289	301,516
Total assets	440,666	457,834	481,570
Customer deposits.....	317,173	320,134	347,446
Total liabilities	400,460	415,038	434,600
Shareholders' funds.....	37,708	40,374	44,609
Key financial ratios (excluding one-time items)⁽¹⁾			
Return on assets ⁽²⁾	0.91%	0.96%	0.92%
Return on equity ⁽³⁾	10.9%	11.2%	10.1%
Cost-to-income ratio ⁽⁴⁾	45.0%	45.4%	43.3%
Net interest margin ⁽⁵⁾	1.68%	1.77%	1.80%
<i>As % of total income:</i>			
Net interest income.....	65.7%	65.7%	63.6%
Non-interest income.....	34.3%	34.3%	36.4%
Customer NPL ⁽⁶⁾ as % of gross customer loans and advances.....	0.9%	0.9%	1.4%
Total NPAs ⁽⁷⁾ as % of total assets.....	0.6%	0.6%	1.0%
<i>Total cumulative loss allowances as % of:</i>			
Total assets.....	0.9%	0.9%	1.0%
Total NPAs.....	163%	148%	97%
CAR			
CET1 ratio.....	13.1%	13.5%	14.1%
Tier 1 ratio.....	13.1%	13.5%	14.7%
Total capital ratio.....	15.3%	15.4%	16.2%

Notes:

- (1) These key financial ratios are not standard measures under Singapore FRS or U.S. GAAP.
- (2) Net profit attributable to shareholders divided by average total assets.
- (3) Calculated based on net profit attributable to shareholders net of dividends on preference shares and other equity instruments. Non-controlling interests, preference shares and other equity instruments are not included as equity in the computation of return on equity.
- (4) Expenses expressed as a percentage of total income.
- (5) Net interest income expressed as a percentage of average interest bearing assets.
- (6) Based on customer loans and advances that have been classified in accordance with the MAS guidelines.
- (7) Based on customer loans and advances, loans to banks, debt securities and contingent liabilities that have been classified in accordance with the MAS guidelines.

RISK FACTORS

Each Issuer believes that the following factors may affect its business and/or its ability to fulfil its obligations under Notes issued under the Programme. All of these factors are contingencies which may or may not occur and the Issuers are not in a position to express a view on the likelihood of any such contingency occurring.

Prospective investors should carefully consider, among other things, the risks described below, as well as the other information contained in this Offering Circular and reach their own views prior to making an investment decision. Any of the following risks could materially and adversely affect the DBS Group's business, financial condition or results of operations and, as a result, investors could lose all or part of their investment. The risks below are not the only risks the DBS Group faces. Additional risks and uncertainties not currently known to the DBS Group, or that it currently deems to be immaterial, may also materially and adversely affect the DBS Group's business, financial condition or results of operations.

Risks Relating to the DBS Group

A global or regional financial crisis or financial instability in the countries where the DBS Group does business could adversely affect its operations, asset quality and growth.

The DBS Group has been, and in the future will continue to be, materially affected by geo-political, economic and market conditions, including factors such as the liquidity of the global financial markets, the level and volatility of debt and equity prices, interest rates, currency and commodities prices, investor sentiment, inflation, and the availability and cost of capital and credit.

While the International Monetary Fund expects global economic growth to strengthen to 3.4% in 2017, following growth of 3.1% in 2016, there are a number of uncertainties ahead. 2017 is expected to see a more inward-looking policy agenda in the U.S. aimed at encouraging U.S. companies to bring back jobs, renegotiating trade pacts and stimulating the domestic economy via infrastructure spending and tax reforms. In China, concerns include the pace of renminbi depreciation, foreign exchange reserve erosion, bilateral trade relations with the U.S., and continued structural imbalances in the China economy, e.g. the dominance of state-owned enterprises and high corporate leverage.

In Europe, (i) the possible exit of the United Kingdom from the European Union; (ii) the possible exit of Scotland, Wales or Northern Ireland from the United Kingdom; (iii) the possibility that other European Union countries could hold similar referendums to the one held in the United Kingdom and/or call into question their membership of the European Union; (iv) the possibility that one or more countries that adopted the Euro as their national currency might decide, in the long term, to adopt an alternative currency; or (v) prolonged periods of uncertainty connected to these eventualities could have significant negative impacts on international markets. These could include further falls in stock exchange indices, a fall in the value of the pound, an increase in exchange rates between the pound and the Euro and/or greater volatility of markets in general due to the increased uncertainty.

The implications for the world and the DBS Group are significant. First, a rise in global trade protectionism will negatively impact the trade-dependent economies in Asia. Second, the interplay of U.S. fiscal and monetary policies, and aggressive quantitative easing programmes in Japan and Europe may lead to more volatile global capital flows, which could in turn impact global growth. Third, while the DBS Group's direct exposures in Europe are not material, financial market volatility and increased uncertainty may have a broader global economic impact that may in turn have a material adverse effect on the DBS Group's business, financial condition and results of operations.

Inflationary pressures have also started to increase as the rebound in global commodity prices and weak domestic currencies have led businesses to pass on their increased input costs to consumers through higher selling prices. This adds to the uncertain global economic outlook.

To the extent uncertainty regarding the economic outlook continues to negatively impact consumer confidence and consumer credit factors globally, the DBS Group's business and results of operations could be significantly and adversely affected.

Investors should be aware that there is a recent history of financial crises and boom-bust cycles in multiple markets in both emerging and developed economies which leads to risks for all financial institutions, including the DBS Group. The 2008 global financial crisis affected the DBS Group through an increase in NPLs and mark-downs in other assets. While the DBS Group did not experience the same degree of write-downs as banks that were exposed to, or invested in, the U.S. residential mortgage market, the widening of credit spreads resulted in mark-to-market and realised losses on its investment and derivative portfolios and adversely affected its profitability. In addition, the DBS Group remains subject to the risks posed by the indirect economic effect of the global credit crisis, some of which cannot be anticipated and the vast majority of which are not under its control. The DBS Group also remains subject to counterparty risk arising from financial institutions that can fail or are otherwise unable to meet their obligations under their contractual commitment to the DBS Group.

With 82% of its total assets (excluding goodwill and intangibles) in Singapore and Hong Kong as at 31 December 2016, and 84% of its total income (excluding one-time items) in Singapore and Hong Kong for the year ended 31 December 2016, on a geographical basis, the DBS Group's performance and the quality and growth of its assets are substantially dependent on the health of the Singapore and Hong Kong economies. The economic environment in Singapore and Hong Kong, economies which are dependent on trade and investment, may be significantly affected by a variety of external factors, including economic developments throughout Asia and in the United States, Europe and other markets.

If there is another global or regional financial crisis or a downturn in the economic condition of the DBS Group's primary markets, this would likely have a material adverse effect on the DBS Group's business, financial condition or results of operations. Further, in light of the interconnectivity between Singapore's economy and other economies, Singapore's economy is increasingly exposed to economic and market conditions in other countries. As a result, an economic downturn or recession in the United States, Europe and other countries in the developed world or a slowdown in economic growth in major emerging markets such as China or India could have an adverse effect on economic growth in Singapore. A slowdown in the rate of growth in Singapore's economy could result in lower demand for credit and other financial products and services, and higher defaults among corporate and retail customers, which could adversely affect the DBS Group's business, financial performance, shareholders' equity, ability to implement its strategy and the price of the Notes.

Legislators and financial regulators in the United States and other jurisdictions, including Singapore, have implemented a number of policy measures designed to add stability to the financial markets and act as liquidity risk management initiatives. However, the overall impact of these and other legislative and regulatory efforts on the global and Singapore financial markets remains uncertain, and, in effect, these initiatives may not be successful in stabilising the economy. This may materially and adversely affect the DBS Group's cost of funding, loan portfolios, liquidity, business, prospects, financial condition and results of operations.

Any substantial increase in NPAs may impair the DBS Group's business, financial condition and results of operations.

The NPAs of the DBS Group were SGD 4.9 billion, SGD 2.8 billion and SGD 2.5 billion as at 31 December 2016, 2015 and 2014, respectively. As a percentage of gross customer loans, the DBS Group's NPLs were 1.4%, 0.9% and 0.9% as at 31 December 2016, 2015 and 2014, respectively. The

deterioration of NPLs in 2016 was mainly attributable to the oil and gas support services sector that has been operating in a challenging environment over the past two years, resulting from low oil prices and structural overcapacity.

Various factors such as a rise in unemployment, a sustained rise in interest rates, negative developments in the economies and/or the sectors in which the DBS Group lends money, movements in global commodities markets and exchange rates and global competition could have a material adverse effect on the quality of the DBS Group's loan portfolio. Political and economic developments in Europe and the United States could present further economic challenges globally which could result in some borrowers not being able to meet their restructured debt obligations, resulting in loans to such borrowers being classified as non-performing.

Adverse changes in the credit quality of the DBS Group's borrowers and counterparties or adverse changes arising from a deterioration in global, regional and sectoral economic conditions or asset values may lead to an increase in NPAs in the future and require an increase in the DBS Group's level of allowances for credit and other losses or increase the level of asset write-downs or write-offs experienced by the DBS Group. Although the DBS Group devotes considerable resources to managing these risks, many of the factors affecting borrower and counterparty credit risks are exogenous to the DBS Group. A substantial increase in NPAs may have a material adverse effect on the DBS Group's business, financial condition and results of operations.

A decline in collateral values or inability to realise collateral value may increase the DBS Group's allowances for credit and other losses.

Adverse changes in the credit quality of the DBS Group's borrowers and counterparties or adverse changes arising from a deterioration in global, regional and sectoral economic conditions or asset values could reduce the recoverability and/or the value of the DBS Group's assets. In particular, a significant portion of the DBS Group's loan portfolio is secured by real estate. In the event of a decline in the real estate markets, a portion of the DBS Group's loans may exceed the value of the underlying collateral. Any decline in the value of the collateral securing the DBS Group's loans, inability to obtain additional collateral or inability to realise the value of collateral may require the DBS Group to increase its allowances for credit and other losses, which may adversely affect the DBS Group's business, financial condition and results of operations.

Liquidity shortfalls and credit rating downgrades may increase the DBS Group's cost of funds.

Most of the DBS Group's funding requirements are met through a combination of funding sources, primarily in the form of deposit-taking activities. As a portion of the DBS Group's assets have long-term maturities, funding mismatches may occur. As at 31 December 2016, a significant portion of the DBS Group's non-bank customer deposits had current maturities of one year or less or were payable on demand. Such deposits are mainly from savings, fixed and current accounts and demand deposits. The DBS Group's deposits are well diversified across customers. However, no assurance can be given that large-scale deposit withdrawals will not occur. In circumstances where a substantial number of depositors, within or outside Singapore and Hong Kong, withdraw such funds from the DBS Group, the DBS Group's liquidity position could be materially and adversely affected. In such a situation, the DBS Group could be required to seek short-term and long-term funds to finance its operations. Any such funding may be only obtainable on terms that are more expensive than the DBS Group's current funding sources which may adversely affect the DBS Group's business, financial condition and results of operations.

The DBS Group's credit ratings also play an important role in determining the extent of its access to the capital and funding markets. DBSH has received long-term issuer ratings of "AA-" from Fitch and "Aa2" from Moody's. DBS Bank has received long-term issuer ratings of "AA-" from Fitch, "Aa1" from Moody's

and “AA-” from Standard & Poor’s. DBSH’s and DBS Bank’s credit ratings have stable outlooks from Fitch, Moody’s and Standard & Poor’s. There can be no assurance that the ratings will remain in effect for any given period or that the ratings will not be revised by the rating agencies in the future, if, in their judgment, circumstances so warrant. A credit ratings downgrade could adversely affect the volume and pricing of the DBS Group’s funding.

The value of certain financial instruments recorded at fair value may change over time.

The fair values of financial instruments traded in active markets are based on quoted market prices at the balance sheet date. If the market for a financial asset is not active, the DBS Group establishes fair value by using valuation techniques or third party valuations. These include the use of recent arm’s length transactions, reference to other instruments that are substantially similar, discounted cash flow analysis and option pricing models. Valuation reserves may be applied to the valuation of the financial instruments, where appropriate.

The valuation of the majority of the DBS Group’s financial instruments reported at fair value is based on quoted and observable market prices or on internally developed models that are based on independently sourced market parameters, including interest rates, option volatilities and currency rates. Other factors such as model assumptions, market dislocations and unexpected correlation shifts can materially affect these estimates and the resulting fair value estimates.

The expected changes in accounting principles relating to financial instruments may have an impact on the DBS Group’s financials and regulatory capital ratios.

In 2018, Financial Reporting Standard 109 (FRS 109) will take effect. This new accounting standard will govern how Singapore reporting entities classify and measure financial instruments; take impairment (or allowance) charges; and account for hedges.

At present, for impairment assessment, the DBS Group complies with the provisions of MAS Notice 612 where banks maintain, in addition to specific allowances, a prudent level of general allowances of at least 1% of uncollateralised exposures. This is an intended departure from the incurred loss provisioning approach prescribed under FRS 39, and possible changes to the current regulatory specifications will determine how FRS 109’s Expected Credit Loss model is eventually implemented. At this juncture, the DBS Group believes that any such changes are unlikely to result in additional material allowance charges for the DBS Group at the point of adoption.

The DBS Group will be able to quantify the impact of FRS 109, including its effect on capital requirements, when there is clarity on changes to current regulatory specifications.

The DBS Group’s operations in, and further expansion into, diverse markets in and outside of Asia present different risks and challenges which may adversely affect the DBS Group’s results of operations.

Outside of Singapore and Hong Kong, the DBS Group has banking subsidiaries, branches and associated companies in various countries in Asia, including China, Taiwan, India, Indonesia, Malaysia, South Korea, and outside Asia, including in the UK and Australia. The DBS Group’s operations in these jurisdictions could be adversely affected by changes in their respective legal, political, regulatory or economic environments.

Providing banking products and services in multiple jurisdictions exposes the DBS Group to a variety of regulatory and business challenges and risks and has increased the complexity of its risks in a number of areas, including price risks, currency risks, interest rate risks, compliance risk, regulatory and reputational risk and operational risk. In the aftermath of the financial crisis and in light of enhanced regulations in many countries, the DBS Group expects to face additional pressure and scrutiny in all of these areas and in the management of its international operations. The DBS Group also faces risks arising from its ability to manage inconsistent legal and regulatory requirements in the multiple

jurisdictions in which it operates and its ability to successfully establish and maintain an integrated system of internal controls for all of its international operations and businesses. There can be no assurance that the DBS Group will be able to execute its strategy and deliver returns on capital invested in its international subsidiaries or that its operations internationally will continue to be profitable.

In addition, over time, the DBS Group may expand into other countries in Asia. While this may be positive for the DBS Group's long-term position and may enhance revenue diversification, it also increases operational and asset quality risks. There can be no assurance that further regional expansion will not have a material adverse effect on the DBS Group's business, financial condition and results of operations.

Significant fraud, systems failure or calamities could adversely affect the DBS Group's business, financial condition and results of operations.

The DBS Group's business is based on a high volume of transactions and the functioning and security of its systems and network are of vital importance to its operations. The increasing threat of cyber-attacks on financial institutions continues to be one of the DBS Group's top risk concerns. Cyber criminals, hacktivists, insiders and nation state sponsored adversaries are among those that may target financial computer systems. The DBS Group seeks to protect its computer systems and network infrastructure from physical break-ins as well as fraud and systems failures. The DBS Group employs round-the-clock external surveillance security systems, including firewalls, tokens and password encryption technologies, designed to minimise the risk of security breaches. Although the DBS Group intends to continue to implement security technologies, conduct regular vulnerability assessments and network penetration tests and establish operational procedures to prevent break-ins, damages and failures, there can be no assurance that these security measures will be successful. The reputation of the DBS Group could be adversely affected by fraud committed by employees, customers or outsiders, or by its perceived inability to properly manage fraud-related risks. As the DBS Group outsources some of its systems management functions to external vendors, it is further exposed to the risk that such external vendors could be unable to fulfil their contractual obligations, or could be subject to fraud or operational errors by their employees.

In addition, although the DBS Group's data centre and back-up systems are separately located, there can be no assurance that both systems will not be simultaneously damaged or destroyed in the event of a major disruption or disaster. Such disruptions or disasters could arise from events that are wholly or partially beyond the control of the DBS Group. The DBS Group seeks to maintain internal controls in line with international best practices. However, a significant breakdown in internal controls, fraudulent activities by employees or failure of security measures or back-up systems may have a material adverse effect on the DBS Group's business, financial condition and results of operations.

The DBS Group may be subject to increased regulatory capital and liquidity requirements which could have a material adverse effect on its business, financial condition and results of operations.

The DBS Group is subject to capital adequacy and liquidity standards set by the MAS.

On 16 December 2010, the Basel Committee on Banking Supervision (the **Basel Committee**) published Basel III: A global regulatory framework for more resilient banks and banking systems (**Basel III**) which established new capital and liquidity requirements intended to reinforce existing standards, including new definitions for qualifying capital instruments, more onerous deductions from capital, additional capital buffers, increased minimum CARs, and the introduction of Common Equity Tier 1 (**CET1**) capital and leverage ratios, and liquidity standards comprising Liquid Coverage Ratio (**LCR**) and Net Stable Funding Ratio (**NSFR**) requirements.

On 14 September 2012, the MAS revised MAS Notice 637 on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore (**MAS Notice 637**) to incorporate the Basel III capital standards into Singapore regulations. The revised requirements took effect from 1 January 2013 and are

phased in over time. Singapore-incorporated banks which are designated by the MAS as domestically systemically important banks (**D-SIBs**) are required to comply with a minimum CET1 CAR of 6.5%, Tier 1 CAR of 8% and Total CAR of 10%. These minimum ratios are two percentage points higher than those established by the Basel Committee, and are aimed to reduce the probability of failure of D-SIBs by increasing their going-concern loss absorbency. The MAS has designated DBS Bank as a D-SIB. In addition, Singapore-incorporated banks are required to maintain a capital conservation buffer of up to 2.5% and a countercyclical buffer of up to 2.5%, both to be met fully with CET1 capital. These buffers are progressively phased in on 1 January each year from 2016 to 2019.

The countercyclical buffer is not an ongoing requirement, and is only applied as and when specified by the relevant banking supervisors. The applicable magnitude will be a weighted average of the country-specific countercyclical buffer requirements that are required by national authorities in jurisdictions to which a bank has private sector credit exposures. The Basel Committee expects jurisdictions to implement the countercyclical buffer during periods of excessive credit growth. Of the jurisdictions where the DBS Group has material private sector credit exposures, Hong Kong has applied a countercyclical buffer of 1.25% from 1 January 2017, which will increase to 1.875% with effect from 1 January 2018.

Including the capital conservation buffer and excluding the countercyclical buffer, a D-SIB will be required to meet CET1 CAR of 9.0%, Tier 1 CAR of 10.5% and Total CAR of 12.5%, from 1 January 2019.

In addition to changes in capital ratio requirements, Basel III also mandates various adjustments in the calculation of capital resources. These adjustments are being phased in from 1 January 2013 to 1 January 2018 and are for items such as goodwill and investments exceeding certain thresholds.

As at 31 December 2016, the DBS Group's Basel III fully phased-in CET1 CAR, calculated by dividing CET1 capital after all regulatory adjustments (e.g. for goodwill and investments exceeding certain thresholds) applicable from 1 January 2018 by the prevailing risk-weighted assets (**RWA**), was 13.3%. This ratio comfortably exceeds the eventual minimum CET1 CAR requirement under MAS Notice 637 of 9.0% (including capital conservation buffer but excluding countercyclical capital buffer) effective from 1 January 2019. On a transitional basis, the DBS Group's CET1 CAR of 14.1%, Tier 1 CAR of 14.7% and Total CAR of 16.2% were well above the MAS' minimum requirements (including applicable capital conservation buffer and countercyclical capital buffer) as at 31 December 2016 of 7.2%, 8.7% and 10.7%, respectively.

The DBS Group is also well-positioned to comply with forthcoming leverage ratio requirements. As at 31 December 2016, its consolidated leverage ratio stood at 7.7%, well above the minimum 3.0% envisaged by the Basel Committee.

Since the publication of Basel III, the Basel Committee has published further details and revisions to the Basel III standards. For example, the revised standardised approach to measuring counterparty credit risk exposures and market risk framework will be adopted in the near future, although they are not expected to increase the DBS Group's RWA significantly. In addition, the Basel Committee is considering further rule changes but these are yet to be finalised, and such revised rules may result in increased capital requirements for banks. The DBS Group continues to assess the impact of the outstanding regulatory reforms and, if necessary, will manage exposures within its strategy, to help mitigate the impact.

On 28 November 2014, the MAS issued MAS Notice 649 on Minimum Liquid Assets and Liquidity Coverage Ratio (**MAS Notice 649**) to incorporate the Basel III LCR standards into Singapore regulations. Under MAS Notice 649, a bank incorporated and headquartered in Singapore must maintain at all times, a Singapore Dollar LCR of at least 100% and an all-currency LCR of at least 60% by 1 January 2015, with the all-currency LCR requirement increasing by 10 percentage points each year to 100% by 1 January 2019. In the fourth quarter of 2016, the DBS Bank Group had an average all-currency LCR of

133% and an average Singapore Dollar LCR of 500%, which were well above the prevailing MAS' requirements of 70% and 100%, respectively.

On 16 November 2016, the MAS issued a Consultation Paper on Local Implementation of Basel III Liquidity Rules – Net Stable Funding Ratio and NSFR Disclosure and a draft MAS Notice 652 on NSFR to incorporate the Basel III NSFR standards into Singapore regulations. In this consultation, MAS proposed that a D-SIB incorporated and headquartered in Singapore must maintain a consolidated all-currency Group NSFR of at least 100% from 1 January 2018. As at 31 December 2016, the DBS Group's NSFR is estimated to be above the 100% requirement.

The DBS Group's overseas banking subsidiaries are subject to capital adequacy and liquidity requirements imposed by their respective local regulators. As at 31 December 2016, the DBS Group was in compliance with the applicable capital adequacy and liquidity requirements of each of the jurisdictions in which it operates subsidiaries.

If the regulatory capital or liquidity requirements applied to the DBS Group increase in the future, the DBS Group's return on capital and profitability could be materially and adversely affected. In addition, any failure by the DBS Group to satisfy such increased regulatory capital or liquidity requirements within the applicable timeline could result in administrative actions or sanctions or significant reputational harm, which in turn may have a material adverse effect on the DBS Group's business, financial condition and results of operations.

The DBS Group's business is subject to reputational risk.

Reputational risk is the potential for damage to the DBS Group's franchise as a result of stakeholders taking a negative view of the DBS Group or its actions. Reputational risk could arise from the failure by the DBS Group to effectively mitigate the risks in its businesses, including one or more of country, credit, liquidity, market, regulatory, operational, environmental, litigation and social risk. Damage to the DBS Group's reputation could cause existing clients to reduce or cease to do business with the DBS Group and prospective clients to be reluctant to do business with the DBS Group. Any such event could result in a loss of earnings and have a material adverse effect on the business of the DBS Group. A failure to manage reputational risk effectively could also materially affect the DBS Group's business, financial condition and results of operations.

The DBS Group is subject to legal, regulatory and compliance risks.

The DBS Group is exposed to the risks of litigation, compliance and regulatory proceedings in the jurisdictions in which it operates. Management of these risks requires, among other things, policies and procedures to properly record and verify large numbers of transactions and events. Failure to address these risks appropriately may result in administrative sanctions in one or more jurisdictions in which the DBS Group conducts its business. Additionally, in recent years, regulators globally have increased their scrutiny of internal controls and have correspondingly increased the penalties for any non-compliance particularly in the areas of sanctions and anti-money laundering compliance. Furthermore, investigations, administrative actions or litigation could commence in relation to violations, which may involve costs, and possible deterioration of the reputation of the DBS Group. Any future adverse judgments or rulings that are delivered against the DBS Group could have a material adverse effect on the DBS Group's business, operating results and financial condition.

On 23 June 2015, the MAS issued the Consultation Paper on Proposed Enhancements to Resolution Regime for Financial Institutions in Singapore setting out proposals in the areas of recovery and resolution planning, temporary stays and suspensions, statutory bail-in powers, cross-border recognition of resolution actions, creditor safeguards and resolution funding. On 29 April 2016, the MAS released its response to feedback received and separately issued the Consultation Paper on Proposed Legislative Amendments to Enhance the Resolution Regime for Financial Institutions in Singapore. The consultation paper sets out proposed legislative amendments to effect the policy proposals set out in the earlier

consultation paper. This includes proposed amendments to the Monetary Authority of Singapore Act, Chapter 186 of Singapore (the **MAS Act**) and the Monetary Authority of Singapore (Control and Resolution of Financial Institutions) Regulations 2013, as well as a draft MAS Notice and guidelines on recovery and resolution planning that will apply to banks notified by the MAS. As the approach to the adoption of the resolution regime, including statutory bail-in, has not been finalised, there is uncertainty as to how the MAS will eventually implement this. Any implementation of such regime could impact DBS Bank's future capital and funding structure and accordingly, could affect DBS Bank's operations.

On 21 July 2016, the Singapore Attorney-General's Chambers, the Commercial Affairs Department, Singapore Police Force and the MAS publicly announced in a joint statement that the Singapore authorities had been investigating various fund flows related to 1Malaysia Development Berhad (**1MDB**) through Singapore for possible money laundering, securities fraud, cheating and other offences committed in Singapore. On the same day, the MAS announced that its supervisory examinations of financial institutions with 1MDB-related fund flows had found lapses and weaknesses in anti-money laundering controls in certain Singapore-based financial institutions, including DBS Bank. The findings were preliminary, and in general concerned weaknesses in process for accepting clients, monitoring transactions and detecting and reporting suspicious transactions. The MAS stated that these weaknesses concerned specific processes and the actions of individual officers. The MAS concluded that whilst the lapses identified were serious and would be met by firm regulatory actions, they did not reveal pervasive control weaknesses or staff misconduct.

On 11 October 2016, the MAS further publicly announced that it had completed its inspection of DBS Bank in relation to its 1MDB-related fund flows. The inspections revealed several breaches of anti-money laundering requirements and control lapses. While no pervasive control weaknesses within DBS Bank were found in the MAS' inspections, there were deficiencies in the on-boarding of new accounts, weaknesses in corroborating the source of funds, inadequate scrutiny of customers' transactions and activities, and failure to file timely suspicious transaction reports. The control lapses observed related to specific bank officers who failed to carry out their duties effectively.

The MAS has admonished DBS Bank and instructed its management to investigate the lapses, promptly address the control deficiencies, and take appropriate disciplinary measures against the staff involved. The MAS imposed financial penalties amounting to SGD 1 million on DBS Bank for 10 breaches of MAS Notice 626 - Prevention of Money Laundering and Countering the Financing of Terrorism, and also directed DBS Bank to appoint an independent party to confirm that rectification measures have been effectively implemented and to report its findings to the MAS.

Material changes in financial market conditions could adversely affect the DBS Group's business, financial condition and results of operations.

The DBS Group is exposed to market risk arising from market-making, structuring and packaging of investment products for clients, trading and fund deployment. Trading market risk arises from the impact on interest rate margins and trading profits as a result of changes in foreign exchange rates, commodity prices, equity prices, interest rates and credit spreads. Changes in interest levels, yield curves and spreads may affect, among other things, interest rate margins. In particular, if the yield on interest-earning assets does not increase at the same time or to the same extent as the DBS Group's cost of funds or, if the cost of funds does not decline at the same time or to the same extent as a decrease in yield on interest-earning assets, the DBS Group's net interest income and net interest margin may be adversely affected.

The DBS Group's overseas operations are subject to fluctuations in foreign currency exchange rates against the Singapore dollar. In addition, a portion of the DBS Group's income, expenses, assets and liabilities in Singapore are denominated in foreign currencies. To the extent that the DBS Group's foreign currency denominated income, expenses, assets and liabilities are not matched in the same currency or appropriately hedged, fluctuations in foreign currency exchange rates against the Singapore dollar may

adversely affect the DBS Group's business, financial condition and results of operations. From time to time, the MAS may announce changes to the Singapore dollar nominal effective exchange rate policy band. There can be no assurance that such policy changes will not adversely affect the DBS Group's business, financial condition and results of operations.

The DBS Group may face significant challenges in achieving the goals of its business strategy.

In February 2010, the DBS Group launched a new strategic plan with nine separate strategic priorities focusing on expanding its regional presence and developing various key business units. The DBS Group has executed and fine-tuned this strategy in the years since 2010. Although the DBS Group believes it has targeted the appropriate geographical and business segments in developing its strategy, its initiatives to offer new products and services and to increase sales of its existing products and services may not succeed if market conditions are not stable, market opportunities develop more slowly than expected, the identified strategic initiatives have less potential than were envisioned originally or the profitability of the DBS Group's products and services is undermined by competitive pressures. Consequently, the DBS Group may be unable to achieve or maintain profitability in its targeted business areas. Any failure to execute its strategy in the manner envisioned could have a material and adverse impact on the DBS Group's business, financial condition and results of operations.

Taking into consideration the fluctuations and changes in customer behaviours, rising smart device and social media usage as well as increasing use of non-bank players for effecting payments, traditional banking is fast changing. While digitalisation has provided new business opportunities, it has also introduced new and increased cyber risk exposures for the DBS Group. Despite increased investments in digital technologies and new digital initiatives, digitalisation remains a fast moving and evolving landscape and there can be no assurance that the DBS Group will be able to fully and successfully execute its strategy in the digitalisation space.

Systemic risk resulting from failures in the banking industry could adversely affect the DBS Group.

Within the banking industry, the default of any institution could lead to defaults by other institutions. Concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other institutions because the commercial soundness of many financial institutions may be closely related as a result of their credit, trading, clearing or other relationships. This risk is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with whom the DBS Group interacts on a daily basis, which could have an adverse effect on the DBS Group's ability to raise new funding and on the DBS Group's business, financial condition and results of operations.

In particular, the DBS Group is exposed to the risks of Singapore and Hong Kong's financial systems and the other financial systems in which it operates. Any difficulties or instability of the Singaporean or Hong Kong financial system or the other financial systems in which the DBS Group operates could create an adverse market perception about financial institutions and banks in the affected region and could adversely affect its business. The DBS Group's transactions with these financial institutions expose it to credit risk in the event of default by the counterparty, which can be exacerbated during periods of market illiquidity.

Country risk could adversely affect the DBS Group's business, financial condition and results of operations.

Country risk is the risk that a counterparty is unable to meet its contractual obligations as a result of adverse economic conditions or actions taken by governments in the relevant countries. This includes the risk that a sovereign borrower may be unable or unwilling to fulfil its foreign currency or cross-border contractual obligations; and the risk that a non-sovereign counterparty may be unable to fulfil its

contractual obligations as a result of currency shortage due to adverse economic conditions or actions taken by the government of the country. These risks could adversely affect the DBS Group's business, financial condition and results of operations.

Terrorist activities, natural calamities and outbreak of communicable diseases around the world could lead to higher volatility in international capital markets, which may materially and adversely affect the DBS Group's business, financial condition and results of operations and the market price of the Notes.

Terrorist attacks, natural calamities and outbreak of communicable diseases could result in sporadic volatilities in international capital markets or adversely affect Singapore and other economies. Any material change in the financial markets or the Singapore economy or regional economies as a result of these events or developments may materially and adversely affect the DBS Group's business, financial condition and results of operations.

Increased competition could result in decreased loan margins and reduced market share.

The DBS Group's primary competitors consist of other Singapore banks and major international banks licensed in Singapore, other Hong Kong banks and major international banks licensed in Hong Kong, major international banks licensed elsewhere and other financial institutions in other markets in which the DBS Group operates. See "Description of the Business of the DBS Group – Additional Information about the DBS Group – Competition".

The Singapore government has taken steps to liberalise the Singapore banking industry, which has resulted in increased competition among domestic and international banks operating in Singapore, which reduced margins for certain banking products. In particular, the MAS, which regulates banks in Singapore, has been granting qualifying full bank (QFB) licences to international financial institutions since 1999. QFBs are currently permitted to establish operations in up to 25 locations. These 25 locations can be used for branches or off-site ATMs. QFBs are permitted to share ATMs among themselves. International banks granted such licences will face fewer restrictions on their Singapore dollar deposit-taking and lending activities. In June 2012, the MAS indicated that it will continue to allow greater foreign bank participation in the Singapore banking industry and refine the QFB system. Certain QFBs that meet the MAS' qualifications for being "significantly rooted" may be allowed to have an additional 25 places of business in Singapore, of which 10 may be branches. In addition, in recent years, the Singapore government has allowed more international banks to obtain "wholesale banking" licences to enable them to expand their Singapore dollar wholesale banking business in Singapore and to broaden the scope of Singapore dollar banking activities in which international banks may participate. There can be no assurance that the DBS Group will be able to compete successfully with other domestic and foreign financial institutions or that such increased competition will not have a material adverse effect on the DBS Group's business, financial condition and results of operations.

Similarly, in Hong Kong and the DBS Group's other overseas markets, many of the international and local banks operate in the same segments as the DBS Group and compete for the same customers. Competition may increase in some or all of the DBS Group's principal markets. Such increased competition, individually or in combination, could have a material adverse effect on the DBS Group's business, financial condition and results of operations.

An investor may experience difficulties in enforcing civil liabilities under U.S. federal securities laws against the DBS Group, the Directors and executive officers of each of DBSH and DBS Bank and certain other parties.

DBSH and DBS Bank are incorporated under the laws of Singapore and substantially all of their respective subsidiaries, associates, Directors and executive officers are incorporated outside or reside outside the United States of America. All or substantially all of the assets of such persons, and all of DBSH's and DBS Bank's assets, are located outside or are organised outside the United States. As a

result, it may be difficult for investors to enforce judgments against either DBSH or DBS Bank or such persons in U.S. courts predicated upon the civil liability provisions of U.S. federal securities laws. In particular, investors should be aware that judgments of United States courts based on the civil liability provisions of the federal securities laws of the United States are not enforceable in Singapore courts and there is doubt as to whether Singapore courts will enter judgments in original actions brought in Singapore courts based solely upon the civil liability provisions of the federal securities laws of the United States.

Risks Relating to the Notes

DBSH is a holding company and, as a result of this structure, Notes issued by DBSH are structurally subordinated to any and all existing and future liabilities and obligations of its subsidiaries (including DBS Bank).

DBSH is the holding company of the DBS Bank Group. As a result of this structure, the Notes issued by DBSH are structurally subordinated to all existing and future liabilities and obligations of DBSH's subsidiaries. Generally, claims of creditors, including depositors, trade creditors, and claims of preferred shareholders of DBSH's subsidiaries and associated companies, if any, will have priority over the claims of DBSH and its creditors, including holders of any Notes issued by DBSH, to the assets and earnings of such subsidiaries and associated companies.

Limited rights of enforcement and subordination of the Subordinated Notes or the Perpetual Capital Securities, as applicable, could impair an investor's ability to enforce its rights or realise any claims on the Subordinated Notes or the Perpetual Capital Securities, as applicable.

In most circumstances, the sole remedy against the Relevant Issuer available to the Trustee (on behalf of the holders of Subordinated Notes or the holders of the Perpetual Capital Securities, as applicable) to recover any amounts owing in respect of the principal of or interest on the Subordinated Notes, or principal of or Distributions on the Perpetual Capital Securities, as applicable, will be to institute proceedings for the winding-up of the Relevant Issuer in Singapore. See Note Condition 10 (in respect of Subordinated Notes) and Perpetual Capital Securities Condition 11 (in respect of Perpetual Capital Securities only), as applicable.

If the Relevant Issuer defaults on the payment of principal or interest on the Subordinated Notes, or Distributions on the Perpetual Capital Securities, as applicable, the Trustee will only institute a proceeding in Singapore for the winding-up of the Relevant Issuer if it is so contractually obliged. The Trustee will have no right to accelerate payment of the Subordinated Notes or the Perpetual Capital Securities, as applicable, in the case of default in payment or failure to perform a covenant except as they may be so permitted in the Trust Deed.

The Subordinated Notes and the Perpetual Capital Securities will be unsecured and subordinated obligations of the Relevant Issuer and will rank junior in priority to the claims of the DBS Bank Relevant Creditors or DBSH Relevant Creditors, as the case may be (as defined in "Terms and Conditions of the Notes other than the Perpetual Capital Securities" (in respect of the Subordinated Notes) and "Terms and Conditions of the Perpetual Capital Securities" (in respect of the Perpetual Capital Securities only), as applicable). In addition, any Subordinated Notes or Perpetual Capital Securities, as applicable, issued by DBSH would be structurally subordinated to obligations and liabilities of any of DBSH's subsidiaries and, therefore, creditors of DBSH's subsidiaries would have priority ranking. Upon the occurrence of any winding-up proceedings, the rights of the holders of the relevant Subordinated Notes or the Perpetual Capital Securities, as applicable, to payments on such Subordinated Notes or Perpetual Capital Securities, as applicable, will be subordinated in right of payment to the prior payment in full of claims of the DBS Bank Relevant Creditors or DBSH Relevant Creditors, as the case may be, as applicable, except those liabilities which rank equally with or junior to the relevant Subordinated Notes or the

Perpetual Capital Securities, as applicable. In a winding-up proceeding, the holders of the relevant Subordinated Notes or the Perpetual Capital Securities, as applicable, may recover less than the holders of deposit liabilities or the holders of other unsubordinated liabilities of the Relevant Issuer, as applicable. As there is no precedent for a winding-up of a major financial institution in Singapore, there is uncertainty as to the manner in which such a proceeding would occur and the results thereof. Although Subordinated Notes or Perpetual Capital Securities may pay a higher rate of interest (in respect of Subordinated Notes), or Distributions (in the case of Perpetual Capital Securities only), as applicable, than comparable Notes which are not subordinated, there is a risk that an investor in Subordinated Notes or Perpetual Capital Securities, as applicable, will lose all or some of its investment should the Relevant Issuer become insolvent.

The terms of the Subordinated Notes or the Perpetual Capital Securities may contain non-viability loss absorption provisions, and the occurrence of a Trigger Event may be inherently unpredictable and beyond the control of the Relevant Issuer.

MAS Notice 637 provides that the terms of all Additional Tier 1 and Tier 2 capital instruments must be loss absorbing at the point of non-viability. In this regard, the terms of all Additional Tier 1 and Tier 2 capital instruments issued from 1 January 2013 onwards, require a provision that such instruments, at the option of the MAS, be either written-off or converted into ordinary shares upon the occurrence of the trigger event. The trigger event would be the earlier of:

- the MAS notifying the Relevant Issuer in writing that it is of the opinion that a write-off or conversion is necessary, without which (where DBS Bank is the Relevant Issuer) DBS Bank Group or DBS Group, or (where DBSH is the Relevant Issuer) DBSH or DBS Group, would become non-viable; and
- the MAS decision to make a public sector injection of capital, or equivalent support, without which (where DBS Bank is the Relevant Issuer) DBS Bank Group or DBS Group, or (where DBSH is the Relevant Issuer) DBSH or DBS Group, would have become non-viable, as determined by the MAS,

(for the purposes of this Offering Circular, each a **Trigger Event**).

To the extent that a series of Subordinated Notes or Perpetual Capital Securities, as applicable, contains provisions relating to loss absorption, upon the occurrence of a Trigger Event relating to (in the case of Subordinated Notes or Perpetual Capital Securities, as applicable, issued by DBS Bank) DBS Bank Group or DBS Group or (in the case of Subordinated Notes or Perpetual Capital Securities, as applicable, issued by DBSH) DBSH or DBS Group as determined by the MAS, the Relevant Issuer may be required, subject to the terms of the relevant series of Subordinated Notes or Perpetual Capital Securities, as applicable, and the discretion of the MAS, irrevocably (without the need for the consent of the holders of such Subordinated Notes or Perpetual Capital Securities, as applicable) to effect either a full or partial write-off of the outstanding principal and accrued and unpaid interest in respect of such Subordinated Notes or accrued and unpaid Distributions in respect of Perpetual Capital Securities, as applicable.

To the extent relevant in the event that such Subordinated Notes or Perpetual Capital Securities, as applicable, are written-off, any written-off amount shall be irrevocably lost and holders of such Subordinated Notes or Perpetual Capital Securities, as applicable, will cease to have any claims for any principal amount and accrued but unpaid interest (in respect of Notes other than Perpetual Capital Securities) or any principal amount and accrued but unpaid Distributions (in respect of Perpetual Capital Securities only), as applicable, which has been subject to write-off. No Noteholder or Securityholder may exercise, claim or plead any right to any amount written-off, and each Noteholder and Securityholder shall be deemed to have waived all such rights to such amounts written-off. Furthermore, the requirement for conversion or write-off upon the occurrence of a Trigger Event does not apply to

subordinated debt issued by an Issuer prior to 1 January 2013, and accordingly the Noteholders and Securityholders are likely to be in a worse position, in the event that an Issuer becomes non-viable, than holders of Tier 2 instruments or Additional Tier 1 instruments, as the case may be, issued by an Issuer in the past and which does not include mandatory conversion or write-off features. This includes all of DBS Bank's Additional Tier 1 instruments outstanding on the date hereof. A write-off of any amount in respect of the Subordinated Notes or the Perpetual Capital Securities (as the case may be) shall not constitute a Default under the relevant Conditions.

While the MAS has set out a list of factors that it may take into account in assessing viability, it is not an exhaustive list and, ultimately, the circumstances in which the MAS may exercise its discretion are not limited. Due to the inherent uncertainty regarding the determination of whether a Trigger Event exists, it will be difficult to predict when, if at all, a write-off will occur. Accordingly, the trading behaviour in respect of Subordinated Notes or Perpetual Capital Securities, as applicable, which have the non-viability loss absorption feature is not necessarily expected to follow trading behaviour associated with other types of securities. Any indication that DBS Bank and its subsidiaries or DBSH and its subsidiaries (as the case may be) are trending towards a Trigger Event could have a material adverse effect on the market price of the relevant Subordinated Notes or the Perpetual Capital Securities, as applicable.

Potential investors should consider the risk that a holder of Subordinated Notes or Perpetual Capital Securities, as applicable, which have the non-viability loss absorption feature may lose all of their investment in such Subordinated Notes or Perpetual Capital Securities, as applicable, including the principal amount plus any accrued but unpaid interest (in respect of Notes other than Perpetual Capital Securities) or the principal amount plus any accrued but unpaid Distributions (in respect of Perpetual Capital Securities only), as applicable, in the event that a Trigger Event occurs.

The occurrence of a Trigger Event may be inherently unpredictable and may depend on a number of factors which may be outside of the Relevant Issuer's, the DBS Bank Group's or the DBS Group's (as applicable) control. The MAS may require or may cause a write-off in circumstances that are beyond the control of the Relevant Issuer, DBS Bank Group and the DBS Group (as applicable) and with which neither the Relevant Issuer, DBS Bank Group nor the DBS Group (as applicable) agree.

Subordinated Notes or Perpetual Capital Securities, as applicable, that include a loss absorption feature are complex financial instruments. A potential investor should not invest in such Subordinated Notes or Perpetual Capital Securities, as applicable, unless it has the knowledge and expertise (either alone or with a financial advisor) to evaluate how the Notes will perform under changing conditions, the resulting effects on the likelihood of a write-down and the value of such Subordinated Notes or Perpetual Capital Securities, as applicable, and the impact this investment will have on the potential investor's overall investment portfolio. Prior to making an investment decision, potential investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this Offering Circular or incorporated by reference herein.

The terms and conditions of the Subordinated Notes and the Perpetual Capital Securities may provide for multiplicity of actions in the event of enforcement.

The terms and conditions of the Subordinated Notes and the Perpetual Capital Securities (other than those that are to be governed exclusively by Singapore law) provide that they shall be governed by English law and that disputes arising in relation thereto shall be subject to the jurisdiction of the English courts, except for the provisions relating to the subordination of such Subordinated Notes or Perpetual Capital Securities, which shall be governed by Singapore law and subject to the jurisdiction of the Singapore courts in the event of a dispute. As such, in the event of an enforcement of those Subordinated Notes or Perpetual Capital Securities, the Trustee or the holders may need to commence separate actions in the English and Singapore courts in relation to a single claim. Whilst the English courts and the Singapore courts may defer the relevant part of the claim to the other court, the two claims are inherently linked and there is no certainty as to the approach that the two court systems would

take in relation to those separate claims and proceedings, and, therefore, the process and procedures for action and the ultimate manner of judgment would be uncertain. This multiplicity of proceedings and lack of certainty could adversely affect the Trustee's or the holders' claims and the enforcement thereof and could introduce delays into the process of enforcement of those claims.

The Perpetual Capital Securities are perpetual securities and Securityholders have no right to require redemption.

The Perpetual Capital Securities are perpetual and have no maturity date. Securityholders have no ability to require the Relevant Issuer to redeem the Perpetual Capital Securities. The Relevant Issuer can redeem the Perpetual Capital Securities in certain circumstances as described in "Terms and Conditions of the Perpetual Capital Securities", but the Relevant Issuer is under no obligation to redeem the Perpetual Capital Securities at any time. The Relevant Issuer's ability to redeem Perpetual Capital Securities is subject to the Relevant Issuer obtaining the prior written consent of the MAS (if then required) to the redemption, and satisfying any conditions that the MAS may impose at that time.

This means that Securityholders have no ability to cash in their investment, except if the Relevant Issuer exercises its right to redeem the Perpetual Capital Securities or by Securityholders selling their Perpetual Capital Securities in the open market. There can be no guarantee that the Relevant Issuer will exercise its right to redeem the Perpetual Capital Securities or will be able to meet the conditions for redemption of the Perpetual Capital Securities.

Securityholders who wish to sell their Perpetual Capital Securities may be unable to do so at a price at or above the amount they have paid for them, or at all, if insufficient liquidity exists in the market for the Perpetual Capital Securities.

In addition, upon the occurrence of a Tax Event or a Change of Qualification Event, the Perpetual Capital Securities may be redeemed at the Redemption Amount, as more particularly described in "Terms and Conditions of the Perpetual Capital Securities". If any Trigger Event has occurred since the Issue Date, as more fully described in "– The Subordinated Notes and the Perpetual Capital Securities, as applicable, may be subject to a full or partial write-off", Securityholders may lose up to the full principal amount of the Perpetual Capital Securities.

There can be no assurance that Securityholders will be able to reinvest the amount received upon redemption at a rate that will provide the same rate of return as their investment in the Perpetual Capital Securities.

Payments of Distribution on the Perpetual Capital Securities are discretionary and such Distributions are non-cumulative.

Payment of Distributions on any Distribution Payment Date is at the sole discretion of the Relevant Issuer. Subject to the Terms and Conditions of the Perpetual Capital Securities, the Relevant Issuer may elect to cancel any Distribution on any Distribution Payment Date. The Relevant Issuer may make such election for any reason. In addition, the Relevant Issuer will not be obliged to pay, and will not pay, any Distribution if:

- (a) the Relevant Issuer is prevented by applicable Singapore banking regulations or other requirements of the MAS from making payment in full of dividends or other distributions when due on its Additional Tier 1 Capital Securities;
- (b) the Relevant Issuer is unable to make payment of dividends or other distributions on its Additional Tier 1 Capital Securities without causing a breach of the MAS's consolidated or unconsolidated capital adequacy requirements set out in (where the Relevant Issuer is DBS Bank) MAS Notice 637 or (where the Relevant Issuer is DBSH):

- (i) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637; or
 - (ii) any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637, from time to time applicable to DBSH; or
- (c) the aggregate of the amount of the Distribution (if paid in full), together with the sum of any other dividends and other distributions originally scheduled to be paid (whether or not paid in whole or part) during the Relevant Issuer's then-current fiscal year on the Perpetual Capital Securities or its Additional Tier 1 Capital Securities, would exceed the Distributable Reserves as of the Distribution Determination Date.

Any Distributions which are not paid on the applicable Distribution Payment Date shall not accumulate or be payable at any time thereafter, whether or not funds are, or subsequently become, available. Securityholders will have no right thereto whether in a bankruptcy or dissolution as a result of the Relevant Issuer's insolvency or otherwise.

Therefore, any Distributions not paid will be lost and the Relevant Issuer will have no obligation to make payment of such Distributions or to pay interest thereon. If Distributions are not paid for whatever reason, the Perpetual Capital Securities may trade at a lower price. If a Securityholder sells its Perpetual Capital Securities during such a period, such Securityholder may not receive the same return on investment as a Securityholder who continues to hold its Perpetual Capital Securities until Distributions are resumed.

The Issuers may issue Notes which may give rise to particular risks for potential investors.

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

- (a) An optional redemption feature is likely to limit the market value of Notes. During any period when the Relevant Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

An Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate (in respect of Notes other than Perpetual Capital Securities) or the distribution rate (in respect of Perpetual Capital Securities only), as applicable, on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate (in respect of Notes other than Perpetual Capital Securities) or the distribution rate (in respect of Perpetual Capital Securities only), as applicable, as high as the interest rate (in respect of Notes other than Perpetual Capital Securities) or the distribution rate (in respect of Perpetual Capital Securities only), as applicable, on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

- (b) The Issuers may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.

Notes with floating interest rates (in respect of Notes other than Perpetual Capital Securities) or floating distribution rates (in respect of Perpetual Capital Securities only), as applicable, can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

- (c) Fixed/Floating Rate Notes may bear interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, at a

rate that the Relevant Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. An Issuer's ability to convert the interest rate (in respect of Notes other than Perpetual Capital Securities) or the distribution rate (in respect of Perpetual Capital Securities only), as applicable, will affect the secondary market and the market value of such Notes since the Relevant Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Relevant Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the Relevant Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

The market values of securities issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates (in respect of Notes other than Perpetual Capital Securities) or distribution rates (in respect of Perpetual Capital Securities only), as applicable, than do prices for conventional interest bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest bearing (in respect of Notes other than Perpetual Capital Securities) or distribution-bearing (in respect of Perpetual Capital Securities only), as applicable, securities with comparable maturities.

- (d) In the case of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that Notes may be traded in amounts that are not integral multiples of such minimum Specified Denomination. In such a case, a Noteholder who, as a result of trading such amounts, holds a nominal amount of less than the minimum Specified Denomination will not receive a Definitive Note in respect of such holding (should Definitive Notes be printed) and would need to purchase a nominal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

If Definitive Notes are issued, holders should be aware that Definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

There are risks associated with modifying or amending the terms and conditions of the Notes by way of a meeting of Noteholders.

The terms and conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Issuers and Noteholders may face certain risks associated with any changes to English law, Singapore law or Australian law or administrative practice after the date of the issue of the relevant Notes.

The terms and conditions of the Notes are based on English law, Singapore law or Australian law (as specified in the applicable Pricing Supplement) in effect as at the date of issue of the relevant Notes. No assurance can be given as to the impact of any possible judicial decision or change to English law, Singapore law, Australian law or administrative practice after the date of issue of the relevant Notes.

Limited liquidity of the Notes may affect the market price of the Notes.

The Notes will not be registered under the Securities Act or the securities or "blue sky" laws of any state of the United States. The Notes may be offered, and may be resold outside of the United States within

the meaning of and in compliance with Regulation S under the Securities Act. The Notes may also be offered, and may be resold, within the United States to institutional investors that qualify as QIBs, within the meaning of and in compliance with Rule 144A; or pursuant to another exemption from the registration requirements of the Securities Act. Consequently, the Notes are subject to restrictions on transfer and resale.

The Notes are a new issue of securities with no established trading market. Application may be made to list the Notes on the Official List of the SGX-ST. However, if for any reason the Notes are not listed, the liquidity of the Notes may be negatively impacted.

The Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency, credit or market risks, and/or are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have an adverse effect on the market value of the Notes. Even if the Notes are traded, they may trade at a discount from their initial issue price, depending on prevailing interest rates, the market for similar securities, the DBS Group's performance and other factors.

The Dealers have made no commitment and have no obligation to make a market in the Notes. Therefore, no assurance can be given that any Dealer will actually make a market in any Notes that are issued under the Programme, or if it does, that it will continue to make a market in the future. No assurance can be given that an active trading market for any Notes will develop, and therefore the liquidity of the Notes may be considerably less than for comparable debt securities.

The Issuers may vary the terms of Subordinated Notes or the Perpetual Capital Securities.

The Relevant Issuer may, without the consent or approval of the Noteholders or the Trustee, but subject to the prior approval of the MAS (to the extent that any variation would affect the eligibility of the subordinated notes as Tier 2 Capital Securities or the eligibility of the Perpetual Capital Securities as Additional Tier 1 Capital Securities of the Relevant Issuer, as applicable), vary the terms of any Subordinated Notes or Perpetual Capital Securities, as applicable, so that they remain or, as appropriate, become DBS Bank Qualifying Securities or, as the case may be, DBSH Qualifying Securities, subject to certain conditions. The terms of such varied Subordinated Notes or the Perpetual Capital Securities, as applicable, may contain one or more provisions that are substantially different from the terms of the original Notes, provided that the Subordinated Notes or the Perpetual Capital Securities, as applicable, remain DBS Bank Qualifying Securities or, as the case may be, DBSH Qualifying Securities in accordance with the relevant Conditions. While the Relevant Issuer cannot make changes to the terms of the Subordinated Notes or the Perpetual Capital Securities, as applicable, that give rise to any right of the Relevant Issuer to redeem the varied securities that are inconsistent with the redemption provisions of such Subordinated Notes or Perpetual Capital Securities, as applicable, that result in a Tax Event or Capital Event, or which do not comply with the rules of any stock exchange on which such Subordinated Note or Perpetual Capital Security, as applicable, may be listed or admitted to trading, no assurance can be given as to whether any of these changes will negatively affect any particular Noteholder. Furthermore, the Trustee has no obligation or ability to verify whether the requirements for such variations have been satisfied and will have no discretion in determining whether any such variation results in terms that are materially less favourable to the holders of Subordinated Notes or Perpetual Capital Securities. In addition, the tax and stamp duty consequences of holding such varied Notes could be different for some categories of Noteholder from the tax and stamp duty consequences for them of holding the Notes prior to such variation.

The Subordinated Notes and the Perpetual Capital Securities, as applicable, may be subject to a full or partial write-off.

Investors may lose the entire amount of their investment in any Subordinated Notes or Perpetual Capital Securities, as applicable, in which write-off upon the occurrence of a Trigger Event is specified, which will lead to a full or partial write-off. Upon the occurrence of a write-off, the principal amount and any accrued but unpaid interest of such Subordinated Notes or Distributions (in respect of Perpetual Capital Securities only), will automatically be written down and if there is a full write-off, the principal amount and any accrued but unpaid interest (in respect of Notes other than Perpetual Capital Securities) or unpaid Distributions (in respect of Perpetual Capital Securities only), as applicable, may be written down completely and such Subordinated Notes or Perpetual Capital Securities, as applicable, will be automatically cancelled.

In addition, the subordination provisions set out in Note Condition 3(c) (in respect of Subordinated Notes) and Perpetual Capital Securities Condition 3(b) (in respect of Perpetual Capital Securities only) are effective only upon the occurrence of any winding-up proceedings of the Relevant Issuer. In the event that a Trigger Event occurs, the rights of holders of Subordinated Notes and Perpetual Capital Securities, as applicable, and the Receipts and the Coupons relating to them shall be subject to Note Condition 6 (in respect of Subordinated Notes) and Perpetual Capital Securities Condition 7 (in respect of Perpetual Capital Securities only). This may not result in the same outcome for Subordinated Noteholders or holders of the Perpetual Capital Securities as would otherwise occur under Note Condition 3(c) (in respect of Subordinated Notes) and Perpetual Capital Securities Condition 3(b) (in respect of Perpetual Capital Securities only) upon the occurrence of any winding-up proceedings of the Relevant Issuer.

Furthermore, upon the occurrence of a write-off of any Subordinated Notes or the Perpetual Capital Securities, as applicable, the right to receive interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, will cease to accrue and all interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, amounts that were not due and payable prior to the write-off shall become null and void. Consequently, Noteholders will not be entitled to receive any interest that has accrued on such Subordinated Notes or Distributions on such Perpetual Capital Securities, as applicable, from (and including) the last Interest Payment Date (in respect of Subordinated Notes) or the last Distribution Payment Date (in respect of Perpetual Capital Securities only) falling on or prior to the Trigger Event Notice.

Any such write-off will be irrevocable and the Noteholders will, upon the occurrence of a write-off, not receive any shares or other participation rights of the Relevant Issuer, DBS Bank or DBSH (as the case may be) or be entitled to any other participation in the upside potential of any equity or debt securities issued by the Relevant Issuer, DBS Bank or DBSH (as the case may be) or any other member of the DBS Group, or be entitled to any subsequent write-up or any other compensation in the event of a potential recovery of the Relevant Issuer, DBS Bank or DBSH (as the case may be) or the DBS Group.

The Issuers may be subject to a statutory bail-in regime in the future.

It is possible that DBS Bank and DBSH may, in the future, be subject to a statutory bail-in regime. The Consultation Paper on Proposed Legislative Amendments to Enhance the Resolution Regime for Financial Institutions in Singapore proposes that a new Division will be included in Part IVB of the MAS Act empowering the MAS to write down or convert into equity, all or part of any unsecured subordinated debt and unsecured subordinated loans issued or contracted after the effective date of the MAS (Amendment) Bill.

As the approach to the adoption of the statutory bail-in regime has not been finalised and there is uncertainty as to how the MAS will eventually implement this and whether the bail-in regime (which could include statutory write-down and conversion powers) will apply to the Subordinated Notes or the

Perpetual Capital Securities. Any implementation of such a regime could impact the DBS Group's future capital and funding structure and, accordingly, could affect its business.

Singapore accounting and corporate disclosure standards may result in more limited disclosure than in other jurisdictions.

The DBS Group is subject to Singapore's accounting standards and requirements that differ in certain material respects from those applicable to banks in certain other countries. Also, there may be less publicly available information about Singapore listed companies, such as DBSH, than is regularly made available by or about listed companies in certain other countries. This Offering Circular does not include a reconciliation of the financial statements of DBSH, DBS Bank, the DBS Bank Group or the DBS Group to U.S. GAAP and there can be no assurance that such reconciliation would not identify material quantitative differences. Investors should consult their own professional advisors for an understanding of the differences between Singapore FRS and U.S. GAAP, IFRS and the generally accepted accounting principles of other jurisdictions and how those differences might affect the financial information contained in this Offering Circular.

Noteholders may be subject to Singapore taxation.

The Notes to be issued from time to time under the Programme during the period from the date of this Offering Circular to 31 December 2018 are intended to be "qualifying debt securities" for the purposes of the Income Tax Act, Chapter 134 of Singapore (the **Income Tax Act**), subject to the fulfilment of certain conditions more particularly described in the section "Taxation – Singapore Taxation".

However, there is no assurance that such Notes will continue to enjoy the tax concessions in connection therewith should the relevant tax laws be amended or revoked at any time.

Tax treatment of Subordinated Notes or Perpetual Capital Securities that contain non-viability loss absorption provisions is unclear.

It is not clear whether any particular tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable, which contains non-viability loss absorption provisions will be regarded as debt securities by the Inland Revenue Authority of Singapore (**IRAS**) for the purposes of the Income Tax Act and whether the tax concessions available for qualifying debt securities under the qualifying debt securities scheme (as set out in "Taxation — Singapore Taxation") would apply to such tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable.

If any tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable, is not regarded as debt securities for the purposes of the Income Tax Act and/or holders thereof are not eligible for the tax concessions under the qualifying debt securities scheme, the tax treatment to holders may differ. Investors and holders of any tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable, should consult their own accounting and tax advisors regarding the Singapore income tax consequences of their acquisition, holding and disposal of such tranche of the Subordinated Notes or the Perpetual Capital Securities, as applicable.

Characterisation of certain Notes may be unclear for U.S. federal income tax purposes.

The characterisation of a Series or Tranche of Notes (including Subordinated Notes and Perpetual Capital Securities) may be uncertain for U.S. federal income tax purposes and will depend on the terms of those Notes. The determination of whether an obligation represents debt, equity, or some other instrument or interest is based on all the relevant facts and circumstances. There may be no United States statutory, judicial or administrative authority directly addressing the characterisation of some of the types of Notes that are anticipated to be issued under the Programme or of instruments similar to the Notes. Each U.S. Holder (as defined in "Taxation – United States Taxation") should consult its own tax advisor about the proper characterisation of the Notes for U.S. federal income tax purposes and consequences to the U.S. Holder of acquiring, owning or disposing of the Notes.

Any credit ratings on DBSH, DBS Bank or the Notes may not reflect all risks associated with investing in DBSH, DBS Bank or the Notes, and a downgrade in the ratings of DBSH, DBS Bank or the Notes may affect the market price of the Notes.

DBSH has long-term issuer ratings of “AA-” from Fitch and “Aa2” from Moody’s. DBS Bank is one of the highest rated commercial banks in Asia with long-term issuer ratings of “AA-” from Fitch, “Aa1” from Moody’s and “AA-” from Standard & Poor’s. DBSH’s and DBS Bank’s credit ratings have stable outlooks from Fitch, Moody’s and Standard & Poor’s. The ratings reflect the ability of the Issuers to make timely payment of principal and interest on senior unsecured debts. There can be no assurance that the ratings will remain in effect for any given period or that the ratings will not be revised by the rating agencies in the future if, in their judgment, circumstances so warrant. Not all issues of Notes may be rated and even if one or more independent credit rating agencies assigns credit ratings to an issue of Notes, the ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be suspended, revised, downgraded or withdrawn by the assigning rating agency at any time.

Upon the occurrence of a Trigger Event, clearance and settlement of the Subordinated Notes and the Perpetual Capital Securities will be suspended and there may be a delay in updating the records of the relevant clearing system to reflect the amount written-off.

Following the receipt of a Trigger Event Notice, all clearance and settlement of the Subordinated Notes or the Perpetual Capital Securities, as applicable, will be suspended. As a result, Noteholders or Securityholders, as applicable, will not be able to settle the transfer of any Subordinated Notes or Perpetual Capital Securities, as applicable, from the commencement of the Suspension Period, and any sale or other transfer of the Subordinated Notes or Perpetual Capital Securities that a Noteholder or Securityholder, as applicable, may have initiated prior to the commencement of the Suspension Period that is scheduled to settle during the Suspension Period will be rejected by the relevant clearing system and will not be settled within the relevant clearing systems.

The update process of the relevant clearing system may only be completed after the date on which the write-off is scheduled. Notwithstanding such delay, holders of the Subordinated Notes or Perpetual Capital Securities, as applicable, may lose the entire value of their investment in the Subordinated Notes or Perpetual Capital Securities, as applicable, on the date on which the write-off occurs. No assurance can be given as to the period of time required by the relevant clearing system to complete the update of their records or the availability of procedures in the relevant clearing systems to effect any write-offs. Furthermore, the conveyance of notices and other communications by the relevant clearing system to their respective participants, by those participants to their respective indirect participants, and by the participants and indirect participants to beneficial owners of interests in the Global Certificate will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

The book-entry registration system of the Notes may reduce the liquidity of any secondary market for the Notes and may limit the receipt of payments by the beneficial owners of the Notes.

Because transfers of interests in the Global Notes or Global Certificates can be effected only through book entries at CDP, the CMU, Euroclear or Clearstream, Luxembourg, in the case of the Global Notes or Global Certificates to be issued in reliance on Regulation S, or DTC, in the case of the Global Certificates to be issued in reliance on Rule 144A, for the accounts of their respective participants, the liquidity of any secondary market for Global Notes or Global Certificates may be reduced to the extent that some investors are unwilling to hold Notes in book-entry form in the name of a CDP, CMU, DTC, Euroclear or Clearstream, Luxembourg participant. The ability to pledge interests in the Global Notes or Global Certificates may be limited due to the lack of a physical certificate. Beneficial owners of Global

Notes or Global Certificates may, in certain cases, experience delay in the receipt of payments of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, since such payments will be forwarded by the paying agent to CDP, the CMU, DTC, Euroclear or Clearstream, Luxembourg, as applicable, who will then forward payment to their respective participants, who (if not themselves the beneficial owners) will thereafter forward payments to the beneficial owners of the interests in the Global Notes or Global Certificates. In the event of the insolvency of CDP, the CMU, DTC, Euroclear or Clearstream, Luxembourg or any of their respective participants in whose name interests in the Global Notes or Global Certificates are recorded, the ability of beneficial owners to obtain timely or ultimate payment of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, on Global Notes or Global Certificates may be impaired.

Where the AMTNs are lodged with the Austraclear System, investors will have to rely on the procedures of Austraclear for transfer, payment and communication with the Issuers.

AMTNs will be issued in registered certificated form. Each Tranche of AMTNs will be represented by an AMTN Certificate. Each AMTN Certificate is a certificate representing the AMTNs of a particular Tranche and will be substantially in the form set out in the Note (AMTN) Deed Poll, duly completed and signed by the Issuers and authenticated by the Registrar in respect of AMTNs. An AMTN Certificate is not a negotiable instrument nor is it a document of title. Title to any AMTNs, which is the subject of an AMTN Certificate, is evidenced by entry in the Register and, in the event of a conflict, the Register shall prevail (subject to correction for fraud or proven error).

The Issuers may procure that the AMTNs are lodged with the Austraclear System. On lodgement, Austraclear will become the sole registered holder and legal owner of the AMTNs. Subject to the rules and regulations of the Austraclear System (the **Austraclear System Regulations**) established by Austraclear (as amended or replaced from time to time) to govern the use of the Austraclear System, participants of the Austraclear System (**Accountholders**) may acquire rights against Austraclear in relation to those AMTNs as beneficial owners and Austraclear is required to deal with the AMTNs in accordance with the directions and instructions of the Accountholders. Investors in AMTNs who are not Accountholders would need to hold their interest in the relevant AMTNs through a nominee who is an Accountholder. All payments made by the Issuers in respect of AMTNs lodged with the Austraclear System will be made directly to an account agreed with Austraclear or as it directs in accordance with the Austraclear System Regulations.

Where the AMTNs are lodged with the Austraclear System, any transfer of AMTNs will be subject to the Austraclear System Regulations. Secondary market sales of AMTNs cleared through the Austraclear System will be settled in accordance with the Austraclear System Regulations.

Notes may not be a suitable investment for all investors.

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained in this Offering Circular or any applicable supplement;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal or interest or distribution is payable in one or more currencies, or

where the currency for principal or interest or distribution payments is different from the potential investor's currency;

- (iv) understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with the help of a financial advisor) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio. A potential investor should ensure that he has sufficient knowledge and experience (either alone or with the help of a financial advisor) to make his own legal, tax, accounting and financial evaluation of the merits and risks of investing in the Notes and that he considers the suitability of the Notes as an investment in light of his own circumstances and financial condition.

Legal investment considerations may restrict certain investments.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisors to determine whether and to what extent:

- (i) the Notes are legal investments for it;
- (ii) the Notes can be used as collateral for various types of borrowing; and
- (iii) other restrictions apply to its purchase or pledge of any Notes.

Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

Risks Relating to the Market Generally

The Issuers may face certain risks associated with exchange rate fluctuations and any modifications to exchange controls.

The Relevant Issuer will pay principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, on the Notes in the currency specified (the **Settlement Currency**). This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the **Investor's Currency**) other than the Settlement Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Settlement Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Settlement Currency would decrease:

- (i) the Investor's Currency equivalent yield on the Notes;
- (ii) the Investor's Currency equivalent value of the principal payable on the Notes; and
- (iii) the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, or principal than expected, or no interest (in respect of Notes other than Perpetual Capital Securities), or Distributions (in respect of Perpetual Capital Securities only), as applicable, or principal.

Implementation of and/or changes to the Basel III framework may affect the capital requirements and/or liquidity associated with a holding of the Notes for certain investors.

On 16 December 2010, the Basel Committee published the Basel III standards to establish new capital and liquidity requirements to strengthen the Basel II framework. Changes include new definitions for qualifying capital instruments, more onerous deductions from capital, additional capital buffers, increased minimum CARs, and the introduction of CET1 capital ratio, leverage ratio and liquidity standards comprising LCR and NSFR requirements. To ensure that the banking sector can meet the higher Basel III standards through reasonable measures, while still supporting lending to the economy, the Basel Committee had provided transitional arrangements for the Basel III standards.

The Basel Committee has since published further details and revisions to the Basel III standards, and is considering further rule changes which are yet to be finalised.

The ongoing implementation of and/or changes (including those which are yet to be finalised) to the Basel III framework may have an impact on the capital requirements in respect of the Notes and/or on incentives to hold the Notes for investors that are subject to requirements that follow the revised framework and, as a result, they may affect the liquidity and/or value of the Notes.

In general, investors should consult their own advisors as to the regulatory capital and liquidity requirements in respect of the Notes and as to the consequences for and effect on them of any changes to the Basel framework (including the changes described above) and the relevant implementing measures. No predictions can be made as to the precise effects of such matters on any investor or otherwise.

Risks Related to Renminbi-Denominated Notes

Notes denominated in Renminbi (**RMB Notes**) may be issued under the Programme. RMB Notes contain particular risks for potential investors.

Renminbi is not freely convertible and there are significant restrictions on remittance of Renminbi into and outside the PRC.

Renminbi is not freely convertible at present. The PRC government continues to regulate conversion between Renminbi and foreign currencies despite significant reduction in control by it in recent years over trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items.

However, remittance of Renminbi by foreign investors into the PRC for the purposes of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities on a case-by-case basis and is subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into the PRC for settlement of capital account items are developing gradually.

Although, since 1 October 2016, the Renminbi has been added to the Special Drawing Rights basket created by the International Monetary Fund, there is no assurance that the PRC government will continue to gradually liberalise control over cross-border remittance of Renminbi in the future, that the pilot schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance

of Renminbi into or out of the PRC. In the event that funds cannot be repatriated out of the PRC in Renminbi, this may affect the overall availability of Renminbi outside the PRC and the ability of the Relevant Issuer to source Renminbi to finance its obligations under Notes denominated in Renminbi. Each investor should consult its own advisors to obtain a more detailed explanation of how the PRC regulations and rules may affect their investment decisions.

There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of RMB Notes and the Relevant Issuer's ability to source Renminbi outside the PRC to service such RMB Notes.

As a result of the restrictions by the PRC government on cross-border Renminbi fund flows, the availability of Renminbi outside of the PRC is limited. While People's Bank of China (PBOC) has entered into agreements on the clearing of Renminbi business with financial institutions in a number of financial centres and cities (the **Renminbi Clearing Banks**) and are in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions (the **Settlement Arrangements**), the current size of Renminbi denominated financial assets outside the PRC is limited.

There are restrictions imposed by PBOC on Renminbi business participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from PBOC. The Renminbi Clearing Banks only have access to onshore liquidity support from PBOC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In such cases, the participating banks will need to source Renminbi from outside the PRC to square such open positions.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC rules and regulations will not be promulgated or amended or the Settlement Arrangements will not be terminated or amended in the future which will have the effect of restricting availability of Renminbi offshore. The limited availability of Renminbi outside the PRC may affect the liquidity of RMB Notes. To the extent the Relevant Issuer is required to source Renminbi in the offshore market to service its RMB Notes, there is no assurance that the Relevant Issuer will be able to source such Renminbi on satisfactory terms, if at all. If Renminbi is not available in certain circumstances as described under the Notes, the Relevant Issuer can make payments under the Notes in a currency other than Renminbi.

Investment in RMB Notes is subject to exchange rate risks.

The value of Renminbi against the U.S. dollar and other foreign currencies fluctuates and is affected by changes in the PRC and international political and economic conditions and other factors. In August 2015, the PBOC implemented changes to the way it calculates the Renminbi's daily mid-point against the U.S. dollar to take into account market-maker quotes before announcing such daily mid-point. This change, and others that may be implemented, may increase the volatility in the value of the Renminbi against foreign currencies. All payments of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and principal will be made with respect to RMB Notes in Renminbi, save as provided in the terms and conditions in accordance with Note Condition 7(j) (in respect of Notes other than Perpetual Capital Securities) and Perpetual Capital Securities Condition 8(f) (in respect of Perpetual Capital Securities only), as applicable. As a result, the value of these Renminbi payments may vary with the changes in the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against another foreign currency, the value of the investment made by a holder of the RMB Notes in that foreign currency will decline. If an investor measures its investment returns by reference to a currency other than Renminbi, an investment in the RMB Notes entails foreign exchange related risks, including possible significant changes in the value of

RMB relative to the currency by reference to which an investor measures its investment returns. Depreciation of the Renminbi against such currency could cause a decrease in the effective yield of the RMB Notes below their stated coupon rates and could result in a loss when the return on the RMB Notes is translated into such currency. In addition, there may be tax consequences for investors as a result of any foreign currency gains resulting from any investment in RMB Notes.

Investment in the RMB Notes is subject to currency risk.

If the Relevant Issuer is not able, or it is impracticable for it, to satisfy its obligation to pay interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and principal on the RMB Notes as a result of Inconvertibility, Non-transferability or Illiquidity (each as defined in the relevant Conditions), the Relevant Issuer shall be entitled, on giving not less than five or more than 30 days' irrevocable notice to the Noteholders prior to the due date for payment, to settle any such payment in U.S. Dollars or Singapore dollars, as the case may be, on the due date at the U.S. Dollar Equivalent or the Singapore Dollar Equivalent, respectively, of any such Renminbi denominated amount.

Payments in respect of RMB Notes will only be made to investors in the manner specified in such RMB Notes.

All payments to investors in respect of RMB Notes will be made solely:

- (i) when RMB Notes are represented by global certificates, by transfer to a Renminbi bank account maintained in Hong Kong or Singapore, as the case may be, in accordance with prevailing CMU rules and procedures or CDP rules, as the case may be; or
- (ii) when RMB Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong or Singapore in accordance with prevailing rules and regulations.

In the event that a holder of RMB Notes fails to maintain a valid Renminbi account with a bank in Hong Kong or Singapore, as the case may be, and, accordingly, payments are unsuccessful, it is possible that such amounts may be settled in a currency other than Renminbi. The Relevant Issuer cannot be required to make payment by any other means (including in any other currency or in bank notes, by check or draft or by transfer to a bank account in the PRC).

EXCHANGE RATES

The following table sets forth, for the periods indicated, information concerning the exchange rates between Singapore dollars and U.S. dollars based on the average mid-day rate published by the MAS on each business day during the relevant period.

Fiscal Year/Period	Singapore Dollars per USD 1.00 Mid-Day Rate			
	Average	Low	High	Period End
2012.....	1.2496	1.2183	1.2994	1.2221
2013.....	1.2513	1.2208	1.2846	1.2653
2014.....	1.2671	1.2377	1.3253	1.3213
2015.....	1.3749	1.3204	1.4356	1.4139
2016.....	1.3811	1.3375	1.4499	1.4463
Three months ended 31 March 2017	1.4160	1.3940	1.4489	1.3978

The following table sets forth, for the periods indicated, information concerning the exchange rates between Singapore dollars and U.S. dollars based on the average mid-day rate published by the MAS on each business day during the relevant period.

Month	Singapore Dollars per USD 1.00 Mid-Day Rate			
	Average	Low	High	Period End
January 2017	1.4288	1.4142	1.4489	1.4196
February 2017.....	1.4150	1.4040	1.4241	1.4040
March 2017	1.4057	1.3940	1.4201	1.3978
1 April through 7 April 2017	1.3987	1.3957	1.4017	1.4017

The above tables illustrate how many Singapore dollars it would take to buy one U.S. dollar for the periods indicated. These transactions should not be construed as a representation that those Singapore dollar or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Singapore dollars, as the case may be, at any particular rate, or at all.

Exchange Controls

Currently, there are no exchange control restrictions in Singapore.

TERMS AND CONDITIONS OF THE NOTES OTHER THAN THE PERPETUAL CAPITAL SECURITIES

*The following is the text of the terms and conditions (the **Conditions**) that, save for the words in italics and, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the applicable Pricing Supplement, shall be applicable to the Notes in definitive form (if any) issued in exchange for the Global Note(s) representing each Series and to AMTNs (as defined below). Either (i) the full text of these terms and conditions together with the relevant provisions of the applicable Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes (other than AMTNs). All capitalised terms that are not defined in these Conditions will have the meanings given to them in the applicable Pricing Supplement or the Trust Deed, as the case may be. Those definitions will be endorsed on the Definitive Notes or Certificates, as the case may be. References in the Conditions to “Notes” are to (where the Issuer is DBS Bank) the DBS Bank Notes of one Series only or (where the Issuer is a branch of DBS Bank outside Singapore (including, without limitation, DBS Bank Ltd., Australia branch, DBS Bank Ltd., Hong Kong branch and DBS Bank Ltd., London branch)) the Notes issued by such branch of one Series only or (where the Issuer is DBSH) the DBSH Notes of one Series only, not to all Notes that may be issued under the Programme. References in these Conditions to the “Issuer” are references to: (i) DBS Bank; (ii) in the case of Senior Notes issued by any branch of DBS Bank outside Singapore, any of its branches outside Singapore (including, without limitation, DBS Bank Ltd., Australia branch, DBS Bank Ltd., Hong Kong branch and DBS Bank Ltd., London branch); and (iii) DBSH, as specified in the applicable Pricing Supplement.*

The Notes (other than Notes denominated in Australian dollars, issued in the Australian domestic capital market and ranking as senior obligations of the Issuer (**AMTNs**)) are constituted by an amended and restated Trust Deed (as amended or supplemented as at the date of issue of the Notes (the **Issue Date**), the **Trust Deed**) dated 12 April 2017 (and as may be further amended, restated, novated or supplemented) between DBS Bank Ltd. (**DBS Bank**), DBS Group Holdings Ltd (**DBSH** and, together with DBS Bank and any of its branches outside Singapore, the **Issuers** and each an **Issuer**) and The Bank of New York Mellon, London Branch (the **Trustee**, which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Noteholders (as defined below) [as supplemented by the Singapore Supplemental Trust Deed (as amended or supplemented as at the Issue Date) dated 12 April 2017 among the Issuers and the Trustee]¹ and, where applicable, the Notes which are specified in the applicable Pricing Supplement to be held in and cleared through The Central Depository (Pte) Limited (**CDP**) are issued with the benefit of a deed of covenant dated on 26 March 2014 as supplemented by a deed of covenant dated 14 April 2016 each relating to the Notes executed by the Relevant Issuer (each as amended, varied or supplemented from time to time (the **CDP Deed of Covenant**)). AMTNs will be constituted by a Deed Poll dated 14 April 2016 (as amended and supplemented from time to time, the **Note (AMTN) Deed Poll**). The provisions of these Conditions (as defined below) relating to Bearer Notes, Certificates, Receipts, Coupons and Talons do not apply to AMTNs. The Trustee is not appointed in respect of any AMTNs and, accordingly, if the agreement, opinion, approval, consent, satisfaction or any similar action or decision (however described) is specified or required of, from, by or on the part of the Trustee with respect to any Notes or documents in these Conditions, such agreement, opinion, approval, consent, satisfaction or any similar action or decision (however described) of the Trustee shall not be required in respect of any AMTNs, the Note (AMTN) Deed Poll or any other document or agreement in connection with them.

¹ Include for Notes governed by Singapore law.

These terms and conditions (the **Conditions**) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Notes, Certificates, Receipts, Coupons and Talons referred to below. An amended and restated Agency Agreement (as amended or supplemented as at the Issue Date, the **Agency Agreement**) dated 12 April 2017 (and as may be further amended, restated, novated or supplemented) has been entered into in relation to the Notes (other than AMTNs) among the Issuers, the Trustee, The Bank of New York Mellon, London Branch as initial issuing and paying agent (except as otherwise described below), The Bank of New York Mellon, Hong Kong Branch as the lodging and paying agent for Notes to be held in the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (the **CMU Service**), The Bank of New York Mellon, Singapore Branch as paying agent for Notes to be cleared through the computerised system (the **CDP System**) operated by the CDP, The Bank of New York Mellon as issuing and paying agent for the Notes to be cleared through The Depository Trust Company (**DTC**) and the other agents named in it. The issuing and paying agent, the CMU lodging and paying agent, the CDP paying agent, the other paying agents, the registrars, the transfer agents and the calculation agent(s) for the time being (if any) are referred to below respectively as the **"Issuing and Paying Agent"**, the **"CMU Lodging and Paying Agent"**, the **"CDP Paying Agent"**, the **"Paying Agents"** (which expression shall include the Issuing and Paying Agent, the CMU Lodging and Paying Agent and the CDP Paying Agent), the **"Registrar"**, the **"Transfer Agents"** (which expression shall include the Registrars) and the **"Calculation Agent(s)"**. DBS Bank and BTA Institutional Services Australia Limited (ABN 48 002 916 396) (the **Australian Agent**) as registrar and issuing and paying agent in Australia have entered into an Agency and Registry Services Agreement (as amended and supplemented from time to time, the **Australian Agency Agreement**) dated 14 April 2016 in relation to the AMTNs. For the purposes of these Conditions, all references (other than in relation to the determination of interest and other amounts payable in respect of the Notes) to the Issuing and Paying Agent shall, unless provided otherwise, with respect to a Series of Notes to be held in the CMU Service, be deemed to be a reference to the CMU Lodging and Paying Agent and all such references shall be construed accordingly. References in these conditions to the **"Issuer"** are to the entity named as such in the applicable Pricing Supplement and **"subsidiary"** has the meaning given to this term under the Companies Act, Chapter 50 of Singapore. For the purposes of these Conditions, all references to the Issuing and Paying Agent shall, unless provided otherwise, with respect to a Series of Notes to be held in the CDP, be deemed to be a reference to the CDP Paying Agent and all such references shall be construed accordingly. Copies of the Trust Deed, CDP Deed of Covenant and the Agency Agreement referred to above are available for inspection free of charge during usual business hours at the principal office of the Trustee (presently at One Canada Square, London, E14 5AL, United Kingdom) and at the specified offices of the Paying Agents and the Transfer Agent. The Note (AMTN) Deed Poll will be held by the Australian Agent and copies of the Note (AMTN) Deed Poll and the Australian Agency Agreement referred to above are available for inspection free of charge during usual business hours at the principal office of the Australian Agent (presently at Level 2, 35 Clarence Street, Sydney NSW 2000, Australia). If required in connection with any legal proceedings, claims or actions brought by a holder of AMTNs, DBS Bank must procure that the Australian Agent provide a certified copy of the Note (AMTN) Deed Poll and the Australian Agency Agreement to such holder within 14 days of a written request to the Issuer to so provide.

The Noteholders, the holders of the interest coupons (the **Coupons**) relating to interest bearing Notes in bearer form and, where applicable in the case of such Bearer Notes, talons for further Coupons (the **Talons**) (the **Couponholders**) and the holders of the receipts for the payment of instalments of principal (the **Receipts**) relating to Bearer Notes of which the principal is payable in instalments (the **Receiptholders**) are entitled to the benefit of, are bound by, and are deemed to have notice of, these Conditions, (in respect of the holders of Notes (other than AMTNs)) all the provisions of the Trust Deed, the applicable Pricing Supplement and (in respect of the AMTN holders only) the Note (AMTN) Deed Poll, and are deemed to have notice of those provisions applicable to them of (in respect of the holders of Notes (other than AMTNs)) the Agency Agreement or (in respect of holders of AMTNs only) the

Australian Agency Agreement. The Pricing Supplement for this Note (or the relevant provisions thereof) is attached to or endorsed on this Note. References to “**applicable Pricing Supplement**” are to the Pricing Supplement (or relevant provisions thereof) attached to or endorsed on this Note.

All capitalised terms that are not defined in these Conditions will have the meanings given to them in the applicable Pricing Supplement or the Trust Deed, as the case may be.

As used in these Conditions, “**Tranche**” means Notes which are identical in all respects.

1 Form, Denomination and Title

The Notes are issued in bearer form (**Bearer Notes**) or in registered form (**Registered Notes**), in each case in the Specified Denomination(s) shown hereon. AMTNs and Subordinated Notes (as defined in Condition 3(b)) will only be issued in registered certificated form.

*All Registered Notes shall have the same Specified Denomination. Unless otherwise permitted by the then current laws and regulations, Notes which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of Section 19 of the Financial Services and Markets Act 2000 will have a minimum denomination of GBP 100,000 (or its equivalent in other currencies). Notes sold in reliance on Rule 144A will be in minimum denominations of USD 200,000 (or its equivalent in other currencies) and integral multiples of USD 1,000 (or its equivalent in other currencies) in excess thereof, subject to compliance with all legal and/or regulatory requirements applicable to the relevant currency. Notes which are listed on the Singapore Exchange Securities Trading Limited or any successor thereto (the **SGX-ST**) will be traded on the SGX-ST in a minimum board lot size of SGD 200,000 (or its equivalent in other currencies) or such other amount as may be allowed or required from time to time. In the case of any Notes which are to be admitted to trading on a regulated market within the European Economic Area or offered to the public in a Member State of the European Economic Area in circumstances which require the publication of a prospectus under Directive 2003/71/EC, the minimum Specified Denomination shall be EUR 100,000 (or its equivalent in any other currency as at the date of issue of the relevant Notes).*

Each Note may be a Fixed Rate Note, a Floating Rate Note, a Zero Coupon Note, a combination of any of the foregoing or any other kind of Note, depending upon the Interest and Redemption/Payment Basis shown thereon.

Bearer Notes are serially numbered and are issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Zero Coupon Notes in which case references to interest (other than in relation to interest due after the Maturity Date), Coupons and Talons in these Conditions are not applicable. Any Bearer Note, the nominal amount of which is redeemable in instalments, is issued with one or more Receipts attached.

Registered Notes (other than AMTNs) are represented by registered certificates (**Certificates**) and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Notes by the same holder.

Title to the Bearer Notes and the Receipts, Coupons and Talons shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the Issuer shall procure to be kept by the relevant Registrar or, in the case of AMTNs, the Australian Agent (the **Registrar**). The Issuer may appoint a registrar (the **Alternative Registrar**) in accordance with the provisions of the Agency Agreement other than the Registrar in relation to any Series comprising Registered Notes. In these Conditions, “**Registrar**” includes, if applicable, in relation to any Series comprising Registered Notes, the Registrar or the Australian Agent or, as the case may be, the Alternative Registrar, as specified hereon. Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any

Note, Receipt, Coupon or Talon shall be deemed to be and may be treated as its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it (or on the Certificate representing it) or its theft or loss (or that of the related Certificate) and no person shall be liable for so treating the holder.

In these Conditions, “**Noteholder**” means the bearer of any Bearer Note and the Receipts relating to it or the person in whose name a Registered Note is registered (as the case may be), “**holder**” (in relation to a Note, Receipt, Coupon or Talon) means the bearer of any Bearer Note, Receipt, Coupon or Talon or the person in whose name a Registered Note is registered (as the case may be) and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Notes.

References in the Conditions to Coupons, Talons, Couponholders, Receipts and Receiptholders relate to Bearer Notes only.

In the case of AMTNs, the following provisions shall apply in lieu of the foregoing provisions of this Condition 1 in the event of any inconsistency.

AMTNs will be the debt obligations of DBS Bank owing under the Note (AMTN) Deed Poll. The AMTNs will be represented by a certificate (**AMTN Certificate**) and will take the form of entries in a Register to be established and maintained by the Australian Agent in Sydney unless otherwise agreed with the Australian Agent (pursuant to the Australian Agency Agreement). The Agency Agreement is not applicable to the AMTNs.

AMTNs will not be serially numbered. Each entry in the Register constitutes a separate and individual acknowledgement to the relevant Noteholder of the indebtedness of DBS Bank to the relevant Noteholder. The obligations of DBS Bank in respect of each AMTN constitute separate and independent obligations which the Noteholder is entitled to enforce in accordance with these Conditions and the Note (AMTN) Deed Poll. Other than an AMTN Certificate, no certificate or other evidence of title will be issued by or on behalf of DBS Bank unless DBS Bank determines that certificates should be made available or it is required to do so pursuant to any applicable law or regulation.

No AMTN will be registered in the name of more than four persons. AMTNs registered in the name of more than one person are held by those persons as joint tenants. AMTNs will be registered by name only, without reference to any trusteeship and an entry in the Register in relation to an AMTN constitutes conclusive evidence that the person so entered is the registered owner of such AMTN, subject to rectification for fraud or error.

Upon a person acquiring title to any AMTNs by virtue of becoming registered as the owner of that AMTN, all rights and entitlements arising by virtue of the Note (AMTN) Deed Poll in respect of that AMTN vest absolutely in the registered owner of the AMTN, such that no person who has previously been registered as the owner of the AMTN has or is entitled to assert against DBS Bank or the Australian Agent or the registered owner of the AMTN for the time being and from time to time any rights, benefits or entitlements in respect of the AMTN.

Each Tranche of AMTNs will be represented by a single AMTN Certificate substantially in the form set out in the Note (AMTN) Deed Poll. DBS Bank shall issue and deliver, and procure the authentication by the Australian Agent of, such number of AMTN Certificates as are required from time to time to represent all of the AMTNs of each Tranche. An AMTN Certificate is neither a negotiable instrument nor a document of title in respect of any AMTNs represented by it. In the event of a conflict between any AMTN Certificate and the Register, the Register shall prevail (subject to correction for fraud or proven error).

2 No Exchange of Notes and Transfers of Registered Notes

- (a) **No Exchange of Notes:** Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Specified Denomination may not be exchanged for Bearer Notes of another Specified Denomination. Bearer Notes may not be exchanged for Registered Notes.
- (b) **Transfer of Registered Notes (other than AMTNs):** This Condition 2(b) does not apply to AMTNs which are specified in the applicable Pricing Supplement as Registered Notes. Subject to Condition 6, one or more Registered Notes may be transferred upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or Transfer Agent may reasonably require without service charge and subject to payment of any taxes, duties and other governmental charges in respect of such transfer. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Notes and entries on the Register will be made subject to the detailed regulations concerning transfers of Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Trustee and the Registrar. A copy of the current regulations will be made available by the Registrar to any Noteholder upon request.

Transfers of interests in the Notes evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

Transfers of interests in any DBS Bank Subordinated Notes that are the subject of a DBS Bank Trigger Event Notice issued in accordance with Condition 6 shall not be permitted during any Suspension Period (as defined in Condition 2(g)).

Transfers of interests in any DBSH Subordinated Notes that are the subject of a DBSH Trigger Event Notice issued in accordance with Condition 6 shall not be permitted during any Suspension Period.

- (c) **Exercise of Options or Partial Redemption or Partial Write-off in Respect of Registered Notes:** In the case of an exercise of an Issuer's or Noteholders' option in respect of, or a partial redemption of or a partial DBS Bank Write-off or DBSH Write-off (as the case may be) of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed or Written-off in accordance with Condition 6, as the case may be. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Notes of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.
- (d) **Delivery of New Certificates:** Each new Certificate to be issued pursuant to Condition 2(b) or (c) shall be available for delivery within five business days of receipt of the request for transfer, exercise, redemption or exchange, form of transfer or Exercise Notice (as defined in Condition 5(e)) and surrender of the Certificate for exchange, except (in the case of DBS Bank) for any write-off pursuant to Condition 6(a) or (in the case of DBSH) for any write-off pursuant to Condition 6(b) in which case any new Certificate to be issued shall be available for delivery as soon as reasonably practicable. Delivery of the new Certificate(s) shall be made at the specified office of the Transfer Agent or of the Registrar (as the case may be) to whom delivery or surrender of such request for transfer, exercise,

redemption or exchange, form of transfer, Exercise Notice or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer, Exercise Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the relevant Transfer Agent or the Registrar the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d), “**business day**” means a day, other than a Saturday or Sunday, on which banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar (as the case may be).

- (e) **Transfers of AMTNs:** AMTNs may be transferred in whole but not part. Unless lodged in the clearing system operated by Austraclear Ltd, the AMTNs will be transferable by duly completed and (if applicable) stamped transfer and acceptance forms in the form specified by, and obtainable from, the Australian Agent or by any other manner approved by DBS Bank and the Australian Agent. Each transfer and acceptance form must be accompanied by such evidence (if any) as the Australian Agent may require to prove the title of the transferor or the transferor’s right to transfer the AMTNs and be signed by both the transferor and the transferee. The Australian Agent may refuse to register a transfer and acceptance form if it contravenes or fails to comply with the Conditions or the transfer of Notes pursuant to that transfer and acceptance form would result in a contravention of any applicable law.

AMTNs may only be transferred within, to or from Australia if:

- (i) the aggregate consideration payable by the transferee at the time of transfer is at least AUD 500,000 (or its equivalent in any other currency and, in either case, disregarding monies lent by the transferor or its associates) or the offer or invitation giving rise to the transfer otherwise does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act 2001 of the Commonwealth of Australia (the **Australian Corporations Act**);
- (ii) the transfer is not to a “retail client” for the purposes of Section 761G of the Australian Corporations Act;
- (iii) the transfer is in compliance with all applicable laws, regulations or directives (including, without limitation, in the case of a transfer to or from Australia, the laws of the jurisdiction in which the transfer takes place); and
- (iv) in the case of a transfer between persons outside Australia, if a transfer and acceptance form is signed outside Australia. A transfer to an unincorporated association is not permitted.

A person becoming entitled to an AMTN as a consequence of the death or bankruptcy of a Noteholder or of a vesting order or a person administering the estate of a Noteholder may, upon producing such evidence as to that entitlement or status as the Australian Agent considers sufficient, transfer such AMTN or, if so entitled, become registered as the holder of the AMTN.

Where the transferor executes a transfer of less than all of the AMTNs registered in its name, and the specific AMTNs to be transferred are not identified, the Australian Agent may register the transfer in respect of such of the AMTNs registered in the name of the transferor as the Australian Agent thinks fit, provided the aggregate nominal amount of the AMTNs registered as having been transferred equals the aggregate nominal amount of the AMTNs expressed to be transferred in the transfer.

- (f) **Transfers Free of Charge:** Transfers of Notes and Certificates on registration, transfer, exercise of an option or partial redemption or partial write-off shall be effected without charge by or on behalf of

the Issuer, the Registrar, the Australian Agent or the Transfer Agents, but upon payment by the relevant Noteholder of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity as the Registrar, the Australian Agent or the relevant Transfer Agent may require).

- (g) **Closed Periods:** No Noteholder may require the transfer of a Registered Note to be registered:
- (i) during the period of 15 days ending on the due date for redemption of, or payment of any Instalment Amount in respect of, that Note;
 - (ii) during the period of 15 days prior to any date on which Notes may be called for redemption by the Issuer at its option pursuant to Condition 5(d);
 - (iii) after any such Note has been called for redemption;
 - (iv) during the period of 15 days ending on (and including) any date on which payment is due; or
 - (v) in respect of any Subordinated Notes, during a Suspension Period.

In these Conditions:

“Suspension Period” means the period commencing on the business day in Singapore immediately following the date of a DBS Bank Trigger Event Notice or a DBSH Trigger Event Notice (as the case may be) and ending on the earlier of the close of business in Singapore on:

- (x) the date on which the Registrar or any other Agent has (A) reflected the relevant DBS Bank Write-off or DBSH Write-off (as the case may be) in the Register or (B) issued a new Certificate (as the case may be) to such Noteholder in respect of the related DBS Bank Write-off or DBSH Write-off (as the case may be); or
- (y) with respect to the Notes represented by a Global Certificate and cleared through a clearing system, on the 10th business day in Singapore immediately following the date of receipt of any such notice by the relevant clearing system(s).

3 Status

(a) **Status of Senior Notes:**

- (i) *Status of DBS Bank Senior Notes:* The senior notes (being those Notes that specify their status as Senior in the applicable Pricing Supplement (the **DBS Bank Senior Notes**)) and the Receipts and the Coupons relating to them constitute direct and unsecured obligations of DBS Bank Ltd. (**DBS Bank**) and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of DBS Bank under the DBS Bank Senior Notes and the Receipts and the Coupons relating to them shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of DBS Bank, present and future.
- (ii) *Status of DBSH Senior Notes:* The senior notes (being those Notes that specify their status as Senior in the applicable Pricing Supplement) (the **DBSH Senior Notes** and, together with the DBS Bank Senior Notes, the **Senior Notes**) and the Receipts and the Coupons relating to them constitute direct and unsecured obligations of DBS Group Holdings Limited (**DBSH**) and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of DBSH under the DBSH Senior Notes and the Receipts and the Coupons relating to them shall, save for such exceptions as may be

provided by applicable legislation, at all times rank at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of DBSH, present and future.

(b) **Status of Subordinated Notes:**

- (i) *Status of DBS Bank Subordinated Notes:* The subordinated notes (being those Notes that specify their status as Subordinated in the applicable Pricing Supplement) (the **DBS Bank Subordinated Notes**) constitute direct, unsecured and subordinated obligations of DBS Bank. The rights and claims of the Noteholders are subordinated as described below.
- (ii) *Status of DBSH Subordinated Notes:* The subordinated notes (being those Notes that specify their status as Subordinated in the applicable Pricing Supplement) (the **DBSH Subordinated Notes** and, together with the DBS Bank Subordinated Notes, the **Subordinated Notes**) constitute direct, unsecured and subordinated obligations of DBSH. The rights and claims of the Noteholders are subordinated as described below.

(c) **Subordination:**

- (i) *DBS Bank Subordination:* Upon the occurrence of any winding-up proceedings, the rights of the Noteholders to payment of principal of and interest on the DBS Bank Subordinated Notes and any other obligations in respect of the DBS Bank Subordinated Notes are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBS Bank Relevant Creditors and will rank senior to all share capital of DBS Bank and the DBS Bank Tier 1 Capital Securities. The DBS Bank Subordinated Notes will rank *pari passu* with all subordinated debt issued by DBS Bank that qualifies as DBS Bank Tier 2 Capital Securities and any instrument or security issued, entered into or guaranteed by DBS Bank that ranks or is expressed to rank, by its terms or operation of law, *pari passu* with a DBS Bank Subordinated Note. In the event that:
 - (A) the Noteholders do not receive payment in full of principal due and payable in respect of the DBS Bank Subordinated Notes plus interest thereon accrued to the date of repayment in any winding-up of DBS Bank; and
 - (B) the winding-up order or resolution passed for the winding-up of DBS Bank or the dissolution of DBS Bank is subsequently stayed, discharged, rescinded, avoided, annulled or otherwise rendered inoperative, then to the extent that such Noteholders did not receive payment in full of such principal of and interest on such DBS Bank Subordinated Notes, such unpaid amounts shall remain payable in full; *provided that* payment of such unpaid amounts shall be subject to the provisions under this Condition 3 and Condition 10(b) and Clause 5 and Clause 7 of the Trust Deed.

Subordinated debt that qualified as DBS Bank Tier 2 Capital Securities on or before 31 December 2012, shall rank pari passu with all subordinated debt issued by DBS Bank on and from 1 January 2013 that qualifies as DBS Bank Tier 2 Capital Securities.

The subordination provisions set out in this Condition 3(c) are effective only upon the occurrence of any winding-up proceedings of DBS Bank. In the event that a DBS Bank Trigger Event occurs the rights of holders of DBS Bank Subordinated Notes shall be subject to Condition 6. This may not result in the same outcome for DBS Bank Subordinated Noteholders as would otherwise occur under this Condition 3(c) upon the occurrence of any winding-up proceedings of DBS Bank.

- (ii) *DBSH Subordination:* Upon the occurrence of any winding-up proceedings, the rights of the Noteholders to payment of principal of and interest on the DBSH Subordinated Notes and any other obligations in respect of the DBSH Subordinated Notes are expressly

subordinated and subject in right of payment to the prior payment in full of all claims of DBSH Relevant Creditors and will rank senior to all share capital of DBSH and the DBSH Tier 1 Capital Securities. The DBSH Subordinated Notes will rank *pari passu* with all subordinated debt issued by DBSH that qualifies as DBSH Tier 2 Capital Securities and any instrument or security issued, entered into or guaranteed by DBSH that ranks or is expressed to rank, by its terms or operation of law, *pari passu* with a DBSH Subordinated Note. In the event that (A) the Noteholders do not receive payment in full of principal due and payable in respect of the DBSH Subordinated Notes plus interest thereon accrued to the date of repayment in any winding-up of DBSH and (B) the winding-up order or resolution passed for the winding-up of DBSH or the dissolution of DBSH is subsequently stayed, discharged, rescinded, avoided, annulled or otherwise rendered inoperative, then to the extent that such Noteholders did not receive payment in full of such principal of and interest on such DBSH Subordinated Notes, such unpaid amounts shall remain payable in full; provided that payment of such unpaid amounts shall be subject to the provisions under this Condition 3 and Condition 10(b) and Clause 5 and Clause 7 of the Trust Deed.

The subordination provisions set out in this Condition 3(c) are effective only upon the occurrence of any winding-up proceedings of DBSH. In the event that a DBSH Trigger Event occurs the rights of holders of DBSH Subordinated Notes shall be subject to Condition 6. This may not result in the same outcome for DBSH Subordinated Noteholders as would otherwise occur under this Condition 3(c) upon the occurrence of any winding-up proceedings of DBSH.

The Issuer has agreed, pursuant to the terms of the Trust Deed, to indemnify the Noteholders against any loss incurred as a result of any judgment or order being given or made for any amount due under the Subordinated Notes and such judgment or order being expressed and paid in a currency other than the Specified Currency. Any amounts due under such indemnification will be similarly subordinated in right of payment with other amounts due on the Subordinated Notes and payment thereof shall be subject to the provisions under this Condition 3 and Condition 10(b)(ii) and Clause 7.2 of the Trust Deed.

On a winding-up of the Issuer, there may be no surplus assets available to meet the claims of the Noteholders after the claims of the parties ranking senior to the Noteholders (as provided in this Condition 3 and Clause 5 of the Trust Deed) have been satisfied.

In these Conditions:

“DBS Bank Group” means DBS Bank and its subsidiaries;

“DBS Bank Relevant Creditors” means creditors of DBS Bank (including DBS Bank’s depositors) other than those whose claims are expressed to rank *pari passu* or junior to the claims of the holders of the DBS Bank Subordinated Notes;

“DBS Bank Tier 1 Capital Securities” means:

- (i) any security issued by DBS Bank; or
- (ii) any other similar obligation issued by any subsidiary of DBS Bank that is guaranteed by DBS Bank,

that, in each case, constitutes Tier 1 capital of (x) DBS Bank, on an unconsolidated basis, (y) the DBS Bank Group, on a consolidated basis, or (z) the DBSH Group, on a consolidated basis, pursuant to the relevant requirements set out in (I) (in the case of (x) and (y) above) MAS Notice 637 or (II) (in the case of (z) above) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

“DBS Bank Tier 2 Capital Securities” means any security or other similar obligation issued by DBS Bank that, in each case, constitutes Tier 2 capital of (x) DBS Bank, on an unconsolidated basis, (y) the DBS Bank Group, on a consolidated basis, or (z) the DBSH Group, on a consolidated basis, pursuant to the relevant requirements set out in (I) (in the case of (x) and (y) above) MAS Notice 637 or (II) (in the case of (z) above) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

“DBSH Group” means DBSH and its subsidiaries;

“DBSH Relevant Creditors” means creditors of DBSH other than those whose claims are expressed to rank *pari passu* or junior to the claims of the holders of DBSH Subordinated Notes;

“DBSH Tier 1 Capital Securities” means:

- (i) any security issued by DBSH; or
- (ii) any other similar obligation issued by any subsidiary of DBSH that is guaranteed by DBSH,

that, in each case, constitutes Tier 1 capital of (x) DBSH, on an unconsolidated basis, or (y) the DBSH Group, on a consolidated basis, pursuant to the relevant requirements set out in (I) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or (II) any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

“DBSH Tier 2 Capital Securities” means (x) any security issued by DBSH or (y) any other similar obligation issued by any subsidiary of DBSH that is guaranteed by DBSH that, in each case, constitutes Tier 2 capital of (A) DBSH, on an unconsolidated basis, or (B) the DBSH Group, on a consolidated basis, pursuant to the relevant requirements set out in (I) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or (II) any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

“Designated Financial Holding Companies” shall have the meaning ascribed to it in the Financial Holding Companies Act 2013;

“MAS” means the Monetary Authority of Singapore or such other governmental authority having primary bank supervisory authority with respect to the Issuers;

“MAS Notice 637” means MAS Notice 637 – “Notice on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore” issued by the MAS, as amended, replaced or supplemented from time to time; and

“Tier 2 Capital Securities” means both the DBS Bank Tier 2 Capital Securities and the DBSH Tier 2 Capital Securities, as the context may require.

- (d) **Set-off and Payment Void:** No holder of Subordinated Notes may exercise, claim or plead any right of set-off, counterclaim or retention in respect of any amount owed to it by the Issuer arising under or in connection with the Subordinated Notes. Each Noteholder of the Subordinated Notes shall, by acceptance of any Subordinated Note be deemed to have waived all such rights of set-off, counterclaim or retention to the fullest extent permitted by law. If, at any time, any Noteholder receives payment or benefit of any sum in respect of the Subordinated Notes (including any benefit received pursuant to any such set-off, counter-claim or retention) other than in accordance with Clause 7.2.2 of the Trust Deed and the second paragraph of Condition 10(b)(ii), the payment of such sum or receipt of such benefit shall, to the fullest extent permitted by law, be deemed void for all purposes and such Noteholder, by acceptance of such Subordinated Note, shall agree as a separate and independent obligation that any such sum or benefit so received shall forthwith be

paid or returned in full by such Noteholder to the Issuer upon demand by the Issuer or, in the event of the winding-up of the Issuer, the liquidator of the Issuer, whether or not such payment or receipt shall have been deemed void under the Trust Deed. Any sum so paid or returned shall then be treated for purposes of the Issuer's obligations as if it had not been paid by the Issuer, and its original payment shall be deemed not to have discharged any of the obligations of the Issuer under the Subordinated Notes.

4 Interest and other Calculations

(a) **Interest on Fixed Rate Notes:** Each Fixed Rate Note bears interest on its outstanding nominal amount from and including the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 4(f).

(b) **Interest on Floating Rate Notes:**

(i) *Interest Payment Dates:* Each Floating Rate Note bears interest on its outstanding nominal amount from and including the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 4(f). Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown hereon, Interest Payment Date shall mean each date which falls the number of months or other period shown hereon as the Interest Period after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

(ii) *Business Day Convention:* If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (x) such date shall be brought forward to the immediately preceding Business Day and (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment, (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day, (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day or (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.

(iii) *Rate of Interest for Floating Rate Notes:* The Rate of Interest in respect of Floating Rate Notes for each Interest Accrual Period shall be determined in the manner specified hereon and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified hereon.

(A) ISDA Determination for Floating Rate Notes

Where ISDA Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period shall be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate. For the purposes of this paragraph (A), "ISDA Rate" for an Interest Accrual Period means a rate equal to the Floating Rate that would be determined by the

Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- (x) the Floating Rate Option is as specified hereon;
- (y) the Designated Maturity is a period specified hereon; and
- (z) the relevant Reset Date is the first day of that Interest Accrual Period unless otherwise specified hereon.

For the purposes of this paragraph (A), “**Floating Rate**”, “**Calculation Agent**”, “**Floating Rate Option**”, “**Designated Maturity**”, “**Reset Date**” and “**Swap Transaction**” have the meanings given to those terms in the ISDA Definitions.

(B) Screen Rate Determination for Floating Rate Notes where the Reference Rate is not specified as being SIBOR or SOR

- (x) Where Screen Rate Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be either:

- (I) the offered quotation; or

- (II) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page as at either 11.00 a.m. (London time in the case of LIBOR or Brussels time in the case of EURIBOR or Hong Kong time in the case of HIBOR) on the Interest Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than LIBOR, EURIBOR or HIBOR, the Rate of Interest in respect of such Notes will be determined as provided hereon;

- (y) If the Relevant Screen Page is not available or if, paragraph (x)(I) above applies and no such offered quotation appears on the Relevant Screen Page or if paragraph (x)(II) above applies and fewer than three such offered quotations appear on the Relevant Screen Page in each case as at the time specified above, subject as provided below, the Calculation Agent shall request, if the Reference Rate is LIBOR, the principal London office of each of the Reference Banks or, if the Reference Rate is EURIBOR, the principal Euro-zone office of each of the Reference Banks or, if the Reference Rate is HIBOR, the principal Hong Kong office of each of the Reference Banks, to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the Interest Determination Date in question. If two or more of the Reference Banks

provide the Calculation Agent with such offered quotations, the Rate of Interest for such Interest Accrual Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and

- (z) If paragraph (y) above applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the relevant Interest Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in, if the Reference Rate is LIBOR, the London interbank market or, if the Reference Rate is EURIBOR, the Euro-zone interbank market or, if the Reference Rate is HIBOR, the Hong Kong interbank market, as the case may be, or, if fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time), on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Trustee and the Issuer suitable for such purpose) informs the Calculation Agent it is quoting to leading banks in, if the Reference Rate is LIBOR, the London interbank market or, if the Reference Rate is EURIBOR, the Euro-zone interbank market or, if the Reference Rate is HIBOR, the Hong Kong interbank market, as the case may be, *provided that*, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period).
- (C) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SIBOR or SOR
 - (x) Each Floating Rate Note where the Reference Rate is specified as being SIBOR (in which case such Note will be a SIBOR Note) or SOR (in which case such Note will be a Swap Rate Note) bears interest at a floating rate determined by reference to a benchmark as specified hereon or, in any case, such other benchmark as specified hereon.

- (y) The Rate of Interest payable from time to time in respect of each Floating Rate Note under this Condition 4(b)(iii)(C) will be determined by the Calculation Agent on the basis of the following provisions:
- (l) in the case of Floating Rate Notes which are SIBOR Notes:
- (aa) the Calculation Agent will, at or about the Relevant Time on the relevant Interest Determination Date in respect of each Interest Period, determine the Rate of Interest for such Interest Period which shall be the offered rate for deposits in Singapore dollars for a period equal to the duration of such Interest Period which appears on the Reuters Screen ABSFIX1 Page under the caption "ABS SIBOR FIX – SIBOR AND SWAP OFFER RATES – RATES AT 11:00 HRS SINGAPORE TIME" and the column headed "SGD SIBOR" (or such other Relevant Screen Page);
- (bb) if no such rate appears on the Reuters Screen ABSFIX1 Page (or such other replacement page thereof or, if no rate appears, on such other Relevant Screen Page) or if Reuters Screen ABSFIX1 Page (or such other replacement page thereof or such other Relevant Screen Page) is unavailable for any reason, the Calculation Agent will request the principal Singapore offices of each of the Reference Banks to provide the Calculation Agent with the rate at which deposits in Singapore dollars are offered by it at approximately the Relevant Time on the Interest Determination Date to prime banks in the Singapore interbank market for a period equivalent to the duration of such Interest Period commencing on such Interest Payment Date in an amount comparable to the aggregate nominal amount of the relevant Floating Rate Notes. The Rate of Interest for such Interest Period shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent) of such offered quotations, as determined by the Calculation Agent;
- (cc) if on any Interest Determination Date two but not all the Reference Banks provide the Calculation Agent with such quotations, the Rate of Interest for the relevant Interest Period shall be determined in accordance with paragraph (bb) above on the basis of the quotations of those Reference Banks providing such quotations; and
- (dd) if on any Interest Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotations, the Rate of Interest for the relevant Interest Period shall be the rate per annum which the Calculation Agent determines to be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent) of the rates quoted by the Reference Banks or those of them (being at least two in number) to the Calculation Agent at or about the Relevant Time on such Interest Determination Date as being their cost (including the cost occasioned by or attributable to complying

with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding, for the relevant Interest Period, an amount equal to the aggregate nominal amount of the relevant Floating Rate Notes for such Interest Period by whatever means they determine to be most appropriate or if on such Interest Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotation, the rate per annum which the Calculation Agent determines to be arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent) of the prime lending rates for Singapore dollars quoted by the Reference Banks at or about the Relevant Time on such Interest Determination Date;

- (II) in the case of Floating Rate Notes which are Swap Rate Notes
- (aa) the Calculation Agent will, at or about the Relevant Time on the relevant Interest Determination Date in respect of each Interest Period, determine the Rate of Interest for such Interest Period as being the rate which appears on the Reuters Screen ABSFIX1 Page under the caption "SGD SOR rates as of 11:00 a.m. London Time" under the column headed "SGD SOR" (or such replacement page thereof for the purpose of displaying the swap rates of leading reference banks) at or about the Relevant Time on such Interest Determination Date and for a period equal to the duration of such Interest Period;
 - (bb) if on any Interest Determination Date no such rate is quoted on Reuters Screen ABSFIX1 Page (or such other replacement page as aforesaid) or Reuters Screen ABSFIX1 Page (or such other replacement page as aforesaid) is unavailable for any reason, such Calculation Agent will determine the Rate of Interest for such Interest Period as being the rate (or, if there is more than one rate which is published, the arithmetic mean of those rates (rounded up, if necessary, to the nearest 1/16 per cent)) for a period equal to the duration of such Interest Period published by a recognised industry body where such rate is widely used (after taking into account the industry practice at that time), or by such other relevant authority as such Calculation Agent may select; and
 - (cc) if on any Interest Determination Date such Calculation Agent is otherwise unable to determine the Rate of Interest under paragraphs (aa) and (bb) above, the Rate of Interest shall be determined by such Calculation Agent to be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to four decimal places) of the rates quoted by the Reference Banks or those of them (being at least two in number) to such Calculation Agent at or about 11.00 a.m. (Singapore time) on the first business day following such Interest Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or

other requirements imposed on them by any relevant authority or authorities) of funding, for the relevant Interest Period, an amount equal to the aggregate principal amount of the relevant Floating Rate Notes for such Interest Period by whatever means they determine to be most appropriate or, if on such day one only or none of the Reference Banks provides such Calculation Agent with such quotation, the Rate of Interest for the relevant Interest Period shall be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to four decimal places) of the prime lending rates for Singapore dollars quoted by the Reference Banks at or about 11.00 a.m. (Singapore time) on such Interest Determination Date.

(z) On the last day of each Interest Period, the Issuer will pay interest on each Floating Rate Note to which such Interest Period relates at the Rate of Interest for such Interest Period.

(D) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being BBSW

The Rate of Interest payable from time to time in respect of each Floating Rate Note where the Reference Rate is specified as being BBSW will be determined by the Calculation Agent on the basis of the following provisions:

- (1) the Calculation Agent will determine the Rate of Interest for such Interest Period which shall be the rate for prime bank eligible securities having a tenor closest to the term of such Interest Period, which is designated as the "AVG MID" on the Reuters Screen BBSW Page (or such other replacement page thereof or such other Relevant Screen Page) at approximately 10.15 a.m. (Sydney time) on the Interest Determination Date in respect of each Interest Period; and
- (2) if such rate does not appear on the Reuters Screen BBSW Page (or such other replacement page thereof or such other Relevant Screen Page) by 10.30 a.m. (Sydney time) on that day, or, if it does appear but the Calculation Agent determines that there is an obvious error on that date, the Calculation Agent will determine the rate to be equivalent to the rate for the preceding interest period. The Rate of Interest for such Interest Period will be expressed as a percentage rate per annum and will be rounded up, if necessary, to the next higher one ten-thousandth of a percentage point (0.0001 per cent).

(c) **Zero Coupon Notes:** Where a Note the Interest Basis of which is specified to be Zero Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount of such Note. As from the Maturity Date, the Rate of Interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Amortisation Yield (as described in Condition 5(b)(i)(B)).

(d) **Accrual of Interest:** Interest shall cease to accrue on each Note on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event interest shall continue to accrue (both before and after judgment) at the Rate of Interest in the manner provided in this Condition 4 to the Relevant Date (as defined in Condition 8).

(e) **Margin, Maximum/Minimum Rates of Interest, Instalment Amounts and Redemption Amounts and Rounding:**

- (i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Interest Accrual Periods), an adjustment shall be made to all Rates of Interest, in the case of (x), or the Rates of Interest for the specified Interest Accrual Periods, in the case of (y), calculated in accordance with Condition 4(b) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin, subject always to the next paragraph.
 - (ii) If any Maximum Rate of Interest or Minimum Rate of Interest, Instalment Amount or Redemption Amount is specified hereon, then any Rate of Interest, Instalment Amount or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
 - (iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the fifth decimal place (with halves being rounded up), (y) all figures shall be rounded to seven significant figures (with halves being rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes, “unit” means the lowest amount of such currency that is available as legal tender in the country(ies) of such currency.
- (f) **Calculations:** The amount of interest payable per calculation amount specified hereon (or, if no such amount is so specified, the Specified Denomination) (the **Calculation Amount**) in respect of any Note for any Interest Accrual Period shall be equal to the product of the Rate of Interest, the Calculation Amount, and the Day Count Fraction for such Interest Accrual Period, unless an Interest Amount (or a formula for its calculation) is applicable to such Interest Accrual Period, in which case the amount of interest payable per Calculation Amount in respect of such Note for such Interest Accrual Period shall equal such Interest Amount (or be calculated in accordance with such formula). Where any Interest Period comprises two or more Interest Accrual Periods, the amount of interest payable per Calculation Amount in respect of such Interest Period shall be the sum of the Interest Amounts payable in respect of each of those Interest Accrual Periods. In respect of any other period for which interest is required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which interest is required to be calculated.
- (g) **Determination and Publication of Rates of Interest, Interest Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts and Instalment Amounts:** The Calculation Agent shall, as soon as practicable on each Interest Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Interest Amounts for the relevant Interest Accrual Period, calculate the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or Instalment Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Rate of Interest and the Interest Amounts for each Interest Accrual Period and the relevant Interest Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or any Instalment Amount to be notified to the Trustee, the Issuer, each of the Paying Agents, the Noteholders, any other Calculation Agent appointed in respect of the Notes that is to make a further calculation upon receipt of such information and, if the Notes are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than (i) the commencement of the relevant Interest Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Interest and Interest Amount, or (ii) in all other cases, the fourth Business Day after such determination. Where any Interest Payment Date or Interest Period End Date is subject to adjustment pursuant to Condition

4(b)(ii), the Interest Amounts and the Interest Payment Date so published may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. If the Notes become due and payable under Condition 10, the accrued interest and the Rate of Interest payable in respect of the Notes shall nevertheless continue to be calculated as previously in accordance with this Condition 4(g) but no publication of the Rate of Interest or the Interest Amount so calculated need be made. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.

- (h) **Determination or Calculation by an agent of the Trustee:** In the case of Notes other than AMTNs, if the Calculation Agent does not at any time for any reason determine or calculate the Rate of Interest for an Interest Accrual Period or any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, the Trustee shall, at the cost and expense of the Issuer, appoint an agent on its behalf to do so and such determination or calculation shall be deemed to have been made by the Calculation Agent. In doing so, the Trustee shall apply the foregoing provisions of this Condition 4(h), with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the circumstances. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by an agent of the Trustee pursuant to this Condition 4(h) shall (in the absence of manifest error) be final and binding upon all parties.
- (i) **Definitions:** In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“**AUD**” or “**Australian dollars**” means the lawful currency of the Commonwealth of Australia.

“**Business Day**” means:

- (i) in the case of Notes denominated in a currency other than Singapore dollars, Euro or Renminbi, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London and in the principal financial centre for such currency; and/or
- (ii) in the case of Notes denominated in Euro, a day on which TARGET2 is operating (a **TARGET2 Business Day**) and a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London and the principal financial centre for such currency; and/or
- (iii) in the case of Notes denominated in Renminbi:
- (A) if cleared through the CMU Service, a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong;
- (B) if cleared through the CDP System, a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Singapore and Hong Kong; and
- (C) if cleared through Euroclear and Clearstream, Luxembourg, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London; and/or
- (iv) in the case of Notes denominated in Singapore dollar:

- (A) if cleared through the CDP, a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore; and
- (B) if cleared through Euroclear and Clearstream, Luxembourg, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London; and/or
- (v) in the case of a currency and/or one or more Financial Centres, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Financial Centre(s) or, if no currency is indicated, generally in each of the Financial Centres.

“Day Count Fraction” means, in respect of the calculation of an amount of interest on any Note for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting an Interest Period or an Interest Accrual Period, the **Calculation Period**):

- (i) if **“Actual/Actual”** or **“Actual/Actual – ISDA”** is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (ii) if **“Actual/365 (Fixed)”** is specified hereon, the actual number of days in the Calculation Period divided by 365;
- (iii) if **“Actual/360”** is specified hereon, the actual number of days in the Calculation Period divided by 360;
- (iv) if **“30/360”, “360/360”** or **“Bond Basis”** is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless such number is 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number is 31 and D₁ is greater than 29, in which case D₂ will be 30;

- (v) if **“30E/360”** or **“Eurobond Basis”** is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number is 31, in which case **D₁** will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number is 31, in which case **D₂** will be 30;

- (vi) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number is 31, in which case **D₁** will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number is 31, in which case **D₂** will be 30;

- (vii) if “**Actual/Actual-ICMA**” is specified hereon:

(A) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Periods normally ending in any year; and

(B) if the Calculation Period is longer than one Determination Period, the sum of:

- (x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year; and
- (y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year

where:

“**Determination Date**” means the date(s) specified as such hereon or, if none is so specified, the Interest Payment Date(s); and “**Determination Period**” means the period from and including a Determination Date in any year to but excluding the next Determination Date; and

- (viii) if “**RBA Bond Basis**” is specified in the applicable Pricing Supplement, and means one divided by the number of Interest Payment Dates in a year (or where the Calculation Period does not constitute an Interest Period, the actual number of days in the Calculation Period divided by 365 (or, if any portion of the Calculation Period falls in a leap year, the sum of:
 - (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366; and
 - (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365)).

“**CNY**” or “**Renminbi**” means the lawful currency of the PRC.

“**Euro**” means the currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time.

“**Euro-zone**” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended.

“**HKD**” or “**Hong Kong dollars**” means the lawful currency of Hong Kong.

“**Interest Accrual Period**” means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period End Date and each successive period beginning on (and including) an Interest Period End Date and ending on (but excluding) the next succeeding Interest Period End Date.

“**Interest Amount**” means:

- (i) in respect of an Interest Accrual Period, the amount of interest payable per Calculation Amount for that Interest Accrual Period and which, in the case of Fixed Rate Notes, and unless otherwise specified hereon, shall mean the Fixed Coupon Amount or Broken Amount specified hereon as being payable on the Interest Payment Date ending the Interest Period of which such Interest Accrual Period forms part; and
- (ii) in respect of any other period, the amount of interest payable per Calculation Amount for that period.

“**Interest Commencement Date**” means the Issue Date or such other date as may be specified hereon.

“Interest Determination Date” means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, (i) the first day of such Interest Accrual Period if the Specified Currency is Sterling or Hong Kong Dollars or Renminbi or (ii) the day falling two Business Days in the relevant Financial Centre for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is neither Sterling nor Hong Kong Dollars nor Euro nor Renminbi or (iii) the day falling two TARGET2 Business Days prior to the first day of such Interest Accrual Period if the Specified Currency is Euro.

“Interest Period” means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.

“Interest Period End Date” means each Interest Payment Date unless otherwise specified hereon.

“ISDA Definitions” means the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., (as may be updated, amended or supplemented from time to time) unless otherwise specified hereon.

“Rate of Interest” means the rate of interest payable from time to time in respect of this Note and that is either specified or calculated in accordance with the provisions hereon.

“Reference Banks” means (i) in the case of a determination of LIBOR, the principal London office of four major banks in the London interbank market and, in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone interbank market, in each case selected by the Calculation Agent or as specified hereon, (ii) in the case of a determination of SIBOR or SOR, the principal Singapore office of three major banks in the Singapore interbank market and (iii) in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong interbank market, in each case selected by the Calculation Agent or as specified hereon.

“Reference Rate” means the rate specified as such hereon.

“Relevant Screen Page” means such page, section, caption, column or other part of a particular information service as may be specified hereon.

“Relevant Time” means, with respect to any Interest Determination Date, the local time in the relevant Financial Centre specified hereon or, if none is specified, the local time in the relevant financial centre at which it is customary to determine bid and offered rates in respect of deposits in the relevant currency in the interbank market in the relevant financial centre or, if no such customary local time exists, 11.00 a.m. in the relevant financial centre and, for the purpose of this definition **“local time”** means, with respect to the Euro-zone as a relevant financial centre, Central European Time.

“Specified Currency” means the currency specified as such hereon or, if none is specified, the currency in which the Notes are denominated.

“Sterling” means the lawful currency of the United Kingdom.

“TARGET2” means the Trans-European Automated Real-Time Gross Settlement Express Transfer System which was launched on 19 November 2007 or any successor thereto.

- (j) **Calculation Agent:** The Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for them hereon and for so long as any Note is outstanding (as defined, in the case of Notes (other than AMTNs), in the Trust Deed and, in the case of AMTNs, in the Note

(AMTN) Deed Poll). Where more than one Calculation Agent is appointed in respect of the Notes, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under the Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Interest for an Interest Accrual Period or to calculate any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the Issuer shall (with the prior approval of the Trustee) appoint a leading bank or financial institution engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal London office or any other office actively involved in such market) to act as such in its place. The Calculation Agent may not resign its duties without a successor having been appointed as aforesaid.

5 Redemption, Purchase and Options

(a) Redemption by Instalments and Final Redemption:

- (i) Unless previously redeemed, purchased and cancelled as provided in this Condition 5, each Note that provides for Instalment Dates and Instalment Amounts shall be partially redeemed on each Instalment Date at the related Instalment Amount specified hereon. The outstanding nominal amount of each such Note shall be reduced by the Instalment Amount (or, if such Instalment Amount is calculated by reference to a proportion of the nominal amount of such Note, such proportion) for all purposes with effect from the related Instalment Date, unless payment of the Instalment Amount is improperly withheld or refused, in which case such amount shall remain outstanding until the Relevant Date relating to such Instalment Amount.
- (ii) Unless otherwise provided hereon and unless previously redeemed, purchased and cancelled as provided below, each Note shall be finally redeemed on the Maturity Date specified hereon at its Final Redemption Amount (which, unless otherwise provided hereon, is its nominal amount) or, in the case of a Note falling within paragraph (i) above, its final Instalment Amount.

(b) Early Redemption:

- (i) *Zero Coupon Notes:*
 - (A) The Early Redemption Amount payable in respect of any Zero Coupon Note, the Early Redemption Amount of which is not linked to an index and/or a formula, upon redemption of such Note pursuant to Condition 5(c) or upon it becoming due and payable as provided in Condition 10 shall be the “**Amortised Face Amount**” (calculated as provided below) of such Note unless otherwise specified hereon.
 - (B) Subject to the provisions of paragraph (C) below, the Amortised Face Amount of any such Note shall be the scheduled Final Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Amortisation Yield (which, if none is shown hereon, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.
 - (C) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 5(c) or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such

Note as defined in paragraph (B) above, except that such paragraph shall have effect as though the date on which the Note becomes due and payable were the Relevant Date. The calculation of the Amortised Face Amount in accordance with this paragraph shall continue to be made (both before and after judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Final Redemption Amount of such Note on the Maturity Date together with any interest that may accrue in accordance with Condition 4(d).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown hereon.

- (ii) *Other Notes*: The Early Redemption Amount payable in respect of any Note (other than Notes described in paragraph (i) above), upon redemption of such Note pursuant to Condition 5(c) or upon it becoming due and payable as provided in Condition 10, shall be the Final Redemption Amount unless otherwise specified hereon.

(c) **Redemption for Taxation Reasons:**

- (i) *Senior Notes*: The Senior Notes may be redeemed at the option of the Issuer in whole, but not in part, (the **Senior Notes Optional Tax Redemption**) on any Interest Payment Date (if such Senior Note is a Floating Rate Note) or, if so specified thereon, at any time (if such Senior Note is not a Floating Rate Note), on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 5(b)) (together with interest accrued to the date fixed for redemption and any Additional Amounts (as defined in Condition 8) then due or which will become due on or before the date fixed for redemption), if:
 - (A) the Issuer has or will become obliged to pay Additional Amounts as a result of any change in, or amendment to, the laws or regulations of a Relevant Taxing Jurisdiction (as defined in Condition 8) or any political subdivision or any authority thereof or therein having power to tax, or any change in the official application or interpretation of such laws or regulations, which change or amendment is announced and becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes; and
 - (B) such obligation cannot be avoided by the Issuer taking reasonable measures available to it, *provided that* no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such Additional Amounts were a payment in respect of the Notes then due.

Before the publication of any notice of redemption pursuant to this Condition 5(c)(i), the Issuer shall deliver to (in the case of Senior Notes other than AMTNs) the Trustee, or (in the case of AMTNs) the Australian Agent, a certificate signed by two Directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal advisors of recognised standing to the effect that the Issuer has or will become obliged to pay such Additional Amounts as a result of such change or amendment and the Trustee shall be entitled without further enquiry to accept such certificate and opinion as conclusive evidence of the satisfaction of the condition precedent set out in paragraph (B) above, in which event it shall be conclusive and binding on Noteholders and Couponholders. The Australian Agent will make such certificate available to the holders of the relevant AMTNs for inspection. Upon expiry of

such notice of redemption, the Issuer shall redeem such Senior Notes in accordance with this Condition 5(c)(i).

- (ii) *Subordinated Notes*: Subject to Condition 5(k), the Subordinated Notes may be redeemed at the option of the Issuer in whole, but not in part, (the **Subordinated Notes Optional Tax Redemption** and together with the Senior Notes Optional Tax Redemption, the **Optional Tax Redemption**) on any Interest Payment Date (if such Subordinated Note is a Floating Rate Note) or at any time (if such Subordinated Note is not a Floating Rate Note), on giving not less than 30 but not more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 5(b)) together with interest accrued but unpaid (if any) to (but excluding) the date fixed for redemption and any Additional Amounts then due or which will become due on or before the date fixed for redemption or, if the Early Redemption Amount is not specified hereon, at their nominal amount, together with interest accrued but unpaid (if any) to (but excluding) the date fixed for redemption and any Additional Amounts then due or which will become due on or before the date fixed for redemption, if:
- (A) the Issuer has or will become obliged to pay Additional Amounts (as described under Condition 8); or
 - (B) payments of interest on the Subordinated Notes will or would be treated as "distributions" or dividends within the meaning of the Income Tax Act, Chapter 134 of Singapore (the **Income Tax Act**) or any other act in respect of or relating to Singapore taxation or would otherwise be considered as payments of a type that are non-deductible for Singapore income tax purposes,

in each case as a result of any change in, or amendment to, the laws or regulations of the Relevant Taxing Jurisdiction or any political subdivision or any authority thereof or therein having power to tax (or any taxing authority of any taxing jurisdiction in which the Issuer is a tax resident) or any change in the official application or interpretation of such laws or regulations, which change or amendment is announced and becomes effective on or after the date on which agreement is reached to issue the Subordinated Notes, and the foregoing cannot be avoided by the Issuer taking reasonable measures available to it, *provided that*, where the Issuer has or will become obliged to pay Additional Amounts, no such notice of redemption shall be given earlier than (a) if such Subordinated Note is a Floating Rate Note, 60 days, or (b) if such Subordinated Note is not a Floating Rate Note, 90 days, in each case, prior to the earliest date on which the Issuer would be obliged to pay such Additional Amounts were a payment in respect of the Subordinated Notes then due.

Before the publication of any notice of redemption pursuant to this Condition 5(c)(ii), the Issuer shall deliver to the Trustee a certificate signed by two Directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal advisors of recognised standing to the effect that the Issuer has or will become obliged to pay such Additional Amounts as a result of such change or amendment and the Trustee shall be entitled without further enquiry to accept such certificate and opinion as conclusive evidence of the satisfaction of the condition precedent set out above, in which event it shall be conclusive and binding on Noteholders.

Any redemption of Subordinated Notes by the Issuer is subject to the Issuer obtaining the prior approval of MAS.

(d) **Redemption at the option of the Issuer:**

- (i) *Senior Notes:* If Call Option is specified hereon, the Issuer may, on giving not less than 10 nor more than 20 days' irrevocable notice to the Noteholders (or such other notice period as may be specified hereon), redeem all or, if so provided, some of the Notes on the date(s) specified hereon (the **Senior Notes Optional Redemption Date**). Any such redemption of Senior Notes shall be at the Optional Redemption Amount specified hereon together with interest accrued to the date fixed for redemption. Any such redemption or exercise must relate to Senior Notes of a nominal amount at least equal to the Minimum Redemption Amount to be redeemed specified hereon and no greater than the Maximum Redemption Amount to be redeemed specified hereon.

All Senior Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 5(d).

In the case of a partial redemption of Senior Notes other than AMTNs, the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes, or in the case of Registered Notes shall specify the nominal amount of Registered Notes drawn and the holder(s) of such Registered Notes, to be redeemed, which shall have been drawn in such place and in such manner as may be fair and reasonable in the circumstances, taking account of prevailing market practices, subject to compliance with any applicable laws and stock exchange or other relevant authority requirements.

In the case of a partial redemption of AMTNs, the AMTNs to be redeemed must be specified in the notice and selected:

- (A) in a fair and reasonable manner; and
- (B) in compliance with any applicable law, directive or requirement of any stock exchange or other relevant authority on which the AMTNs are listed.
- (ii) *Subordinated Notes:*

- (A) *DBS Bank Subordinated Notes:* Subject to Condition 5(k), and unless otherwise specified in the Pricing Supplement, if Call Option is specified hereon, DBS Bank may, on giving not less than 10 days' irrevocable notice to the Noteholders, elect to redeem all, but not some only, of the DBS Bank Subordinated Notes on the relevant date(s) specified hereon (which shall not be less than five years from the Issue Date) (the **DBS Bank Subordinated Notes Optional Redemption Dates**) at their Optional Redemption Amount specified hereon or, if no Optional Redemption Amount is specified hereon, at their nominal amount together with interest accrued but unpaid (if any) to (but excluding) the date fixed for redemption in accordance with these Conditions.

All DBS Bank Subordinated Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 5(d).

Any redemption of DBS Bank Subordinated Notes by DBS Bank is subject to DBS Bank obtaining the prior approval of MAS.

- (B) *DBSH Subordinated Notes:* Subject to Condition 5(k), and unless otherwise specified in the Pricing Supplement, if Call Option is specified hereon, DBSH may, on giving not less than 10 days' irrevocable notice to the Noteholders, elect to redeem all, but not some only, of the DBSH Subordinated Notes on the relevant date(s) specified hereon (which shall not be less than five years from the Issue Date)

(the **DBSH Subordinated Notes Optional Redemption Dates** and together with the Senior Notes Optional Redemption Date and the DBS Bank Subordinated Notes Optional Redemption Dates, the **Optional Redemption Dates**) at their Optional Redemption Amount specified hereon or, if no Optional Redemption Amount is specified hereon, at their nominal amount together with interest accrued but unpaid (if any) to (but excluding) the date fixed for redemption in accordance with these Conditions.

All DBSH Subordinated Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 5(d).

Any redemption of DBSH Subordinated Notes by DBSH is subject to DBSH obtaining the prior approval of MAS.

- (e) **Redemption at the option of holders of Senior Notes:** If Put Option is specified hereon, the Issuer shall, at the option of the holder of any such Senior Note, upon the holder of such Senior Note giving not less than 15 nor more than 30 days' notice to the Issuer (or such other notice period as may be specified hereon), redeem such Note on the Optional Redemption Date(s) at its Optional Redemption Amount together with interest accrued to the date fixed for redemption.

To exercise such option the holder must deposit (in the case of Bearer Notes) such Senior Note (together with all unmatured Receipts and Coupons and unexchanged Talons) with any Paying Agent or (in the case of Registered Notes other than AMTNs) the Certificate representing such Senior Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice (**Exercise Notice**) in the form obtainable from any Paying Agent, the Registrar or any Transfer Agent (as applicable) within the notice period or (in the case of AMTNs) a duly completed Exercise Notice in the form obtainable from the Registrar within the notice period. No such Senior Note or Certificate so deposited and option exercised may be withdrawn (except as provided in the Agency Agreement) without the prior written consent of the Issuer.

Unless otherwise provided in the applicable Pricing Supplement, the Subordinated Notes are not redeemable prior to the Maturity Date at the option of the Noteholders.

- (f) **Redemption for Change of Qualification Event in respect of Subordinated Notes:**
- (i) *Redemption for Change of Qualification Event in respect of DBS Bank Subordinated Notes:* Subject to Condition 5(k), if as a result of a change to the relevant requirements issued by the MAS in relation to:
- (A) the qualification of any DBS Bank Subordinated Notes as DBS Bank Tier 2 Capital Securities; or
- (B) the inclusion of any DBS Bank Subordinated Notes in the calculation of the capital adequacy ratio,
- in each case of (x) DBS Bank, on an unconsolidated basis, (y) the DBS Bank Group, on a consolidated basis, or (z) the DBSH Group, on a consolidated basis (**DBS Bank Eligible Capital**), which change or amendment:
- (x) becomes, or would become, effective on or after the Issue Date; or
- (y) in the case of a change to the relevant requirements issued by the MAS, if such change is issued by the MAS, on or after the Issue Date,

the relevant DBS Bank Subordinated Notes (in whole or in part) would not qualify as DBS Bank Eligible Capital (a **DBS Bank Change of Qualification Event**), then DBS Bank may, having given not less than 30 but not more than 60 days' prior written notice to the Noteholders in accordance with Condition 16 (which notice shall be irrevocable), redeem in accordance with these Conditions on any Interest Payment Date (if this DBS Bank Subordinated Note is at the relevant time a Floating Rate Note) or at any time (if this DBS Bank Subordinated Note is at the relevant time not a Floating Rate Note) all, but not some only, of the relevant DBS Bank Subordinated Notes, at their Early Redemption Amount or, if no Early Redemption Amount is specified hereon, at their nominal amount together with interest accrued but unpaid (if any) to (but excluding) the date of redemption in accordance with these Conditions.

Prior to the publication of any notice of redemption pursuant to this Condition 5(f), DBS Bank shall deliver to the Trustee a certificate signed by two Directors of DBS Bank stating that a DBS Bank Change of Qualification Event has occurred and the Trustee shall accept such certificate without any further inquiry as conclusive evidence of the satisfaction of the conditions set out above without liability to any person in which event it shall be conclusive and binding on the Noteholders. Upon expiry of such notice, DBS Bank shall redeem the DBS Bank Subordinated Notes in accordance with this Condition 5(f).

Any redemption of DBS Bank Subordinated Notes by DBS Bank is subject to DBS Bank obtaining the prior approval of MAS.

(ii) *Redemption for Change of Qualification Event in respect of DBSH Subordinated Notes:* Subject to Condition 5(k), if as a result of a change to the relevant requirements issued by the MAS in relation to:

- (A) the qualification of any DBSH Subordinated Notes as DBSH Tier 2 Capital Securities; or
- (B) the inclusion of any DBSH Subordinated Notes in the calculation of the capital adequacy ratio,

in each case of (x) DBSH, on an unconsolidated basis, or (y) the DBSH Group, on a consolidated basis (**DBSH Eligible Capital**), which change or amendment:

- (x) becomes, or would become, effective on or after the Issue Date; or
- (y) in the case of a change to the relevant requirements issued by the MAS, if such change is issued by the MAS, on or after the Issue Date,

the relevant DBSH Subordinated Notes (in whole or in part) would not qualify as DBSH Eligible Capital (a **DBSH Change of Qualification Event**), then DBSH may, having given not less than 30 but not more than 60 days' prior written notice to the Noteholders in accordance with Condition 16 (which notice shall be irrevocable), redeem in accordance with these Conditions on any Interest Payment Date (if this DBSH Subordinated Note is at the relevant time a Floating Rate Note) or at any time (if this DBSH Subordinated Note is at the relevant time not a Floating Rate Note) all, but not some only, of the relevant DBSH Subordinated Notes, at their Early Redemption Amount or, if no Early Redemption Amount is specified hereon, at their nominal amount together with interest accrued but unpaid (if any) to (but excluding) the date of redemption in accordance with these Conditions.

Prior to the publication of any notice of redemption pursuant to this Condition 5(f), DBSH shall deliver to the Trustee a certificate signed by two Directors of DBSH stating that a DBSH Change of Qualification Event has occurred and the Trustee shall accept such

certificate without any further inquiry as conclusive evidence of the satisfaction of the conditions set out above without liability to any person in which event it shall be conclusive and binding on the Noteholders. Upon expiry of such notice, DBSH shall redeem the DBSH Subordinated Notes in accordance with this Condition 5(f).

Any redemption of DBSH Subordinated Notes by DBSH is subject to DBSH obtaining the prior approval of MAS.

(g) Variation instead of Redemption of Subordinated Notes:

(i) *Variation instead of Redemption of DBS Bank Subordinated Notes:* Where this Condition 5(g)(i) is specified as being applicable in the Pricing Supplement for the relevant DBS Bank Subordinated Notes and subject to Condition 5(k), DBS Bank may at any time without any requirement for the consent or approval of the Noteholders or the Trustee and having given not less than 30 nor more than 60 days' notice to the Noteholders in accordance with Condition 16 (which notice shall be irrevocable), vary the terms of those DBS Bank Subordinated Notes so that they remain or, as appropriate, become DBS Bank Qualifying Securities (as defined below) *provided that*:

- (A) such variation does not itself give rise to any right of DBS Bank to redeem the varied securities that are inconsistent with the redemption provisions of those DBS Bank Subordinated Notes;
- (B) neither a Tax Event nor a Capital Event arises as a result of such variation; and
- (C) DBS Bank is in compliance with the rules of any stock exchange on which the DBS Bank Subordinated Notes are for the time being listed or admitted to trading.

If a variation has occurred pursuant to, or otherwise in accordance with, this Condition 5(g)(i), such event will not constitute a Default under these Conditions.

Any variation (to the extent that any variation would affect the eligibility of the DBS Bank Subordinated Notes as DBS Bank Tier 2 Capital Securities) of DBS Bank Subordinated Notes by DBS Bank is subject to DBS Bank obtaining the prior approval of MAS.

(ii) *Variation instead of Redemption of DBSH Subordinated Notes:* Where this Condition 5(g)(ii) is specified as being applicable in the Pricing Supplement for the relevant DBSH Subordinated Notes and subject to Condition 5(k), DBSH may at any time without any requirement for the consent or approval of the Noteholders or the Trustee and having given not less than 30 nor more than 60 days' notice to the Noteholders in accordance with Condition 16 (which notice shall be irrevocable), vary the terms of those DBSH Subordinated Notes so that they remain or, as appropriate, become DBSH Qualifying Securities (as defined below) *provided that*:

- (A) such variation does not itself give rise to any right of DBSH to redeem the varied securities that are inconsistent with the redemption provisions of those DBSH Subordinated Notes;
- (B) neither a Tax Event nor a Capital Event arises as a result of such variation; and
- (C) DBSH is in compliance with the rules of any stock exchange on which the DBSH Subordinated Notes are for the time being listed or admitted to trading.

If a variation has occurred pursuant to, or otherwise in accordance with, this Condition 5(g)(ii), such event will not constitute a Default under these Conditions.

Any variation (to the extent that any variation would affect the eligibility of the DBSH Subordinated Notes as DBSH Tier 2 Capital Securities) of DBSH Subordinated Notes by DBSH is subject to DBSH obtaining the prior approval of MAS.

In this Condition 5:

“Additional Amounts” means such additional amounts the Issuer shall pay as will result (after withholding or deduction) in receipt by the Noteholders of the sums which would have been receivable (in the absence of such withholding or deduction) from it in respect of their Subordinated Notes;

a **“Capital Event”** will be deemed to have occurred if the Subordinated Notes are not, or cease to be, eligible in their entirety to be treated, in the case of DBS Bank Subordinated Notes, as DBS Bank Tier 2 Capital Securities or, in the case of DBSH Subordinated Notes, as DBSH Tier 2 Capital Securities;

“DBS Bank Qualifying Securities” means securities, whether debt, equity, interests in limited partnerships or otherwise, issued directly or indirectly by DBS Bank that:

(i)

- (A) qualify (in whole or in part) as Tier 2 Capital Securities; or
- (B) may be included (in whole or in part) in the calculation of the capital adequacy ratio,

in each case of (x) DBS Bank, on an unconsolidated basis, (y) the DBS Bank Group, on a consolidated basis, or (z) the DBSH Group, on a consolidated basis pursuant to the relevant requirements set out in (I) (in the case of (x) and (y) above) MAS Notice 637 or (II) (in the case of (z) above) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

(ii)

- (A) include a ranking at least equal to that of the DBS Bank Subordinated Notes;
- (B) have at least the same interest rate and the same Interest Payment Dates as those from time to time applying to the DBS Bank Subordinated Notes;
- (C) have the same redemption rights as the DBS Bank Subordinated Notes;
- (D) preserve any existing rights under the DBS Bank Subordinated Notes to any accrued interest which has not been paid in respect of the period from (and including) the Interest Payment Date last preceding the date of variation; and
- (E) if applicable, are assigned (or maintain) the same or higher credit ratings as were assigned to the DBS Bank Subordinated Notes immediately prior to such variation; and

(iii) are listed on a Recognised Stock Exchange if the DBS Bank Subordinated Notes were listed immediately prior to such variation;

“DBSH Qualifying Securities” means securities, whether debt, equity, interests in limited partnerships or otherwise, issued directly or indirectly by DBSH that:

(I)

- (A) qualify (in whole or in part) as Tier 2 Capital Securities; or
- (B) may be included (in whole or in part) in the calculation of the capital adequacy ratio,

in each case of (x) DBSH, on an unconsolidated basis, or (y) the DBSH Group, on a consolidated basis pursuant to the relevant requirements set out in (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

(II)

- (A) include a ranking at least equal to that of the DBSH Subordinated Notes;
- (B) have at least the same interest rate and the same Interest Payment Dates as those from time to time applying to the DBSH Subordinated Notes;
- (C) have the same redemption rights as the DBSH Subordinated Notes;
- (D) preserve any existing rights under the DBSH Subordinated Notes to any accrued interest which has not been paid in respect of the period from (and including) the Interest Payment Date last preceding the date of variation; and
- (E) if applicable, are assigned (or maintain) the same or higher credit ratings as were assigned to the DBSH Subordinated Notes immediately prior to such variation; and

(III) are listed on a Recognised Stock Exchange if the DBSH Subordinated Notes were listed immediately prior to such variation;

“Recognised Stock Exchange” means such stock exchange as the relevant Subordinated Notes were listed;

a **“Tax Event”** is deemed to have occurred if, in making any payments on the Subordinated Notes, the Issuer has paid or will or would on the next payment date be required to pay any Additional Amounts or payments of interest on the Subordinated Notes will or would be treated as “distributions” or dividends within the meaning of the Income Tax Act or any other act in respect of or relating to Singapore taxation or would otherwise be considered as payments of a type that are non-deductible for Singapore income tax purposes, in each case under the laws or regulations of a Relevant Taxing Jurisdiction or any political subdivision or authority therein or thereof having the power to tax, including any treaty to which a Relevant Taxing Jurisdiction is a party, or any generally published application or interpretation of such laws, including a decision of any court or tribunal, or the generally published application or interpretation of such laws by any relevant tax authority or any generally published pronouncement by any tax authority, and the Issuer cannot avoid the foregoing by taking measures reasonably available to it.

- (h) **Purchases:** The Issuer and any of its subsidiaries (with the prior approval of MAS, for so long as the Issuer is required to obtain such approval, in the case of the Subordinated Notes) may at any time purchase Notes (*provided that* all unmatured Receipts and Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price in accordance with all relevant laws and regulations and, for so long as the Notes are listed, the requirements of the relevant stock exchange. The Relevant Issuer or any such subsidiary may, at its option, retain such purchased Notes for its own account and/or resell or cancel or otherwise deal with them at its discretion.

- (i) **Cancellation:** All Notes purchased by or on behalf of the Issuer or any of its subsidiaries may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Note together with all unmatured Receipts and Coupons and all unexchanged Talons to the Issuing and Paying Agent and, in the case of Registered Notes (other than AMTNs), by surrendering the Certificate representing such Notes to the Registrar and, in each case, if so surrendered, shall, together with all Notes redeemed by the Issuer, be cancelled forthwith (together with all unmatured Receipts and Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Notes so surrendered for cancellation may not be reissued or resold and the obligations of the Issuer in respect of any such Notes shall be discharged. Any Subordinated Note that is Written-off in full in accordance with Condition 6 shall be automatically cancelled.

If any AMTN represented by an AMTN Certificate is redeemed or purchased and cancelled in accordance with this Condition 5 then:

- (i) the applicable AMTN Certificate will be deemed to be surrendered and cancelled without any further formality; and
- (ii) where some, but not all, of the AMTNs represented by that AMTN Certificate are so redeemed or purchased and cancelled, DBS Bank will, promptly and without charge, issue and deliver, and procure the authentication by the Australian Agent of, a new AMTN Certificate in respect of those AMTNs that had been represented by the original AMTN Certificate and which remain outstanding following such redemption or purchase and cancellation.
- (j) **No Obligation to Monitor:** In the case of Notes, the Trustee (or in the case of AMTNs, the Australian Agent) shall not be under any duty to monitor whether any event or circumstance has happened or exists within this Condition 5 and will not be responsible to the Noteholders, the Receiptholders or the Couponholders for any loss arising from any failure by it to do so. Unless and until the Trustee or the Australian Agent (as applicable) has notice in writing of the occurrence of any event or circumstance within this Condition 5, it shall be entitled to assume that no such event or circumstance exists.
- (k) **Redemption or Variation Conditions of Subordinated Notes:** Any redemption under Condition 5(c), 5(d), 5(e) or 5(f) or variation under Condition 5(g) (to the extent that any variation would affect the eligibility of the Subordinated Notes as DBS Bank Tier 2 Capital Securities or DBSH Tier 2 Capital Securities, as the case may be) of the Subordinated Notes by the Issuer is subject to the Issuer obtaining the prior approval of MAS.

6 Loss Absorption upon a Trigger Event in respect of Subordinated Notes

Any Write-off of any Subordinated Notes under this Condition 6 with respect to the clearing and/or settlement of any Subordinated Notes is subject to the availability of procedures to effect any such Write-off in the relevant clearing system(s). For the avoidance of doubt, however, any Write-off of any Subordinated Notes with respect to the Issuer under this Condition 6 will be effective upon the date that the Issuer specifies in the Trigger Event Notice (or as may otherwise be notified in writing to Subordinated Noteholders, the Trustee and Agents by the Issuer) notwithstanding any inability to operationally effect any such Write-off in the relevant clearing system(s).

The Trust Deed and Agency Agreement may contain certain protections and disclaimers as applicable to the Trustee and Agents in relation to this Condition 6. Each Noteholder shall be deemed to have authorised, directed and requested the Trustee, the Registrar and the other Agents, as the case may be, to take any and all necessary action to give effect to any DBS Bank Loss Absorption Option or DBSH Loss Absorption Option, as the case may be, and any DBS Bank Write-off or a DBSH Write-off, as the

case may be, following the occurrence of the DBS Bank Trigger Event or DBSH Trigger Event, respectively.

(a) **Loss Absorption upon a DBS Bank Trigger Event in respect of DBS Bank Subordinated Notes:**

(i) *DBS Bank Write-off on a DBS Bank Trigger Event:*

- (A) If “**Write-off**” is specified as being applicable for the Loss Absorption Option in the applicable Pricing Supplement for any DBS Bank Subordinated Notes and a DBS Bank Trigger Event occurs, DBS Bank shall, upon the issue of a DBS Bank Trigger Event Notice, irrevocably and without the need for the consent of the Trustee or the holders of any DBS Bank Subordinated Notes, reduce the principal amount and cancel any accrued but unpaid interest of each DBS Bank Subordinated Note (in whole or in part) by an amount equal to the DBS Bank Trigger Event Write-off Amount per DBS Bank Subordinated Note (a **DBS Bank Write-off**, and **Written-off** shall be construed accordingly). Once any principal or interest under a DBS Bank Subordinated Note has been Written-off, it will be extinguished and will not be restored in any circumstances, including where the relevant DBS Bank Trigger Event ceases to continue. No Noteholder may exercise, claim or plead any right to any DBS Bank Trigger Event Write-off Amount, and each Noteholder shall be deemed to have waived all such rights to such DBS Bank Trigger Event Write-off Amount. For the avoidance of doubt, any DBS Bank Write-off in accordance with this Condition 6(a) shall not constitute a Default.
- (B) If a DBS Bank Trigger Event Notice has been given in respect of any DBS Bank Subordinated Notes in accordance with this Condition 6(a), transfers of any such DBS Bank Subordinated Notes that are the subject of such notice shall not be permitted during the Suspension Period (as defined in Condition 2). From the date on which a DBS Bank Trigger Event Notice in respect of any DBS Bank Subordinated Notes in accordance with this Condition 6(a) is issued by DBS Bank to the end of the Suspension Period, the Trustee and the Registrar, if applicable, shall not register any attempted transfer of any DBS Bank Subordinated Notes. As a result, such an attempted transfer will not be effective.
- (C) Any reference in these Conditions to principal in respect of the DBS Bank Subordinated Notes shall refer to the principal amount of the DBS Bank Subordinated Note(s), reduced by any applicable DBS Bank Write-off(s).

(ii) *Multiple DBS Bank Trigger Events and DBS Bank Write-offs in part:*

- (A) Where only part of the principal and/or interest of DBS Bank Tier 2 Capital Securities is to be Written-off, DBS Bank shall use reasonable endeavours to conduct any DBS Bank Write-off such that:
- (x) holders of any Series of DBS Bank Subordinated Notes are treated ratably and equally; and
- (y) the DBS Bank Write-off of any DBS Bank Subordinated Notes is conducted:
- (l) to the extent that the DBS Bank Trigger Event Write-off Amount (as applicable) exceeds the aggregate nominal amount of all DBS Bank Tier 1 Capital Securities (other than DBS Bank Common Equity Tier 1 Capital) that are capable of being converted or written-down under any applicable laws and/or their terms of issue analogous to these

Conditions, so as to write-off DBS Bank Tier 2 Capital Securities (including the DBS Bank Subordinated Notes) in an aggregate nominal amount equal to the amount of that excess; and

- (II) on a *pro rata* and proportionate basis with all other DBS Bank Tier 2 Capital Securities, to the extent that such DBS Bank Tier 2 Capital Securities are capable of being converted or written-off under any applicable laws and/or their terms of issue analogous to these Conditions.

A write-off or conversion (if applicable) of any DBS Bank Common Equity Tier 1 Capital shall not be required before a DBS Bank Write-off of any DBS Bank Subordinated Notes can be effected in accordance with these Conditions.

- (B) Any Series of DBS Bank Subordinated Notes may be subject to one or more DBS Bank Write-offs in part (as the case may be), except where such Series of DBS Bank Subordinated Notes has been Written-off in its entirety.

(iii) *Definitions:*

In this Condition 6(a):

“DBS Bank Common Equity Tier 1 Capital” means:

- (A) any security issued by DBS Bank; or
- (B) any other similar obligation issued by any subsidiary of DBS Bank, that, in each case, constitutes Common Equity Tier 1 Capital of:
- (x) DBS Bank, on an unconsolidated basis;
- (y) the DBS Bank Group, on a consolidated basis; or
- (z) the DBSH Group, on a consolidated basis,

pursuant to the relevant requirements set out in (I) (in the case of (x) and (y) above) MAS Notice 637 or (II) (in the case of (z) above) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637.

“DBS Bank Loss Absorption Option” means such loss absorption option as may be specified in the applicable Pricing Supplement in respect of any DBS Bank Subordinated Notes;

“DBS Bank Trigger Event” means the earlier of:

- (A) the MAS notifying DBS Bank in writing that it is of the opinion that a write-off or conversion, is necessary, without which the DBS Bank Group or the DBSH Group would become non-viable; and
- (B) a decision by the MAS to make a public sector injection of capital, or equivalent support, without which the DBS Bank Group or DBSH Group would have become non-viable, as determined by the MAS;

“DBS Bank Trigger Event Notice” means the notice specifying that a DBS Bank Trigger Event has occurred, which shall be issued by DBS Bank not more than two Business Days after the occurrence of a DBS Bank Trigger Event to the holders of the DBS Bank Subordinated Notes and the Issuing and Paying Agent in accordance with Condition 16 and

which shall state with reasonable detail the nature of the relevant DBS Bank Trigger Event and, if applicable, specify the DBS Bank Trigger Event Write-off Amount per DBS Bank Subordinated Note to be Written-off; and

“**DBS Bank Trigger Event Write-off Amount**” means the amount of interest and/or principal to be Written-off as the MAS may direct, or as DBS Bank shall determine in accordance with the MAS, which is required to be Written-off for the DBS Bank Trigger Event to cease to continue. For the avoidance of doubt, the write-off will be effected in full even in the event that the amount written-off is not sufficient for the DBS Bank Trigger Event to cease to continue.

(b) **Loss Absorption upon a DBSH Trigger Event in respect of DBSH Subordinated Notes:**

(i) *DBSH Write-off on a DBSH Trigger Event.*

(A) If “**Write-off**” is specified as being applicable for the Loss Absorption Option in the applicable Pricing Supplement for any DBSH Subordinated Notes and a DBSH Trigger Event occurs, DBSH shall, upon the issue of a DBSH Trigger Event Notice, irrevocably and without the need for the consent of the Trustee or the holders of any DBSH Subordinated Notes, reduce the principal amount and cancel any accrued but unpaid interest of each DBSH Subordinated Note (in whole or in part) by an amount equal to the DBSH Trigger Event Write-off Amount per DBSH Subordinated Note (a **DBSH Write-off**, and **Written-off** shall be construed accordingly). Once any principal or interest under a DBSH Subordinated Note has been Written-off, it will be extinguished and will not be restored in any circumstances, including where the relevant DBSH Trigger Event ceases to continue. No Noteholder may exercise, claim or plead any right to any DBSH Trigger Event Write-off Amount, and each Noteholder shall be deemed to have waived all such rights to such DBSH Trigger Event Write-off Amount. For the avoidance of doubt, any DBSH Write-off in accordance with this Condition 6(b) shall not constitute a Default.

(B) If a DBSH Trigger Event Notice has been given in respect of any DBSH Subordinated Notes in accordance with this Condition 6(b), transfers of any such DBSH Subordinated Notes that are the subject of such notice shall not be permitted during the Suspension Period (as defined in Condition 2). From the date on which a DBSH Trigger Event Notice in respect of any DBSH Subordinated Notes in accordance with this Condition 6(b) is issued by DBSH to the end of the Suspension Period, the Trustee and the Registrar, if applicable, shall not register any attempted transfer of any DBSH Subordinated Notes. As a result, such an attempted transfer will not be effective.

(C) Any reference in these Conditions to principal in respect of the DBSH Subordinated Notes shall refer to the principal amount of the DBSH Subordinated Note(s), reduced by any applicable DBSH Write-off(s).

(ii) *Multiple DBSH Trigger Events and DBSH Write-offs in part.*

(A) Where only part of the principal and/or interest of DBSH Tier 2 Capital Securities is to be Written-off, DBSH shall use reasonable endeavours to conduct any DBSH Write-off such that:

(x) holders of any Series of DBSH Subordinated Notes are treated ratably and equally; and

(y) the DBSH Write-off of any DBSH Subordinated Notes is conducted:

- (I) to the extent that the DBSH Trigger Event Write-off Amount (as applicable) exceeds the aggregate nominal amount of all DBSH Tier 1 Capital Securities (other than DBSH Common Equity Tier 1 Capital) that are capable of being converted or written-down under any applicable laws and/or their terms of issue analogous to these Conditions, so as to write-off DBSH Tier 2 Capital Securities (including the DBSH Subordinated Notes) in an aggregate nominal amount equal to the amount of that excess; and
- (II) on a *pro rata* and proportionate basis with all other DBSH Tier 2 Capital Securities, to the extent that such DBSH Tier 2 Capital Securities are capable of being converted or written-off under any applicable laws and/or their terms of issue analogous to these Conditions.

A write-off or conversion (if applicable) of any DBSH Common Equity Tier 1 Capital shall not be required before a DBSH Write-off of any DBSH Subordinated Notes can be effected in accordance with these Conditions.

- (B) Any Series of DBSH Subordinated Notes may be subject to one or more DBSH Write-offs in part (as the case may be), except where such Series of DBSH Subordinated Notes has been Written-off in its entirety.

(iii) *Definitions:*

In this Condition 6(b):

“DBSH Common Equity Tier 1 Capital” means:

- (A) any security issued by DBSH; or
- (B) any other similar obligation issued by any subsidiary of DBSH, that, in each case, constitutes Common Equity Tier 1 Capital of:
 - (x) DBSH, on an unconsolidated basis;
 - (y) the DBSH Group, on a consolidated basis,

pursuant to the relevant requirements set out in (I) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or (II) any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637.

“DBSH Loss Absorption Option” means such loss absorption option as may be specified in the applicable Pricing Supplement in respect of any DBSH Subordinated Notes;

“DBSH Trigger Event” means the earlier of:

- (A) the MAS notifying DBSH in writing that it is of the opinion that a write-off or conversion, is necessary, without which DBSH or the DBSH Group would become non-viable; and
- (B) a decision by the MAS to make a public sector injection of capital, or equivalent support, without which DBSH or DBSH Group would have become non-viable, as determined by the MAS;

“DBSH Trigger Event Notice” means the notice specifying that a DBSH Trigger Event has occurred, which shall be issued by DBSH not more than two Business Days after the occurrence of a DBSH Trigger Event to the holders of the DBSH Subordinated Notes and

the Issuing and Paying Agent in accordance with Condition 16 and which shall state with reasonable detail the nature of the relevant DBSH Trigger Event and, if applicable, specify the DBSH Trigger Event Write-off Amount per DBSH Subordinated Note to be Written-off; and

“**DBSH Trigger Event Write-off Amount**” means the amount of interest and/or principal to be Written-off as the MAS may direct, or as DBSH shall determine in accordance with the MAS, which is required to be Written-off for the DBSH Trigger Event to cease to continue. For the avoidance of doubt, the write-off will be effected in full even in the event that the amount written-off is not sufficient for the DBSH Trigger Event to cease to continue.

7 Payments and Talons

- (a) **Bearer Notes not held in the CMU:** Payments of principal and interest in respect of Bearer Notes not held in the CMU shall, subject as mentioned below, be made against presentation and surrender of the relevant Receipts (in the case of payments of Instalment Amounts other than on the due date for redemption and provided that the Receipt is presented for payment together with its relevant Note), Notes (in the case of all other payments of principal and, in the case of interest, as specified in Condition 7(g)(vi)) or Coupons (in the case of interest, save as specified in Condition 7(g)(ii)), as the case may be:
- (i) in the case of a currency other than Renminbi, at the specified office of any Paying Agent outside the United States by a cheque payable in the relevant currency drawn on, or, at the option of the holder, by transfer to an account denominated in such currency with, a Bank; and
 - (ii) in the case of Renminbi, by transfer to a relevant account maintained by or on behalf of the Noteholder. If a holder does not maintain a relevant account in respect of a payment to be made under the Notes, the Issuer reserves the right, in its sole discretion and upon such terms as it may determine, to make arrangements to pay such amount to that holder by another means, *provided that* the Issuer shall not have any obligation to make any such arrangements.

In this Condition 7(a):

“**Bank**” means a bank in the principal financial centre for such currency or, in the case of Euro, in a city in which banks have access to TARGET2.

“**relevant account**” means the Renminbi account maintained by or on behalf of the Noteholder with: in the case of Notes cleared through the CMU Service, a bank in Hong Kong; or in the case of Notes cleared through the CDP System or Notes in definitive form, a bank in Singapore or Hong Kong.

- (b) **Registered Notes (other than AMTNs) not held in the CMU:** This Condition 7(b) does not apply to AMTNs.
- (i) Payments of principal (which for the purposes of this Condition 7(b) shall include final Instalment Amounts but not other Instalment Amounts) in respect of Registered Notes shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in paragraph (ii) below.
 - (ii) Interest (which for the purpose of this Condition 7(b) shall include all Instalment Amounts other than final Instalment Amounts) on Registered Notes shall be paid to the person shown on the Register at the close of business: (A) in the case of a currency other than

Renminbi, on the 15th day before the due date for payment thereof; and (B) in the case of Notes denominated in Renminbi, on the fifth business day before the due date for payment (the **Record Date**). Payments of interest on each Registered Note shall be made:

- (A) in the case of a currency other than Renminbi, in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Note at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any other Transfer Agent before the Record Date, such payment of interest may be made by transfer to an account in the relevant currency maintained by the payee with a Bank; and
- (B) in the case of Renminbi, by transfer to the registered account of the Noteholder. If a holder does not maintain a registered account in respect of a payment to be made under the Notes, the Issuer reserves the right, in its sole discretion and upon such terms as it may determine, to make arrangements to pay such amount to that holder by another means, *provided that* the Issuer shall not have any obligation to make any such arrangements.

In this Condition 7(b):

“**registered account**” means the Renminbi account maintained by or on behalf of the Noteholder with:

- (x) in the case of Notes cleared through the CMU Service, a bank in Hong Kong; or
- (y) in the case of Notes cleared through the CDP System or Notes in definitive form, a bank in Singapore or Hong Kong,

details of which appear on the Register at the close of business on the fifth Business Day before the due date for payment.

- (c) **Registered Notes (other than AMTNs) held in the CMU:** This Condition 7(c) does not apply to AMTNs. Payments of principal and interest in respect of Registered Notes held in the CMU will be made to the person(s) for whose account(s) interests in the relevant Registered Note are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time as notified to the CMU Lodging and Paying Agent by the CMU in a relevant CMU Instrument Position Report (as defined in the Agency Agreement) or any other relevant notification by the CMU, which notification shall be conclusive evidence of the records of the CMU (save in the case of manifest error) and payment made in accordance thereof shall discharge the obligations of the Issuer in respect of that payment.

For so long as any of the Notes that are cleared through the CMU are represented by a Global Note or a Global Certificate, payments of interest or principal will be made to the persons for whose account a relevant interest in that Global Note or, as the case may be, that Global Certificate is credited as being held by the operator of the CMU Service at the relevant time, as notified to the CMU Lodging and Paying Agent by the operator of the CMU Service in a relevant CMU Instrument Position Report (as defined in the rules of the CMU) or in any other relevant notification by the operator of the CMU Service. Such payment will discharge the Issuer's obligations in respect of that payment. Any payments by the CMU participants to indirect participants will be governed by arrangements agreed between the CMU participants and the indirect participants and will continue to depend on the interbank clearing system and traditional payment methods. Such payments will be the sole responsibility of such CMU participants.

- (d) **Payments in the United States:** Notwithstanding the foregoing, if any Bearer Notes are denominated in U.S. dollars, payments in respect thereof may be made at the specified office of

any Paying Agent in New York City in the same manner as aforesaid if (i) the Issuer shall have appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment of the amounts on the Notes in the manner provided above when due, (ii) payment in full of such amounts at all such offices is illegal or effectively precluded by exchange controls or other similar restrictions on payment or receipt of such amounts and (iii) such payment is then permitted by United States law, without involving, in the opinion of the Issuer, any adverse tax consequence to the Issuer.

- (e) **Payments subject to fiscal laws:** Save as provided in Condition 8, payments will be subject in all cases to any applicable fiscal or other laws, regulations and directives in the place of payment or other laws to which the Issuer agrees to be subject and the Issuer will not be liable for any taxes or duties of whatever nature imposed or levied by such laws, regulations, directives or agreements. No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.
- (f) **Appointment of Agents:** The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrars, the Australian Agent, the Transfer Agents and the Calculation Agent initially appointed by the Issuer and their respective specified offices are listed below. The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrar, the Australian Agent, the Transfer Agents and the Calculation Agent act solely as agents of the Issuer and do not assume any obligation or relationship of agency or trust for or with any Noteholder or Couponholder. The Issuer reserves the right at any time, with the approval of the Trustee to vary or terminate the appointment of the Issuing and Paying Agent, the Australian Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, any other Paying Agent, the Registrar, any Transfer Agent or the Calculation Agent(s) and to appoint additional or other Paying Agents or Transfer Agents, provided that the Issuer shall at all times maintain:
- (i) an Issuing and Paying Agent;
 - (ii) a Registrar or Australian Agent (as applicable) in relation to Registered Notes;
 - (iii) a Transfer Agent in relation to Registered Notes;
 - (iv) a CMU Lodging and Paying Agent in relation to Notes accepted for clearance through the CMU Service;
 - (v) a CDP Paying Agent in relation to Notes accepted for clearance through the CDP System;
 - (vi) one or more Calculation Agent(s) where the Conditions so require;
 - (vii) a Paying Agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, in the event that the Global Notes are exchanged for Definitive Notes, for so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require; and
 - (viii) such other agents as may be required by any other stock exchange on which the Notes may be listed, in each case as approved by the Trustee.

In addition, the Issuer shall forthwith appoint a Paying Agent in New York City in respect of any Bearer Notes denominated in U.S. dollars in the circumstances described in paragraph (d) above.

Notice of any such change or any change of any specified office shall promptly be given to the Noteholders.

- (g) **Unmatured Coupons and Receipts and unexchanged Talons:**

- (i) Unless the Notes provide that the relevant Coupons are to become void upon the due date for redemption of those Notes, Bearer Notes which comprise Fixed Rate Notes should be surrendered for payment together with all unmatured Coupons (if any) relating thereto, failing which an amount equal to the face value of each missing unmatured Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unmatured Coupon that the sum of principal so paid bears to the total principal due) shall be deducted from the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, due for payment. Any amount so deducted shall be paid in the manner mentioned above against surrender of such missing Coupon within a period of 10 years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 9).
 - (ii) Upon the due date for redemption of any Bearer Note comprising a Floating Rate Note, unmatured Coupons relating to such Note (whether or not attached) shall become void and no payment shall be made in respect of them.
 - (iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
 - (iv) Upon the due date for redemption of any Bearer Note that is redeemable in instalments, all Receipts relating to such Note having an Instalment Date falling on or after such due date (whether or not attached) shall become void and no payment shall be made in respect of them.
 - (v) Where any Bearer Note that provides that the relevant unmatured Coupons are to become void upon the due date for redemption of those Notes is presented for redemption without all unmatured Coupons, and where any Bearer Note is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the Issuer may require.
 - (vi) If the due date for redemption of any Note is not a due date for payment of interest, interest accrued from the preceding due date for payment of interest or the Interest Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate representing it, as the case may be. Interest accrued on a Note that only bears interest after its Maturity Date shall be payable on redemption of such Note against presentation of the relevant Note or Certificate representing it, as the case may be.
- (h) **Talons:** On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 9).
- (i) **Non-Business Days:** If any date for payment in respect of any Note, Receipt or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this paragraph, “**business day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in the relevant place of presentation, in such other jurisdictions as shall be specified as “Financial Centres” hereon and:
- (i) (in the case of a payment in a currency other than Euro or Renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on

which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency; or

- (ii) (in the case of a payment in Euro) which is a TARGET2 Business Day; or
- (iii) (in the case of Renminbi where the Notes are cleared through the CMU Service) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong; or
- (iv) (in the case of Renminbi where the Notes are cleared through the CDP System or where the Notes are in definitive form) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Singapore and Hong Kong.

- (j) **Renminbi fallback:** Notwithstanding the foregoing, if by reason of Inconvertibility, Non-transferability or Illiquidity, the Issuer is not, in its sole and absolute discretion, able to satisfy payments of principal or interest in respect of the Notes when due in Renminbi (in the case of Notes cleared through the CMU Service) in Hong Kong, or (in the case of Notes cleared through the CDP System) in Singapore, the Issuer shall, on giving not less than five nor more than 30 days' irrevocable notice to the Noteholders prior to the due date for payment, settle any such payment (in the case of Notes cleared through the CMU Service) in U.S. dollars, or (in the case of Notes cleared through the CDP System) in Singapore dollars, on the due date at (in the case of Notes cleared through the CMU Service) the U.S. Dollar Equivalent, or (in the case of Notes cleared through the CDP System) the Singapore Dollar Equivalent, of any such Renminbi denominated amount. The due date for payment shall be the originally scheduled due date or such postponed due date as shall be specified in the notice referred to above, which postponed due date may not fall more than 20 days after the originally scheduled due date. Interest on the Notes will continue to accrue up to but excluding any such date for payment of principal.

In such event, payments of the U.S. Dollar Equivalent or the Singapore Dollar Equivalent (as applicable) of the relevant principal or interest in respect of the Notes shall be made by:

- (i) in the case of Notes cleared through the CMU Service, transfer to a U.S. dollar denominated account maintained by the payee with, or by a U.S. dollar denominated cheque drawn on, or, at the option of the holder, by transfer to a U.S. dollar account maintained by the holder with, a bank in New York City; and the definition of "**business day**" for the purpose of this Condition 7(j) shall mean any day on which banks and foreign exchange markets are open for general business in the relevant place of presentation, and New York City; or
- (ii) in the case of Notes cleared through the CDP System, transfer to a Singapore dollar denominated account maintained by the payee with, or by a Singapore dollar denominated cheque drawn on, a bank in Singapore.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 7(j) by the Calculation Agent will (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Agents and all Noteholders.

In this Condition 7(j):

"Determination Business Day" means a day (other than a Saturday or Sunday) on which commercial banks are open for general business (including dealings in foreign exchange):

- (i) in the case of Notes cleared through the CMU Service, in Hong Kong, in Singapore and New York City; or

- (ii) in the case of Notes cleared through the CDP System, in Singapore;

“Determination Date” means the day which:

- (i) in the case of Notes cleared through the CMU Service, is two Determination Business Days before the due date for payment of the relevant amount under these Conditions; or
- (ii) in the case of Notes cleared through the CDP System, is seven Determination Business Days before the due date of the relevant amount under these Conditions;

“Governmental Authority” means:

- (i) in the case of Notes cleared through the CMU Service, any *de facto* or *de jure* government (or any agency or instrumentality thereof), court, tribunal, administrative or other governmental authority or any other entity (private or public) charged with the regulation of the financial markets (including the central bank) of Hong Kong; or
- (ii) in the case of Notes cleared through the CDP System, the MAS or any other governmental authority or any other entity (private or public) charged with the regulation of the financial markets of Singapore;

“Illiquidity” means:

- (i) in the case of Notes cleared through the CMU Service, the general Renminbi exchange market in Hong Kong becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay interest or principal in respect of the Notes as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two Renminbi Dealers; or
- (ii) in the case of Notes cleared through the CDP System, the general Renminbi exchange market in Singapore becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay interest or principal in respect of the Notes as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two Renminbi Dealers selected by the Issuer;

“Inconvertibility” means the occurrence of any event that makes it impossible (where it had been previously possible) for the Issuer to convert any amount due in respect of the Notes in the general Renminbi exchange market in, in the case of Notes cleared through the CMU Service, Hong Kong, or, in the case of Notes cleared through the CDP System, Singapore, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

“Non-transferability” means the occurrence of any event that makes it impossible for the Issuer to transfer Renminbi between accounts:

- (i) in the case of Notes cleared through the CMU Service, inside Hong Kong or from an account inside Hong Kong to an account outside Hong Kong, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation) in Hong Kong and in New York City; or
- (ii) in the case of Notes cleared through the CDP System, inside Singapore or from an account inside Singapore to an account outside Singapore and outside the PRC or from an account outside Singapore and outside the PRC to an account inside Singapore, other than where

such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

“PRC” means the People’s Republic of China (excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan);

“Renminbi Dealer” means an independent foreign exchange dealer of international repute active in the Renminbi exchange market in:

- (i) in the case of Notes cleared through the CMU Service, in Hong Kong; and
- (ii) in the case of Notes cleared through the CDP System, in Singapore;

“Singapore Dollar Equivalent” means the Renminbi amount converted into Singapore dollars using the relevant Spot Rate for the relevant Determination Date;

“Spot Rate” means:

- (i) in the case of Notes cleared through the CMU Service, the spot CNY/U.S. dollar exchange rate for the purchase of U.S. dollars with Renminbi in the over-the-counter Renminbi exchange market in Hong Kong for settlement in two Determination Business Days, as determined by the Calculation Agent at or around 11.00 a.m. (Hong Kong time) on the Determination Date, on a deliverable basis by reference to Reuters Screen Page TRADCN3 or, if no such rate is available, on a non-deliverable basis by reference to Reuters Screen Page TRADNDF;

If such rate is not available, the Calculation Agent will determine the Spot Rate at or around 11.00 a.m. (Hong Kong time) on the Determination Date as the most recently available CNY/U.S. dollar official fixing rate for settlement in two Determination Business Days reported by The State Administration of Foreign Exchange of the PRC, which is reported on the Reuters Screen Page CNY=SAEC. Reference to a page on the Reuters Screen means the display page so designated on the Reuter Monitor Money Rates Service (or any successor service) or such other page as may replace that page for the purpose of displaying a comparable currency exchange rate;

- (ii) in the case of Notes cleared through the CDP System, for a Determination Date, means the spot Renminbi/Singapore dollar exchange rate as determined by the Issuer at or around 11.00 a.m. (Singapore time) on such date in good faith and in a reasonable commercial manner, and if a spot rate is not readily available, the Issuer may determine the rate taking into consideration all available information which the Issuer deems relevant, including pricing information obtained from the Renminbi non-deliverable exchange market in Singapore or elsewhere and the PRC domestic foreign exchange market in Singapore.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 7(j) by the Calculation Agent, will (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Guarantor, the Agents and all Noteholders; and

“U.S. Dollar Equivalent” means the Renminbi amount converted into U.S. dollars using the Spot Rate for the relevant Determination Date as promptly notified to the Issuer and the Paying Agents.

(k) **AMTNs:**

- (i) The Australian Agent will act (through its office in Sydney) as paying agent for AMTNs pursuant to the Australian Agency Agreement. For the purposes of this Condition 7(k), in

relation to AMTNs, “**Business Day**” has the meaning given to such term in the Australian Agency Agreement.

- (ii) Payments of principal and interest will be made in Sydney in Australian dollars to the persons registered at the close of business in Sydney on the relevant Record Date (as defined below) as the holders of such AMTNs, subject in all cases to normal banking practice and all applicable laws and regulations. Payment will be made by cheques drawn on the Sydney branch of an Australian bank dispatched by post on the relevant payment date at the risk of the Noteholder or, at the option of the Noteholder, by the Australian Agent giving in Sydney irrevocable instructions for the effecting of a transfer of the relevant funds to an Australian dollar account in Australia specified by the Noteholder to the Australian Agent (or in any other manner in Sydney which the Australian Agent and the Noteholder agree).
- (iii) In the case of payments made by electronic transfer, payments will for all purposes be taken to be made when the Australian Agent gives irrevocable instructions in Sydney for the making of the relevant payment by electronic transfer, being instructions which would be reasonably expected to result, in the ordinary course of banking business, in the funds transferred reaching the account of the Noteholder on the same day as the day on which the instructions are given.
- (iv) If a cheque posted or an electronic transfer for which irrevocable instructions have been given by the Australian Agent is shown, to the satisfaction of the Australian Agent, not to have reached the Noteholder and the Australian Agent is able to recover the relevant funds, the Australian Agent may make such other arrangements as it thinks fit for the effecting of the payment in Sydney.
- (v) Interest will be calculated in the manner specified in Condition 4 and will be payable to the persons who are registered as Noteholders at the close of business in Sydney on the relevant Record Date and cheques will be made payable to the Noteholder (or, in the case of joint Noteholders, to the first-named) and sent to their registered address, unless instructions to the contrary are given by the Noteholder (or, in the case of joint Noteholders, by all the Noteholders) in such form as may be prescribed by the Australian Agent. Payments of principal will be made to, or to the order of, the persons who are registered as Noteholders at the close of business in Sydney on the relevant Record Date, subject, if so directed by the Australian Agent, to receipt from them of such instructions as the Australian Agent may require.
- (vi) If any day for payment in respect of any AMTN is not a Business Day, such payment shall not be made until the next following day which is a Business Day, and no further interest shall be paid in respect of the delay in such payment.
- (vii) Payments will be subject in all cases to any fiscal or other laws and regulations applicable thereto. Neither the Issuer nor the Australian Agent shall be liable to any Noteholder or other person for any commissions, costs, losses or expenses in relation to or resulting from such payments.

In this Condition 7(k) in relation to AMTNs, “**Record Date**” means, in the case of payments of principal or interest, the close of business in Sydney on the date which is the 15th calendar day before the due date of the relevant payment of principal or interest.

8 Taxation

All payments of principal and interest by or on behalf of the Issuer in respect of the Notes, the Receipts and the Coupons shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within (i) Singapore or, if different, the jurisdiction of tax residency of the Issuer, (ii) solely in the case of Notes issued by the Australia branch of the Issuer, Australia, (iii) solely in the case of Notes issued by the Hong Kong branch of the Issuer, Hong Kong, and (iv) solely in the case of Notes issued by the London branch of the Issuer, the United Kingdom, (each such jurisdiction, a **Relevant Taxing Jurisdiction**) or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the Issuer shall pay such additional amounts (the **Additional Amounts**) as shall result in receipt by the Receiptholders, Noteholders and Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such Additional Amounts shall be payable with respect to any Note, Receipt or Coupon:

- (a) **Other connection:** to, or to a third party on behalf of, a holder who is (i) treated as a resident of or as having a permanent establishment in the Relevant Taxing Jurisdiction for tax purposes or (ii) liable to such taxes, duties, assessments or governmental charges in respect of such Note, Receipt, Talon or Coupon by reason of his having some connection with the Relevant Taxing Jurisdiction other than the holding or ownership of the Note, Receipt, Talon or Coupon or receiving income therefrom, or the enforcement thereof; or
- (b) **Lawful avoidance of withholding:** to, or to a third party on behalf of, a holder who could lawfully avoid (but has not so avoided) such deduction or withholding by complying or procuring that any third party complies with any statutory requirements concerning the nationality, residence, identity or other attributes of the holder or beneficial owner or by making or procuring that any third party makes a declaration of non-residence or other similar claim for exemption to any tax authority in the place where the relevant Note (or the Certificate representing it), Receipt or Coupon is presented for payment; or
- (c) **Presentation more than 30 days after the Relevant Date:** where presentation is required or has occurred, presented (or in respect of which the Certificate representing it is presented) for payment more than 30 days after the Relevant Date except to the extent that the holder of it would have been entitled to such Additional Amounts on presenting it for payment on or before the 30th such day; or
- (d) **Payment to an associate:** to, or to a third party on behalf of, a holder of a Note issued by DBS Bank through its Australia branch who is an “associate” (as that term is defined in Section 128F(9) of the Income Tax Assessment Act 1936 of Australia) of DBS Bank and such holder is not acting in the capacity of a clearing house, paying agent, custodian, funds manager or responsible entity of a registered scheme within the meaning of the Australian Corporations Act; or
- (e) **TFN/ABN withholding tax:** to, or to a third party on behalf of, a holder of a Registered Note issued by DBS Bank through its Australia branch, if that person has not supplied an appropriate Australian tax file number, Australian Business Number or details of an applicable exemption from these requirements; or
- (f) **Garnishee directions by the Australian Commissioner of Taxation:** to, or to a third party on behalf of, a holder of a Note where such withholding or deduction is required to be made pursuant to a notice or direction issued by the Commissioner of Taxation under Section 255 of the Income Tax Assessment Act 1936 of Australia or Section 260-5 of Schedule 1 to the Taxation Administration Act 1953 of Australia or any similar law.

As used in these Conditions, “**Relevant Date**” in respect of any Note, Receipt, Talon or Coupon means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Noteholders that, upon further presentation of the Note (or relevant Certificate), Receipt, Talon or Coupon being made in accordance with the Conditions, such payment will be made, *provided that* payment is in fact made upon such presentation. References in these Conditions to (i) “**principal**” shall be deemed to include any premium payable in respect of the Notes, all Instalment Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts, Amortised Face Amounts and all other amounts in the nature of principal payable pursuant to Condition 5 or any amendment or supplement to it, (ii) “**interest**” shall be deemed to include all Interest Amounts and all other amounts payable pursuant to Condition 4 or any amendment or supplement to it and (iii) “**principal**” and/or “**interest**” shall be deemed to include any Additional Amounts that may be payable under this Condition or any undertaking given in addition to or in substitution for it under the Trust Deed.

Notwithstanding any other provision of the Conditions, all payments of principal and interest by or on behalf of the Issuers in respect of the Notes, the Receipts and the Coupons will be paid net of any deduction or withholding imposed or required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the **Code**), or otherwise imposed pursuant to Sections 1471 through 1474 of the Code (or any regulations thereunder or official interpretations thereof) or an intergovernmental agreement between the United States and another jurisdiction facilitating the implementation thereof (or any fiscal or regulatory legislation, rules or practices implementing such an intergovernmental agreement) (any such withholding or deduction, a **FATCA Withholding**). Neither the Issuer nor any other person will be required to pay any additional amounts in respect of FATCA Withholding.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.

9 Prescription

Claims against the Issuer for payment in respect of the Notes, Receipts and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.

10 Events of Default

- (a) **Senior Notes:** If any of the following events (**Events of Default**) occurs and is continuing, (x) in the case of Senior Notes (other than AMTNs), the Trustee at its discretion may, and if so requested by holders of at least one-quarter in nominal amount of the Senior Notes then outstanding or if so directed by an Extraordinary Resolution shall (but in respect of the events in paragraphs (ii) to (v) (inclusive) below, only if the Trustee certifies that the occurrence of such event is materially prejudicial to the interests of the Noteholders of any Series) (subject in each case to its being indemnified and/or secured and/or pre-funded to its satisfaction in its sole discretion), give notice to the Issuer that the Senior Notes are, and they shall immediately

become, due and payable at their Early Redemption Amount together (if applicable) with accrued interest or (y) in the case of AMTNs, the holder of an AMTN may give notice to the Australian Agent and DBS Bank that the AMTNs held by that holder are, and they shall immediately become, due and payable at their Early Redemption Amount together (if applicable) with accrued interest:

- (i) *Non-Payment*: default is made for more than 30 days in the payment on the due date of interest or principal in respect of any of the Senior Notes; or
- (ii) *Breach of Other Obligations*: the Issuer does not perform or comply with any one or more of its other obligations under the Senior Notes, the Trust Deed or the Note (AMTN) Deed Poll, which default has not been remedied within 30 days after notice of such default shall have been given to the Issuer by the Trustee or a holder of the relevant AMTNs; or
- (iii) *Enforcement Proceedings*: a distress, attachment, execution or other legal process is levied, enforced or sued out on or against the whole or a material part of the property, assets or revenues of the Issuer and is not discharged or stayed within 90 days; or
- (iv) *Insolvency*: the Issuer is (or is deemed by law or a court of competent jurisdiction to be) insolvent or bankrupt or unable to pay its debts as they fall due, stops, suspends or threatens to stop or suspend payment of all or a material (in the opinion of the Trustee in respect of Notes other than AMTNs) part of its debts or makes a general assignment or an arrangement or composition with or for the benefit of all its creditors or a moratorium is agreed or declared in respect of all or a material part of the debts of the Issuer; or
- (v) *Winding-up*: a judicial manager is appointed in relation to the Issuer, an order is made or an effective resolution passed for the winding-up or dissolution or administration of the Issuer, or the Issuer shall apply or petition for a winding-up or administration order in respect of itself or ceases or threatens, through an official action of its board of directors, to cease to carry on all or substantially all of its business or operations, in each case except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms previously approved by an Extraordinary Resolution (as defined in the Trust Deed).

(b) **Subordinated Notes**: In the case of the Subordinated Notes:

- (i) *Default*: “**Default**”, wherever used in this Condition 10(b), means (except as expressly provided below, whatever the reason for such Default and whether or not it shall be voluntary or involuntary or be effected by the operation of law or pursuant to any judgment, decree or order of any court or any order, rule or regulation of any administrative or governmental body) failure to pay principal of or interest on any Subordinated Note (which default in the case of principal continues for seven Business Days and in the case of interest continues for 14 Business Days) after the due date for such payment.

If a DBS Bank Write-off or a DBSH Write-off (as the case may be) has occurred pursuant to, or otherwise in accordance with, Condition 6, such event will not constitute a Default under these Conditions.

- (ii) *Enforcement*: If a Default occurs in relation to the Subordinated Notes and is continuing, the Trustee may institute proceedings in Singapore (but not elsewhere) for the winding-up of the Issuer. The Trustee shall have no right to enforce payment under or accelerate payment of any Subordinated Note in the case of such Default in payment on such Subordinated Note or a default in the performance of any other covenant of the Issuer in such Subordinated Note or in the Trust Deed except as provided for in this Condition 10 and Clause 7 of the Trust Deed.

Subject to the subordination provisions as set out in Condition 3 and in Clause 5 and Clause 7 of the Trust Deed, if a court order is made or an effective resolution is passed for the winding-up of the Issuer, there shall be payable on the relevant Subordinated Notes, after the payment in full of all claims of all DBS Bank Relevant Creditors (in the case of DBS Bank) or DBSH Relevant Creditors (in the case of DBSH), but in priority to holders of share capital of the Issuer and Tier 1 Capital Securities of the Relevant Issuer, such amount remaining after the payment in full of all claims of all DBS Bank Relevant Creditors (in the case of DBS Bank) or DBSH Relevant Creditors (in the case of DBSH) up to, but not exceeding, the nominal amount of the relevant Subordinated Notes together with interest accrued to the date of repayment.

- (iii) *Rights and Remedies upon Default:* If a Default in respect of the payment of principal of or interest on the Subordinated Notes occurs and is continuing, the sole remedy available to the Trustee shall be the right to institute proceedings in Singapore (but not elsewhere) for the winding-up of the Issuer. If the Issuer shall default in the performance of any obligation contained in the Trust Deed, the relevant Subordinated Notes other than a Default specified in Condition 10(b)(i) above, the Trustee and the Noteholders shall be entitled to every right and remedy given hereunder or thereunder or now or hereafter existing at law or in equity or otherwise, provided, however, that the Trustee shall have no right to enforce payment under or accelerate payment of any Subordinated Note except as provided in this Condition 10 and Clause 7 of the Trust Deed. If any court awards money damages or other restitution for any default with respect to the performance by the Issuer of its obligations contained in the Trust Deed, the relevant Subordinated Notes, the payment of such money damages or other restitution shall be subject to the subordination provisions set out herein and in Clause 5 and Clause 7 of the Trust Deed.
- (iv) *Entitlement of the Trustee:* The Trustee shall not be bound to take any of the actions referred to in Condition 10(b)(ii) and Condition 10(b)(iii) above or Clause 7.2 of the Trust Deed or any other action under the Trust Deed unless (i) it shall have been so requested by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders or in writing by the holders of at least one-quarter in nominal amount of the relevant Subordinated Notes then outstanding and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction in its sole discretion.
- (v) *Rights of Holders:* No Noteholder shall be entitled to proceed directly against the Issuer or to institute proceedings for the winding-up of the Issuer in Singapore or to prove in any winding-up of the Issuer unless the Trustee, having become so bound to proceed (in accordance with the terms of the Trust Deed and the Conditions) or being able to prove in such winding-up, fails to do so within a reasonable period and such failure shall be continuing, in which case the Noteholder shall have only such rights against the Issuer as those which the Trustee is entitled to exercise. No remedy against the Issuer, other than as referred to in this Condition 10 and Clause 7 of the Trust Deed, shall be available to the Trustee or any Noteholder whether for the recovery of amounts owing in relation to or arising from the relevant Subordinated Notes and/or the Trust Deed or in respect of any breach by the Issuer of any of its other obligations relating to or arising from the relevant Subordinated Notes and/or the Trust Deed.

11 Meetings of Noteholders, Modification and Waiver

Condition 11(a), Condition 11(b) and Condition 11(c) do not apply to AMTNs.

- (a) **Meetings of Noteholders:** The Trust Deed contains provisions for convening meetings of Noteholders to consider any matter affecting their interests, including the sanctioning by

Extraordinary Resolution (as defined in the Trust Deed) of a modification of any of these Conditions or any provision of the Trust Deed. Such a meeting may be convened by Noteholders holding not less than 10%, in nominal amount of the Notes for the time being outstanding. The quorum for any meeting convened to consider an Extraordinary Resolution shall be two or more persons holding or representing a clear majority in nominal amount of the Notes for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the nominal amount of the Notes held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to amend the dates of maturity or redemption of the Notes, any Instalment Date or any date for payment of interest or Interest Amounts on the Notes, (ii) to reduce or cancel the nominal amount of, or any Instalment Amount of, or any premium payable on redemption of, the Notes, (iii) to reduce the rate or rates of interest in respect of the Notes or to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Interest Amount in respect of the Notes, (iv) if a Minimum and/or a Maximum Rate of Interest, Instalment Amount or Redemption Amount is shown hereon, to reduce any such Minimum and/or Maximum, (v) to vary any method of, or basis for, calculating the Final Redemption Amount, the Early Redemption Amount or the Optional Redemption Amount, including the method of calculating the Amortised Face Amount, (vi) to vary the currency or currencies of payment or denomination of the Notes, (vii) to take any steps that as specified hereon may only be taken following approval by an Extraordinary Resolution to which the special quorum provisions apply, (viii) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass the Extraordinary Resolution or (ix) to modify Condition 3 in respect of the Subordinated Notes, in which case the necessary quorum shall be two or more persons holding or representing not less than 75%, or at any adjourned meeting not less than 25%, in nominal amount of the Notes for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Noteholders (whether or not they were present at the meeting at which such resolution was passed) and on all Couponholders and Receiptholders.

The Trust Deed provides that a resolution in writing signed by or on behalf of the holders of not less than 90%, in nominal amount of the Notes outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

These Conditions may be amended, modified or varied in relation to any Series of Notes by the terms of the applicable Pricing Supplement in relation to such Series.

- (b) **Modification of the Trust Deed and waiver:** The Trustee may agree, without the consent of the Noteholders, the Receiptholders or the Couponholders, to (i) any modification of any of the provisions of the Trust Deed which is, in its opinion, of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of applicable law or as required by CDP and/or the CMU and/or DTC and/or Euroclear and/or Clearstream, Luxembourg, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed that is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders. [Notwithstanding any other provision of these Conditions or the Trust Deed, no modification to any Condition or any provision of the Trust Deed may be made without the prior approval of MAS, to the extent that such modification changes or otherwise affects the eligibility of the Subordinated Notes as Tier 2 Capital Securities.]² Any such modification, authorisation or waiver shall be binding

² Include for Subordinated Notes.

on the Noteholders, the Receiptholders and the Couponholders and, if the Trustee so requires, such waiver or authorisation shall be notified to the Noteholders as soon as practicable.

- (c) **Entitlement of the Trustee:** In connection with the exercise of its functions (including but not limited to those referred to in this Condition 11) the Trustee shall have regard to the interests of the Noteholders, the Receiptholders or the Couponholders as a class and shall not have regard to the consequences of such exercise for individual Noteholders, Receiptholders or Couponholders and the Trustee shall not be entitled to require, nor shall any Noteholder, Receiptholders or Couponholder be entitled to claim, from the Issuer any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders, Receiptholders or Couponholders.
- (d) **Meetings of AMTN holders:** The Note (AMTN) Deed Poll contains provisions for convening meetings of holders of AMTNs to consider any matter affecting their interests.

12 Enforcement in respect of Senior Notes

In the case of Senior Notes (that are not AMTNs), at any time after the Senior Notes become due and payable, the Trustee may, at its discretion and without further notice, institute such proceedings against the Issuer as it may think fit to enforce the terms of the Trust Deed, the Senior Notes, the Receipts and the Coupons, but it need not take any such proceedings unless (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Noteholders holding at least one-quarter in nominal amount of the Senior Notes outstanding, and (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction in its sole discretion. No Noteholder, Receiptholder or Couponholder in respect of Senior Notes (that are not AMTNs) may proceed directly against the Issuer unless the Trustee, having become bound so to proceed (in accordance with the terms of the Trust Deed and the Conditions), fails to do so within a reasonable time and such failure is continuing, in which case such Noteholder, Receiptholder or Couponholder shall have only such rights against the Issuer as those which the Trustee is entitled to exercise. In the case of any AMTN, at any time after such AMTN becomes due and payable, the holder of such AMTN may at its discretion and without further notice, institute such proceeding against DBS Bank as it may think fit to enforce the terms of the Note (AMTN) Deed Poll and such AMTN.

13 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the Issuer and any entity related to the Issuer without accounting for any profit.

The Trustee may accept and rely without liability to Noteholders, Receiptholders or Couponholders on a report, confirmation or certificate or any advice of any accountants, financial advisors, financial institution or any other expert, whether or not addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may conclusively (without liability) accept and shall be entitled to rely on such report, confirmation, certificate or advice and such report, confirmation, certificate or advice shall be binding on the Issuer, the Trustee, the Noteholders, the Receiptholders and the Couponholders.

14 Replacement of Notes, Certificates, AMTN Certificates, Receipts, Coupons and Talons

If a Note, Certificate, Receipt, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority

regulations, at the specified office of the Issuing and Paying Agent (in the case of Bearer Notes, Receipts, Coupons or Talons) and of the Registrar (in the case of Certificates) or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Noteholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Note, Certificate, Receipt, Coupon or Talon is subsequently presented for payment or, as the case may be, for exchange for further Coupons, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Notes, Certificates, Receipts, Coupons or further Coupons) or talons and otherwise as the Issuer and/or Agent may require in their sole discretion. Mutilated or defaced Notes, Certificates, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

Should any AMTN Certificate be lost, stolen, mutilated, defaced or destroyed, upon written notice of such having been received by DBS Bank and the Australian Agent:

- (a) that AMTN Certificate will be deemed to be cancelled without any further formality; and
- (b) DBS Bank will, promptly and without charge, issue and deliver, and procure the authentication by the Australian Agent of, a new AMTN Certificate to represent the holding of the AMTNs that had been represented by the original AMTN Certificate.

15 Further Issues

The Issuer may from time to time without the consent of the Noteholders, the Couponholders or the Receiptholders create and issue further securities either having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Notes) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Notes include (unless the context requires otherwise) any other securities issued pursuant to this Condition 15 and forming a single series with the Notes. Any further securities forming a single series with the outstanding securities of any series (including the Notes) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Noteholders and the holders of securities of other series where the Trustee so decides.

16 Notices

Notices to the holders of Registered Notes shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notices to the holders of Bearer Notes shall be valid if published in a daily newspaper of general circulation in Singapore (which is expected to be The Business Times) or, so long as Notes are listed on the SGX-ST, published on the website of the SGX-ST www.sgx.com. If any such publication is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Singapore. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above. Notices regarding AMTNs may also be published in a leading daily newspaper of general circulation in Australia. If so given, it is expected that such notices will be published in The Australian Financial Review. Any such notice will be deemed to have been given on the date of such publication.

- (a) Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the holders of Bearer Notes in accordance with this Condition 16.

So long as the Notes are represented by the Global Certificate and the Global Certificate is held on behalf of:

- (i) CDP, DTC, Euroclear or Clearstream, Luxembourg or the Alternative Clearing System (as defined in the form of the Global Certificate), notices to Noteholders shall be given by delivery of the relevant notice to CDP (subject to the agreement of CDP), DTC, Euroclear or Clearstream, Luxembourg or the Alternative Clearing System, for communication by it to entitled accountholders in substitution for notification as required by the Conditions; or
- (ii) the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the Hong Kong Monetary Authority on the business day preceding the date of despatch of such notice,

except that if the Notes are listed on the SGX-ST, and the rules of the SGX-ST so require, notice will in any event be published as provided above.

- (b) A DBS Bank Trigger Event Notice or a DBSH Trigger Event Notice (as the case may be) to the holders of the relevant Subordinated Notes shall be deemed to have been validly given on the date on which such notice is published in a daily newspaper of general circulation in Singapore (which is expected to be The Business Times) or, so long as Notes are listed on the SGX-ST, published on the website of the SGX-ST www.sgx.com. If any such publication is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Singapore. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above.

17 Currency Indemnity

Any amount received or recovered in a currency other than the currency in which payment under the relevant Note, Coupon or Receipt is due (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the insolvency, winding-up or dissolution of the Issuer or otherwise) by any Noteholder or Couponholder in respect of any sum expressed to be due to it from the Issuer shall only constitute a discharge to the Issuer to the extent of the amount in the currency of payment under the relevant Note, Coupon or Receipt that the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If the amount received or recovered is less than the amount expressed to be due to the recipient under any Note, Coupon or Receipt, the Issuer shall indemnify it against any loss sustained by it as a result. In any event, the Issuer shall indemnify the recipient against the cost of making any such purchase. For the purposes of this Condition, it shall be sufficient for the Noteholder or Couponholder, as the case may be, to demonstrate that it would have suffered a loss had an actual purchase been made. These indemnities constitute a separate and independent obligation from the Issuer's other obligations, shall give rise to a separate and independent cause of action, shall apply irrespective of any indulgence granted by any Noteholder or Couponholder and shall continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Note, Coupon or Receipt or any other judgment or order.

18 Contracts (Rights of Third Parties) Act

[No person shall have any right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 1999 except and to the extent (if any) that the Notes expressly provide for such Act to apply to any of their terms.]³

[No person shall have the right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore.]⁴

19 Governing Law and Jurisdiction

Conditions 19(a), 19(b) and 19(c) do not apply to AMTNs.

(a) **Governing Law:** The Trust Deed, the Notes, the Receipts, the Coupons and the Talons and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, [English law]⁵ [, save that the provisions in relation to subordination, set-off and payment void and default and enforcement are governed by and shall be construed in accordance with Singapore law]⁶ [Singapore law]^{7,8}.

(b) **Jurisdiction:** [The Courts of [England]^{5,6} [Singapore]⁷ are to have jurisdiction to settle any disputes that may arise out of or in connection with any Notes, Receipts, Coupons or Talons[, save that the courts of Singapore shall have exclusive jurisdiction to settle any disputes that arise out of or are in connection with the provisions in relation to subordination, set-off and payment void and default and enforcement]⁶ and accordingly any legal action or proceedings arising out of or in connection with any Notes, Receipts, Coupons or Talons (**Proceedings**) may be brought in such courts.]^{5,7} [Insofar that the Proceedings do not arise out of or are in connection with the provisions in relation to subordination, set-off and payment void and default and enforcement,]⁶ [T/the Issuer irrevocably submits to the jurisdiction of the courts of [England]⁵ [Singapore]⁷ and waives any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is made for the benefit of each of the holders of the Notes, Receipts, Coupons and Talons and shall not affect the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not).]⁵ [Insofar that the Proceedings arise out of or are in connection with the provisions in relation to subordination, set-off and payment void and default and enforcement, all parties irrevocably submit to the exclusive jurisdiction of the courts of Singapore and waive any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.]⁶

[The Courts of Singapore are to have exclusive jurisdiction to settle any disputes that may arise out of or in connection with any Notes, Receipts, Coupons or Talons and accordingly any legal action or proceedings arising out of or in connection with any Notes, Receipts, Coupons or Talons (**Proceedings**) shall be brought in such courts. [All parties irrevocably submit to the exclusive jurisdiction of the courts of Singapore and waive any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.]⁹

³ Include for Notes governed by English law.

⁴ Include for Notes governed by Singapore law.

⁵ Include for Notes governed by English law.

⁶ Include for Subordinated Notes governed by English Law.

⁷ Include for Senior Notes governed by Singapore law.

⁸ Include for Subordinated Notes governed by Singapore law.

(c) **[Service of Process:**

- (i) DBS Bank has in the Trust Deed agreed that its branch in England shall accept service of process on its behalf in respect of any Proceedings in England. Such service shall be deemed completed on delivery to such process agent (whether or not, it is forwarded to and received by the Issuer). If for any reason such branch ceases to be able to accept service of process in England, DBS Bank shall immediately appoint a new agent to accept such service of process in England.
- (ii) DBSH has in the Trust Deed agreed that DBS Bank's branch in England shall accept service of process on its behalf in respect of any proceeding in England. Such service shall be deemed completed on delivery to such process agent (whether or not it is forwarded to and received by the Issuer). If for any reason such branch ceases to be able to accept service of process in England, DBSH shall immediately appoint a new agent to accept such service of process in England.]⁹

(d) **AMTNs:**

This Condition 19(d) shall only apply to AMTNs.

- (i) The AMTNs, the Australian Agency Agreement and the Note (AMTN) Deed Poll shall be governed by the laws in force in New South Wales, Australia.
- (ii) The courts of New South Wales, Australia and the courts of appeal from them are to have non-exclusive jurisdiction to settle any disputes which may arise out of or in connection with them and any suit, action or proceedings arising out of or in connection with the AMTNs, the Australian Agency Agreement and the Note (AMTN) Deed Poll (together referred to as **Australian Proceedings**) may be brought in such courts.
- (iii) For so long as any AMTNs are outstanding, DBS Bank agrees that its Australia branch shall accept service of process on its behalf in New South Wales, Australia in respect of any Australian Proceedings. In the event there is no such branch the Issuer shall immediately appoint another agent to accept such service of process in Australia.

20 Headings

Headings are for convenience only and do not affect the interpretation of these Terms and Conditions.

⁹ Include for Notes governed by English law.

TERMS AND CONDITIONS OF THE PERPETUAL CAPITAL SECURITIES

*The following is the text of the terms and conditions (the **Conditions**) that, save for the words in italics and, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the applicable Pricing Supplement, shall be applicable to the Perpetual Capital Securities in definitive form (if any) issued in exchange for the Global Certificate(s) representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the applicable Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on the Certificates relating to such Perpetual Capital Securities. All capitalised terms that are not defined in these Conditions will have the meanings given to them in the applicable Pricing Supplement or the Trust Deed, as the case may be. Those definitions will be endorsed on the Certificates. References in the Conditions to “**Perpetual Capital Securities**” are to (where the Issuer is DBS Bank) the DBS Bank Perpetual Capital Securities of one Series only or (where the Issuer is DBSH) the DBSH Perpetual Capital Securities of one Series only, not to all Perpetual Capital Securities that may be issued under the Programme. References in these Conditions to the “**Issuer**” are references to: (i) DBS Bank; and (ii) DBSH, as specified in the applicable Pricing Supplement.*

The Perpetual Capital Securities are constituted by an amended and restated Trust Deed (as amended or supplemented as at the date of issue of the Perpetual Capital Securities (the **Issue Date**), the **Trust Deed**) dated 12 April 2017 between DBS Bank Ltd. (**DBS Bank**), DBS Group Holdings Ltd (**DBSH** and, together with DBS Bank, the **Issuers** and each an **Issuer**) and The Bank of New York Mellon, London Branch (the **Trustee**, which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Securityholders (as defined below) [as supplemented by the Singapore Supplemental Trust Deed (as amended or supplemented as at the Issue Date) dated 12 April 2017 among the Issuers and the Trustee]¹ and, where applicable, the Perpetual Capital Securities which are specified in the applicable Pricing Supplement to be held in and cleared through The Central Depository (Pte) Limited (**CDP**) are issued with the benefit of a deed of covenant dated 14 April 2016 each relating to the Perpetual Capital Securities executed by the Relevant Issuer (each as amended, varied or supplemented from time to time (the **CDP Deed of Covenant**)).

These terms and conditions (the **Conditions**) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Perpetual Capital Securities and Certificates referred to below. An amended and restated Agency Agreement (as amended or supplemented as at the Issue Date, the **Agency Agreement**) dated 12 April 2017 has been entered into in relation to the Perpetual Capital Securities among the Issuers, the Trustee, The Bank of New York Mellon, London Branch as initial issuing and paying agent (except as otherwise described below), The Bank of New York Mellon, Hong Kong Branch as the lodging and paying agent for the Perpetual Capital Securities to be held in the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (the **CMU Service**), The Bank of New York Mellon, Singapore Branch as paying agent for the Perpetual Capital Securities to be cleared through the computerised system (the **CDP System**) operated by the CDP, The Bank of New York Mellon as issuing and paying agent for the Perpetual Capital Securities to be cleared through The Depository Trust Company (**DTC**) and the other agents named in it. The issuing and paying agent, the CMU lodging and paying agent, the CDP paying agent, the other paying agents, the registrars, the transfer agents and the calculation agent(s) for the time being (if any) are referred to below respectively as the “**Issuing and Paying Agent**”, the “**CMU Lodging and Paying Agent**”, the “**CDP Paying Agent**”, the “**Paying Agents**” (which expression shall include the Issuing and Paying Agent, the CMU Lodging and Paying Agent and the CDP Paying Agent), the “**Registrar**”, the “**Transfer Agents**” (which expression shall include the Registrars) and the “**Calculation Agent(s)**”. For the purposes of

¹ Include for Perpetual Capital Securities governed by Singapore law.

these Conditions, all references (other than in relation to the determination of Distribution and other amounts payable in respect of the Perpetual Capital Securities) to the Issuing and Paying Agent shall, unless provided otherwise, with respect to a Series of Perpetual Capital Securities to be held in the CMU Service, be deemed to be a reference to the CMU Lodging and Paying Agent and all such references shall be construed accordingly. References in these conditions to the “**Issuer**” are to the entity named as such in the applicable Pricing Supplement and “**subsidiary**” has the meaning given to this term under the Companies Act, Chapter 50 of Singapore. For the purposes of these Conditions, all references to the Issuing and Paying Agent shall, unless provided otherwise, with respect to a Series of Perpetual Capital Securities to be held in the CDP, be deemed to be a reference to the CDP Paying Agent and all such references shall be construed accordingly. Copies of the Trust Deed, CDP Deed of Covenant and the Agency Agreement referred to above are available for inspection free of charge during usual business hours at the principal office of the Trustee (presently at One Canada Square, London, E14 5AL, United Kingdom) and at the specified offices of the Paying Agents and the Transfer Agent.

The Securityholders are entitled to the benefit of, are bound by, and are deemed to have notice of, these Conditions, all the provisions of the Trust Deed and the applicable Pricing Supplement, and are deemed to have notice of those provisions applicable to them of the Agency Agreement. The Pricing Supplement for this Perpetual Capital Security (or the relevant provisions thereof) is attached to or endorsed on this Perpetual Capital Security. References to “**applicable Pricing Supplement**” are to the Pricing Supplement (or relevant provisions thereof) attached to or endorsed on this Perpetual Capital Security.

All capitalised terms that are not defined in these Conditions will have the meanings given to them in the applicable Pricing Supplement or the Trust Deed, as the case may be.

1 Form, Denomination and Title

The Perpetual Capital Securities are issued in registered form only, in each case in the Specified Denomination(s) shown hereon.

*All Perpetual Capital Securities shall have the same Specified Denomination. Unless otherwise permitted by the then current laws and regulations, Perpetual Capital Securities which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of Section 19 of the Financial Services and Markets Act 2000 will have a minimum denomination of GBP 100,000 (or its equivalent in other currencies). Perpetual Capital Securities sold in reliance on Rule 144A will be in minimum denominations of USD 200,000 (or its equivalent in other currencies) and integral multiples of USD 1,000 (or its equivalent in other currencies) in excess thereof, subject to compliance with all legal and/or regulatory requirements applicable to the relevant currency. Perpetual Capital Securities which are listed on the Singapore Exchange Securities Trading Limited or any successor thereto (the **SGX-ST**) will be traded on the SGX-ST in a minimum board lot size of SGD 200,000 (or its equivalent in other currencies) or such other amount as may be allowed or required from time to time. In the case of any Perpetual Capital Securities which are to be admitted to trading on a regulated market within the European Economic Area or offered to the public in a Member State of the European Economic Area in circumstances which require the publication of a prospectus under Directive 2003/71/EC, the minimum Specified Denomination shall be €100,000 (or its equivalent in any other currency as at the date of issue of the relevant Perpetual Capital Securities).*

Each Perpetual Capital Security may be a Fixed Rate Perpetual Capital Security or a Floating Rate Perpetual Capital Security, a combination of any of the foregoing or any other kind of Perpetual Capital Security, depending upon the Distribution and Redemption/Payment Basis shown thereon.

Perpetual Capital Securities are represented by registered certificates (**Certificates**) and, save as provided in Condition 2(b), each Certificate shall represent the entire holding of Perpetual Capital Securities by the same holder.

Title to the Perpetual Capital Securities shall pass by registration in the register that the Issuer shall procure to be kept by the relevant Registrar (the **Registrar**). The Issuer may appoint a registrar (the **Alternative Registrar**) in accordance with the provisions of the Agency Agreement other than the Registrar in relation to any Series. In these Conditions, "**Registrar**" includes the Registrar or, as the case may be, the Alternative Registrar, as specified hereon. Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Perpetual Capital Security shall be deemed to be and may be treated as its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on the Certificate representing it or its theft or loss or that of the related Certificate and no person shall be liable for so treating the holder.

In these Conditions, "**Securityholder**" means the person in whose name a Perpetual Capital Security is registered (as the case may be), "**holder**" (in relation to a Perpetual Capital Security) means the person in whose name a Perpetual Capital Security is registered and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Perpetual Capital Securities.

2 Transfers of Perpetual Capital Securities

- (a) **Transfer of Perpetual Capital Securities:** Subject to Condition 7, one or more Perpetual Capital Securities may be transferred upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate representing such Perpetual Capital Securities to be transferred, together with the form of transfer endorsed on such Certificate, (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or Transfer Agent may reasonably require without service charge and subject to payment of any taxes, duties and other governmental charges in respect of such transfer. In the case of a transfer of part only of a holding of Perpetual Capital Securities represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Perpetual Capital Securities and entries on the Register will be made subject to the detailed regulations concerning transfers of Perpetual Capital Securities scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Trustee and the Registrar. A copy of the current regulations will be made available by the Registrar to any Securityholder upon request.

Transfers of interests in the Perpetual Capital Securities evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

Transfers of interests in any DBS Bank Perpetual Capital Securities that are the subject of a DBS Bank Trigger Event Notice issued in accordance with Condition 7 shall not be permitted during any Suspension Period (as defined in this Condition 2).

Transfers of interests in any DBSH Perpetual Capital Securities that are the subject of a DBSH Trigger Event Notice issued in accordance with Condition 7 shall not be permitted during any Suspension Period.

- (b) **Exercise of Options or Partial Redemption or Partial Write-off in Respect of Perpetual Capital Securities:** In the case of an exercise of an Issuer's option in respect of, or a partial redemption of or a partial DBS Bank Write-off or DBSH Write-off (as the case may be) of, a

holding of Perpetual Capital Securities represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed or Written-off, as the case may be. In the case of a partial exercise of an option resulting in Perpetual Capital Securities of the same holding having different terms, separate Certificates shall be issued in respect of those Perpetual Capital Securities of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Perpetual Capital Securities to a person who is already a holder of Perpetual Capital Securities, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

- (c) **Delivery of New Certificates:** Each new Certificate to be issued pursuant to Condition 2(a) or (b) shall be available for delivery within five business days of receipt of the request for transfer, exercise, redemption or exchange, form of transfer and surrender of the Certificate for exchange, except (in the case of DBS Bank) for any write-off pursuant to Condition 7(a) or (in the case of DBSH) for any write-off pursuant to Condition 7(b) in which case any new Certificate to be issued shall be available for delivery as soon as reasonably practicable. Delivery of the new Certificate(s) shall be made at the specified office of the Transfer Agent or of the Registrar (as the case may be) to whom delivery or surrender of such request for transfer, exercise, redemption or exchange, form of transfer, Exercise Notice or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the relevant Transfer Agent or the Registrar the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(c), “**business day**” means a day, other than a Saturday or Sunday, on which banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar (as the case may be).
- (d) **Transfers Free of Charge:** Transfers of Perpetual Capital Securities and Certificates on registration, transfer, exercise of an option or partial redemption or partial write-off shall be effected without charge by or on behalf of the Issuer, the Registrar or the Transfer Agents, but upon payment by the relevant Securityholder of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity as the Registrar or the relevant Transfer Agent may require).
- (e) **Closed Periods:** No Securityholder may require the transfer of a Perpetual Capital Security to be registered:
 - (i) during the period of 15 days ending on the due date for redemption of that Perpetual Capital Security;
 - (ii) during the period of 15 days prior to any date on which Perpetual Capital Securities may be called for redemption by the Issuer at its option pursuant to Condition 6(d);
 - (iii) after any such Perpetual Capital Security has been called for redemption;
 - (iv) during the period of 15 days ending on (and including) any date on which payment is due;
or
 - (v) during a Suspension Period.

In these Conditions:

“Suspension Period” means the period commencing on the business day in Singapore immediately following the date of a DBS Bank Trigger Event Notice or a DBSH Trigger Event Notice (as the case may be) and ending on the earlier of the close of business in Singapore on:

- (x) the date on which the Registrar or any other Agent has (A) reflected the relevant DBS Bank Write-off or DBSH Write-off (as the case may be) in the Register or (B) issued a new Certificate (as the case may be) to such Securityholder in respect of the related DBS Bank Write-off or DBSH Write-off (as the case may be); or
- (y) with respect to the Perpetual Capital Securities represented by a Global Certificate and cleared through a clearing system, on the 10th business day in Singapore immediately following the date of receipt of any such notice by the relevant clearing system(s).

3 Status

(a) **Status of Perpetual Capital Securities:**

- (i) *Status of DBS Bank Perpetual Capital Securities:* The Perpetual Capital Securities issued by DBS Bank (the **DBS Bank Perpetual Capital Securities**) constitute direct, unsecured and subordinated obligations of DBS Bank. The rights and claims of the Securityholders are subordinated as described below.
- (ii) *Status of DBSH Perpetual Capital Securities:* The Perpetual Capital Securities issued by DBSH (the **DBSH Perpetual Capital Securities**) constitute direct, unsecured and subordinated obligations of DBSH. The rights and claims of the Securityholders are subordinated as described below.

(b) **Subordination:**

- (i) *DBS Bank Subordination:* Upon the occurrence of any winding-up proceedings, the rights of the Securityholders to payment of principal of and Distributions (as described under Condition 4) on the DBS Bank Perpetual Capital Securities and any other obligations in respect of the DBS Bank Perpetual Capital Securities are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBS Bank Relevant Creditors and will rank senior to DBS Bank Junior Obligations. The DBS Bank Perpetual Capital Securities will rank *pari passu* with DBS Bank Additional Tier 1 Capital Securities and any instrument or security issued, entered into or guaranteed by DBS Bank that ranks or is expressed to rank, buy its terms or operation of law, *pari passu* with a DBS Bank Perpetual Capital Security. In the event that:
 - (A) the Securityholders do not receive payment in full of principal due and payable in respect of the DBS Bank Perpetual Capital Securities plus Distributions thereon accrued to the date of repayment in any winding-up of DBS Bank; and
 - (B) the winding-up order or resolution passed for the winding-up of DBS Bank or the dissolution of DBS Bank is subsequently stayed, discharged, rescinded, avoided, annulled or otherwise rendered inoperative,

then to the extent that such Securityholders did not receive payment in full of such principal of and Distributions on such DBS Bank Perpetual Capital Securities, such unpaid amounts shall remain payable in full; *provided that* payment of such unpaid amounts shall be subject to the provisions under this Condition 3 and Condition 11 and Clause 5 and Clause 7 of the Trust Deed.

All securities that qualified as DBS Bank Additional Tier 1 Capital Securities on or before 31 December 2012 shall rank pari passu with all securities issued by DBS Bank on and from 1 January 2013 that qualify as DBS Bank Additional Tier 1 Capital Securities.

The subordination provisions set out in this Condition 3(b) are effective only upon the occurrence of any winding-up proceedings of DBS Bank. In the event that a DBS Bank Trigger Event occurs the rights of holders of DBS Bank Perpetual Capital Securities shall be subject to Condition 7. This may not result in the same outcome for DBS Bank Securityholders as would otherwise occur under this Condition 3(b) upon the occurrence of any winding-up proceedings of DBS Bank.

- (ii) *DBSH Subordination:* Upon the occurrence of any winding-up proceedings, the rights of the Securityholders to payment of principal of and Distributions on the DBSH Perpetual Capital Securities and any other obligations in respect of the DBSH Perpetual Capital Securities are expressly subordinated and subject in right of payment to the prior payment in full of all claims of DBSH Relevant Creditors and will rank senior to DBSH Junior Obligations. The DBSH Perpetual Capital Securities will rank *pari passu* with DBSH Additional Tier 1 Capital Securities and any instrument or security issued, entered into or guaranteed by DBSH that ranks or is expressed to rank, buy its terms or operation of law, *pari passu* with a DBSH Perpetual Capital Security. In the event that:
- (A) the Securityholders do not receive payment in full of principal due and payable in respect of the DBSH Perpetual Capital Securities plus Distributions thereon accrued to the date of repayment in any winding-up of DBSH; and
 - (B) the winding-up order or resolution passed for the winding-up of DBSH or the dissolution of DBSH is subsequently stayed, discharged, rescinded, avoided, annulled or otherwise rendered inoperative,

then to the extent that such Securityholders did not receive payment in full of such principal of and Distributions on such DBSH Perpetual Capital Securities, such unpaid amounts shall remain payable in full; provided that payment of such unpaid amounts shall be subject to the provisions under this Condition 3 and Condition 11 and Clause 5 and Clause 7 of the Trust Deed.

The subordination provisions set out in this Condition 3(b) are effective only upon the occurrence of any winding-up proceedings of DBSH. In the event that a DBSH Trigger Event occurs the rights of holders of DBSH Perpetual Capital Securities shall be subject to Condition 7. This may not result in the same outcome for DBSH Securityholders as would otherwise occur under this Condition 3(b) upon the occurrence of any winding-up proceedings of DBSH.

The Issuer has agreed, pursuant to the terms of the Trust Deed, to indemnify the Securityholders against any loss incurred as a result of any judgment or order being given or made for any amount due under the Perpetual Capital Securities and such judgment or order being expressed and paid in a currency other than the Specified Currency. Any amounts due under such indemnification will be similarly subordinated in right of payment with other amounts due on the Perpetual Capital Securities and payment thereof shall be subject to the provisions under this Condition 3 and Condition 11(b) and Clause 7.3 of the Trust Deed.

On a winding-up of the Issuer, there may be no surplus assets available to meet the claims of the Securityholders after the claims of the parties ranking senior to the Securityholders (as provided in this Condition 3 and Clause 5 of the Trust Deed) have been satisfied.

In these Conditions:

“Additional Tier 1 Capital Securities” means the DBS Bank Additional Tier 1 Capital Securities and/or the DBSH Additional Tier 1 Capital Securities, as the context may require;

“DBS Bank Additional Tier 1 Capital Securities” means:

- (i) any security issued by DBS Bank; or
- (ii) any other similar obligation issued by any subsidiary of DBS Bank that is guaranteed by DBS Bank,

that, in each case, constitutes Additional Tier 1 capital of (x) DBS Bank, on an unconsolidated basis, (y) the DBS Bank Group, on a consolidated basis, or (z) the DBSH Group, on a consolidated basis, pursuant to the relevant requirements set out in (I) (in the case of (x) and (y) above) MAS Notice 637 or (II) (in the case of (z) above) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

“DBS Bank Group” means DBS Bank and its subsidiaries;

“DBS Bank Junior Obligations” means:

- (i) any DBS Bank Share; and
- (ii) any class of DBS Bank’s share capital and any instrument or security (including without limitation any preference shares) issued, entered into or guaranteed by DBS Bank which ranks or is expressed to rank, by its terms or by operation of law, junior to a DBS Bank Perpetual Capital Security;

“DBS Bank Relevant Creditors” means creditors of DBS Bank (including DBS Bank’s depositors) other than those whose claims are expressed to rank *pari passu* or junior to the claims of the holders of the DBS Bank Perpetual Capital Securities;

“DBS Bank Shares” means the ordinary shares of DBS Bank;

“DBSH Additional Tier 1 Capital Securities” means:

- (i) any security issued by DBSH; or
- (ii) any other similar obligation issued by any subsidiary of DBSH that is guaranteed by DBSH,

that, in each case, constitutes Additional Tier 1 capital of (x) DBSH, on an unconsolidated basis, or (y) the DBSH Group, on a consolidated basis, pursuant to the relevant requirements set out in (I) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or (II) any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

“DBSH Group” means DBSH and its subsidiaries;

“DBSH Junior Obligations” means:

- (i) any DBSH Share; and
- (ii) any class of DBSH share capital and any instrument or security (including without limitation any preference shares) issued, entered into or guaranteed by DBSH which ranks or is expressed to rank, by its terms or by operation of law, junior to a DBSH Perpetual Capital Security;

“DBSH Relevant Creditors” means creditors of DBSH other than those whose claims are expressed to rank *pari passu* or junior to the claims of the holders of DBSH Perpetual Capital Securities;

“DBSH Shares” means the ordinary shares of DBSH;

“Designated Financial Holding Companies” shall have the meaning ascribed to it in the Financial Holding Companies Act 2013;

“Junior Obligations” means the DBS Bank Junior Obligations and/or the DBSH Junior Obligations, as the context may require;

“MAS” means the Monetary Authority of Singapore or such other governmental authority having primary bank supervisory authority with respect to the Issuers; and

“MAS Notice 637” means MAS Notice 637 – “Notice on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore” issued by the MAS, as amended, replaced or supplemented from time to time.

- (c) **Set-off and Payment Void:** No Securityholder may exercise, claim or plead any right of set-off, counterclaim or retention in respect of any amount owed to it by the Issuer arising under or in connection with the Perpetual Capital Securities. Each Securityholder shall, by acceptance of any Perpetual Capital Security be deemed to have waived all such rights of set-off, counterclaim or retention to the fullest extent permitted by law. If, at any time, any Securityholder receives payment or benefit of any sum in respect of the Perpetual Capital Securities (including any benefit received pursuant to any such set-off, counter-claim or retention) other than in accordance with Clause 7.3.2 of the Trust Deed and the second paragraph of Condition 11(b), the payment of such sum or receipt of such benefit shall, to the fullest extent permitted by law, be deemed void for all purposes and such Securityholder, by acceptance of such Perpetual Capital Security, shall agree as a separate and independent obligation that any such sum or benefit so received shall forthwith be paid or returned in full by such Securityholder to the Issuer upon demand by the Issuer or, in the event of the winding-up of the Issuer, the liquidator of the Issuer, whether or not such payment or receipt shall have been deemed void under the Trust Deed. Any sum so paid or returned shall then be treated for purposes of the Issuer’s obligations as if it had not been paid by the Issuer, and its original payment shall be deemed not to have discharged any of the obligations of the Issuer under the Perpetual Capital Securities.

4 Distributions and other Calculations

- (a) **Distribution on Fixed Rate Perpetual Capital Securities:** Subject to Condition 5, each Fixed Rate Perpetual Capital Security confers a right to receive distribution (each a **Distribution**) on its outstanding nominal amount from and including the Distribution Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Distribution, such Distribution being payable in arrear on each Distribution Payment Date.

The Rate of Distribution in respect of a Fixed Rate Perpetual Capital Security shall be:

- (i) (if no Reset Date is specified in the applicable Pricing Supplement) the Initial Distribution Rate; or
- (ii) (if a Reset Date is specified in the applicable Pricing Supplement):
- (A) for the period from, and including, the Distribution Commencement Date to, but excluding, the First Reset Date specified in the applicable Pricing Supplement, the Initial Distribution Rate; and
- (B) for the period from, and including, the First Reset Date and each Reset Date (as specified in the applicable Pricing Supplement) falling thereafter to, but excluding, the immediately following Reset Date, the Reset Distribution Rate.

The amount of Distribution payable shall be determined in accordance with Condition 4(e).

For the purposes of this Condition 4(a), “**Reset Distribution Rate**” means the Relevant Rate with respect to the relevant Reset Date plus the Initial Spread.

(b) **Distribution on Floating Rate Perpetual Capital Securities:**

(i) *Distribution Payment Dates:* Subject to Condition 5, each Floating Rate Perpetual Capital Security confers a right to receive distribution (each a **Distribution**) on its outstanding nominal amount from and including the Distribution Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Distribution, such Distribution being payable in arrear on each Distribution Payment Date. The amount of Distribution payable shall be determined in accordance with Condition 4(e). Such Distribution Payment Date(s) is/are either shown hereon as Specified Distribution Payment Dates or, if no Specified Distribution Payment Date(s) is/are shown hereon, Distribution Payment Date shall mean each date which falls the number of months or other period shown hereon as the Distribution Period after the preceding Distribution Payment Date or, in the case of the first Distribution Payment Date, after the Distribution Commencement Date.

(ii) *Business Day Convention:* If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (x) such date shall be brought forward to the immediately preceding Business Day and (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment, (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day, (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day or (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.

(iii) *Rate of Distribution for Floating Rate Perpetual Capital Securities:* The Rate of Distribution in respect of Floating Rate Perpetual Capital Securities for each Distribution Accrual Period shall be determined in the manner specified hereon and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified hereon.

(A) **ISDA Determination for Floating Rate Perpetual Capital Securities**

Where ISDA Determination is specified hereon as the manner in which the Rate of Distribution is to be determined, the Rate of Distribution for each Distribution Accrual Period shall be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate. For the purposes of this paragraph (A), “**ISDA Rate**” for a Distribution Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- (x) the Floating Rate Option is as specified hereon;
- (y) the Designated Maturity is a period specified hereon; and

- (z) the relevant Reset Date is the first day of that Distribution Accrual Period unless otherwise specified hereon.

For the purposes of this paragraph (A), “**Floating Rate**”, “**Calculation Agent**”, “**Floating Rate Option**”, “**Designated Maturity**”, “**Reset Date**” and “**Swap Transaction**” have the meanings given to those terms in the ISDA Definitions.

- (B) Screen Rate Determination for Floating Rate Perpetual Capital Securities where the Reference Rate is not specified as being SIBOR or SOR

- (x) Where Screen Rate Determination is specified hereon as the manner in which the Rate of Distribution is to be determined, the Rate of Distribution for each Distribution Accrual Period will, subject as provided below, be either:

- (I) the offered quotation; or
- (II) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page as at either 11.00 a.m. (London time in the case of LIBOR or Brussels time in the case of EURIBOR or Hong Kong time in the case of HIBOR) on the Distribution Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Reference Rate from time to time in respect of Floating Rate Perpetual Capital Securities is specified hereon as being other than LIBOR, EURIBOR or HIBOR, the Rate of Distribution in respect of such Perpetual Capital Securities will be determined as provided hereon;

- (y) If the Relevant Screen Page is not available or if, paragraph (x)(I) above applies and no such offered quotation appears on the Relevant Screen Page or if paragraph (x)(II) above applies and fewer than three such offered quotations appear on the Relevant Screen Page in each case as at the time specified above, subject as provided below, the Calculation Agent shall request, if the Reference Rate is LIBOR, the principal London office of each of the Reference Banks or, if the Reference Rate is EURIBOR, the principal Euro-zone office of each of the Reference Banks or, if the Reference Rate is HIBOR, the principal Hong Kong office of each of the Reference Banks, to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the Distribution Determination Date in question. If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Rate of Distribution for such Distribution Accrual Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and

- (z) If paragraph (y) above applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Distribution shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the relevant Distribution Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in, if the Reference Rate is LIBOR, the London interbank market or, if the Reference Rate is EURIBOR, the Euro-zone interbank market or, if the Reference Rate is HIBOR, the Hong Kong interbank market, as the case may be, or, if fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time), on the relevant Distribution Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Trustee and the Issuer suitable for such purpose) informs the Calculation Agent it is quoting to leading banks in, if the Reference Rate is LIBOR, the London interbank market or, if the Reference Rate is EURIBOR, the Euro-zone interbank market or, if the Reference Rate is HIBOR, the Hong Kong interbank market, as the case may be, *provided that*, if the Rate of Distribution cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Distribution shall be determined as at the last preceding Distribution Determination Date (though substituting, where a different Margin or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum or Minimum Rate of Distribution relating to the relevant Distribution Accrual Period, in place of the Margin or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Accrual Period).
- (C) Screen Rate Determination for Floating Rate Perpetual Capital Securities where the Reference Rate is specified as being SIBOR, SOR or BBSW
- (x) Each Floating Rate Perpetual Capital Security where the Reference Rate is specified as being SIBOR (in which case such Perpetual Capital Security will be a SIBOR Perpetual Capital Security) or SOR (in which case such Perpetual Capital Security will be a Swap Rate Perpetual Capital Security) confers a right to receive Distributions at a floating rate determined by reference to a benchmark as specified hereon or, in any case, such other benchmark as specified hereon.

- (y) The Rate of Distribution payable from time to time in respect of each Floating Rate Perpetual Capital Security under this Condition 4(b)(iii)(C) will be determined by the Calculation Agent on the basis of the following provisions:
- (l) in the case of Floating Rate Perpetual Capital Securities which are SIBOR Perpetual Capital Securities:
- (aa) the Calculation Agent will, at or about the Relevant Time on the relevant Distribution Determination Date in respect of each Distribution Period, determine the Rate of Distribution for such Distribution Period which shall be the offered rate for deposits in Singapore dollars for a period equal to the duration of such Distribution Period which appears on the Reuters Screen ABSIRFIX1 Page under the caption "ABS SIBOR FIX – SIBOR AND SWAP OFFER RATES – RATES AT 11.00 HRS SINGAPORE TIME" and the column headed "SGD SIBOR" (or such other Relevant Screen Page);
- (bb) if no such rate appears on the Reuters Screen ABSIRFIX1 Page (or such other replacement page thereof or, if no rate appears, on such other Relevant Screen Page) or if Reuters Screen ABSIRFIX1 page (or such other replacement page thereof or such other Relevant Screen Page) is unavailable for any reason, the Calculation Agent will request the principal Singapore offices of each of the Reference Banks to provide the Calculation Agent with the rate at which deposits in Singapore dollars are offered by it at approximately the Relevant Time on the Distribution Determination Date to prime banks in the Singapore interbank market for a period equivalent to the duration of such Distribution Period commencing on such Distribution Payment Date in an amount comparable to the aggregate nominal amount of the relevant Floating Rate Perpetual Capital Securities. The Rate of Distribution for such Distribution Period shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent) of such offered quotations, as determined by the Calculation Agent;
- (cc) if on any Distribution Determination Date two but not all the Reference Banks provide the Calculation Agent with such quotations, the Rate of Distribution for the relevant Distribution Period shall be determined in accordance with paragraph (bb) above on the basis of the quotations of those Reference Banks providing such quotations; and
- (dd) if on any Distribution Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotations, the Rate of Distribution for the relevant Distribution Period shall be the rate per annum which the Calculation Agent determines to be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent) of the rates quoted by the Reference Banks or those of them (being at least two in number) to the Calculation Agent at or about the Relevant

Time on such Distribution Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding, for the relevant Distribution Period, an amount equal to the aggregate nominal amount of the relevant Floating Rate Perpetual Capital Securities for such Distribution Period by whatever means they determine to be most appropriate or if on such Distribution Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotation, the rate per annum which the Calculation Agent determines to be arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent) of the prime lending rates for Singapore dollars quoted by the Reference Banks at or about the Relevant Time on such Distribution Determination Date;

- (II) in the case of Floating Rate Perpetual Capital Securities which are Swap Rate Perpetual Capital Securities
 - (aa) the Calculation Agent will, at or about the Relevant Time on the relevant Distribution Determination Date in respect of each Distribution Period, determine the Rate of Distribution for such Distribution Period as being the rate which appears on the Reuters Screen ABSFIX1 Page under the caption "SGD SOR rates as of 11:00 hrs London Time" under the column headed "SGD SOR" (or such replacement page thereof for the purpose of displaying the swap rates of leading reference banks) at or about the Relevant Time on such Distribution Determination Date and for a period equal to the duration of such Distribution Period;
 - (bb) if on any Distribution Determination Date no such rate is quoted on Reuters Screen ABSFIX1 Page (or such other replacement page as aforesaid) or Reuters Screen ABSFIX1 Page (or such other replacement page as aforesaid) is unavailable for any reason, such Calculation Agent will determine the Rate of Distribution for such Distribution Period as being the rate (or, if there is more than one rate which is published, the arithmetic mean of those rates (rounded up, if necessary, to the nearest 1/16 per cent)) for a period equal to the duration of such Distribution Period published by a recognised industry body where such rate is widely used (after taking into account the industry practice at that time), or by such other relevant authority as such Calculation Agent may select; and
 - (cc) if on any Distribution Determination Date such Calculation Agent is otherwise unable to determine the Rate of Distribution under paragraphs (aa) and (bb) above, the Rate of Distribution shall be determined by such Calculation Agent to be the rate per annum equal to the arithmetic mean (rounded up, if

necessary, to four decimal places) of the rates quoted by the Reference Banks or those of them (being at least two in number) to such Calculation Agent at or about 11.00 a.m. (Singapore time) on the first business day following such Distribution Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding, for the relevant Distribution Period, an amount equal to the aggregate principal amount of the relevant Floating Rate Perpetual Capital Securities for such Distribution Period by whatever means they determine to be most appropriate or, if on such day one only or none of the Reference Banks provides such Calculation Agent with such quotation, the Rate of Distribution for the relevant Distribution Period shall be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to four decimal places) of the prime lending rates for Singapore dollars quoted by the Reference Banks at or about 11.00 a.m. (Singapore time) on such Distribution Determination Date.

- (z) On the last day of each Distribution Period, the Issuer will pay Distribution on each Floating Rate Perpetual Capital Security to which such Distribution Period relates at the Rate of Distribution for such Distribution Period.
- (c) **Accrual of Distribution:** Subject to Condition 5, Distribution shall cease to accrue on each Perpetual Capital Security on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event Distribution shall continue to accrue (both before and after judgment) at the Rate of Distribution in the manner provided in this Condition 4 to the Relevant Date (as defined in Condition 9).
- (d) **Margin, Maximum/Minimum Rates of Distribution and Redemption Amounts and Rounding:**
 - (i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Distribution Accrual Periods), an adjustment shall be made to all Rates of Distribution, in the case of (x), or the Rates of Distribution for the specified Distribution Accrual Periods, in the case of (y), calculated in accordance with Condition 4(b) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin, subject always to the next paragraph.
 - (ii) If any Maximum Rate of Distribution or Minimum Rate of Distribution or Redemption Amount is specified hereon, then any Rate of Distribution or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
 - (iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the fifth decimal place (with halves being rounded up), (y) all figures shall be rounded to seven significant figures (with halves being rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes, “**unit**” means the lowest amount of such currency that is available as legal tender in the country(ies) of such currency.
- (e) **Calculations:** The amount of Distribution payable per calculation amount specified hereon (or, if no such amount is so specified, the Specified Denomination) (the **Calculation Amount**) in respect

of any Perpetual Capital Security for any Distribution Accrual Period shall be equal to the product of the Rate of Distribution, the Calculation Amount, and the Day Count Fraction for such Distribution Accrual Period, unless a Distribution Amount (or a formula for its calculation) is applicable to such Distribution Accrual Period, in which case the amount of Distribution payable per Calculation Amount in respect of such Security for such Distribution Accrual Period shall equal such Distribution Amount (or be calculated in accordance with such formula). Where any Distribution Period comprises two or more Distribution Accrual Periods, the amount of Distribution payable per Calculation Amount in respect of such Distribution Period shall be the sum of the Distribution Amounts payable in respect of each of those Distribution Accrual Periods. In respect of any other period for which Distributions are required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which Distributions are required to be calculated.

- (f) **Determination and Publication of Reset Distribution Rate:** The Calculation Agent shall, on the second Business Day prior to each Reset Date, calculate the applicable Reset Distribution Rate and cause the Reset Distribution Rate to be notified to the Trustee, the Issuer, each of the Paying Agents, the Securityholders, any other Calculation Agent appointed in respect of the Perpetual Capital Securities that is to make a further calculation upon receipt of such information and, if the Perpetual Capital Securities are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than:
- (i) the commencement of the relevant Distribution Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Distribution and Distribution Amount; or
 - (ii) in all other cases, the fourth Business Day after such determination.

The determination of any rate, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.

- (g) **Determination and Publication of Rates of Distribution, Distribution Amounts, Final Redemption Amounts, Early Redemption Amounts and Optional Redemption Amounts:** The Calculation Agent shall, as soon as practicable on each Distribution Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Distribution Amounts for the relevant Distribution Accrual Period, calculate the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Rate of Distribution and the Distribution Amounts for each Distribution Accrual Period and the relevant Distribution Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount or any Optional Redemption Amount to be notified to the Trustee, the Issuer, each of the Paying Agents, the Securityholders, any other Calculation Agent appointed in respect of the Perpetual Capital Securities that is to make a further calculation upon receipt of such information and, if the Perpetual Capital Securities are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than (i) the commencement of the relevant Distribution Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Distribution and Distribution Amount, or (ii) in all other cases, the fourth Business Day after such determination. Where any Distribution Payment Date or Distribution Period End Date is subject to adjustment pursuant to Condition 4(b)(ii), the Distribution Amounts and the Distribution Payment Date so published may subsequently be amended (or appropriate

alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Distribution Period. If the Perpetual Capital Securities become due and payable under Condition 10, the accrued Distribution and the Rate of Distribution payable in respect of the Perpetual Capital Securities shall nevertheless continue to be calculated as previously in accordance with this Condition 4(g) but no publication of the Rate of Distribution or the Distribution Amount so calculated need be made. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.

- (h) **Determination or Calculation by an agent of the Trustee:** If the Calculation Agent does not at any time for any reason determine or calculate the Rate of Distribution for a Distribution Accrual Period or any Distribution Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, the Trustee shall, at the cost and expense of the Issuer, appoint an agent on its behalf to do so and such determination or calculation shall be deemed to have been made by the Calculation Agent. In doing so, the Trustee shall apply the foregoing provisions of this Condition 4(h), with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the circumstances. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by an agent of the Trustee pursuant to this Condition 4(h) shall (in the absence of manifest error) be final and binding upon all parties.
- (i) **Definitions:** In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“Business Day” means:

- (i) in the case of Perpetual Capital Securities denominated in a currency other than Singapore dollars, Euro or Renminbi, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London and in the principal financial centre for such currency; and/or
- (ii) in the case of Perpetual Capital Securities denominated in Euro, a day on which TARGET2 is operating (a **TARGET2 Business Day**) and a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London and the principal financial centre for such currency; and/or
- (iii) in the case of Perpetual Capital Securities denominated in Renminbi:
- (A) if cleared through the CMU Service, a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong;
- (B) if cleared through the CDP System, a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Singapore and Hong Kong; and
- (C) if cleared through Euroclear and Clearstream, Luxembourg, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London; and/or
- (iv) in the case of Perpetual Capital Securities denominated in Singapore dollars:
- (A) if cleared through the CDP, a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore; and

- (B) if cleared through Euroclear and Clearstream, Luxembourg, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London; and/or
- (v) in the case of a currency and/or one or more Financial Centres, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Financial Centre(s) or, if no currency is indicated, generally in each of the Financial Centres.

“Day Count Fraction” means, in respect of the calculation of an amount of Distribution on any Perpetual Capital Security for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting a Distribution Period or a Distribution Accrual Period, the **Calculation Period**):

- (i) if **“Actual/Actual”** or **“Actual/Actual – ISDA”** is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (ii) if **“Actual/365 (Fixed)”** is specified hereon, the actual number of days in the Calculation Period divided by 365;
- (iii) if **“Actual/360”** is specified hereon, the actual number of days in the Calculation Period divided by 360;
- (iv) if **“30/360”**, **“360/360”** or **“Bond Basis”** is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless such number is 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number is 31 and D₁ is greater than 29, in which case D₂ will be 30;

- (v) if **“30E/360”** or **“Eurobond Basis”** is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless such number is 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number is 31, in which case D₂ will be 30;

- (vi) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number is 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number is 31, in which case D₂ will be 30; and

- (vii) if “**Actual/Actual-ICMA**” is specified hereon:

- (A) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Periods normally ending in any year; and
- (B) if the Calculation Period is longer than one Determination Period, the sum of:
- (x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in

such Determination Period and (2) the number of Determination Periods normally ending in any year; and

- (y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year

where:

“Determination Date” means the date(s) specified as such hereon or, if none is so specified, the Distribution Payment Date(s); and **“Determination Period”** means the period from and including a Determination Date in any year to but excluding the next Determination Date;

“Distribution Accrual Period” means the period beginning on (and including) the Distribution Commencement Date and ending on (but excluding) the first Distribution Period End Date and each successive period beginning on (and including) a Distribution Period End Date and ending on (but excluding) the next succeeding Distribution Period End Date.

“Distribution Amount” means:

- (i) in respect of a Distribution Accrual Period, the amount of Distribution payable per Calculation Amount for that Distribution Accrual Period and which, in the case of Fixed Rate Perpetual Capital Securities, and unless otherwise specified hereon, shall mean the Fixed Distribution Amount or Broken Amount specified hereon as being payable on the Distribution Payment Date ending the Distribution Period of which such Distribution Accrual Period forms part; and
- (ii) in respect of any other period, the amount of Distribution payable per Calculation Amount for that period.

“Distribution Commencement Date” means the Issue Date or such other date as may be specified hereon.

“Distribution Determination Date” means, with respect to a Rate of Distribution and Distribution Accrual Period, the date specified as such hereon or, if none is so specified, (i) the first day of such Distribution Accrual Period if the Specified Currency is Sterling or Hong Kong Dollars or Renminbi or (ii) the day falling two Business Days in the relevant Financial Centre for the Specified Currency prior to the first day of such Distribution Accrual Period if the Specified Currency is neither Sterling nor Hong Kong Dollars nor Euro nor Renminbi or (iii) the day falling two TARGET2 Business Days prior to the first day of such Distribution Accrual Period if the Specified Currency is Euro.

“Distribution Period” means the period beginning on (and including) the Distribution Commencement Date and ending on (but excluding) the first Distribution Payment Date and each successive period beginning on (and including) a Distribution Payment Date and ending on (but excluding) the next succeeding Distribution Payment Date.

“Distribution Period End Date” means each Distribution Payment Date unless otherwise specified hereon.

“Euro” means the currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time.

“**Euro-zone**” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended.

“**HKD**” or “**Hong Kong dollars**” means the lawful currency of Hong Kong.

“**ISDA Definitions**” means the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., (as may be updated, amended or supplemented from time to time) unless otherwise specified hereon.

“**Rate of Distribution**” means the rate of Distribution payable from time to time in respect of this Perpetual Capital Security and that is either specified or calculated in accordance with the provisions hereon.

“**Reference Banks**” means (i) in the case of a determination of LIBOR, the principal London office of four major banks in the London interbank market and, in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone interbank market, in each case selected by the Calculation Agent or as specified hereon, (ii) in the case of a determination of SIBOR or SOR, the principal Singapore office of three major banks in the Singapore interbank market and (iii) in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong interbank market, in each case selected by the Calculation Agent or as specified hereon.

“**Reference Rate**” means the rate specified as such hereon.

“**Relevant Screen Page**” means such page, section, caption, column or other part of a particular information service as may be specified hereon.

“**Relevant Time**” means, with respect to any Distribution Determination Date, the local time in the relevant Financial Centre specified hereon or, if none is specified, the local time in the relevant Financial Centre at which it is customary to determine bid and offered rates in respect of deposits in the relevant currency in the interbank market in the relevant Financial Centre or, if no such customary local time exists, 11.00 a.m. in the relevant Financial Centre and, for the purpose of this definition “**local time**” means, with respect to the Euro-zone as a relevant Financial Centre, Central European Time.

“**RMB**”, “**CNY**” or “**Renminbi**” means the lawful currency of the PRC.

“**Specified Currency**” means the currency specified as such hereon or, if none is specified, the currency in which the Perpetual Capital Securities are denominated.

“**Sterling**” means the lawful currency of the United Kingdom.

“**TARGET2**” means the Trans-European Automated Real-Time Gross Settlement Express Transfer System which was launched on 19 November 2007 or any successor thereto.

- (j) **Calculation Agent:** The Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for them hereon and for so long as any Perpetual Capital Security is outstanding (as defined in the Trust Deed). Where more than one Calculation Agent is appointed in respect of the Perpetual Capital Securities, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under the Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Distribution for a Distribution Accrual Period or to calculate any Distribution Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the Issuer shall (with the prior approval of the Trustee) appoint a leading bank or financial institution

engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal London office or any other office actively involved in such market) to act as such in its place. The Calculation Agent may not resign its duties without a successor having been appointed as aforesaid.

5 Distribution Restrictions

- (a) **Distribution Cancellation:** The Issuer may at its sole discretion elect to cancel any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date by giving notice (such notice, a **Distribution Cancellation Notice**) of such election to the Securityholders in accordance with Condition 16, the Trustee and the Agents at least 10 Business Days prior to the relevant Distribution Payment Date. The Issuer shall have no obligation to pay any Distribution on any Distribution Payment Date if it validly elects not to do so in accordance with this Condition 5(a) and any failure to pay such Distribution shall not constitute a Default (as described in Condition 11).
- (b) **Distribution Restrictions:** Notwithstanding that a Distribution Cancellation Notice has not been given, the Issuer will not be obliged to pay, and will not pay, any Distribution on the relevant Distribution Payment Date (and such Distribution will not be considered to be due or payable) if:
- (i) the Issuer is prevented by applicable Singapore banking regulations or other requirements of the MAS from making payment of dividends or distributions when due on its Additional Tier 1 Capital Securities;
 - (ii) the Issuer is unable to make such payment of dividends or distributions on its Additional Tier 1 Capital Securities without causing a breach of the MAS' consolidated or unconsolidated capital adequacy requirements set out in:
 - (A) (where the Issuer is DBS Bank) MAS Notice 637; or
 - (B) (where the Issuer is DBSH) (x) (on the basis that the Issuer is subject to the application of MAS Notice 637) MAS Notice 637 or (y) any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637, from time to time applicable to the Issuer; or
 - (iii) the aggregate of the amount of the Distribution (if paid in full), together with the sum of any dividends and distributions originally scheduled to be paid (whether or not paid in whole or in part) during the Issuer's then-current fiscal year on the Perpetual Capital Securities or its other Additional Tier 1 Capital Securities, would exceed the Distributable Reserves as of the Distributable Reserves Determination Date.

The Issuer shall have no obligation to pay any Distribution on any Distribution Payment Date if such non-payment is in accordance with this Condition 5(b) and any failure to pay such Distribution shall not constitute a Default.

For the purpose of these Conditions:

"Distributable Reserves" means, at any time, the amounts for the time being available to the Issuer for distribution as a dividend in compliance with Section 403 of the Companies Act, Chapter 50 of Singapore, as amended or modified from time to time (**Available Amounts**) as of the date of the Issuer's latest audited balance sheet; provided that if the Issuer reasonably believes that the Available Amounts as of any Distributable Reserves Determination Date are lower than the Available Amounts as of the date of the Issuer's latest audited balance sheet and are insufficient to pay the dividends and distributions on its Additional Tier 1 Capital Securities on the relevant

Distribution Payment Date, then an authorised signatory of the Issuer will be required to provide a certificate, on or prior to such Distributable Reserves Determination Date, to the Securityholders accompanied by a certificate of the Issuer's auditors for the time being of the Available Amounts as of such Distributable Reserves Determination Date (which certificate of the authorised signatory will be binding absent manifest error) and "**Distributable Reserves**" as of such Distributable Reserves Determination Date for the purposes of such Distribution will mean the Available Amounts as set forth in such certificate; and

"**Distributable Reserves Determination Date**" means, with respect to any Distribution Payment Date, the day falling two business days prior to that Distribution Payment Date.

- (c) **Non-cumulative Distribution:** If a Distribution is not paid in accordance with Condition 5(a) and/or Condition 5(b), the Issuer is not under any obligation to pay that or any other Distributions that have not been paid. Such unpaid Distributions are non-cumulative and do not accrue interest. There is no limit on the number of times or the extent of the amount with respect to which the Issuer can elect not to pay Distributions pursuant to this Condition 5.
- (d) **Distributable Reserves:** Any Distribution may only be paid out of Distributable Reserves.
- (e) **Distribution Stopper:** If Distribution Stopper is specified as being applicable in the applicable Pricing Supplement and on any Distribution Payment Date, payment of Distributions scheduled to be made on such date is not made by reason of this Condition 5, the Issuer shall not:
 - (i) declare or pay any dividends or distributions in respect of its Junior Obligations (or contribute any monies to a sinking fund for the payment of any dividends or distributions in respect of any such Junior Obligations);
 - (ii) declare or pay, or permit any subsidiary (where relevant) of the Issuer to declare or pay, any dividends or distributions in respect of its Additional Tier 1 Capital Securities the terms of which provide that making payments of dividends or distributions in respect thereof are fully at the discretion of the Issuer (or contribute any monies to a sinking fund for the payment of any dividends or distributions in respect of any such Additional Tier 1 Capital Securities); and
 - (iii) redeem, reduce, cancel, buy-back or acquire any of its Additional Tier 1 Capital Securities or its Junior Obligations or permit any subsidiary (where relevant) of the Issuer to redeem, reduce, cancel, buy-back or acquire any of its Additional Tier 1 Capital Securities or its Junior Obligations (or contribute any monies to a sinking fund for the redemption, capital reduction, buy-back or acquisition of any such Additional Tier 1 Capital Securities or Junior Obligations),in each case, until (w) a redemption of all the outstanding Perpetual Capital Securities has occurred; (x) the outstanding Perpetual Capital Securities has been Written-off in its entirety; (y) the next two scheduled Distributions has been paid in full (or an amount equivalent to the next two scheduled Distribution has been paid, or irrevocably set aside in a separately designated trust account for payment to the Securityholders); or (z) the Issuer is permitted to do so by an Extraordinary Resolution (as defined in the Trust Deed).
- (f) **No Default:** Notwithstanding any other provision in these Conditions, the cancellation or non-payment of any Distribution in accordance with this Condition 5 shall not constitute a default for any purpose (including, without limitation, pursuant to Condition 11) on the part of the Issuer.

6 Redemption, Purchase and Options

- (a) **No Fixed Redemption Date:** The Perpetual Capital Securities are perpetual securities in respect of which there is no fixed redemption date. The Perpetual Capital Securities may not be redeemed at the option of the Issuer other than in accordance with this Condition 6.
- (b) **Early Redemption:** The Early Redemption Amount payable in respect of any Perpetual Capital Security, upon redemption of such Perpetual Capital Security pursuant to Condition 6(c) or upon it becoming due and payable as provided in Condition 11, shall be the Final Redemption Amount unless otherwise specified hereon.
- (c) **Redemption for Taxation Reasons:** Subject to Condition 6(j), the Perpetual Capital Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date (if such Security is a Floating Rate Perpetual Capital Security) or at any time (if such Perpetual Capital Security is not a Floating Rate Perpetual Capital Security), on giving not less than 30 but not more than 60 days' notice to the Securityholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 6(b)) together with Distributions accrued but unpaid (if any) to (but excluding) the date fixed for redemption and any Additional Amounts (as described under Condition 9) then due or which will become due on or before the date fixed for redemption or, if the Early Redemption Amount is not specified hereon, at their nominal amount, together with Distributions accrued but unpaid (if any) to (but excluding) the date fixed for redemption and any Additional Amounts then due or which will become due on or before the date fixed for redemption, if:
- (A) the Issuer has or will become obliged to pay Additional Amounts; or
 - (B) payments of Distribution on the Perpetual Capital Securities will or would be treated as "distributions" or dividends within the meaning of the Income Tax Act, Chapter 134 of Singapore (the **Income Tax Act**) or any other act in respect of or relating to Singapore taxation or would otherwise be considered as payments of a type that are non-deductible for Singapore income tax purposes,

in each case as a result of any change in, or amendment to, the laws or regulations of the Relevant Taxing Jurisdiction (as defined in Condition 9) or any political subdivision or any authority thereof or therein having power to tax (or any taxing authority of any taxing jurisdiction in which the Issuer is a tax resident) or any change in the official application or interpretation of such laws or regulations, which change or amendment is announced and becomes effective on or after the date on which agreement is reached to issue the Perpetual Capital Securities, and the foregoing cannot be avoided by the Issuer taking reasonable measures available to it, *provided that*, where the Issuer has or will become obliged to pay Additional Amounts, no such notice of redemption shall be given earlier than (a) if such Perpetual Capital Security is a Floating Rate Perpetual Capital Security, 60 days, or (b) if such Perpetual Capital Security is not a Floating Rate Perpetual Capital Security, 90 days, in each case, prior to the earliest date on which the Issuer would be obliged to pay such Additional Amounts were a payment in respect of the Perpetual Capital Securities then due.

Before the publication of any notice of redemption pursuant to this Condition 6(c), the Issuer shall deliver to the Trustee a certificate signed by two Directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal advisors of recognised standing to the effect that the Issuer has or will become obliged to pay such Additional Amounts as a result of such change or amendment and the Trustee shall be entitled without further enquiry to accept such certificate and opinion as conclusive

evidence of the satisfaction of the condition precedent set out above, in which event it shall be conclusive and binding on Securityholders.

Any redemption of Perpetual Capital Securities by the Issuer is subject to the Issuer obtaining the prior approval of MAS.

- (d) **Redemption at the option of the Issuer:** Subject to Condition 6(j), and unless otherwise specified in the applicable Pricing Supplement, if Call Option is specified hereon, the Issuer may, on giving not less than 10 days' irrevocable notice to the Securityholders, elect to redeem all, but not some only, of the Perpetual Capital Securities on the relevant date(s) specified hereon (which shall not be less than five years from the Issue Date) at their Optional Redemption Amount specified hereon or, if no Optional Redemption Amount is specified hereon, at their nominal amount together with Distributions accrued but unpaid (if any) to (but excluding) the date fixed for redemption in accordance with these Conditions.

All Perpetual Capital Securities in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 6.

Any redemption of Securities by the Issuer is subject to the Issuer obtaining the prior approval of MAS.

- (e) **Redemption for Change of Qualification Event:**

- (i) *Redemption for Change of Qualification Event in respect of DBS Bank Perpetual Capital Securities:* Subject to Condition 6(j), if as a result of a change to the relevant requirements issued by the MAS in relation to:

- (A) the qualification of any DBS Bank Perpetual Capital Securities as DBS Bank Additional Tier 1 Capital Securities; or
- (B) the inclusion of any DBS Bank Perpetual Capital Securities in the calculation of the capital adequacy ratio,

in each case of (x) DBS Bank, on an unconsolidated basis, (y) the DBS Bank Group, on a consolidated basis, or (z) the DBSH Group, on a consolidated basis (**DBS Bank Eligible Capital**), which change or amendment:

- (x) becomes, or would become, effective on or after the Issue Date; or
- (y) in the case of a change to the relevant requirements issued by the MAS, if such change is issued by the MAS, on or after the Issue Date,

the relevant DBS Bank Perpetual Capital Securities (in whole or in part) would not qualify as DBS Bank Eligible Capital (a **DBS Bank Change of Qualification Event**), then DBS Bank may, having given not less than 30 but not more than 60 days' prior written notice to the Securityholders in accordance with Condition 16 (which notice shall be irrevocable), redeem in accordance with these Conditions on any Distribution Payment Date (if this DBS Bank Perpetual Capital Security is at the relevant time a Floating Rate Perpetual Capital Security) or at any time (if this DBS Bank Perpetual Capital Security is at the relevant time not a Floating Rate Perpetual Capital Security) all, but not some only, of the relevant DBS Bank Perpetual Capital Securities, at their Early Redemption Amount or, if no Early Redemption Amount is specified hereon, at their nominal amount together with Distributions accrued but unpaid (if any) to (but excluding) the date of redemption in accordance with these Conditions.

Prior to the publication of any notice of redemption pursuant to this Condition 6(e), DBS Bank shall deliver to the Trustee a certificate signed by two Directors of DBS Bank stating

that a DBS Bank Change of Qualification Event has occurred and the Trustee shall accept such certificate without any further inquiry as conclusive evidence of the satisfaction of the conditions set out above without liability to any person in which event it shall be conclusive and binding on the Securityholders. Upon expiry of such notice, DBS Bank shall redeem the DBS Bank Perpetual Capital Securities in accordance with this Condition 6(e).

Any redemption of DBS Bank Perpetual Capital Securities by DBS Bank is subject to DBS Bank obtaining the prior approval of MAS.

(ii) *Redemption for Change of Qualification Event in respect of DBSH Perpetual Capital Securities:* Subject to Condition 6(j), if as a result of a change to the relevant requirements issued by the MAS in relation to:

- (A) the qualification of any DBSH Perpetual Capital Securities as DBSH Additional Tier 1 Capital Securities; or
- (B) the inclusion of any DBSH Perpetual Capital Securities in the calculation of the capital adequacy ratio,

in each case of (x) DBSH, on an unconsolidated basis, or (y) the DBSH Group, on a consolidated basis (**DBSH Eligible Capital**), which change or amendment:

- (x) becomes, or would become, effective on or after the Issue Date; or
- (y) in the case of a change to the relevant requirements issued by the MAS, if such change is issued by the MAS, on or after the Issue Date,

the relevant DBSH Perpetual Capital Securities (in whole or in part) would not qualify as DBSH Eligible Capital (a **DBSH Change of Qualification Event**), then DBSH may, having given not less than 30 but not more than 60 days' prior written notice to the Securityholders in accordance with Condition 16 (which notice shall be irrevocable), redeem in accordance with these Conditions on any Distribution Payment Date (if this DBSH Perpetual Capital Security is at the relevant time a Floating Rate Perpetual Capital Security) or at any time (if this DBSH Perpetual Capital Security is at the relevant time not a Floating Rate Perpetual Capital Security) all, but not some only, of the relevant DBSH Perpetual Capital Securities, at their Early Redemption Amount or, if no Early Redemption Amount is specified hereon, at their nominal amount together with Distributions accrued but unpaid (if any) to (but excluding) the date of redemption in accordance with these Conditions.

Prior to the publication of any notice of redemption pursuant to this Condition 6(e), DBSH shall deliver to the Trustee a certificate signed by two Directors of DBSH stating that a DBSH Change of Qualification Event has occurred and the Trustee shall accept such certificate without any further inquiry as conclusive evidence of the satisfaction of the conditions set out above without liability to any person in which event it shall be conclusive and binding on the Securityholders. Upon expiry of such notice, DBSH shall redeem the DBSH Perpetual Capital Securities in accordance with this Condition 6(e).

Any redemption of DBSH Perpetual Capital Securities by DBSH is subject to DBSH obtaining the prior approval of MAS.

(f) **Variation instead of Redemption of Perpetual Capital Securities:**

(i) *Variation instead of Redemption of DBS Bank Perpetual Capital Securities:* Where this Condition 6(f)(i) is specified as being applicable in the Pricing Supplement for the relevant DBS Bank Perpetual Capital Securities and subject to Condition 6(j), DBS Bank may at any time without any requirement for the consent or approval of the Securityholders or the

Trustee and having given not less than 30 nor more than 60 days' notice to the Securityholders in accordance with Condition 16 (which notice shall be irrevocable), vary the terms of those DBS Bank Perpetual Capital Securities so that they remain or, as appropriate, become DBS Bank Qualifying Securities (as defined below) *provided that*:

- (A) such variation does not itself give rise to any right of DBS Bank to redeem the varied securities that are inconsistent with the redemption provisions of those DBS Bank Perpetual Capital Securities;
- (B) neither a Tax Event nor a Capital Event arises as a result of such variation; and
- (C) DBS Bank is in compliance with the rules of any stock exchange on which the DBS Bank Perpetual Capital Securities are for the time being listed or admitted to trading.

If a variation has occurred pursuant to, or otherwise in accordance with, this Condition 6(f)(i), such event will not constitute a Default under these Conditions.

Any variation (to the extent that any variation would affect the eligibility of the DBS Bank Perpetual Capital Securities as DBS Bank Additional Tier 1 Capital Securities) of DBS Bank Perpetual Capital Securities by DBS Bank is subject to DBS Bank obtaining the prior approval of MAS.

- (ii) *Variation instead of Redemption of DBSH Perpetual Capital Securities:* Where this Condition 6(f)(ii) is specified as being applicable in the Pricing Supplement for the relevant DBSH Perpetual Capital Securities and subject to Condition 6(j), DBSH may at any time without any requirement for the consent or approval of the Securityholders or the Trustee and having given not less than 30 nor more than 60 days' notice to the Securityholders in accordance with Condition 16 (which notice shall be irrevocable), vary the terms of those DBSH Perpetual Capital Securities so that they remain or, as appropriate, become DBSH Qualifying Securities (as defined below) *provided that*:

- (A) such variation does not itself give rise to any right of DBSH to redeem the varied securities that are inconsistent with the redemption provisions of those DBSH Perpetual Capital Securities;
- (B) neither a Tax Event nor a Capital Event arises as a result of such variation; and
- (C) DBSH is in compliance with the rules of any stock exchange on which the DBSH Perpetual Capital Securities are for the time being listed or admitted to trading.

If a variation has occurred pursuant to, or otherwise in accordance with, this Condition 6(f)(ii), such event will not constitute a Default under these Conditions.

Any variation (to the extent that any variation would affect the eligibility of the DBSH Perpetual Capital Securities as DBSH Additional Tier 1 Capital Securities) of DBSH Perpetual Capital Securities by DBSH is subject to DBSH obtaining the prior approval of MAS.

In this Condition 6(f):

“**Additional Amounts**” means such additional amounts the Issuer shall pay as will result (after withholding or deduction) in receipt by the Securityholders of the sums which would have been receivable (in the absence of such withholding or deduction) from it in respect of their Perpetual Capital Securities;

a “**Capital Event**” will be deemed to have occurred if the Perpetual Capital Securities are not, or cease to be, eligible in their entirety to be treated, in the case of DBS Bank

Perpetual Capital Securities, as DBS Bank Additional Tier 1 Capital Securities or, in the case of DBSH Perpetual Capital Securities, as DBSH Additional Tier 1 Capital Securities;

“DBS Bank Qualifying Securities” means securities, whether debt, equity, interests in limited partnerships or otherwise, issued directly or indirectly by DBS Bank that:

- (i)
 - (A) qualify (in whole or in part) as Additional Tier 1 Capital Securities; or
 - (B) may be included (in whole or in part) in the calculation of the capital adequacy ratio,

in each case of (x) DBS Bank, on an unconsolidated basis, (y) the DBS Bank Group, on a consolidated basis, or (z) the DBSH Group, on a consolidated basis pursuant to the relevant requirements set out in (I) (in the case of (x) and (y) above) MAS Notice 637 or (II) (in the case of (z) above) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;
- (ii)
 - (A) include a ranking at least equal to that of the DBS Bank Perpetual Capital Securities;
 - (B) have at least the same Distribution rate and the same Distribution Payment Dates as those from time to time applying to the DBS Bank Perpetual Capital Securities;
 - (C) have the same redemption rights as the DBS Bank Perpetual Capital Securities;
 - (D) preserve any existing rights under the DBS Bank Perpetual Capital Securities to any accrued Distributions which has not been paid in respect of the period from (and including) the Distribution Payment Date last preceding the date of variation; and
 - (E) if applicable, are assigned (or maintain) the same or higher credit ratings as were assigned to the DBS Bank Perpetual Capital Securities immediately prior to such variation; and
- (iii) are listed on a Recognised Stock Exchange if the DBS Bank Perpetual Capital Securities were listed immediately prior to such variation;

“DBSH Qualifying Securities” means securities, whether debt, equity, interests in limited partnerships or otherwise, issued directly or indirectly by DBSH that:

- (I)
 - (A) qualify (in whole or in part) as Additional Tier 1 Capital Securities; or
 - (B) may be included (in whole or in part) in the calculation of the capital adequacy ratio,

in each case of (x) DBSH, on an unconsolidated basis, or (y) the DBSH Group, on a consolidated basis pursuant to the relevant requirements set out in (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or any notice

issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

(II)

- (A) include a ranking at least equal to that of the DBSH Perpetual Capital Securities;
- (B) have at least the same Distribution rate and the same Distribution Payment Dates as those from time to time applying to the DBSH Perpetual Capital Securities;
- (C) have the same redemption rights as the DBSH Perpetual Capital Securities;
- (D) preserve any existing rights under the DBSH Perpetual Capital Securities to any accrued Distributions which has not been paid in respect of the period from (and including) the Distribution Payment Date last preceding the date of variation; and
- (E) if applicable, are assigned (or maintain) the same or higher credit ratings as were assigned to the DBSH Perpetual Capital Securities immediately prior to such variation; and

(III) are listed on a Recognised Stock Exchange if the DBSH Perpetual Capital Securities were listed immediately prior to such variation;

“Recognised Stock Exchange” means such stock exchange as the relevant Perpetual Capital Securities were listed; and

a **“Tax Event”** is deemed to have occurred if, in making any payments on the Perpetual Capital Securities, the Issuer has paid or will or would on the next payment date be required to pay any Additional Amounts or payments of Distribution on the Perpetual Capital Securities will or would be treated as “distributions” or dividends within the meaning of the Income Tax Act or any other act in respect of or relating to Singapore taxation or would otherwise be considered as payments of a type that are non-deductible for Singapore income tax purposes, in each case under the laws or regulations of a Relevant Taxing Jurisdiction or any political subdivision or authority therein or thereof having the power to tax, including any treaty to which a Relevant Taxing Jurisdiction is a party, or any generally published application or interpretation of such laws, including a decision of any court or tribunal, or the generally published application or interpretation of such laws by any relevant tax authority or any generally published pronouncement by any tax authority, and the Issuer cannot avoid the foregoing by taking measures reasonably available to it.

- (g) **Purchases:** The Issuer and any of its subsidiaries (with the prior approval of MAS, for so long as the Issuer is required to obtain such approval) may at any time purchase the Perpetual Capital Securities in the open market or otherwise at any price in accordance with all relevant laws and regulations and, for so long as the Perpetual Capital Securities are listed, the requirements of the relevant stock exchange. The Relevant Issuer or any such subsidiary may, at its option, retain such purchased Perpetual Capital Securities for its own account and/or resell or cancel or otherwise deal with them at its discretion.
- (h) **Cancellation:** All Perpetual Capital Securities purchased by or on behalf of the Issuer or any of its subsidiaries may be surrendered for cancellation by surrendering the Certificate representing such Perpetual Capital Securities to the Registrar and, in each case, if so surrendered, shall, together with all Perpetual Capital Securities redeemed by the Issuer, be cancelled forthwith. Any Perpetual Capital Securities so surrendered for cancellation may not be reissued or resold and the

obligations of the Issuer in respect of any such Perpetual Capital Securities shall be discharged. Any Perpetual Capital Security that is Written-off in full in accordance with Condition 7 shall be automatically cancelled.

- (i) **No Obligation to Monitor:** The Trustee shall not be under any duty to monitor whether any event or circumstance has happened or exists within this Condition 6 and will not be responsible to the Securityholders for any loss arising from any failure by it to do so. Unless and until the Trustee has notice in writing of the occurrence of any event or circumstance within this Condition 6, it shall be entitled to assume that no such event or circumstance exists.
- (j) **Redemption or Variation Conditions of Perpetual Capital Securities:** Any redemption under Condition 6(c), 6(d) or 6(e) or variation under Condition 6(f) (to the extent that any variation would affect the eligibility of the Perpetual Capital Securities as DBS Bank Additional Tier 1 Capital Securities or DBSH Additional Tier 1 Capital Securities, as the case may be) of the Perpetual Capital Securities by the Issuer is subject to the Issuer obtaining the prior approval of MAS.

7 Loss Absorption upon a Trigger Event

Any Write-off of any Perpetual Capital Securities under this Condition 7 with respect to the clearing and/or settlement of any Perpetual Capital Securities is subject to the availability of procedures to effect any such Write-off in the relevant clearing system(s). For the avoidance of doubt, however, any Write-off of any Perpetual Capital Securities with respect to the Issuer under this Condition 7 will be effective upon the date that the Issuer specifies in the Trigger Event Notice (or as may otherwise be notified in writing to Securityholders, the Trustee and Agents by the Issuer) notwithstanding any inability to operationally effect any such Write-off in the relevant clearing system(s).

The Trust Deed and Agency Agreement may contain certain protections and disclaimers as applicable to the Trustee and Agents in relation to Condition 7. Each Securityholder shall be deemed to have authorised, directed and requested the Trustee, the Registrar and the other Agents, as the case may be, to take any and all necessary action to give effect to any DBS Bank Loss Absorption Option or DBSH Loss Absorption Option, as the case may be, and any DBS Bank Write-off or a DBSH Write-off, as the case may be, following the occurrence of the DBS Bank Trigger Event or DBSH Trigger Event, respectively.

(a) Loss Absorption upon a DBS Bank Trigger Event:

(i) DBS Bank Write-off on a DBS Bank Trigger Event:

- (A) If “**Write-off**” is specified as being applicable for the Loss Absorption Option in the applicable Pricing Supplement for any DBS Bank Perpetual Capital Securities and a DBS Bank Trigger Event occurs DBS Bank shall, upon the issue of a DBS Bank Trigger Event Notice, irrevocably and without the need for the consent of the Trustee or the holders of any DBS Bank Perpetual Capital Securities, reduce the principal amount and cancel any accrued but unpaid Distribution of each DBS Bank Perpetual Capital Security (in whole or in part) by an amount equal to the DBS Bank Trigger Event Write-off Amount per DBS Bank Perpetual Capital Security (a “**DBS Bank Write-off**”, and “**Written-off**” shall be construed accordingly). Once any principal or Distribution under a DBS Bank Perpetual Capital Security has been Written-off, it will be extinguished and will not be restored in any circumstances, including where the relevant DBS Bank Trigger Event ceases to continue. No Securityholder may exercise, claim or plead any right to any DBS Bank Trigger Event Write-off Amount, and each Securityholder shall be deemed to have waived all such rights to such DBS Bank Trigger Event Write-off Amount. For the avoidance of doubt, any DBS Bank Write-off in accordance with this Condition 7(a) shall not constitute a Default.

- (B) If a DBS Bank Trigger Event Notice has been given in respect of any DBS Bank Perpetual Capital Securities in accordance with this Condition 7(a), transfers of any such DBS Bank Perpetual Capital Securities that are the subject of such notice shall not be permitted during the Suspension Period (as defined in Condition 2). From the date on which a DBS Bank Trigger Event Notice in respect of any DBS Bank Perpetual Capital Securities in accordance with this Condition 7(a) is issued by DBS Bank to the end of the Suspension Period, the Trustee and the Registrar, if applicable, shall not register any attempted transfer of any DBS Bank Perpetual Capital Securities. As a result, such an attempted transfer will not be effective.
 - (C) Any reference in these Conditions to principal in respect of the DBS Bank Perpetual Capital Securities shall refer to the principal amount of the DBS Bank Perpetual Capital Security(ies), reduced by any applicable DBS Bank Write-off(s).
- (ii) *Multiple DBS Bank Trigger Events and DBS Bank Write-offs in part:*
- (A) Where only part of the principal and/or Distribution of DBS Bank Additional Tier 1 Capital Securities is to be Written-off, DBS Bank shall use reasonable endeavors to conduct any DBS Bank Write-off such that:
 - (x) holders of any Series of DBS Bank Perpetual Capital Securities are treated ratably and equally; and
 - (y) the DBS Bank Write-off of any DBS Bank Perpetual Capital Securities is conducted on a *pro rata* and proportionate basis with all other DBS Bank Additional Tier 1 Capital Securities, to the extent that such DBS Bank Additional Tier 1 Capital Securities are capable of being converted or written-off under any applicable laws and/or their terms of issue analogous to these Conditions.

A write-off or conversion (if applicable) of any DBS Bank Common Equity Tier 1 Capital shall not be required before a DBS Bank Write-off of any DBS Bank Perpetual Capital Securities can be effected in accordance with these Conditions.
 - (B) Any Series of DBS Bank Perpetual Capital Securities may be subject to one or more DBS Bank Write-offs in part (as the case may be), except where such Series of DBS Bank Perpetual Capital Securities has been Written-off in its entirety.

(iii) *Definitions:*

In this Condition 7(a):

“DBS Bank Common Equity Tier 1 Capital” means:

- (A) any security issued by DBS Bank; or
- (B) any other similar obligation issued by any subsidiary of DBS Bank, that, in each case, constitutes Common Equity Tier 1 Capital of:
 - (x) DBS Bank, on an unconsolidated basis;
 - (y) the DBS Bank Group, on a consolidated basis; or
 - (z) the DBSH Group, on a consolidated basis,

pursuant to the relevant requirements set out in (I) (in the case of (x) and (y) above) MAS Notice 637 or (II) (in the case of (z) above) (on the basis that DBSH is subject

to the application of MAS Notice 637) MAS Notice 637 or any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

“DBS Bank Loss Absorption Option” means such loss absorption option as may be specified in the applicable Pricing Supplement in respect of any DBS Bank Perpetual Capital Securities;

“DBS Bank Trigger Event” means the earlier of:

- (A) the MAS notifying DBS Bank in writing that it is of the opinion that a write-off or conversion, is necessary, without which the DBS Bank Group or the DBSH Group would become non-viable; and
- (B) a decision by the MAS to make a public sector injection of capital, or equivalent support, without which the DBS Bank Group or DBSH Group would have become non-viable, as determined by the MAS;

“DBS Bank Trigger Event Notice” means the notice specifying that a DBS Bank Trigger Event has occurred, which shall be issued by DBS Bank not more than two Business Days after the occurrence of a DBS Bank Trigger Event to the holders of the DBS Bank Perpetual Capital Securities in accordance with Condition 16, the Trustee and the Agents and which shall state with reasonable detail the nature of the relevant DBS Bank Trigger Event and, if applicable, specify the DBS Bank Trigger Event Write-off Amount per DBS Bank Perpetual Capital Security to be Written-off; and

“DBS Bank Trigger Event Write-off Amount” means the amount of Distribution and/or principal to be Written-off as the MAS may direct, or as DBS Bank shall determine in accordance with the MAS, which is required to be Written-off for the DBS Bank Trigger Event to cease to continue. For the avoidance of doubt, the write-off will be effected in full even in the event that the amount written-off is not sufficient for the DBS Bank Trigger Event to cease to continue.

(b) **Loss Absorption upon a DBSH Trigger Event in respect of DBSH Perpetual Capital Securities:**

(i) *DBSH Write-off on a DBSH Trigger Event.*

- (A) If **“Write-off”** is specified as being applicable for the Loss Absorption Option in the applicable Pricing Supplement for any DBSH Perpetual Capital Securities and a DBSH Trigger Event occurs DBSH shall, upon the issue of a DBSH Trigger Event Notice, irrevocably and without the need for the consent of the Trustee or the holders of any DBSH Perpetual Capital Securities, reduce the principal amount and cancel any accrued but unpaid Distribution of each DBSH Perpetual Capital Security (in whole or in part) by an amount equal to the DBSH Trigger Event Write-off Amount per DBSH Perpetual Capital Security (a **DBSH Write-off**, and **Written-off** shall be construed accordingly). Once any principal or Distribution under a DBSH Perpetual Capital Security has been Written-off, it will be extinguished and will not be restored in any circumstances, including where the relevant DBSH Trigger Event ceases to continue. No Securityholder may exercise, claim or plead any right to any DBSH Trigger Event Write-off Amount, and each Securityholder shall be deemed to have waived all such rights to such DBSH Trigger Event Write-off Amount. For the avoidance of doubt, any DBSH Write-off in accordance with this Condition 7(b) shall not constitute a Default.

- (B) If a DBSH Trigger Event Notice has been given in respect of any DBSH Perpetual Capital Securities in accordance with this Condition 7(b), transfers of any such DBSH Perpetual Capital Securities that are the subject of such notice shall not be permitted during the Suspension Period (as defined in Condition 2). From the date on which a DBSH Trigger Event Notice in respect of any DBSH Perpetual Capital Securities in accordance with this Condition 7(b) is issued by DBSH to the end of the Suspension Period, the Trustee and the Registrar, if applicable, shall not register any attempted transfer of any DBSH Perpetual Capital Securities. As a result, such an attempted transfer will not be effective.
- (C) Any reference in these Conditions to principal in respect of the DBSH Perpetual Capital Securities shall refer to the principal amount of the DBSH Perpetual Capital Security(ies), reduced by any applicable DBSH Write-off(s).
- (ii) *Multiple DBSH Trigger Events and DBSH Write-offs in part:*
- (A) Where only part of the principal and/or Distribution of DBSH Additional Tier 1 Capital Securities is to be Written-off, DBSH shall use reasonable endeavors to conduct any DBSH Write-off such that:
- (x) holders of any Series of DBSH Perpetual Capital Securities are treated ratably and equally; and
 - (y) the DBSH Write-off of any DBSH Perpetual Capital Securities is conducted on a *pro rata* and proportionate basis with all other DBSH Additional Tier 1 Capital Securities, to the extent that such DBSH Additional Tier 1 Capital Securities are capable of being converted or written-off under any applicable laws and/or their terms of issue analogous to these Conditions.
- A write-off or conversion (if applicable) of any DBSH Common Equity Tier 1 Capital shall not be required before a DBSH Write-off of any DBSH Perpetual Capital Securities can be effected in accordance with these Conditions.*
- (B) Any Series of DBSH Perpetual Capital Securities may be subject to one or more DBSH Write-offs in part (as the case may be), except where such Series of DBSH Perpetual Capital Securities has been Written-off in its entirety.

(iii) *Definitions:*

In this Condition 7(b):

“DBSH Common Equity Tier 1 Capital” means:

- (A) any security issued by DBSH; or
- (B) any other similar obligation issued by any subsidiary of DBSH, that, in each case, constitutes Common Equity Tier 1 Capital of:
 - (x) DBSH, on an unconsolidated basis;
 - (y) the DBSH Group, on a consolidated basis,

pursuant to the relevant requirements set out in (I) (on the basis that DBSH is subject to the application of MAS Notice 637) MAS Notice 637 or (II) any notice issued by the MAS in respect of Designated Financial Holding Companies that is analogous to MAS Notice 637;

“DBSH Loss Absorption Option” means such loss absorption option as may be specified in the applicable Pricing Supplement in respect of any DBSH Perpetual Capital Securities;

“DBSH Trigger Event” means the earlier of:

- (A) the MAS notifying DBSH in writing that it is of the opinion that a write-off or conversion, is necessary, without which DBSH or the DBSH Group would become non-viable; and
- (B) a decision by the MAS to make a public sector injection of capital, or equivalent support, without which DBSH or DBSH Group would have become non-viable, as determined by the MAS;

“DBSH Trigger Event Notice” means the notice specifying that a DBSH Trigger Event has occurred, which shall be issued by DBSH not more than two Business Days after the occurrence of a DBSH Trigger Event to the holders of the DBSH Perpetual Capital Securities in accordance with Condition 16, the Trustee and the Agents and which shall state with reasonable detail the nature of the relevant DBSH Trigger Event and, if applicable, specify the DBSH Trigger Event Write-off Amount per DBSH Perpetual Capital Security to be Written-off;

“DBSH Trigger Event Write-off Amount” means the amount of Distribution and/or principal to be Written-off as the MAS may direct, or as DBSH shall determine in accordance with the MAS, which is required to be Written-off for the DBSH Trigger Event to cease to continue. For the avoidance of doubt, the write-off will be effected in full even in the event that the amount written-off is not sufficient for the DBSH Trigger Event to cease to continue; and

“Trigger Event” means the DBS Trigger Event and/or the DBSH Trigger Event, as the context may require.

8 Payments

(a) Perpetual Capital Securities not held in the CMU:

- (i) Payments of principal in respect of Perpetual Capital Securities shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in paragraph (ii) below.
- (ii) Distributions on Perpetual Capital Securities shall be paid to the person shown on the Register at the close of business: (A) in the case of a currency other than Renminbi, on the 15th day before the due date for payment thereof; and (B) in the case of Perpetual Capital Securities denominated in Renminbi, on the fifth business day before the due date for payment (the **Record Date**). Payments of Distribution on each Perpetual Capital Security shall be made:
 - (A) in the case of a currency other than Renminbi, in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Perpetual Capital Security at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any other Transfer Agent before the Record Date, such payment of Distribution may be made by transfer to an account in the relevant currency maintained by the payee with a Bank; and
 - (B) in the case of Renminbi, by transfer to the registered account of the Securityholder. If a holder does not maintain a registered account in respect of a payment to be

made under the Perpetual Capital Securities, the Issuer reserves the right, in its sole discretion and upon such terms as it may determine, to make arrangements to pay such amount to that holder by another means, *provided that* the Issuer shall not have any obligation to make any such arrangements.

In this Condition 8(a):

“registered account” means the Renminbi account maintained by or on behalf of the Securityholder with:

- (x) in the case of Perpetual Capital Securities cleared through the CMU Service, a bank in Hong Kong; or
- (y) in the case of Perpetual Capital Securities cleared through the CDP System or Perpetual Capital Securities in definitive form, a bank in Singapore or Hong Kong,

details of which appear on the Register at the close of business on the fifth Business Day before the due date for payment.

- (b) **Perpetual Capital Securities held in the CMU:** Payments of principal and Distributions in respect of Perpetual Capital Securities held in the CMU will be made to the person(s) for whose account(s) interests in the relevant Perpetual Capital Security are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time as notified to the CMU Lodging and Paying Agent by the CMU in a relevant CMU Instrument Position Report (as defined in the Agency Agreement) or any other relevant notification by the CMU, which notification shall be conclusive evidence of the records of the CMU (save in the case of manifest error) and payment made in accordance thereof shall discharge the obligations of the Issuer in respect of that payment.

For so long as any of the Perpetual Capital Securities that are cleared through the CMU are represented by a Global Certificate, payments of Distribution or principal will be made to the persons for whose account a relevant interest in that Global Certificate is credited as being held by the operator of the CMU Service at the relevant time, as notified to the CMU Lodging and Paying Agent by the operator of the CMU Service in a relevant CMU Instrument Position Report (as defined in the rules of the CMU) or in any other relevant notification by the operator of the CMU Service. Such payment will discharge the Issuer's obligations in respect of that payment. Any payments by the CMU participants to indirect participants will be governed by arrangements agreed between the CMU participants and the indirect participants and will continue to depend on the interbank clearing system and traditional payment methods. Such payments will be the sole responsibility of such CMU participants.

- (c) **Payments subject to fiscal laws:** Save as provided in Condition 9, payments will be subject in all cases to any applicable fiscal or other laws, regulations and directives in the place of payment or other laws to which the Issuer agrees to be subject and the Issuer will not be liable for any taxes or duties of whatever nature imposed or levied by such laws, regulations, directives or agreements. No commission or expenses shall be charged to the Securityholders in respect of such payments.
- (d) **Appointment of Agents:** The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrars, the Transfer Agents and the Calculation Agent initially appointed by the Issuer and their respective specified offices are listed below. The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrar, the Transfer Agents and the Calculation Agent act solely as agents of the Issuer and do not assume any obligation or relationship of agency or trust for or with any Securityholder. The Issuer reserves the right at any time, with the approval of the Trustee to vary

or terminate the appointment of the Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, any other Paying Agent, the Registrar, any Transfer Agent or the Calculation Agent(s) and to appoint additional or other Paying Agents or Transfer Agents, *provided that* the Issuer shall at all times maintain:

- (i) an Issuing and Paying Agent;
- (ii) a Registrar;
- (iii) a Transfer Agent;
- (iv) a CMU Lodging and Paying Agent in relation to Perpetual Capital Securities accepted for clearance through the CMU Service;
- (v) a CDP Paying Agent in relation to Perpetual Capital Securities accepted for clearance through the CDP System;
- (vi) one or more Calculation Agent(s) where the Conditions so require;
- (vii) a Paying Agent in Singapore, where the Perpetual Capital Securities may be presented or surrendered for payment or redemption, in the event that the Global Certificates are exchanged for Definitive Certificates, for so long as the Perpetual Capital Securities are listed on the SGX-ST and the rules of the SGX-ST so require; and
- (viii) such other agents as may be required by any other stock exchange on which the Perpetual Capital Securities may be listed, in each case as approved by the Trustee.

Notice of any such change or any change of any specified office shall promptly be given to the Securityholders.

- (e) **Non-Business Days:** If any date for payment in respect of any Perpetual Capital Security is not a business day, the holder shall not be entitled to payment until the next following business day nor to any Distribution or other sum in respect of such postponed payment. In this paragraph, “**business day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in the relevant place of presentation, in such other jurisdictions as shall be specified as “**Financial Centres**” hereon and:
 - (i) (in the case of a payment in a currency other than Euro or Renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency; or
 - (ii) (in the case of a payment in Euro) which is a TARGET2 Business Day; or
 - (iii) (in the case of Renminbi where the Perpetual Capital Securities are cleared through the CMU Service) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong; or
 - (iv) (in the case of Renminbi where the Perpetual Capital Securities are cleared through the CDP System or where the Perpetual Capital Securities are in definitive form) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Singapore and Hong Kong.
- (f) **Renminbi fallback:** Notwithstanding the foregoing, if by reason of Inconvertibility, Non-transferability or Illiquidity, the Issuer is not, in its sole and absolute discretion, able to satisfy payments of principal or Distribution in respect of the Perpetual Capital Securities when due in Renminbi (in the case of Perpetual Capital Securities cleared through the CMU Service) in Hong Kong, or (in the case of Perpetual Capital Securities cleared through the CDP System) in

Singapore, the Issuer shall, on giving not less than five nor more than 30 days' irrevocable notice to the Securityholders prior to the due date for payment, settle any such payment (in the case of Perpetual Capital Securities cleared through the CMU Service) in U.S. dollars, or (in the case of Perpetual Capital Securities cleared through the CDP System) in Singapore dollars, on the due date at (in the case of Perpetual Capital Securities cleared through the CMU Service) the U.S. Dollar Equivalent, or (in the case of Perpetual Capital Securities cleared through the CDP System) the Singapore Dollar Equivalent, of any such Renminbi denominated amount. The due date for payment shall be the originally scheduled due date or such postponed due date as shall be specified in the notice referred to above, which postponed due date may not fall more than 20 days after the originally scheduled due date. Distributions on the Perpetual Capital Securities will continue to accrue up to but excluding any such date for payment of principal.

In such event, payments of the U.S. Dollar Equivalent or the Singapore Dollar Equivalent (as applicable) of the relevant principal or Distribution in respect of the Perpetual Capital Securities shall be made by:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, transfer to a U.S. dollar denominated account maintained by the payee with, or by a U.S. dollar denominated cheque drawn on, or, at the option of the holder, by transfer to a U.S. dollar account maintained by the holder with, a bank in New York City; and the definition of "**business day**" for the purpose of this Condition 8(f) shall mean any day on which banks and foreign exchange markets are open for general business in the relevant place of presentation, and New York City; or
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, transfer to a Singapore dollar denominated account maintained by the payee with, or by a Singapore dollar denominated cheque drawn on, a bank in Singapore.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 8(f) by the Calculation Agent will (in the absence of willful default, bad faith or manifest error) be binding on the Issuer, the Agents and all Securityholders.

In this Condition 8:

"**Determination Business Day**" means a day (other than a Saturday or Sunday) on which commercial banks are open for general business (including dealings in foreign exchange):

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, in Hong Kong, in Singapore and New York City; or
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, in Singapore;

"**Determination Date**" means the day which:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, is two Determination Business Days before the due date for payment of the relevant amount under these Conditions; or
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, is seven Determination Business Days before the due date of the relevant amount under these Conditions;

"**Governmental Authority**" means:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, any *de facto* or *de jure* government (or any agency or instrumentality thereof), court, tribunal,

administrative or other governmental authority or any other entity (private or public) charged with the regulation of the financial markets (including the central bank) of Hong Kong; or

- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, the MAS or any other governmental authority or any other entity (private or public) charged with the regulation of the financial markets of Singapore;

“Illiquidity” means:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, the general Renminbi exchange market in Hong Kong becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay Distribution or principal in respect of the Perpetual Capital Securities as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two Renminbi Dealers; or
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, the general Renminbi exchange market in Singapore becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay Distribution or principal in respect of the Perpetual Capital Securities as determined by the Issuer in good faith and in a commercially reasonable manner following consultation with two Renminbi Dealers selected by the Issuer;

“Inconvertibility” means the occurrence of any event that makes it impossible (where it had been previously possible) for the Issuer to convert any amount due in respect of the Perpetual Capital Securities in the general Renminbi exchange market in, in the case of Perpetual Capital Securities cleared through the CMU Service, Hong Kong, or, in the case of Perpetual Capital Securities cleared through the CDP System, Singapore, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

“Non-transferability” means the occurrence of any event that makes it impossible for the Issuer to transfer Renminbi between accounts:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, inside Hong Kong or from an account inside Hong Kong to an account outside Hong Kong, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation) in Hong Kong and in New York City; or
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, inside Singapore or from an account inside Singapore to an account outside Singapore and outside the PRC or from an account outside Singapore and outside the PRC to an account inside Singapore, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

“PRC” means the People’s Republic of China (excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan);

“Renminbi Dealer” means an independent foreign exchange dealer of international repute active in the Renminbi exchange market in:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, in Hong Kong; and
- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, in Singapore;

“Singapore Dollar Equivalent” means the Renminbi amount converted into Singapore dollars using the relevant Spot Rate for the relevant Determination Date;

“Spot Rate” means:

- (i) in the case of Perpetual Capital Securities cleared through the CMU Service, the spot CNY/U.S. dollar exchange rate for the purchase of U.S. dollars with Renminbi in the over-the-counter Renminbi exchange market in Hong Kong for settlement in two Determination Business Days, as determined by the Calculation Agent at or around 11.00 a.m. (Hong Kong time) on the Determination Date, on a deliverable basis by reference to Reuters Screen Page TRADCNY3 or, if no such rate is available, on a non-deliverable basis by reference to Reuters Screen Page TRADNDF;

If such rate is not available, the Calculation Agent will determine the Spot Rate at or around 11.00 a.m. (Hong Kong time) on the Determination Date as the most recently available CNY/U.S. dollar official fixing rate for settlement in two Determination Business Days reported by The State Administration of Foreign Exchange of the PRC, which is reported on the Reuters Screen Page CNY=SAEC. Reference to a page on the Reuters Screen means the display page so designated on the Reuter Monitor Money Rates Service (or any successor service) or such other page as may replace that page for the purpose of displaying a comparable currency exchange rate;

- (ii) in the case of Perpetual Capital Securities cleared through the CDP System, for a Determination Date, means the spot Renminbi/Singapore dollar exchange rate as determined by the Issuer at or around 11.00 a.m. (Singapore time) on such date in good faith and in a reasonable commercial manner, and if a spot rate is not readily available, the Issuer may determine the rate taking into consideration all available information which the Issuer deems relevant, including pricing information obtained from the Renminbi non-deliverable exchange market in Singapore or elsewhere and the PRC domestic foreign exchange market in Singapore.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 8(f) by the Calculation Agent, will (in the absence of wilful default, bad faith or manifest error) be binding on the Issuer, the Guarantor, the Agents and all Securityholders; and

“U.S. Dollar Equivalent” means the Renminbi amount converted into U.S. dollars using the Spot Rate for the relevant Determination Date as promptly notified to the Issuer and the Paying Agents.

9 Taxation

All payments of principal and Distributions by or on behalf of the Issuer in respect of the Perpetual Capital Securities shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or, if different, the jurisdiction of tax residency of the Issuer (each such jurisdiction, a **Relevant Taxing Jurisdiction**) or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the Issuer shall pay such

additional amounts (the **Additional Amounts**) as shall result in receipt by the Securityholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such Additional Amounts shall be payable with respect to any Perpetual Capital Security:

- (a) **Other connection:** to, or to a third party on behalf of, a holder who is (i) treated as a resident of or as having a permanent establishment in the Relevant Taxing Jurisdiction for tax purposes or (ii) liable to such taxes, duties, assessments or governmental charges in respect of such Perpetual Capital Security by reason of his having some connection with the Relevant Taxing Jurisdiction other than the holding or ownership of the Perpetual Capital Security or receiving income therefrom, or the enforcement thereof; or
- (b) **Lawful avoidance of withholding:** to, or to a third party on behalf of, a holder who could lawfully avoid (but has not so avoided) such deduction or withholding by complying or procuring that any third party complies with any statutory requirements concerning the nationality, residence, identity or other attributes of the holder or beneficial owner or by making or procuring that any third party makes a declaration of non-residence or other similar claim for exemption to any tax authority in the place where the relevant Certificate representing the Perpetual Capital Security is presented for payment; or
- (c) **Presentation more than 30 days after the Relevant Date:** where presentation is required or has occurred, presented (or in respect of which the Certificate representing it is presented) for payment more than 30 days after the Relevant Date except to the extent that the holder of it would have been entitled to such Additional Amounts on presenting it for payment on or before the 30th such day.

As used in these Conditions, "**Relevant Date**" in respect of any Perpetual Capital Security means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Securityholders that, upon further presentation of the Certificate representing the Perpetual Capital Security being made in accordance with the Conditions, such payment will be made, *provided that* payment is in fact made upon such presentation. References in these Conditions to (i) "**principal**" shall be deemed to include any premium payable in respect of the Perpetual Capital Securities, all Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts and all other amounts in the nature of principal payable pursuant to Condition 6 or any amendment or supplement to it, (ii) "**Distribution**" shall be deemed to include all Distribution Amounts and all other amounts payable pursuant to Condition 4 or any amendment or supplement to it and (iii) "**principal**" and/or "**Distribution**" shall be deemed to include any Additional Amounts that may be payable under this Condition or any undertaking given in addition to or in substitution for it under the Trust Deed.

Notwithstanding any other provision of the Conditions, any amounts to be paid on the Perpetual Capital Securities by or on behalf of the Issuer will be paid net of any deduction or withholding imposed or required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the **Code**), or otherwise imposed pursuant to Sections 1471 through 1474 of the Code (or any regulations thereunder or official interpretations thereof) or an intergovernmental agreement between the United States and another jurisdiction facilitating the implementation thereof (or any fiscal or regulatory legislation, rules or practices implementing such an intergovernmental agreement) (any such withholding or deduction, a **FATCA Withholding**). Neither the Issuer nor any other person will be required to pay any additional amounts in respect of FATCA Withholding.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Perpetual Capital Securities by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption

available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, shall not apply if such person acquires such Perpetual Capital Securities using the funds and profits of such person's operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Perpetual Capital Securities is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.

10 Prescription

Claims against the Issuer for payment in respect of the Perpetual Capital Securities shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of Distribution) from the appropriate Relevant Date in respect of them.

11 Default

- (a) *Default*: “**Default**”, wherever used in this Condition 11, means (except as expressly provided below, whatever the reason for such Default and whether or not it shall be voluntary or involuntary or be effected by the operation of law or pursuant to any judgment, decree or order of any court or any order, rule or regulation of any administrative or governmental body) failure to pay principal of or Distribution on any Perpetual Capital Security (which default in the case of principal continues for seven Business Days and in the case of Distribution continues for 14 Business Days) after the due date for such payment.

If a DBS Bank Write-off or a DBSH Write-off (as the case may be) has occurred pursuant to, or otherwise in accordance with, Condition 7, such event will not constitute a Default under these Conditions.

- (b) *Enforcement*: If a Default occurs in relation to the Perpetual Capital Securities and is continuing, the Trustee may institute proceedings in Singapore (but not elsewhere) for the winding-up of the Issuer. The Trustee shall have no right to enforce payment under or accelerate payment of any Perpetual Capital Security in the case of such Default in payment on such Perpetual Capital Security or a default in the performance of any other covenant of the Issuer in such Perpetual Capital Security or in the Trust Deed except as provided for in this Condition 11 and Clause 7 of the Trust Deed.

Subject to the subordination provisions as set out in Condition 3 and in Clause 5 and Clause 7 of the Trust Deed, if a court order is made or an effective resolution is passed for the winding-up of the Issuer, there shall be payable on the relevant Perpetual Capital Securities, after the payment in full of all claims of all DBS Bank Relevant Creditors (in the case of DBS Bank) or DBSH Relevant Creditors (in the case of DBSH), but in priority to holders of Junior Obligations of the Relevant Issuer, such amount remaining after the payment in full of all claims of all DBS Bank Relevant Creditors (in the case of DBS Bank) or DBSH Relevant Creditors (in the case of DBSH) up to, but not exceeding, the nominal amount of the relevant Perpetual Capital Securities together with Distribution accrued to the date of repayment.

- (c) *Rights and Remedies upon Default*: If a Default in respect of the payment of principal of or Distribution on the Perpetual Capital Securities occurs and is continuing, the sole remedy available to the Trustee shall be the right to institute proceedings in Singapore (but not elsewhere) for the winding-up of the Issuer. If the Issuer shall default in the performance of any obligation contained in the Trust Deed, the relevant Perpetual Capital Securities other than a Default specified in Condition 11(a) above, the Trustee and the Securityholders shall be entitled to every right and remedy given hereunder or thereunder or now or hereafter existing at law or in equity or otherwise, provided, however, that the Trustee shall have no right to enforce payment under or

accelerate payment of any Perpetual Capital Security except as provided in this Condition 11 and Clause 7 of the Trust Deed. If any court awards money damages or other restitution for any default with respect to the performance by the Issuer of its obligations contained in the Trust Deed, the relevant Perpetual Capital Securities, the payment of such money damages or other restitution shall be subject to the subordination provisions set out herein and in Clause 5 and Clause 7 of the Trust Deed.

- (d) *Entitlement of the Trustee*: The Trustee shall not be bound to take any of the actions referred to in Condition 11(b) and Condition 11(c) above or Clause 7.3 of the Trust Deed or any other action under the Trust Deed unless (i) it shall have been so requested by an Extraordinary Resolution (as defined in the Trust Deed) of the Securityholders or in writing by the holders of at least one-quarter in nominal amount of the relevant Perpetual Capital Securities then outstanding and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction in its sole discretion.
- (e) *Rights of Holders*: No Securityholder shall be entitled to proceed directly against the Issuer or to institute proceedings for the winding-up of the Issuer in Singapore or to prove in any winding-up of the Issuer unless the Trustee, having become so bound to proceed (in accordance with the terms of the Trust Deed and the Conditions) or being able to prove in such winding-up, fails to do so within a reasonable period and such failure shall be continuing, in which case the Securityholder shall have only such rights against the Issuer as those which the Trustee is entitled to exercise. No remedy against the Issuer, other than as referred to in this Condition 11 and Clause 7 of the Trust Deed, shall be available to the Trustee or any Securityholder whether for the recovery of amounts owing in relation to or arising from the relevant Perpetual Capital Securities and/or the Trust Deed or in respect of any breach by the Issuer of any of its other obligations relating to or arising from the relevant Perpetual Capital Securities and/or the Trust Deed.

12 Meetings of Securityholders, Modification and Waiver

- (a) **Meetings of Securityholders**: The Trust Deed contains provisions for convening meetings of Securityholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Trust Deed) of a modification of any of these Conditions or any provision of the Trust Deed. Such a meeting may be convened by Securityholders holding not less than 10% in nominal amount of the Perpetual Capital Securities for the time being outstanding. The quorum for any meeting convened to consider an Extraordinary Resolution shall be two or more persons holding or representing a clear majority in nominal amount of the Perpetual Capital Securities for the time being outstanding, or at any adjourned meeting two or more persons being or representing Securityholders whatever the nominal amount of the Perpetual Capital Securities held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to amend the dates of redemption of the Perpetual Capital Securities or any date for payment of Distribution or Distribution Amounts on the Perpetual Capital Securities, (ii) to reduce or cancel the nominal amount of, or any premium payable on redemption of, the Perpetual Capital Securities, (iii) to reduce the rate or rates of Distribution in respect of the Perpetual Capital Securities or to vary the method or basis of calculating the rate or rates or amount of Distribution or the basis for calculating any Distribution Amount in respect of the Perpetual Capital Securities, (iv) if a Minimum Rate of Distribution and/or a Maximum Rate of Distribution, or Redemption Amount is shown hereon, to reduce any such Minimum and/or Maximum, (v) to vary any method of, or basis for, calculating the Final Redemption Amount, the Early Redemption Amount or the Optional Redemption Amount, (vi) to vary the currency or currencies of payment or denomination of the Perpetual Capital Securities, (vii) to take any steps that as specified hereon may only be taken following approval by an Extraordinary Resolution to which the special quorum provisions apply, (viii) to modify the

provisions concerning the quorum required at any meeting of Securityholders or the majority required to pass the Extraordinary Resolution or (ix) to modify Condition 3 in respect of the Perpetual Capital Securities, in which case the necessary quorum shall be two or more persons holding or representing not less than 75%, or at any adjourned meeting not less than 25%, in nominal amount of the Perpetual Capital Securities for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on all Securityholders (whether or not they were present at the meeting at which such resolution was passed).

The Trust Deed provides that a resolution in writing signed by or on behalf of the holders of not less than 90% in nominal amount of the Perpetual Capital Securities outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Securityholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Securityholders.

These Conditions may be amended, modified or varied in relation to any Series of Perpetual Capital Securities by the terms of the applicable Pricing Supplement in relation to such Series.

- (b) **Modification of the Trust Deed and waiver:** The Trustee may agree, without the consent of the Securityholders to (i) any modification of any of the provisions of the Trust Deed which is, in its opinion, of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of applicable law or as required by CDP and/or the CMU and/or DTC and/or Euroclear and/or Clearstream, Luxembourg, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed that is in the opinion of the Trustee not materially prejudicial to the interests of the Securityholders. Notwithstanding any other provision of these Conditions or the Trust Deed, no modification to any Condition or any provision of the Trust Deed may be made without the prior approval of MAS to the extent that such modification changes or otherwise affects the eligibility of the Perpetual Capital Securities as Additional Tier 1 Capital Securities. Any such modification, authorisation or waiver shall be binding on the Securityholders and, if the Trustee so requires, such waiver or authorisation shall be notified to the Securityholders as soon as practicable.
- (c) **Entitlement of the Trustee:** In connection with the exercise of its functions (including but not limited to those referred to in this Condition 12) the Trustee shall have regard to the interests of the Securityholders as a class and shall not have regard to the consequences of such exercise for individual Securityholders and the Trustee shall not be entitled to require, nor shall any Securityholder be entitled to claim, from the Issuer any indemnification or payment in respect of any tax consequence of any such exercise upon individual Securityholders.

13 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the Issuer and any entity related to the Issuer without accounting for any profit.

The Trustee may accept and rely without liability to Securityholders on a report, confirmation or certificate or any advice of any accountants, financial advisors, financial institution or any other expert, whether or not addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may conclusively (without liability) accept and shall be entitled to rely on such report, confirmation, certificate or advice and such report, confirmation, certificate or advice shall be binding on the Issuer, the Trustee and the Securityholders.

14 Replacement of Certificates

If a Certificate is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of the Registrar or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Securityholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Certificate is subsequently presented for payment, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Certificates) and otherwise as the Issuer and/or Agent may require in their sole discretion. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

15 Further Issues

The Issuer may from time to time without the consent of the Securityholders create and issue further securities either having the same terms and conditions as the Perpetual Capital Securities in all respects (or in all respects except for the first payment of Distribution on them) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Perpetual Capital Securities) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Perpetual Capital Securities include (unless the context requires otherwise) any other securities issued pursuant to this Condition and forming a single series with the Perpetual Capital Securities. Any further securities forming a single series with the outstanding securities of any series (including the Perpetual Capital Securities) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Securityholders and the holders of securities of other series where the Trustee so decides.

16 Notices

Notices to the holders of Perpetual Capital Securities shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing.

- (a) So long as the Perpetual Capital Securities are represented by the Global Certificate and the Global Certificate is held on behalf of:
 - (i) CDP, DTC, Euroclear or Clearstream or the Alternative Clearing System (as defined in the form of the Global Certificate), notices to Securityholders shall be given by delivery of the relevant notice to CDP (subject to the agreement of CDP), DTC, Euroclear or Clearstream or the Alternative Clearing System, for communication by it to entitled accountholders in substitution for notification as required by the Conditions; or
 - (ii) the CMU, notices to the holders of Perpetual Capital Securities of that Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the Hong Kong Monetary Authority on the business day preceding the date of dispatch of such notice,

except that if the Perpetual Capital Securities are listed on the SGX-ST, and the rules of the SGX-ST so require, notice will in any event be published as provided above.

- (b) A DBS Bank Trigger Event Notice or a DBSH Trigger Event Notice (as the case may be) to the holders of the relevant Perpetual Capital Securities shall be deemed to have been validly given on the date on which such notice is published in a daily newspaper of general circulation in

Singapore (which is expected to be The Business Times) or, so long as Perpetual Capital Securities are listed on the SGX-ST, published on the website of the SGX-ST www.sgx.com. If any such publication is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Singapore. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above.

17 Currency Indemnity

Any amount received or recovered in a currency other than the currency in which payment under the relevant Perpetual Capital Security is due (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the insolvency, winding-up or dissolution of the Issuer or otherwise) by any Securityholder in respect of any sum expressed to be due to it from the Issuer shall only constitute a discharge to the Issuer to the extent of the amount in the currency of payment under the relevant Perpetual Capital Security that the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If the amount received or recovered is less than the amount expressed to be due to the recipient under any Perpetual Capital Security, the Issuer shall indemnify it against any loss sustained by it as a result. In any event, the Issuer shall indemnify the recipient against the cost of making any such purchase. For the purposes of this Condition, it shall be sufficient for the Securityholder, as the case may be, to demonstrate that it would have suffered a loss had an actual purchase been made. These indemnities constitute a separate and independent obligation from the Issuer's other obligations, shall give rise to a separate and independent cause of action, shall apply irrespective of any indulgence granted by any Securityholder and shall continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Perpetual Capital Security or any other judgment or order.

18 Contracts (Rights of Third Parties) Act

[No person shall have any right to enforce any term or condition of the Perpetual Capital Securities under the Contracts (Rights of Third Parties) Act 1999 except and to the extent (if any) that the Perpetual Capital Securities expressly provide for such Act to apply to any of their terms.]²

[No person shall have the right to enforce any term or condition of the Perpetual Capital Securities under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore.]³

19 Governing Law and Jurisdiction

- (a) **Governing Law:** The Trust Deed, the Perpetual Capital Securities and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, [English law, save that the provisions in relation to subordination, set-off and payment void and default and enforcement are governed by and shall be construed in accordance with Singapore law]⁴ [Singapore law]⁵.
- (b) **Jurisdiction:** [The Courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with any Perpetual Capital Securities, save that the courts of Singapore shall have exclusive jurisdiction to settle any disputes that arise out of or are in connection with the provisions in relation to subordination, set-off and payment void and default and enforcement

² Include for Perpetual Capital Securities governed by English law.

³ Include for Perpetual Capital Securities governed by Singapore law.

⁴ Include for Perpetual Capital Securities governed by English Law.

⁵ Include for Perpetual Capital Securities governed by Singapore law.

and, accordingly, any legal action or proceedings arising out of or in connection with any Perpetual Capital Securities (**Proceedings**) may be brought in such courts. Insofar that the Proceedings do not arise out of or are in connection with the provisions in relation to subordination, set-off and payment void and default and enforcement, the Issuer irrevocably submits to the jurisdiction of the courts of England and waives any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. This submission is made for the benefit of each of the holders of the Perpetual Capital Securities and shall not affect the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not). Insofar as the Proceedings arise out of or are in connection with the provisions in relation to subordination, set-off and payment void and default and enforcement, all parties irrevocably submit to the exclusive jurisdiction of the courts of Singapore and waive any objection to Proceedings in such courts on the ground of venue or on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.]⁶

[The courts of Singapore are to have exclusive jurisdiction to settle any disputes that may arise out of or in connection with any Perpetual Capital Securities and accordingly any legal action or proceedings arising out of or in connection with any Perpetual Capital Securities (**Proceedings**) shall be brought in such courts. All parties irrevocably submit to the exclusive jurisdiction of the courts of Singapore and waive any objection to Proceedings in such courts on the ground of venue or on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.]⁷

(c) **[Service of Process:**

- (i) DBS Bank has in the Trust Deed agreed that its branch in England shall accept service of process on its behalf in respect of any Proceedings in England. Such service shall be deemed completed on delivery to such process agent (whether or not, it is forwarded to and received by the Issuer). If for any reason such branch ceases to be able to accept service of process in England, DBS Bank shall immediately appoint a new agent to accept such service of process in England.
- (ii) DBSH has in the Trust Deed agreed that DBS Bank's branch in England shall accept service of process on its behalf in respect of any proceeding in England. Such service shall be deemed completed on delivery to such process agent (whether or not it is forwarded to and received by the Issuer). If for any reason such branch ceases to be able to accept service of process in England, DBSH shall immediately appoint a new agent to accept such service of process in England.]⁸

20 Headings

Headings are for convenience only and do not affect the interpretation of these Terms and Conditions.

⁶ Include for Perpetual Capital Securities governed by English law.

⁷ Include for Perpetual Capital Securities governed by Singapore law.

⁸ Include for Perpetual Capital Securities governed by English law.

SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM

The following section does not apply to AMTNs.

Initial Issue of Notes

The Notes will be issued in series (each a **Series**) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a **Tranche**) on the same or different issue dates. The specific terms of each Tranche (which will be supplemented, where necessary, with supplemental terms and conditions and, save in respect of the issue date, issue price, first payment of interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be set out in a Pricing Supplement to this Offering Circular.

Global Notes and Certificates may be delivered on or prior to the original issue date of the Tranche to a Common Depository or CDP.

Upon the initial deposit of a Global Note with a Common Depository, CDP or a sub-custodian of the CMU or registration of Registered Notes in the name of any nominee for CDP, the HKMA as operator for the CMU, Euroclear and Clearstream, Luxembourg and delivery of the relative Global Certificate to the Common Depository, CDP or the CMU (as the case may be) will credit each subscriber with a nominal amount of Notes equal to the nominal amount thereof for which it has subscribed and paid. Upon the initial deposit of a Global Certificate in respect of, and registration of, Registered Notes in the name of a nominee for DTC and delivery of the relevant Global Certificate to the Custodian for DTC, DTC will credit each participant with a nominal amount of Notes equal to the nominal amount thereof for which it has subscribed and paid.

Notes that are initially deposited with the Common Depository may also be credited to the accounts of subscribers with (if indicated in the relevant Pricing Supplement) other clearing systems through direct or indirect accounts with CDP and/or the CMU and/or Euroclear and Clearstream, Luxembourg held by such other clearing systems. Conversely, Notes that are initially deposited with any other clearing system may similarly be credited to the accounts of subscribers with CDP, the CMU, Euroclear, Clearstream, Luxembourg or other clearing systems.

While any Note is represented by a Temporary Global Note, payments of principal, interest (if any) and any other amount payable in respect of the Notes due prior to the Exchange Date will be made against presentation of the Temporary Global Note only to the extent that certification (in a form to be provided) to the effect that the beneficial owners of interests in such Note are not U.S. persons or persons who have purchased for resale to any U.S. person, as required by U.S. Treasury regulations, has been received by CDP and/or the CMU Lodging and Paying Agent and/or Euroclear and/or Clearstream, Luxembourg and (in the case of a Temporary Global Note delivered to a Common Depository for Euroclear and/or Clearstream, Luxembourg) Euroclear and/or Clearstream, Luxembourg, as applicable, has given a like certification (based on the certifications it has received) to the Agent or (in the case of Notes cleared through CDP) CDP has given a like certificate (based on the certification it has received) to the CDP Paying Agent.

Relationship of Accountholders with Clearing Systems

Each of the persons shown in the records of CDP, DTC, Euroclear, Clearstream, Luxembourg or any other permitted clearing system (**Alternative Clearing System**) as the holder of a Note represented by a Global Note or a Global Certificate must look solely to CDP, DTC, Euroclear, Clearstream, Luxembourg or any such Alternative Clearing System (as the case may be) for his share of each payment made by the Relevant Issuer to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, and in relation to all other rights arising under the Global Notes or Global Certificates, subject to and in accordance with the respective rules and procedures of DTC, Euroclear, Clearstream, Luxembourg or such Alternative Clearing System (as the case may be). Such persons shall have no claim directly against the Relevant Issuer in respect of payments due on the Notes for so long as the Notes are represented by such Global Note or Global Certificate and such obligations of the Relevant Issuer will be discharged by payment to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, in respect of each amount so paid.

If a Global Note or Global Certificate is lodged with a sub-custodian for or registered with the CMU, the person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU in accordance with the CMU Rules as notified by the CMU to the CMU Lodging and Paying Agent in a relevant CMU Instrument Position Report (as defined in the rules of the CMU) or any other relevant notification by the CMU (which notification, in either case, shall be conclusive evidence of the records of the CMU save in the case of manifest error) shall be the only person(s) entitled or in the case of Registered Notes, directed or deemed by the CMU as entitled to receive payments in respect of Notes represented by such Global Note or Global Certificate and the Relevant Issuer will be discharged by payment to, or to the order of, such person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU in respect of each amount so paid. Each of the persons shown in the records of the CMU as the beneficial holder of a particular nominal amount of Notes represented by such Global Note or Global Certificate must look solely to the CMU Lodging and Paying Agent for his share of each payment so made by the Relevant Issuer in respect of such Global Note or Global Certificate.

Exchange

1 Temporary Global Notes

Each Temporary Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date:

- (i) if the relevant Pricing Supplement indicates that such Global Note is issued in compliance with TEFRA C or in a transaction to which TEFRA is not applicable (as to which, see “Summary of the Programme – Selling Restrictions”), in whole, but not in part, for the Definitive Notes defined and described below; and
- (ii) otherwise, in whole or in part, upon certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement for interests in a Permanent Global Note or, if so provided in the relevant Pricing Supplement, for Definitive Notes.

The CMU may require that any such exchange for a Permanent Global Note is made in whole and not in part and, in such event, no such exchange will be effected until all relevant account holders (as set out in a CMU Instrument Position Report or any other relevant notification supplied to the CMU Lodging and Paying Agent by the CMU) have so certified.

2 Permanent Global Notes

Each Permanent Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date in whole but not, except as provided under “Partial Exchange of Permanent Global Notes”, in part for Definitive Notes:

- (i) if the Permanent Global Note is held on behalf of the CMU, Euroclear or Clearstream, Luxembourg or an Alternative Clearing System and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or in fact does so; or
- (ii) if the Permanent Global Note is held on behalf of CDP, (a) an Event of Default or Default, enforcement event or analogous event entitling an accountholder or the Trustee to declare the Notes due and payable as provided in the relevant Conditions has occurred and is continuing, (b) CDP is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise), (c) CDP announces an intention permanently to cease business and no Alternative Clearing System is available or (d) CDP has notified the Relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties as set out in the terms and conditions for the provision of depository services and no Alternative Clearing System is available; or
- (iii) if principal in respect of any Notes is not paid when due, by the holder giving notice to the Issuing and Paying Agent of its election for such exchange.

In the event that a Global Note is exchanged for Definitive Notes, such Definitive Notes shall be issued in Specified Denomination(s) only. A Noteholder who holds a nominal amount of less than the minimum Specified Denomination will not receive a Definitive Note in respect of such holding and would need to purchase a nominal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

Notes which are represented by a Global Note will only be transferable in accordance with the rules and procedures for the time being of CDP, the CMU, Euroclear or Clearstream, Luxembourg.

3 Global Certificates

Unrestricted Global Certificates

If the Pricing Supplement states that the Notes are to be represented by an Unrestricted Global Certificate on issue, the following will apply in respect of transfers of Notes held in CDP, the CMU, DTC Euroclear or Clearstream, Luxembourg or an Alternative Clearing System. These provisions will not prevent the trading of interests in the Notes within a clearing system while they are held on behalf of such clearing system, but will limit the circumstances in which the Notes may be withdrawn from the relevant clearing system. Transfers of the holding of Notes represented by any Unrestricted Global Certificate pursuant to Note Condition 2(b) (in respect of Notes other than Perpetual Capital Securities) and Perpetual Capital Securities Condition 2(a) (in respect of Perpetual Capital Securities) may be made:

- (i) in whole or in part, if the Unrestricted Global Certificate is held on behalf of the CMU, Euroclear or Clearstream, Luxembourg or an Alternative Clearing System and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or in fact does so; or
- (ii) in whole or in part, if the Unrestricted Global Certificate is held on behalf of CDP, (a) an Event of Default or Default, enforcement event or analogous event entitling an accountholder or the Trustee to declare the Notes due and payable as provided in the Conditions has occurred and is continuing, (b) CDP is closed for business for a continuous period of 14 days (other than by reason of holidays,

statutory or otherwise), (c) CDP announces an intention permanently to cease business and no Alternative Clearing System is available or (d) CDP has notified the Relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties as set out in the terms and conditions for the provision of depository services and no Alternative Clearing System is available; or

(iii) in whole but not in part, if such Notes are held on behalf of a Custodian for DTC and if DTC notifies the Relevant Issuer that it is no longer willing or able to discharge properly its responsibilities as depository with respect to that Unrestricted Global Certificate or DTC ceases to be a “clearing agency” registered under the Exchange Act or is at any time no longer eligible to act as such, and the Relevant Issuer is unable to locate a qualified successor within 90 days of receiving notice of such ineligibility on the part of DTC; or

(iv) in whole or in part, with the consent of the Relevant Issuer,

provided that, in the case of the first transfer of part of a holding pursuant to paragraph (i) above, the Registered Holder has given the Registrar not less than 30 days’ notice at its specified office of the Registered Holder’s intention to effect such transfer.

Restricted Global Certificates

If the Pricing Supplement states that the Restricted Notes are to be represented by a Restricted Global Certificate on issue, the following will apply in respect of transfers of Notes held in DTC. These provisions will not prevent the trading of interests in the Notes within a clearing system whilst they are held on behalf of DTC, but will limit the circumstances in which the Notes may be withdrawn from DTC. Transfers of the holding of Notes represented by that Restricted Global Certificate pursuant to Note Condition 2(b) (in respect of Notes other than Perpetual Capital Securities) and Perpetual Capital Securities Condition 2(a) (in respect of Perpetual Capital Securities) may only be made:

(i) in whole but not in part, if such Notes are held on behalf of a Custodian for DTC and if DTC notifies the Relevant Issuer that it is no longer willing or able to discharge properly its responsibilities as depository with respect to that Restricted Global Certificate or DTC ceases to be a “clearing agency” registered under the Exchange Act or is at any time no longer eligible to act as such, and the Relevant Issuer is unable to locate a qualified successor within 90 days of receiving notice of such ineligibility on the part of DTC; or

(ii) in whole or in part, with the Relevant Issuer’s consent,

provided that, in the case of any transfer pursuant to (i) above, the relevant Registered Holder has given the relevant Registrar not less than 30 days’ notice at its specified office of the Registered Holder’s intention to effect such transfer. Individual Certificates issued in exchange for a beneficial interest in a Restricted Global Certificate shall bear the legend applicable to such Notes as set out in “Transfer Restrictions”.

Partial Exchange of Permanent Global Notes

For so long as a Permanent Global Note is held on behalf of a clearing system and the rules of that clearing system permit, such Permanent Global Note will be exchangeable in part on one or more occasions for Definitive Notes if so provided in, and in accordance with, the Note Conditions (which will be set out in the relevant Pricing Supplement) relating to Partly-paid Notes.

4 Delivery of Notes

On or after any due date for exchange, the holder of a Global Note may surrender such Global Note or, in the case of a partial exchange, present it for endorsement to or to the order of the Issuing and Paying Agent. In exchange for any Global Note, or the part thereof to be exchanged, the Relevant Issuer will:

- (i) in the case of a Temporary Global Note exchangeable for a Permanent Global Note, deliver, or procure the delivery of, a Permanent Global Note in an aggregate nominal amount equal to that of the whole or that part of a Temporary Global Note that is being exchanged or, in the case of a subsequent exchange, endorse, or procure the endorsement of, a Permanent Global Note to reflect such exchange; or
- (ii) in the case of a Global Note exchangeable for Definitive Notes, deliver, or procure the delivery of, an equal aggregate nominal amount of duly executed and authenticated Definitive Notes. Global Notes and Definitive Notes will be delivered outside the United States and its possessions. In this Offering Circular, “**Definitive Notes**” means, in relation to any Global Note, the definitive Bearer Notes for which such Global Note may be exchanged (if appropriate, having attached to them all Coupons and Receipts in respect of interest (in respect of Notes other than Perpetual Capital Securities) or Instalment Amounts that have not already been paid on the Global Note and, if applicable, a Talon). Definitive Notes will be security printed in accordance with any applicable legal and stock exchange requirements in or substantially in the form set out in the Schedules to the Trust Deed. On exchange in full of each Permanent Global Note, the Relevant Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with the relevant Definitive Notes.

5 Exchange Date

“**Exchange Date**” means, in relation to a Temporary Global Note, the day falling after the expiry of 40 days after its issue date and, in relation to a Permanent Global Note, a day falling not less than 60 days after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Issuing and Paying Agent is located and in the city in which the relevant clearing system is located.

Amendment to Conditions

The Global Notes and Global Certificates contain provisions that apply to the Notes that they represent, some of which modify the effect of the terms and conditions of the Notes set out in this Offering Circular. The following is a summary of certain of those provisions:

1. Payments

No payment falling due after the Exchange Date will be made on any Global Note unless exchange for an interest in a Permanent Global Note or for Definitive Notes is improperly withheld or refused. Payments on any Temporary Global Note issued in compliance with TEFRA D before the Exchange Date will only be made against presentation of certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement. All payments in respect of Notes represented by a Global Note will be made, against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of that Global Note to or to the order of the Issuing and Paying Agent or such other Paying Agent as shall have been notified to the Noteholders for such purpose. A record of each payment so made will be endorsed on each Global Note, which endorsement will be prima facie evidence that such payment has been made in respect of the Notes. For the purpose of any payments made in respect of a Global Note, the relevant place of presentation shall be disregarded in the definition of “business day” set out in Note Condition 7(i) (in respect of Notes other than Perpetual Capital Securities).

All payments made in respect of Notes represented by a Global Certificate held on behalf of Euroclear or Clearstream, Luxembourg will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the Clearing System Business Day immediately prior to the date for payment, where “Clearing System Business Day” means Monday to Friday inclusive except 25 December and 1 January.

All payments made in respect of Notes represented by a Global Certificate held by CDP will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the fifth business day prior to the date of payment.

2. Suspension of Transfers on Trigger Event

Subject to the procedures of CDP, the CMU, DTC, Euroclear or Clearstream, Luxembourg, as applicable (in the case of Subordinated Notes or Perpetual Capital Securities held and cleared through CDP, the CMU, DTC, Euroclear or Clearstream, Luxembourg, as the case may be), transfers of Subordinated Notes represented by the Global Notes or the Global Certificates and transfers of Perpetual Capital Securities represented by Global Certificates shall be suspended during any Suspension Period. As a result, holders will not be able to settle the transfer of any such Subordinated Notes or Perpetual Capital Securities from the commencement of the Suspension Period, and any sale or other transfer of such Subordinated Notes or Perpetual Capital Securities that a holder may have initiated prior to the commencement of the Suspension Period that is scheduled to settle during the Suspension Period will be rejected by CDP, the CMU, DTC, Euroclear or Clearstream, Luxembourg, as applicable and will not be settled within CDP, the CMU, DTC, Euroclear or Clearstream, Luxembourg, as the case may be.

3. Prescription

Claims against the Relevant Issuer in respect of Notes that are represented by a Permanent Global Note will become void unless it is presented for payment within a period of 10 years (in the case of principal) and five years (in the case of interest (in respect of Notes other than Perpetual Capital Securities)) from the appropriate Relevant Date (as defined in Note Condition 8 (in respect of the Notes other than Perpetual Capital Securities)).

4. Meetings

The holder of a Permanent Global Note or of the Notes represented by a Global Certificate shall (unless such Permanent Global Note or Global Certificate represents only one Note) be treated as being two persons for the purposes of any quorum requirements of a meeting of Noteholders and, at any such meeting, the holder of a Permanent Global Note shall be treated as having one vote in respect of each minimum integral currency unit of the Specified Currency of the Notes. (All holders of Registered Notes are entitled to one vote in respect of each integral currency unit of the Specified Currency of the Notes comprising such Noteholder's holding, whether or not represented by a Global Certificate.)

5. Cancellation

Cancellation of any Note represented by a Permanent Global Note that is required by the Note Conditions to be cancelled (other than upon its redemption) will be effected by reduction in the nominal amount of the relevant Permanent Global Note.

6. Purchase

Notes represented by a Permanent Global Note may, at any time, only be purchased by the Relevant Issuer or any of its subsidiaries if they are purchased together with the right to receive all future payments of interest (in respect of Notes other than Perpetual Capital Securities) and Instalment Amounts (if any) thereon.

7. Issuers' Option

Any option of the Relevant Issuer provided for in the Conditions of any Notes while such Notes are represented by a Permanent Global Note shall be exercised by the Relevant Issuer giving notice to the Noteholders within the time limits set out in and containing the information required by the

Note Conditions, except that the notice shall not be required to contain the serial numbers of Bearer Notes drawn. In the event that any option of the Relevant Issuer is exercised in respect of some but not all of the Notes of any Series, the rights of accountholders with a clearing system in respect of the Notes will be governed by the standard procedures of CDP, the CMU, DTC, Euroclear and/or Clearstream, Luxembourg (to be reflected in the records of Euroclear and Clearstream, Luxembourg as either a pool factor or a reduction in nominal amount, at their discretion) or any other clearing system (as the case may be).

8. Noteholders' Options

Any option of the Noteholders provided for in the relevant Conditions of any Notes while such Notes are represented by a Permanent Global Note or a Global Certificate may be exercised by the holder of the Permanent Global Note or Global Certificate giving notice to the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through CDP, the CDP Paying Agent) within the time limits relating to the deposit of Notes with a Paying Agent set out in the relevant Conditions substantially in the form of the notice available from any Paying Agent, except that the notice shall not be required to contain the serial numbers of the Bearer Notes, or in the case of Registered Notes shall not be required to specify the nominal amount of Registered Notes and the holder(s) of such Registered Notes, in respect of which the option has been exercised, and stating the nominal amount of Notes in respect of which the option is exercised and at the same time presenting the Permanent Global Note or a Global Certificate to the Issuing and Paying Agent, or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through CDP, the CDP Paying Agent or to a Paying Agent acting on behalf of the Issuing and Paying Agent, for notation.

9. Trustee's Powers

In considering the interests of Noteholders while any Global Note is held on behalf of, or Registered Notes are registered in the name of any nominee for, a clearing system, the Trustee may have regard to any information provided to it by such clearing system or its operator as to the identity (either individually or by category) of its accountholders with entitlements to such Global Note or Global Certificate and may consider such interests as if such accountholders were the holders of the Notes represented by such Global Note or Global Certificate.

10. Direct Rights in respect of Notes cleared through CDP

If any Event of Default or Default has occurred and is continuing, the Trustee may state in a notice given to the Issuing and Paying Agent and the Relevant Issuer (the **default notice**) the nominal amount of Notes (which may be less than the outstanding nominal amount of the Global Note or Global Certificate) which is being declared due and payable. Following the giving of the default notice, the holder of the Notes represented by the Global Note or Global Certificate, as the case may be, cleared through CDP may (subject as provided below) elect that direct rights (**Direct Rights**) under the provisions of the relevant deed of covenant executed as a deed by DBS Bank on 26 March 2014 or DBSH on 26 March 2014, each as amended and supplemented on 14 April 2016, (and as further amended, restated or supplemented from time to time, the **CDP Deed of Covenant**) shall come into effect in respect of a nominal amount of Notes up to the aggregate nominal amount in respect of which such default notice has been given. Such election shall be made by notice to the Issuing and Paying Agent and the Registrar in the case of the Global Certificate and presentation of the Global Note or Global Certificate, as the case may be, to or to the order of the Issuing and Paying Agent for reduction of the nominal amount of Notes represented by the Global Note or Global Certificate, as the case may be, by such amount as may be stated in such notice and by endorsement of the appropriate Schedule hereto of the nominal

amount of Notes in respect of which Direct Rights have arisen under the relevant CDP Deed of Covenant. Upon each such notice being given, the Global Note or Global Certificate, as the case may be, shall become void to the extent of the nominal amount stated in such notice, save to the extent that the appropriate Direct Rights shall fail to take effect. No such election may however be made on or before the Exchange Date or the date of transfer in respect of a Global Certificate unless the holder elects in such notice that the exchange for such Notes shall no longer take place.

11. Notices

So long as any Notes are represented by a Global Note or Global Certificate and such Global Note or Global Certificate is held on behalf of a clearing system, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system (subject, in the case of the Global Note or Global Certificate held by CDP, to the agreement of CDP) for communication by it to entitled accountholders in substitution for publication as required by the relevant Conditions or by delivery of the relevant notice to the holder of the Global Note or Global Certificate except that if the Notes are listed on the SGX-ST, and the rules of the SGX-ST so require, notice will in any event be published in accordance with the relevant Conditions.

12. Partly-paid Notes

The provisions relating to Partly-paid Notes are not set out in this Offering Circular, but will be contained in the relevant Pricing Supplement and thereby in the Global Notes or the Global Certificate. While any instalments of the subscription monies due from the holder of Partly-paid Notes are overdue, no interest in a Global Note representing such Notes may be exchanged for an interest in a Permanent Global Note or for Definitive Notes (as the case may be). If any Noteholder fails to pay any instalment due on any Partly-paid Notes within the time specified, the Issuers may forfeit such Notes and shall have no further obligation to their holder in respect of them.

USE OF PROCEEDS

The net proceeds from the issue of each Tranche of Notes will be used for:

- (i) the general business purposes of the DBS Group; or
- (ii) the finance and treasury activities of DBSH, including the provision of intercompany loans (or other forms of financing) to DBS Bank Group.

CAPITALISATION AND INDEBTEDNESS OF THE DBS GROUP

The following table sets forth the capitalisation and indebtedness of the DBS Group as at 31 December 2016, based on or derived from the audited consolidated financial statements of the DBS Group unless otherwise indicated.

In SGD millions	<u>As at 31 December 2016</u>
Short-term liabilities	
Customer deposits ⁽¹⁾	347,446
Interbank liabilities ⁽¹⁾	15,915
Other debt securities	17,539
Subordinated term debts ⁽²⁾	866
Other liabilities ⁽¹⁾	40,392
Total short-term liabilities	<u>422,158</u>
Long-term liabilities	
Other debt securities	<u>10,206</u>
Non-controlling interests	
Preference shares and non-controlling interests in subsidiaries ⁽³⁾	<u>2,361</u>
Loan capital	
Subordinated term debts ⁽²⁾	<u>2,236</u>
Shareholders' funds	
Share capital	10,670
Other equity instruments ⁽⁴⁾	1,812
Other reserves	4,322
Revenue reserves	27,805
Total shareholders' funds	<u>44,609</u>
Total capitalisation⁽⁵⁾	<u>481,570</u>
Contingent liabilities	22,714

Notes:

- (1) Includes an immaterial amount of long term liabilities due after one year.
- (2) Includes SGD 250 million 3.80% subordinated notes callable in 2023, Japanese yen 10,000 million 0.918% subordinated notes, HKD 1,500 million 3.24% subordinated notes callable in 2021, SGD 1,000 million 3.30% subordinated notes callable in 2017, of which DBSH purchased SGD 134.25 million on 11 January 2016, USD 750 million 3.625% subordinated notes callable in 2017 and SGD 1,000 million 3.10% subordinated notes callable in 2018, of which DBSH purchased SGD 491.75 million on 11 January 2016. These partially qualify for Tier 2 capital treatment. Pursuant to a notice of redemption on 11 January 2017, the outstanding notes for the SGD 1,000 million 3.30% issuance were redeemed on 21 February 2017.
- (3) Includes SGD 1,500 million 5.75% non-cumulative, non-convertible, non-voting, guaranteed preference shares callable with step-up in 2018 issued by DBS Capital Funding II Corporation and SGD 800 million 4.70% non-

cumulative, non-convertible, non-voting preference shares callable in 2020 issued by DBS Bank. These partially qualify for Tier 1 capital treatment.

- (4) Comprised of SGD 805 million 4.70% non-cumulative non-convertible perpetual capital securities first callable in 2019 and USD 750 million 3.60% non-cumulative non-convertible perpetual capital securities first callable in 2021. These qualify for Additional Tier 1 capital treatment.
- (5) Includes short-term liabilities, long-term liabilities, non-controlling interests, loan capital, and shareholders' funds.

CAPITALISATION AND INDEBTEDNESS OF THE DBS BANK GROUP

The following table sets forth the capitalisation and indebtedness of the DBS Bank Group as at 31 December 2016, based on or derived from the audited consolidated financial statements of the DBS Bank Group unless otherwise indicated.

In SGD millions	As at 31 December 2016
Short-term liabilities	
Customer deposits ⁽¹⁾	347,446
Interbank liabilities ⁽¹⁾	15,915
Other debt securities	17,539
Subordinated term debts ⁽²⁾	866
Other liabilities ⁽¹⁾	42,480
Total short-term liabilities	424,246
Long-term liabilities	
Other debt securities	7,806
Non-controlling interests	
Preference shares and non-controlling interests in subsidiaries ⁽³⁾	2,523
Loan capital	
Subordinated term debts ⁽²⁾	1,591
Shareholders' funds	
Share capital	24,146
Other reserves	(119)
Other equity instruments ⁽⁴⁾	1,813
Revenue reserves	19,552
Total shareholders' funds	45,392
Total capitalisation⁽⁵⁾	481,558
Contingent liabilities	22,714

Notes:

- (1) Includes an immaterial amount of long term liabilities due after one year.
- (2) Includes SGD 1,000 million 3.30% subordinated notes callable in 2017, of which DBSH purchased SGD 134.25 million on 11 January 2016, USD 750 million 3.625% subordinated notes callable in 2017 and SGD 1,000 million 3.10% subordinated notes callable in 2018, of which DBSH purchased SGD 491.75 million on 11 January 2016. These partially qualify for Tier 2 capital treatment. Pursuant to a notice of redemption on 11 January 2017, the outstanding notes for the SGD 1,000 million 3.30% issuance were redeemed on 21 February 2017.
- (3) Includes SGD 1,500 million 5.75% non-cumulative non-convertible, non-voting, guaranteed preference shares callable with step-up in 2018 issued by DBS Capital Funding II Corporation which partially qualify for Tier 1 capital treatment, SGD 344 million 1.6% perpetual subordinated loan issued by Heedum Pte Ltd, TWD 8,000 million 4.0% non-cumulative and perpetual preferred shares issued by DBS Bank (Taiwan) Ltd and HKD 1,400 million 3.9% non-cumulative preference shares issued by DBS Bank (Hong Kong) Limited.
- (4) Includes SGD 550 million 3.85% non-cumulative non-convertible perpetual capital securities first callable in 2021, USD 185 million 4.0% non-cumulative non-convertible perpetual capital securities first callable in 2021 and USD 750 million 3.60% non-cumulative non-convertible perpetual capital securities first callable in 2021.
- (5) Includes short-term liabilities, long-term liabilities, non-controlling interests, loan capital, and shareholders' funds.

DESCRIPTION OF THE BUSINESS OF THE DBS GROUP

The DBS Group is the largest banking group in Southeast Asia by total assets and is engaged in a range of commercial banking and financial services, principally in Asia. As at 31 December 2016, the DBS Group had SGD 482 billion in total assets, SGD 302 billion in customer loans and advances, SGD 347 billion in customer deposits and SGD 44.6 billion in total shareholders' funds.

The DBS Group is headquartered and listed 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 Group has leading positions in consumer banking, wealth management, institutional banking, treasury and capital markets. As at, and for the year ended 31 December 2016, Singapore accounted for 67% and 66% of the DBS Group's assets (excluding goodwill and intangibles) and total income (excluding one-time items).

The DBS Group's Greater China presence is anchored in Hong Kong and also encompasses China and Taiwan, where it operates locally-incorporated subsidiaries. The DBS Group also operates a locally-incorporated subsidiary in Indonesia and has 12 branches in India. Its diversification in the Asia Pacific region has resulted in a more balanced geographical distribution of its assets and total operating income.

Substantially all of the assets, liabilities and income of the DBS Group are derived from the DBS Bank Group. As at 31 December 2016, DBS Bank Group accounted for nearly 100% of the DBS Group's consolidated total assets and net profit. DBSH has long-term issuer ratings of "AA-" from Fitch and "Aa2" from Moody's. DBS Bank is one of the highest rated commercial banks in Asia with long-term issuer ratings of "AA-" from Fitch, "Aa1" from Moody's and "AA-" from Standard & Poor's. DBSH's and DBS Bank's credit ratings have stable outlooks from Fitch, Moody's and Standard & Poor's.

DBS Bank was incorporated in July 1968 by the Singapore government as a financial institution to support Singapore's economic development and industrialisation. In June 1969, DBS Bank began commercial banking operations. In September 1999, DBS Bank was restructured to become a wholly-owned subsidiary of DBSH, which is listed on the SGX-ST. On 21 July 2003, DBS Bank changed its legal name from The Development Bank of Singapore Limited to DBS Bank Ltd.

DBS Bank's parent company, DBSH, is one of the largest listed companies in Singapore, with a market capitalisation of approximately SGD 47.6 billion based on the closing price per ordinary share on the Main Board of the SGX-ST, as at 28 February 2017.

Recent Developments

On 23 January 2017, DBS Bank issued EUR 750 million 0.375% covered bonds due 2024 under its USD 10 billion global covered bond programme. The net proceeds of the issuance were used for the general business purposes of the DBS Group.

On 10 February 2017, DBSH announced that DBS Bank had agreed to sell its entire equity interest in DBS China Square Limited to an indirect subsidiary of Manulife Financial Corporation. The sale had a net gain of approximately SGD 350 million and was completed in the first quarter of 2017.

On 20 March 2017, DBS Bank, acting through its Australia Branch, issued AUD 300 million AMTNs due 2020 under the DBS Group's USD 30 billion Global Medium Term Note Programme. The net proceeds of the issuance were used for the general business purposes of the DBS Bank Group.

Strengths

Strong credit profile and resilient capital base

The DBS Group has consistently maintained robust capital ratios and as at 31 December 2016, had a CET1 CAR of 14.1%, a Tier 1 CAR of 14.7% and a Total CAR of 16.2%. The DBS Group's capital position is above the MAS Basel III capital requirements that have been effective from 1 January 2013. The DBS Group has adopted a prudent dividend policy – paying sustainable dividends – to ensure that strong capital ratios are maintained while it executes its strategy.

The DBS Group has been awarded “Safest Bank in Asia” for eight consecutive years from 2009 to 2016 by Global Finance. Singapore, the DBS Group's core market, is the only sovereign in Asia with a “Aaa” credit rating from Moody's, and “AAA” credit ratings from Standard & Poor's and Fitch.

Diversified loan and earnings mix supported by stable deposits and diversified funding sources

The DBS Group has a diversified loan portfolio and earnings mix that is not overly concentrated in any particular industry, country or business segment. As at 31 December 2016, no single industry contributed more than 25% of the DBS Group's gross loans and, outside of Singapore, no single country contributed more than 20% of the DBS Group's gross loans. The DBS Group also has a balanced mix between interest and non-interest income, with non-interest income derived from diversified sources such as loan-related activities, transaction services, wealth management and treasury product sales.

In terms of funding, the DBS Group has a strong domestic deposit base and leading market position in low cost Singapore dollar deposits. The DBS Group has also grown its transactional accounts with corporate customers and institutional investors, in line with its strategy. In addition, the DBS Group diversifies its funding sources through the wholesale funding market. In 2015, DBS Bank undertook a covered bond issuance, making it the inaugural issuer of covered bonds in Singapore.

Strong core banking business with proven earnings generation capability and exposure to key growth geographies in Asia

The DBS Group is the largest banking group in Southeast Asia by total assets. The DBS Group is anchored in Singapore and Hong Kong and has a growing presence in Greater China, South Asia and Southeast Asia. Over the past three years, the DBS Group has delivered consistent financial performance underpinned by increased strategic clarity and disciplined execution of its strategy. Total income (excluding one-time items) grew at a CAGR of 9% between 2014 and 2016 while net profit (excluding one-time items) recorded a CAGR of 5% over the same period.

Prudent and comprehensive risk management framework focused on asset quality

The DBS Group has a robust risk management framework in place to address key risk areas. Its risk management approach is based on (i) strong risk governance, with the Board, through the BRMC, setting out the DBS Group's Risk Appetite and overseeing the establishment of enterprise-wide risk management policies and processes, and setting risk limits to guide the DBS Group's risk taking, (ii) robust and comprehensive processes to identify, measure, monitor, control and report risks, (iii) sound assessments of capital adequacy relative to risks and (iv) a rigorous system of internal control reviews involving internal and external auditors. The DBS Group's NPL ratio was 1.4%, 0.9% and 0.9% as at 31 December 2016, 2015 and 2014, respectively, and the DBS Group's allowance coverage ratio (defined as total allowances as a percentage of NPAs) was 97%, 148% and 163% as at 31 December 2016, 2015 and 2014, respectively.

Asian-focused Strategy

The DBS Group's strategy is predicated on Asia's megatrends, including the rising middle class, growing intra-regional trade, urbanisation and the rapid adoption of technology that is fuelling new innovations.

The DBS Group seeks to intermediate trade and capital flows as well as support wealth creation to capitalise on longer-term growth in Greater China, South Asia and Southeast Asia, making it a compelling Asian bank of choice.

In Singapore, the DBS Group serves all customer segments. Outside Singapore, the DBS Group traditionally focuses on affluent individuals, corporates and institutional investors.

Going forward, the DBS Group hopes to leverage digital technologies to extend its reach to individuals and SMEs outside Singapore. The DBS Group has embarked on a digitalisation journey to transform the bank to be able to respond and innovate quickly to deliver simple, fast and contextual banking in the digital age.

The DBS Group periodically reviews its strategy, taking into account emerging megatrends, its operating environment and its stakeholders' input.

Key Businesses

The DBS Group's key business units are Consumer Banking/Wealth Management, Institutional Banking and Treasury and Markets business units.

Consumer Banking/Wealth Management (CBGWM)

The DBS Group serves approximately seven million retail customers in Singapore, Hong Kong, China, Taiwan, Indonesia and India. It offers a comprehensive range of financial products and services, including savings and current accounts, fixed deposits, payment services, credit and debit cards, home loans and auto finance, wealth management, investment and insurance products. In the years ended 31 December 2016, 2015 and 2014, CBGWM contributed 35%, 23% and 19%, respectively, of the DBS Group's profit before tax.

CBGWM has built a differentiated wealth proposition across its six key markets with its Treasures platform, where dedicated relationship managers and specialists deliver personalised products and services to affluent customers. In Singapore and Hong Kong, the wealth offering reflects a greater segmentation of affluent customers with specific offerings such as Treasures, Treasures Private Clients and Private Bank. In Treasures Private Client and Private Bank, more personalised services and bespoke solutions are tailored to specific client needs.

In Singapore, the DBS Group holds leading positions in savings and deposits, investments and insurance distribution. As at 31 December 2016, it had approximately five million retail customers in Singapore and more than 51% share of the market in Singapore dollar denominated savings accounts. It also had the country's largest retail distribution network with 97 branches (including branches, service and enterprise banking centres) and more than 1,500 self-service banking facilities such as ATMs, cash and check deposit machines as at 31 December 2016. DBS Bank has also entered into an agreement with Singapore Post Limited to provide basic banking services to DBS Bank's customers at its outlets. Additionally, DBS has agreements with key retail stores, including 7-Eleven, Guardian, Cold Storage, Market Place, Jasons, Giant stores, Sheng Shiong Supermarket and Buzzpod, to enable DBS Bank's customers to make cash withdrawals at their stores island-wide for a more convenient banking experience. The DBS Group is also one of the largest mortgage lenders for public and private housing in Singapore.

In Hong Kong, the DBS Group provides wealth management services to affluent customers and is also a key player in retail deposits and unsecured loans. As at 31 December 2016, it had 49 branches (including dedicated Treasures Centres, retail and consumer finance branches) and 65 ATMs in Hong Kong and served almost one million retail customers.

In China, Taiwan, India and Indonesia, the DBS Group's consumer banking operations are focused on serving affluent customers.

On 31 October 2016, DBSH announced that DBS Bank had agreed to acquire the wealth management and retail banking business of the Australia and New Zealand Banking Group Ltd (**ANZ**) in five markets for approximately SGD 110 million above book value. The portfolio of businesses being acquired is in Singapore, Hong Kong, China, Taiwan and Indonesia, representing total deposits of SGD 17 billion and loans of SGD 11 billion⁹. They serve approximately 1.3 million customers, of which over 100,000 are in the affluent/private wealth segment.

Digital Channels

The DBS Group's internet platform, DBS iBanking, and mobile banking platform, mBanking, offer a wide range of online services in its key markets. In Singapore, DBS iBanking had over 2.6 million users and mBanking had 1.5 million users as at 31 December 2016. The DBS Group's mobile activity continued to lead the industry in Singapore. Currently, more than 70% of the DBS Group's wealth clients are already online and mobile banking users with the bank and actively manage their wealth on these digital channels. In 2016, DBS Bank received worldwide recognition for its digital agenda, becoming the first bank to be named "World's Best Digital Bank" by Euromoney.

Credit Cards

As at 31 December 2016, the DBS Group had approximately 2.7 million credit cards in circulation in Singapore and Hong Kong. The DBS Group charges fees for the use of its credit cards, earns interest from customers and earns commissions from merchants for transactions processed. The DBS Group believes it is one of the market leaders in the credit card business for Singapore and Hong Kong.

Consumer Lending

The DBS Group offers housing loans, automobile loans and other consumer lending services. Other consumer lending products offered by the DBS Group include standby credit lines, personal loans, education loans and renovation loans. In Singapore, the DBS Group is one of the largest mortgage lenders for public and private housing.

Investments, Insurance and Treasury Products

The DBS Group offers a wide range of investment, insurance and treasury products, including structured deposits, unit trusts, insurance products, structured notes, treasury products such as bonds, currency linked investments, and equity linked notes. In the bancassurance business, the DBS Group grew by 33% in weighted premium sales in 2016, making it one of the top players in the market. From 1 January 2016, the DBS Group commenced its 15-year bancassurance partnership with Manulife Financial Asia Limited to distribute Manulife's life insurance products in Singapore, Hong Kong, China and Indonesia. In Singapore and Hong Kong, the DBS Group distributes general insurance products from its general insurance partner, MSIG Insurance (Singapore) Pte. Ltd and MSIG Insurance (Hong Kong) Limited.

Wealth Management

The DBS Group believes that wealth is being created at a rapid pace in Asia and has made becoming a leading wealth manager in Asia a key strategic priority. Rated the "Safest Bank in Asia" by Global Finance for eight consecutive years from 2009 to 2016, the DBS Group is recognised for its financial

⁹ For all SGD figures in this paragraph, assumed AUD 1 = SGD 1.

strength and stability. The DBS Group offers distinct wealth management platforms (i.e. Treasures, Treasures Private Clients and Private Bank) to cater to a full range of affluent customers with various wealth management needs. The segmentation of clients helps the DBS Group to target and manage customer relationships effectively. As at 31 December 2016, the DBS Group's total wealth customer assets under management was SGD 166 billion. During 2016, the key awards that DBS Bank received in the wealth management space included *Best Private Bank for Innovation, Global* from The Banker, *Outstanding Private Bank - South Asia*, and *Outstanding Wealth Management Service for the Affluent* from Private Banker International Asia, *Best Asian Private Bank* from Finance Asia, and *Best Wealth Manager, Asia* from The Asset.

Institutional Banking (IBG)

The DBS Group serves corporate, institutional and SME clients across Asia and provides a comprehensive selection of products and services, including a 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. The DBS Group utilises its regional network, product expertise and local market knowledge to connect corporate, institutional and SME clients with opportunities in Asia to help them expand across borders. In the years ended 31 December 2016, 2015 and 2014, IBG contributed 39%, 58% and 62%, respectively, of the DBS Group's profit before tax.

Lending to corporate, institutional and SME clients

The DBS Group provides financing to corporate, institutional and SME clients. The DBS Group originates, arranges, underwrites and distributes loan and loan-related products for corporate and institutional clients across the region to support a diverse range of financing needs, including leveraged finance, acquisition finance and project finance. The Syndicated Finance team has been consistently ranked among the top five arrangers in Asia (excluding Japan and Australia) by Thomson Reuters LPC for the past several years, including 2016. The DBS Group also provides financing to SMEs across the region, in line with its strategy. In Singapore, the DBS Group participates in government programmes to extend loans to small newly-formed companies.

Transaction Services

The DBS Group provides cash management, trade finance services, securities services and fiduciary services, enabling its clients to create cash flow for their operations, reduce balance sheet and counter party risk, and realise operational efficiencies. These activities carry high returns on equity and provide a high degree of recurring income.

During 2016, the DBS Group received 68 awards that recognised its achievements in transaction services, including *Best Transaction Bank, Asia Pacific* from The Banker 2016, *Best Regional Bank for Cash Management* from CFO Innovation, as well as *Best Treasury and Cash Management Bank ASEAN* from The Asset.

Capital Markets

Through its Capital Markets unit, the DBS Group advises and enables its corporate clients across the region to raise equity funds through initial public offerings, rights issues and share placements.

In Singapore, the DBS Group has been a leader in managing equity issuances over the past seven years. For 2016, it lead-managed or joint-lead-managed equity offerings amounting to SGD 3.6 billion, representing over 89% of the total equity funds raised in underwritten public offerings in Singapore during the year.

Strategic Advisory

The DBS Group's Strategic Advisory unit supports key corporate clients by rendering advice on corporate strategy, corporate structure, capital structure design and shareholder value creation. In addition, the Strategic Advisory unit is responsible for originating, structuring and executing merger and acquisition transactions, including leveraged buy-outs, demergers and divestitures. Strategic Advisory advises clients across Southeast Asia, North Asia and West Asia.

Treasury and Markets (T&M)

The DBS Group offers foreign exchange, money market and fixed income products, including derivative and structured products in foreign exchange, interest rates, equity, credit and commodities, as well as structured financing solutions. The DBS Group has a leading market share in Singapore dollar treasury products by volume and is an active market maker in regional currencies. As a primary dealer of Singapore government securities, the DBS Group is one of the largest participants in the Singapore government securities market and an active market maker in Singapore dollar swaps. The DBS Group is a specialist and a leading provider of Asian currency treasury products. In Hong Kong, it is an active market maker in Hong Kong dollar and offshore RMB derivatives. T&M works closely with CBGWM and IBG to structure and cross sell treasury products to corporate and individual customers. T&M also helps customers raise funds through debt issuances.

Fixed Income Group (FI Group)

The DBS Group is one of the leading players in the Asian debt capital markets. The DBS Group provides corporates, financial institutions, supranationals and sovereigns with customised debt solutions, including straight and equity-linked debt capital, structured debt products, hybrid capital, ratings advisory services and liability management and debt advisory services. The DBS Group is a market leader in the Singapore dollar denominated bond market and has consistently led the league tables in this market. In 2016, DBS Bank acted as bookrunner on 54 transactions, representing a 43% share of over SGD 19.1 billion in total market issuances. The DBS Group is also active in the G3 straight investment grade, high yield bond and certificate of deposit markets. In 2016, DBS Bank was ranked eighth in the league table for Asian ex-Japan G3 international corporate bond issuances. The number of Asian ex-Japan G3 bond issues arranged by the DBS Bank increased from 52 transactions in 2015 to 56 transactions in 2016.

Others

DBS Vickers Securities

The DBS Group provides brokerage services for individual, corporate and institutional clients through DBS Vickers Securities, which has stockbroking licences in Singapore, Hong Kong, Thailand and Indonesia, as well as sales offices in London and New York. DBS Vickers Securities and DBS Bank work together on equity research to cover 500 listed companies across Asia.

Regional Presence

As at 31 December 2016, the DBS Group had more than 280 branches, sub-branches, service, enterprise banking and loan centres and representative offices across Asia, including key markets in Singapore, Hong Kong, China, Taiwan, India and Indonesia. In addition, it has operations in other locations such as Australia, the Middle East, and the UK. The DBS Group has fully-owned subsidiaries in Hong Kong, China and Taiwan and a 99%-owned subsidiary in Indonesia. In addition, it has an affiliate in China through its 33%-owned Changsheng Fund Management Company.

The number of branches, sub-branches, service, enterprise banking and loan centres, representative offices and agencies operated by the DBS Group as at 31 December 2016 are set forth below.

Australia	1
China.....	36
Hong Kong.....	49
India	12
Indonesia	44
Japan	1
Korea	1
Macau	1
Malaysia.....	2
Myanmar	1
Singapore.....	97
The Philippines	1
Taiwan	40
Thailand	1
United Arab Emirates.....	1
United Kingdom	1
United States	1
Vietnam.....	2

As at 31 December 2016, gross loans booked in overseas branches and subsidiaries accounted for approximately 35% of the DBS Group's total customer loans and advances. The DBS Group's main overseas operations are in Hong Kong, China, Taiwan, India and Indonesia.

Hong Kong

Hong Kong, the anchor of the DBS Group's Greater China franchise, is the largest of the DBS Group's operations outside Singapore, accounting for approximately 17% of the DBS Group's earnings in 2016. The DBS Group had 49 branches and loan centres in Hong Kong as at 31 December 2016. A large part of the DBS Group's Hong Kong operations is conducted through DBSHK, a wholly-owned subsidiary of DBS Bank. DBSHK provides a wide range of banking services, including wealth management, investment banking, foreign exchange and treasury services, to corporate, SME and affluent individuals. DBS Bank also operates a branch in Hong Kong. The DBS Group's Hong Kong operations seek to leverage on innovation and digital technologies to grow its market position across large corporate, SME and wealth segments, and intermediate Greater China investment and capital flows.

As at 31 December 2016, the DBS Group's Hong Kong operations had total assets (excluding goodwill and intangibles) of SGD 73.3 billion, gross customer loans and advances of SGD 54.2 billion, and customer deposits of SGD 59.2 billion.

China

The DBS Group was the first Singapore bank to incorporate a wholly-owned subsidiary in China, DBS Bank (China) Limited (**DBS China**). DBS China was incorporated in May 2007 and is headquartered in Shanghai.

The DBS Group has 35 branches and a representative office in China, of which 12 branches and 23 sub-branches of DBS China were in Beijing, Chongqing, Dongguan, Guangzhou, Hangzhou, Nanning, Qingdao, Shanghai, Shenzhen, Suzhou, Tianjin and Xi'an as at 31 December 2016. DBS China offers

RMB and foreign currency banking products and services to large corporates, SMEs and affluent individuals.

As at 31 December 2016, DBS China had total assets of SGD 19.9 billion, gross customer loans and advances of SGD 10.6 billion and customer deposits of SGD 10.7 billion. The DBS Group also holds a 33% interest in Changsheng Fund Management Company, a sizable fund management company in China, through DBS Bank Ltd.

Taiwan

As at 31 December 2016, the DBS Group had 40 branches in Taiwan. A large part of the DBS Group's Taiwan operations is conducted through DBS Bank (Taiwan) Ltd (**DBS Taiwan**), a wholly-owned subsidiary of DBS Bank. DBS Taiwan offers a wide range of banking products and services to large corporates, SMEs and affluent individuals. DBS Bank also operates a branch in Taiwan. As at 31 December 2016, the DBS Group's Taiwan operations had total assets of SGD 19.7 billion, gross customer loans and advances of SGD 11.6 billion and customer deposits of SGD 13.4 billion.

India

As at 31 December 2016, the DBS Group had 12 branches across India in Bengaluru, Chennai, Cuddalore, Kolhapur, Kolkata, Moradabad, Mumbai, Nasik, New Delhi, Pune, Salem and Surat (collectively **DBS India**).

DBS India offers a comprehensive suite of banking products and services to corporate, SMEs and affluent individuals. As at 31 December 2016, DBS India had total assets of SGD 10.0 billion, gross customer loans and advances of SGD 5.3 billion and customer deposits of SGD 4.8 billion.

Indonesia

As at 31 December 2016, DBS Bank owned 99% of PT Bank DBS Indonesia (**DBS Indonesia**). DBS Indonesia offers a wide range of banking products and services to large corporates, SMEs and affluent individuals. DBS Indonesia is a leading foreign bank in trade finance and wealth management. As at 31 December 2016, DBS Indonesia had 44 branches, sub-branches and loan centres in 11 major cities in Indonesia.

As at 31 December 2016, DBS Indonesia had total assets of SGD 7.0 billion, gross customer loans and advances of SGD 4.5 billion and customer deposits of SGD 4.7 billion.

Technology and Operations Unit (T&O) and Information Technology

T&O's key areas of responsibility include technology strategy, architecture and engineering, technology delivery services, business process reengineering, strategic sourcing, call centre and processing operations for deposit accounts, loans, wealth management, custodial services, payments, cards, treasury and trade. T&O is organised to provide in-depth support to the DBS Group's key businesses, as well as to ensure group-wide consistency, best practice and efficiency.

The DBS Group has significantly increased its investment in T&O in recent years to enhance stability and resiliency of its systems and processes as it expands in the region. T&O has played a major role in the DBS Group's strategic cost management initiatives to achieve optimisation of processes and resources. Key focus areas include driving the digital agenda and becoming a data driven organisation. Initiatives are underway to improve agility, increase release cadence and build systems designed for application programming interfaces, instrumentation, experimentation and performance.

The DBS Group's information technology (**IT**) systems are critical to its business operations and are essential to supporting effectively the expansion of its business operations, increasing efficiencies, coordinating and enhancing risk management and control systems, and meeting the needs of its

customers. With the DBS Group's growing business across Asia, it recognises the need for a strong technology and infrastructure platform.

All of the DBS Group's IT systems comply with stringent business and continuity planning standards and undergo regular testing.

Additional Information about the DBS Group

Competition

In Singapore, the DBS Group believes it has captured leading market shares in loans, mortgages and customer deposits. It competes with other Singapore banks across the full range of banking activities and customer segments. Foreign banks have been able to operate in corporate banking, investment banking and capital market activities over the years. Selected foreign banks, in particular those with QFB licences, are able to compete in the consumer banking segment. In Hong Kong, the DBS Group competes with local and foreign banks in the corporate, SME and affluent retail banking segments.

In other markets, where the DBS Group is building up its presence, it competes with local and foreign banks in the full range of corporate banking and treasury market activities. In the consumer banking segment, the DBS Group is focused on affluent customers and competes with other banks operating in this space.

Properties

The DBS Group owns some of the properties used for carrying out its banking business. These properties are located mainly in Singapore, Hong Kong and Taiwan and include office and retail branch premises. For some of these properties, surplus space is leased to third-party tenants for additional income.

Employees

The DBS Group had 22,194, 22,017 and 21,096 employees, as at 31 December 2016, 2015 and 2014, respectively. Underlying staff headcount, which excluded certain technology functions that were insourced as part of strategic cost management efforts, was 21,689, 21,996 and 21,096 as at 31 December 2016, 2015 and 2014, respectively.

Employees' remuneration is based on total compensation. An employee's total compensation is benchmarked to the market and consists of three components: fixed pay, cash bonuses and long-term incentives such as share grants.

Insurance

The DBS Group has taken out a group insurance policy that is customary for financial institutions of a comparable size and scope. Management is of the opinion that this insurance, including banker's blanket and professional indemnity, is of an adequate level.

Legal Proceedings

The DBS Group is involved in litigation and arbitration proceedings in Singapore and in foreign jurisdictions involving claims by and against the DBS Group which arise in the ordinary course of its business. While it is not feasible to predict or determine the ultimate outcome of all pending or threatened litigation and arbitration proceedings, the DBS Group believes that the ultimate outcome of the various litigation and arbitration proceedings already commenced will not have a material adverse effect on the DBS Group's financial condition, liquidity or profitability.

DESCRIPTION OF DBS BANK

DBS Bank was incorporated in July 1968 by the Singapore government as a financial institution to support Singapore's economic development and industrialisation. In June 1969, DBS Bank began commercial banking operations. DBS Bank is incorporated in Singapore under the Singapore Companies Act as a limited liability company with registration number 196800306E. In September 1999, DBS Bank was restructured to become a wholly-owned subsidiary of DBSH, which is listed on the SGX-ST. DBS Bank and its subsidiaries carry out the operations of the DBS Bank Group in Singapore and elsewhere.

DESCRIPTION OF DBS BANK'S AUSTRALIA BRANCH

DBS Bank is registered in Australia as a foreign company (Australian Registered Body Number 601 105 373) and as a registered business on 1 October 2014 (Australian Business Number 46 601 105 373) under the Australian Corporations Act 2001 (**Corporations Act**). DBS Bank was granted authority to carry on banking business in Australia by the Australian Prudential Regulation Authority on 1 June 2015 and is an authorised deposit-taking institution within the meaning of the Australian Banking Act 1959. DBS Bank was granted an Australian financial services licence by the Australian Securities and Investments Commission on 15 July 2015 under the Corporations Act (License number 475946). This licence authorises DBS Bank to provide financial product advice, to make a market and to deal in financial products for certain classes of financial products to wholesale clients. DBS Bank conducts its business through its Australia branch located at Suite 1901, Level 19, Chifley Tower, 2 Chifley Square, Sydney, New South Wales 2000, Australia. The Australia branch offers institutional banking services, such as corporate finance, trade finance, cash management and treasury solutions.

DESCRIPTION OF DBS BANK'S HONG KONG BRANCH

DBS Bank Ltd., Hong Kong branch was registered in Hong Kong as a non-Hong Kong company on 6 March 1991 (Company number F4920) under the Hong Kong Companies Ordinance, with its principal place of business in Hong Kong at 18th floor, The Centre, 99 Queen's Road Central, Hong Kong. DBS Bank Ltd. obtained a licence under the Banking Ordinance of Hong Kong on 23 October 1990 (License number 199) and conducts its banking business through its branch in Hong Kong. DBS Bank Ltd. is an authorised institution under the Banking Ordinance of Hong Kong. The Hong Kong branch of DBS Bank Ltd. carries out the Institutional Banking business and Treasury and Market business of the DBS Group in Hong Kong.

DESCRIPTION OF DBS BANK'S LONDON BRANCH

DBS Bank Ltd., London branch was established in 1981 and registered as an overseas company at the Companies House in England and Wales with company number FC010036, branch number BR000664. Its registered office in the United Kingdom is at 4th Floor, Paternoster House, 65 St. Paul's Churchyard, London EC4M 8AB. It is authorised by the Prudential Regulation Authority to conduct banking and certain regulated activities in the United Kingdom, subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE DBS GROUP

The following discussion and analysis should be read in conjunction with, and is qualified in its entirety by reference to, the audited consolidated financial statements of the DBS Group as at and for the year ended 31 December 2016, including the notes thereto, which are set forth beginning on page F-2 of this Offering Circular and as at and for the years ended 31 December 2015 and 2014, including the notes thereto, which are incorporated by reference in this Offering Circular. These financial statements have been prepared in accordance with Singapore FRS, which differs in certain material respects from U.S. GAAP and IFRS. Investors should consult their own professional advisors for an understanding of the differences between Singapore FRS, U.S. GAAP, IFRS and the generally accepted accounting principles of other jurisdictions and how those differences might affect the financial information contained in this Offering Circular.

The presentation of certain financial statement line items in this Offering Circular has been aligned to the presentation used by key management personnel to analyse and assess the business performance of the DBS Group from period to period. Such presentation may differ in certain respects from the audited consolidated financial statements of the DBS Group as at and for the year ended 31 December 2016, including the notes thereto, which are set forth beginning on page F-2 of this Offering Circular and as at and for the years ended 31 December 2015 and 2014 incorporated by reference in this Offering Circular and may also differ in certain respects from Singapore FRS.

Except as otherwise noted, financial and statistical information presented in this Offering Circular is presented for the DBS Group on a consolidated basis.

Overview

The DBS Group is headquartered and listed 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 Group has leading positions in consumer banking, wealth management, institutional banking, treasury and capital markets.

As at 31 December 2016, the DBS Group had SGD 482 billion in total assets, SGD 302 billion in customer loans and advances, SGD 347 billion in customer deposits and SGD 44.6 billion in total shareholders' funds. As at 31 December 2016, approximately 67% of the DBS Group's total assets (excluding goodwill and intangibles) and 65% of gross customer loans were accounted for in Singapore. As at 31 December 2015 and 2014, 67% and 66%, respectively, of the DBS Group's total assets (excluding goodwill and intangibles) were accounted for in Singapore.

Singapore

The DBS Group is one of the largest banking and financial services providers in Singapore by total assets and is a market leader in Singapore dollar denominated customer loans and advances, housing loans, internet banking services and Singapore dollar denominated customer deposits. As at 31 December 2016, the DBS Group had 97 branches (including branches, service and enterprise banking centres) and more than 1,500 self-service banking facilities such as ATMs, cash and check deposit machines in Singapore, serving approximately five million retail customers. As at 31 December 2016, the DBS Group in Singapore had total assets (excluding goodwill and intangibles) of SGD 317 billion, gross customer loans and advances of SGD 198 billion, and customer deposits of SGD 241 billion. The DBS Group reported net profit (before one-time items) for its Singapore operations of SGD 3.40 billion in 2016, SGD 2.96 billion in 2015 and SGD 2.57 billion in 2014.

Hong Kong

Hong Kong, the anchor of the DBS Group's Greater China franchise, is the second principal operation of the DBS Group after Singapore. A large part of the DBS Group's Hong Kong operations is conducted through DBSHK, a wholly-owned subsidiary of DBS Bank. DBS Bank also operates a branch in Hong Kong. As at 31 December 2016, the DBS Group had 49 branches and loan centres in Hong Kong. As at 31 December 2016, the DBS Group's Hong Kong operations had total assets (excluding goodwill and intangibles) of SGD 73.3 billion, gross customer loans and advances of SGD 54.2 billion, and customer deposits of SGD 59.2 billion. The DBS Group reported net profit for its Hong Kong operations of SGD 713 million in 2016, SGD 1.09 billion in 2015 and SGD 882 million in 2014.

International Presence Outside of Singapore and Hong Kong

Outside of its primary markets, the DBS Group has a growing presence in China, Taiwan, India and Indonesia. The DBS Group seeks to build its franchises in these growth markets to achieve a more balanced geographic mix. The DBS Group also leverages the growth and network of these countries to drive connectivity, supporting its customers as they expand across Asia.

In 2016, the DBS Group's operations in Rest of Greater China, which includes China and Taiwan, reported net loss of SGD 21 million and total income of SGD 834 million. In 2015, the DBS Group's operations in Rest of Greater China reported net profit of SGD 167 million and total income of SGD 1.03 billion. In 2014, the DBS Group's operations in Rest of Greater China reported net profit of SGD 237 million and total income of SGD 950 million.

In 2016, the DBS Group's operations in South and Southeast Asia, which includes its India and Indonesia franchises, reported net profit of SGD 92 million and total income of SGD 717 million. In 2015, the DBS Group's operations in South and Southeast Asia reported net profit of SGD 32 million and total income of SGD 561 million. In 2014, the DBS Group's operations in South and Southeast Asia reported net profit of SGD 44 million and total income of SGD 552 million.

Recent Developments

On 23 January 2017, DBS Bank issued EUR 750 million 0.375% covered bonds due 2024 under its USD 10 billion global covered bond programme. The net proceeds of the issuance were used for the general business purposes of the DBS Group.

On 10 February 2017, DBSH announced that DBS Bank had agreed to sell its entire equity interest in DBS China Square Limited to an indirect subsidiary of Manulife Financial Corporation. The sale had a net gain of approximately SGD 350 million and was completed in the first quarter of 2017.

On 20 March 2017, DBS Bank, acting through its Australia Branch, issued AUD 300 million AMTNs due 2020 under the DBS Group's USD 30 billion Global Medium Term Note Programme. The net proceeds of the issuance were used for the general business purposes of the DBS Bank Group.

Factors Affecting Financial Condition and Results of Operations

The DBS Group's financial condition and results of operations are affected by various factors, including the ones described below.

Economic Conditions in Singapore and Hong Kong

The DBS Group's financial performance is dependent on the general economic and political developments in Singapore and Hong Kong.

According to the Singapore Department of Statistics, Singapore's real GDP growth was 2.0% in 2016, similar to the 1.9% in 2015. According to the MAS, Domestic Banking Unit (**DBU**) loans in Singapore

grew 3% in 2016, compared to the contraction of 1% in 2015. According to the Census and Statistics Department of Hong Kong, the preliminary estimate of Hong Kong's real GDP growth was 1.9% in 2016, slower than 2.4% in 2015 and according to the Hong Kong Monetary Authority, loan growth in Hong Kong was 6.6% in 2016 up from 3.7% in 2015.

In 2015, economies across Asia, including both Singapore and Hong Kong, experienced lower growth against a backdrop of slowing regional growth due to increased economic uncertainties. According to the Singapore Department of Statistics, Singapore's real GDP growth was 1.9% in 2015, lower than 3.3% in 2014, as the manufacturing sector contracted and the construction sector slowed primarily due to a lower volume of private industrial and residential building activities. According to the MAS, DBU loans in Singapore contracted 1% in 2015, as compared to the growth of 6% in 2014. According to the Census and Statistics Department of Hong Kong, the preliminary estimate of Hong Kong's real GDP growth was 2.4% in 2015, down from 2.6% in 2014 and according to the Hong Kong Monetary Authority, loan growth in Hong Kong was 3% in 2015, down from 15% in 2014.

Interest Rate Environment

Interest rate movements have a significant impact on the DBS Group's results of operations. The magnitude and timing of interest rate changes, as well as differences in the magnitude of such interest rate changes between the DBS Group's assets and liabilities, have a significant impact on its net interest margins and its profitability. Movements in short and long-term interest rates affect the DBS Group's interest income and interest expense as well as the level of gains and losses on its securities portfolio.

The DBS Group's net interest income accounted for 64%, 66% and 66% of its total income in the years ended 31 December 2016, 2015 and 2014, respectively. Net interest income is principally affected by yields on interest earning assets, costs of interest bearing liabilities and the volumes of interest earning assets and interest bearing liabilities. The DBS Group's yields and costs are functions of its lending and deposit rates, interbank rates, yields on government and other debt securities, and costs of term debts and other borrowings, which are generally linked to the interest rate environment. In addition, lending and deposit rates are significantly influenced by competition in the markets in which the DBS Group operates.

Liquidity

Liquidity obligations arise from withdrawals of deposits, repayments of purchased funds at maturity, and extensions of credit and working capital needs. The DBS Group seeks to project, monitor and manage its liquidity needs under normal as well as adverse circumstances. Adverse market and economic conditions may limit or adversely affect the DBS Group's access to funding.

Adverse economic conditions may also limit or negatively affect the DBS Group's ability to attract deposits, replace maturing liabilities in a timely manner and at commercially acceptable rates, satisfy statutory liquidity requirements and access the capital markets.

Approximately 80%, 77% and 79% of the DBS Group's total liabilities were attributable to customer deposits and 4% were attributable to interbank liabilities for 31 December 2016, 2015 and 2014. As at 31 December 2016, 2015 and 2014, the DBS Group had total customer deposits and interbank liabilities of SGD 363 billion, SGD 338 billion and SGD 333 billion respectively, and a loan-to-deposit ratio of 87%, 88% and 87%, respectively. The DBS Group's funding is also supplemented by debt issuances, including medium term notes, commercial papers, certificates of deposit, covered bonds and subordinated term debts. As at 31 December 2016, 2015 and 2014, the DBS Group had total debt issuances of SGD 30.8 billion, SGD 42.1 billion and SGD 36.6 billion, respectively representing 7%, 10% and 9% of total liabilities, respectively. The DBS Group's liquidity coverage ratio in the fourth quarter of 2016 was 133%, well above the final regulatory requirement of 100% effective 2019. As at 31 December 2016, the DBS Group also met the requirement for net stable funding ratio effective 2018.

Critical Accounting Estimates

The DBS Group's accounting policies and use of estimates are integral to the reported amounts in the financial statements. Certain accounting estimates require management's judgment 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 DBS Group believes its estimates for determining the valuation of its assets and liabilities are appropriate. The following is a brief description of the DBS Group's critical accounting estimates involving management's valuation judgment. The DBS Group's significant accounting policies are described in more detail in Note 2 to the DBS Group's audited consolidated financial statements for the year ended 31 December 2016, which are set forth beginning on page F-2 of this Offering Circular.

Impairment Allowances

It is the DBS Group's policy to recognise, through charges against profit, specific and general allowances in respect of estimated and inherent credit losses in its portfolio.

In estimating specific allowances, the DBS Group assesses the gap between borrowers' obligations to the DBS Group and their repayment ability. The assessment takes into account various factors, including the economic or business outlook, the future profitability of the borrowers and the liquidation value of collateral. Such assessment requires considerable judgment.

Another area requiring judgment is the calculation of general allowances, which are determined after taking into account historical data and management's assessment of the current economic and credit environment, country and portfolio risks, as well as industry practices.

Fair Value of Financial Instruments

The majority of the DBS 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 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 judgment for complex products especially those in the Treasury segment.

Policies and procedures have been established to facilitate the exercise of judgment in determining the risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors used in the valuation process.

Goodwill

The DBS Group performs an impairment review to ensure that the carrying amount of the cash-generating unit (**CGU**) to which goodwill is allocated does not exceed the recoverable amount of the CGU.

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 judgment in estimating the future cash flows, growth rate and discount rate.

Income Taxes

The DBS Group has exposure to income taxes in numerous jurisdictions. Significant judgment is involved in determining the DBS Group's provision for income taxes. The DBS Group recognises liabilities for expected tax issues based on reasonable estimates of whether additional taxes will be due. Where uncertainty exists around the DBS Group's tax position, including resolution of any related appeals or litigation processes, appropriate provisions are provided based on the technical merits of the positions with the same tax authority.

Results of Operations for 2016, 2015 and 2014

The DBS Group's net profit (excluding one-time items) decreased by 2% to SGD 4.24 billion in 2016 from SGD 4.32 billion in 2015 and increased by 12% in 2015 from SGD 3.85 billion in 2014.

Return on assets was 0.92%, 0.96% and 0.91% as at 31 December 2016, 2015 and 2014, respectively. The DBS Group's CAR was 16.2%, 15.4% and 15.3% as at 31 December 2016, 2015 and 2014, respectively. The DBS Group's Tier 1 CAR was 14.7%, 13.5% and 13.1% as at 31 December 2016, 2015 and 2014, respectively.

Net Interest Income and Net Interest Margin

The DBS Group's net interest income increased by 3% to SGD 7.31 billion in 2016 from SGD 7.10 billion in 2015, as net interest margin increased three basis points to 1.80% from 1.77% in 2015 from Singapore-dollar loans, while loans grew 6% to SGD 302 billion. Net interest income represented 64% of total income in 2016 and 66% of total income in 2015.

The DBS Group's net interest income increased by 12% to SGD 7.10 billion in 2015 from SGD 6.32 billion in 2014, as net interest margin was higher, in line with higher Singapore dollar interest rates. Asset volumes were also higher, partly due to currency effects. Net interest income represented 66% of total income in 2015 and 2014. The DBS Group's net interest margin increased nine basis points to 1.77% in 2015 from 1.68% in 2014.

Average Balance Sheets and Interest Rates

The following table sets forth the average balances of the DBS Group's interest earning assets and interest bearing liabilities, the related interest income or expense and average interest rates for the periods indicated.

In SGD millions, except percentages	Years ended 31 December								
	2014			2015			2016		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
Interest earning assets									
Customer non-trade loans.....	209,743	5,256	2.51%	234,748	6,126	2.61%	248,865	6,628	2.66%
Trade assets.....	61,977	1,583	2.55%	54,597	1,294	2.37%	42,424	958	2.26%
Interbank assets	37,958	577	1.52%	37,577	466	1.24%	36,397	371	1.02%
Securities and others....	66,613	1,532	2.30%	75,081	1,758	2.34%	79,167	1,791	2.26%
Total.....	376,291	8,948	2.38%	402,003	9,644	2.40%	406,853	9,748	2.40%
Interest bearing liabilities									
Customer deposits.....	298,659	2,086	0.70%	315,942	1,940	0.61%	318,712	1,726	0.54%
Other borrowings	51,866	541	1.04%	59,720	604	1.01%	58,099	717	1.23%
Total.....	350,525	2,627	0.75%	375,662	2,544	0.68%	376,811	2,443	0.65%
Net interest income		6,321			7,100			7,305	
Net interest spread⁽¹⁾ ..			1.63%			1.72%			1.75%
Net interest margin⁽²⁾ ..			1.68%			1.77%			1.80%

Notes:

- (1) The difference between the rate earned on average interest earning assets and the rate paid/payable on average interest bearing liabilities.
- (2) Net interest income expressed as a percentage of average interest earning assets.

Volume and Rate Analysis

The following table allocates changes in interest income and interest expense between changes in volume and changes in rate for 2016 compared with 2015, and 2015 compared with 2014. Information is provided with respect to (i) effects attributable to changes in volume (changes in volume multiplied by prior rate) and (ii) effects attributable to changes in rate (changes in rate multiplied by current volume). Volume and rate variances have been calculated based on movements in average balances over the period indicated and changes in interest rates based on average interest bearing assets and liabilities. Variances caused by changes in both volume and rate have been allocated to both volume and rate based on the proportional change in either volume or rate.

In SGD millions	2015 vs 2014			2016 vs 2015		
	Volume	Rate	Net Change	Volume	Rate	Net Change
Interest Income						
Customer non-trade loans	627	243	870	368	115	483
Trade assets.....	(188)	(101)	(289)	(289)	(50)	(339)
Interbank assets	(6)	(105)	(111)	(15)	(81)	(96)
Securities and others.....	195	31	226	96	(67)	29
Total.....	628	68	696	160	(83)	77
Interest expense						
Customer deposits.....	121	(267)	(146)	17	(236)	(219)
Other borrowings	82	(19)	63	(16)	127	111
Total.....	203	(286)	(83)	1	(109)	(108)
Net impact on net interest income...	425	354	779	159	26	185
Due to change in number of days			-			20
Net Interest income			779			205

Non-Interest Income

The following table shows information with respect to the DBS Group's non-interest income for the periods indicated:

In SGD millions	Years ended 31 December		
	2014	2015	2016
Net fee and commission income	2,027	2,144	2,331
Other non-interest income			
Net trading income ⁽¹⁾	901	1,204	1,357

In SGD millions	Years ended 31 December		
	2014	2015	2016
Net income from investment securities ⁽²⁾⁽³⁾	274	203	330
Net gain from fixed assets	43	90	54
Others ⁽³⁾⁽⁴⁾	52	60	112
Total	3,297	3,701	4,184

Notes:

- (1) Includes income from trading businesses through foreign exchange, interest rates, credit and equities and other businesses and gains or losses from changes in the value of financial assets and financial liabilities designated at fair value.
- (2) Income from securities classified as available-for-sale and loans and receivables.
- (3) Excludes one-time items.
- (4) Includes rental income and others. For 2015 and 2016, includes share of profits or losses of associates.

Total non-interest income increased by 13% to SGD 4.18 billion in 2016 from SGD 3.70 billion in 2015. Total non-interest income increased by 12% to SGD 3.70 billion in 2015 from SGD 3.30 billion in 2014. In 2016, 2015 and 2014, total non-interest income accounted for 36%, 34% and 34%, respectively, of the DBS Group's total income. The increase in 2016 was mainly due to higher fee and commission income, and from higher trading income and gains on investment securities. The increase in 2015 was mainly due to higher trading income and net fee and commission income.

Net Fee and Commission Income

The following table shows information with respect to the DBS Group's net fee and commission income for the periods indicated:

In SGD millions	Years ended 31 December		
	2014	2015	2016
Brokerage	173	180	155
Investment banking	219	165	189
Transaction services ⁽¹⁾	539	556	585
Loan-related	385	442	434
Cards ⁽²⁾	369	434	483
Wealth management	507	599	714
Others	83	76	86
Fee and commission income	2,275	2,452	2,646
Less: Fee commission expense	(248)	(308)	(315)
Net fee and commission income	2,027	2,144	2,331

Notes:

- (1) Include trade and remittances, guarantees and deposit-related fees.
- (2) Card fees are net of interchange fees paid.

In 2016, net fee and commission income increased by 9% to SGD 2.33 billion from SGD 2.14 billion in 2015. Fee and commission income growth was broad-based, led by higher wealth management, cards and investment banking fees.

In 2015, net fee and commission income increased by 6% to SGD 2.14 billion from SGD 2.03 billion in 2014. Fee and commission income growth was broad-based, led by higher wealth management, cards and loan-related fees.

Net fee and commission income accounted for 20%, 20% and 21% of the DBS Group's total income in 2016, 2015 and 2014, respectively.

Other Non-interest Income

Other non-interest income increased by 19% to SGD 1.85 billion in 2016 from SGD 1.56 billion in 2015, after a 23% increase in 2015 from SGD 1.27 billion in 2014. In 2016, the increase from 2015 in other non-interest income was due to higher trading income and investment gains. In 2015, the increase from 2014 was primarily due to higher treasury customer flows and interest income from funding swaps.

Expenses

The following table shows information with respect to the DBS Group's expenses for the periods indicated:

In SGD millions, except percentages	Years ended 31 December		
	2014	2015	2016
Staff ⁽¹⁾	2,294	2,651	2,725
Computerisation	777	883	877
Occupancy	369	398	402
Revenue-related	240	301	273
Others	650	667	695
Total	4,330	4,900	4,972
Cost-to-income ratio ⁽²⁾	45.0%	45.4%	43.3%

Notes:

- (1) Includes salary and bonus expenses, contributions to defined contribution plans, share-based expenses and other staff-related expenses.
- (2) Expenses expressed as a percentage of total income.

In 2016, expenses increased slightly by 1% to SGD 4.97 billion from SGD 4.90 billion in 2015.

In 2015, expenses increased by 13% to SGD 4.90 billion from SGD 4.33 billion in 2014, mainly due to higher staff costs from headcount growth and higher computerisation costs. Excluding exchange

translation effects and the one-time effect of consolidating new business portfolios, expenses were 9% higher in 2015 than in 2014.

Allowances for Credit and Other Losses

The following table shows information with respect to the DBS Group's allowances for credit and other losses for the periods indicated:

In SGD millions	Years ended 31 December		
	2014	2015	2016
General allowances	160	121	(59)
Specific allowances for loans and other credit exposures			
Specific allowances for loans ⁽¹⁾	478	551	1,111
Singapore	80	99	477
Hong Kong	54	70	165
Rest of Greater China	70	123	107
South and Southeast Asia.....	343	234	225
Rest of the World	(69)	25	137
Specific allowances for other credit exposures	10	65	343
	<u>488</u>	<u>616</u>	<u>1,454</u>
Specific allowances for securities, properties and others	19	6	39
Total	<u><u>667</u></u>	<u><u>743</u></u>	<u><u>1,434</u></u>

Note:

(1) Specific allowances for loans are classified according to where the borrower is incorporated.

In 2016, total allowances increased by 93% to SGD 1,434 million from SGD 743 million in 2015, mainly from Singapore, due to the stresses in the oil and gas support services sector. The increase in specific allowances was partially offset by writeback of general allowances.

In 2015, total allowances increased by 11% to SGD 743 million from SGD 667 million in 2014 as the decline in general allowances, which was in line with slower loan growth, was more than offset by an increase in specific allowances. Specific allowances for loans increased by 15% to SGD 551 million with Rest of the World and Rest of Greater China leading the increase.

Profit before Tax (excluding one-time items)

Profit before tax (excluding one-time items) decreased by 1% to SGD 5.08 billion in 2016 from SGD 5.16 billion in 2015, after a 10% increase in 2015 from SGD 4.70 billion in 2014.

Taxation

The DBS Group's taxation expense was SGD 723 million in 2016, SGD 727 million in 2015 and SGD 713 million in 2014. This resulted in effective tax rates ("taxation expenses" divided by "profit before tax" (excluding one-time items)) of 14% in 2016 and 2015, and 15% in 2014. Taxation for the DBS Group is

determined on an entity by entity basis. The statutory corporate income tax rate in Singapore was 17% from 2014 to 2016.

Net Profit (excluding one-time items)

The following table shows the reconciliation of management's view of net profit (excluding one-time items) with the presentation of "net profit for the year attributable to shareholders" in the DBS Group's audited consolidated financial statements.

In SGD millions	Years ended 31 December		
	2014	2015	2016
Net Profit	3,848	4,318	4,238
One-time items.....	198	136	-
Net Profit for the year attributable to shareholders⁽¹⁾	<u>4,046</u>	<u>4,454</u>	<u>4,238</u>

Note:

- (1) As shown in the DBS Group's audited consolidated income statements which are set forth beginning on page F-2 of this Offering Circular.

The DBS Group's net profit (excluding one-time items) decreased by 2% to SGD 4.24 billion in 2016 from SGD 4.32 billion in 2015 as the 6% increase in total income to SGD 11.5 billion was more than offset by higher allowances. There was no one-time item in 2016.

The DBS Group's net profit (excluding one-time items) increased by 12% to SGD 4.32 billion in 2015 from SGD 3.85 billion in 2014 as total income increased by 12% to SGD 10.8 billion, partially offset by higher expenses and allowances. Including a one-time item of SGD 136 million relating to gain from disposal of a property investment, DBS Group's net profit was SGD 4.45 billion in 2015.

In Singapore, the DBS Group's net profit (excluding one-time items) increased by 15% to SGD 3.40 billion in 2016 from SGD 2.96 billion in 2015, after a 15% increase in 2015 from SGD 2.57 billion in 2014. In 2016, total income increased by 13% to SGD 7.54 billion from SGD 6.67 billion in 2015, due to higher net interest margin, fee income, trading income and gains on investment securities. Expenses were slightly higher by 2% at SGD 2.87 billion. Total allowances doubled to SGD 658 million due to stresses in the oil and gas support services sector, partially offset by a write-back of general allowances. In 2015, income rose 12% to SGD 6.67 billion due to higher loan volumes, improved net interest margin, higher wealth management, card and loan-related fees as well as stronger trading gains and treasury customer activities. This increase in income in 2015 was partially offset by higher expenses and specific allowances.

In Hong Kong, the DBS Group's net profit decreased by 35% to SGD 713 million in 2016 from SGD 1.09 billion in 2015, after a 24% increase in 2015 from SGD 882 million in 2014. The decrease in 2016 was due to higher allowances and reduced non-interest income. There were minimal currency translation effects for results in Hong Kong. In 2015, total income increased by 20% to SGD 2.29 billion, partially offset by higher expenses which increased by 21% to SGD 951 million. In constant-currency terms, both total income and expenses in Hong Kong increased by 11%, and net profit increased by 14%. Allowances remained largely unchanged as higher specific allowances were partially offset by lower general allowances.

Outside of Singapore and Hong Kong, the DBS Group's Rest of Greater China reported a net loss of SGD 21 million in 2016 from a net profit of SGD 167 million in 2015, after it decreased from SGD 237 million in 2014. The decrease in 2016 was due to lower net interest income and non-interest income, and higher allowances. The decrease in 2015 was largely due to lower net interest income, higher expenses and specific allowances, which were partially offset by higher non-interest income.

In South and Southeast Asia, the DBS Group's net profit increased to SGD 92 million in 2016 from SGD 32 million in 2015, after a 27% decrease in 2015 from SGD 44 million in 2014. In 2016, the increase from 2015 in net profit was mainly due to higher net-interest income and non-interest income, partially offset by higher expenses and allowances. In 2015, the decline in net profit was mainly due to higher taxes on account of tax write-backs in the previous year.

In the Rest of the World, the DBS Group's net profit decreased by 21% to SGD 58 million in 2016 from SGD 73 million in 2015, after a 38% decrease in 2015 from SGD 117 million in 2014. The decrease in 2016 was mainly due to higher specific and general allowances, partially offset by higher income. The decrease in 2015 was mainly due to lower net interest income and higher specific and general allowances. The decline in performance was partly due to the conversion of the Los Angeles agency to a representative office with the consequent transfer of its business to Singapore in 2015.

Financial Condition

Total Assets

The DBS Group's total assets as at 31 December 2016 were SGD 482 billion compared to SGD 458 billion as at 31 December 2015 and SGD 441 billion as at 31 December 2014. The increase in total assets between 31 December 2016 and 31 December 2015 was primarily due to higher customer loans. The increase in total assets between 31 December 2015 and 31 December 2014 was primarily due to higher customer loans from currency effects, derivatives and government securities.

The following table sets forth the principal components of the DBS Group's total assets as at the dates indicated.

In SGD millions	As at 31 December		
	2014	2015	2016
Cash and balances with central banks	19,517	18,829	26,840
Government securities and treasury bills	29,694	34,501	33,401
Due from banks	42,263	38,285	30,018
Derivatives	16,995	23,631	25,757
Bank and corporate securities	37,763	40,073	45,417
Loans and advances to customers	275,588	283,289	301,516
Other assets ⁽¹⁾	11,249	11,562	11,042
Associates	995	1,000	890
Properties and other fixed assets	1,485	1,547	1,572
Goodwill and intangibles	5,117	5,117	5,117
Total	440,666	457,834	481,570

Note:

- (1) Include accrued interest receivable, deposits and prepayments, receivable from securities business, cash collateral pledged, deferred tax assets and sundry debtors and others.

Customer Loans

Customer loans are the largest component of the DBS Group's total assets, having accounted for 63%, 62% and 63% of total assets as at 31 December 2016, 2015 and 2014, respectively. The DBS Group's customer loans net of allowances for loan impairment were SGD 302 billion as at 31 December 2016, a 6% increase from SGD 283 billion as at 31 December 2015. The DBS Group's customer loans net of allowances for loan impairment as at 31 December 2015 represented a 3% increase from SGD 276 billion as at 31 December 2014.

The following table sets forth customer loans and advances, net of allowances for loan impairment, as at the dates indicated.

In SGD millions	As at 31 December		
	2014	2015	2016
Gross customer loans	279,154	286,871	305,415
Specific allowances	(983)	(821)	(1,270)
General allowances	(2,583)	(2,761)	(2,629)
Net total customer loans	275,588	283,289	301,516
Gross customer loans by geography⁽¹⁾			
Singapore	129,167	135,860	145,025
Hong Kong	49,881	50,976	50,223
Rest of Greater China	50,865	45,129	43,060
South and Southeast Asia	25,446	26,443	27,389
Rest of the World	23,795	28,463	39,718
Gross customer loans	279,154	286,871	305,415
Gross customer loans by currency			
Singapore dollar	109,493	117,587	123,733
U.S. dollar	96,552	89,283	102,120
Hong Kong dollar	32,476	34,386	35,588
Renminbi	20,399	19,516	11,577
Others	20,234	26,099	32,397
Gross customer loans	279,154	286,871	305,415

Note:

- (1) Based on the country of incorporation of the borrower or the issuing bank in the case of bank backed export financing.

Gross customer loans increased by 6% to SGD 305 billion as at 31 December 2016 from SGD 287 billion as at 31 December 2015. The increase in customer loans of SGD 19 billion from 31 December 2015 to

31 December 2016 was primarily due to the increase in regional non-trade corporate loans as well as market share gains in Singapore housing loans, partially offset by a decline in trade loans. The increase in customer loans of SGD 8 billion from 31 December 2014 to 31 December 2015 was primarily due to currency effects as underlying loan declined SGD 2 billion.

Cash and Balances with Central Banks

Cash and balances with central banks (excluding cash on hand) was SGD 23.9 billion as at 31 December 2016, a SGD 8.1 billion increase from SGD 15.8 billion as at 31 December 2015. Cash and cash balances with central banks (excluding cash on hand) as at 31 December 2015 decreased by SGD 1.8 billion from SGD 17.6 billion as at 31 December 2014. The DBS Group's cash on hand was SGD 2.9 billion as at 31 December 2016, SGD 3.1 billion as at 31 December 2015 and SGD 1.9 billion as at 31 December 2014.

The DBS Group's restricted balances with central banks were SGD 6.7 billion, SGD 6.8 billion and SGD 7.7 billion as at 31 December 2016, 2015 and 2014, respectively. The DBS Group's non-restricted balances with central banks were SGD 17.2 billion, SGD 9.0 billion and SGD 9.9 billion as at 31 December 2016, 2015 and 2014, respectively.

Government securities and treasury bills

As at 31 December 2016, the DBS Group had SGD 33.4 billion in government securities and treasury bills, a 3% decrease from SGD 34.5 billion as at 31 December 2015. As at 31 December 2016, SGD 22.4 billion of the DBS Group's government securities and treasury bills were classified as available-for-sale, representing an 11% decrease from 2015 and SGD 9.0 billion were classified as held for trading, which represented a 19% increase from 2015. SGD 2.0 billion were classified as held to maturity.

As at 31 December 2015, the DBS Group had SGD 34.5 billion in government securities and treasury bills, a 16% increase from SGD 29.7 billion as at 31 December 2014. As at 31 December 2015, SGD 25.3 billion of the DBS Group's government securities and treasury bills were classified as available-for-sale, representing a 17% increase from 2014 and SGD 7.6 billion were classified as held for trading, which represented a 9% increase from 2014. SGD 1.7 billion were classified as held to maturity.

Bank and corporate securities

The DBS Group's bank and corporate securities were SGD 45.4 billion, SGD 40.1 billion and SGD 37.8 billion as at 31 December 2016, 2015 and 2014, respectively.

Total Liabilities

The DBS Group's total liabilities as at 31 December 2016 of SGD 435 billion represented a 5% increase from SGD 415 billion as at 31 December 2015. The increase in total liabilities in 2016 was primarily due to higher customer deposits, offset by lower other debt securities. The DBS Group's total liabilities as at 31 December 2015 of SGD 415 billion represented a 4% increase from SGD 400 billion as at 31 December 2014. The increase in total liabilities in 2015 was primarily due to higher other debt securities, derivatives and customer deposits.

The following table sets forth the principal components of the DBS Group's total liabilities as at the dates indicated.

In SGD millions	As at 31 December		
	2014	2015	2016
Due to banks.....	16,176	18,251	15,915
Deposits and balances from customers.....	317,173	320,134	347,446

In SGD millions	As at 31 December		
	2014	2015	2016
Derivatives.....	18,755	22,145	24,497
Other liabilities ⁽¹⁾	11,728	12,404	15,895
Other debt securities.....	31,963	38,078	27,745
Subordinated term debts.....	4,665	4,026	3,102
Total	400,460	415,038	434,600

Note:

- (1) Include sundry creditors and others, cash collaterals received, accrued interest payable, current tax liabilities, deferred tax liabilities, provision for loss in respect of off-balance sheet credit exposures, short sale of securities and payable in respect of securities business.

Due to Banks

The DBS Group's due to banks were SGD 15.9 billion, SGD 18.3 billion and SGD 16.2 billion as at 31 December 2016, 2015 and 2014, respectively.

Deposits and balances from customers

Customer deposits were the largest component of the DBS Group's total liabilities, having accounted for 80%, 77% and 79% of total liabilities as at 31 December 2016, 2015 and 2014, respectively. The DBS Group's customer deposits were SGD 347 billion as at 31 December 2016, representing an increase of 9% from SGD 320 billion as at 31 December 2015. This increase was primarily due to higher U.S. dollar and Singapore dollar deposits, which was partially offset by lower RMB deposits. By deposit type, the increase was primarily due to higher savings, current accounts and fixed deposits. As at 31 December 2015, the DBS Group's customer deposits increased by 1% from SGD 317 billion as at 31 December 2014. This increase was primarily due to higher U.S. dollar and Singapore dollar deposits, which was partially offset by lower RMB deposits. By deposit type, the increase was primarily due to higher savings and current accounts.

The loan-to-deposit ratio was 87%, 88% and 87% as at 31 December 2016, 2015 and 2014, respectively.

The following table sets forth customer deposits as at the dates indicated.

In SGD millions	As at 31 December		
	2014	2015	2016
Customer deposits.....	317,173	320,134	347,446
Customer deposits by currency			
Singapore dollar.....	138,332	140,772	152,115
U.S. dollar.....	93,445	101,298	112,107
Hong Kong dollar.....	31,450	31,849	36,234
Renminbi.....	20,463	14,500	9,822

In SGD millions	As at 31 December		
	2014	2015	2016
Others	33,483	31,715	37,168
Customer deposits	317,173	320,134	347,446
Customer deposits by product			
Fixed deposits	130,904	120,269	130,178
Savings accounts	119,753	131,065	140,617
Current accounts	60,876	65,989	73,984
Others	5,640	2,811	2,667
Customer deposits	317,173	320,134	347,446

Other Debt Securities

As at 31 December 2016, the DBS Group's other debt securities, which consisted of negotiable certificates of deposit issued by subsidiaries and other debt securities issued by DBSH and its subsidiaries, totalled SGD 27.7 billion, as compared with SGD 38.1 billion and SGD 32.0 billion as at 31 December 2015 and 2014 respectively. The decline in other debt securities in 2016 was mainly due to lower commercial paper balances, while the increase in 2015 was due to higher commercial paper balances. Of the DBS Group's other debt securities in issue as at 31 December 2016, 2015 and 2014, SGD 17.5 billion, SGD 26.8 billion and SGD 23.2 billion, respectively, were due within one year.

Subordinated Term Debts

As at 31 December 2016, 2015 and 2014, the DBS Group's subordinated term debts issued by DBS Bank totalled SGD 3.10 billion, SGD 4.02 billion and SGD 4.67 billion, respectively. As at 31 December 2016, subordinated term debts due within one year amounted to SGD 866 million, compared to SGD 613 million as at 31 December 2015 and SGD 726 million as at 31 December 2014.

Non-controlling Interests

Non-controlling interests mainly comprised preference shares issued by DBS Bank and its subsidiaries. As at 31 December 2016, the non-controlling interests of the DBS Group amounted to SGD 2.36 billion, as compared with SGD 2.42 billion as at 31 December 2015 and SGD 2.50 billion as at 31 December 2014. Further details regarding the assets and liabilities of the DBS Group are set forth under the heading "Description of the Assets and Liabilities of the DBS Group".

Off-Balance Sheet Items

As at 31 December 2016, the DBS Group's contingent liabilities, commitments and financial derivatives notional were SGD 23 billion, SGD 236 billion and SGD 2,071 billion respectively, of which commitments that were unconditionally cancellable at any time amounted to SGD 193 billion. As at 31 December 2015 and 2014, the DBS Group's contingent liabilities and commitments were SGD 240 billion and SGD 210 billion respectively, of which commitments that were unconditionally cancellable at any time amounted to SGD 183 billion and SGD 152 billion respectively, and financial derivatives notional of SGD 2,070 billion and SGD 1,877 billion respectively.

Business Segment Analysis

The following table sets out the DBS Group's results, total assets and total liabilities by business segments for the periods indicated.

In SGD millions	Consumer Banking/ Wealth Management	Institutional Banking	Treasury	Others	Total
As at and for the year ended 31 December 2016					
Net interest income.....	2,715	3,487	578	525	7,305
Non-interest income ⁽¹⁾	1,564	1,729	551	340	4,184
Total income.....	4,279	5,216	1,129	865	11,489
Total expenses.....	2,384	1,737	564	287	4,972
Allowances for credit and other losses.....	129	1,499	-	(194)	1,434
Profit before tax.....	1,766	1,980	565	772	5,083
Total assets before goodwill and intangibles.....	96,405	231,929	102,701	45,418	476,453
Goodwill and intangibles.....					5,117
Total assets.....					481,570
Total liabilities.....	187,387	167,598	47,836	31,779	434,600
As at and for the year ended 31 December 2015					
Net interest income.....	2,157	3,538	694	711	7,100
Non-interest income ⁽¹⁾	1,390	1,752	446	113	3,701
Total income.....	3,547	5,290	1,140	824	10,801
Total expenses.....	2,261	1,722	572	345	4,900
Allowances for credit and other losses.....	116	558	(38)	107	743
Profit before tax.....	1,170	3,010	606	372	5,158
Total assets before goodwill and intangibles.....	90,685	224,196	91,257	46,579	452,717
Goodwill and intangibles.....					5,117
Total assets.....					457,834
Total liabilities.....	172,723	155,231	43,354	43,730	415,038
As at and for the year ended 31 December 2014					
Net interest income.....	1,689	3,258	996	378	6,321
Non-interest income.....	1,193	1,709	106	289	3,297
Total income.....	2,882	4,967	1,102	667	9,618
Total expenses.....	1,920	1,536	510	364	4,330
Allowances for credit and other losses.....	89	540	(1)	39	667
Share of profits of associates.....	3	-	-	76	79

In SGD millions	Consumer Banking/ Wealth Management	Institutional Banking	Treasury	Others	Total
Profit before tax	876	2,891	593	340	4,700
Total assets before goodwill and intangibles.....	84,451	225,504	90,586	35,008	435,549
Goodwill and intangibles.....					5,117
Total assets.....					440,666
Total liabilities.....	162,146	164,788	36,229	37,297	400,460

Note:

(1) Includes share of profits or losses of associates for 2015 and 2016.

The business segment results are prepared based on the DBS Group's internal management reporting which reflects the organisation management structure. As the activities of the DBS 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.

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

Treasury provides treasury services to corporations, institutional and private investors, financial institutions and other market participants. It is primarily involved in sales, structuring, market-making and trading across a broad range of financial products, including foreign exchange, interest rate, debt, credit, equity and other structured derivatives. Income from these financial products and services offered to the customer of other business segments, such as Consumer Banking/Wealth Management and Institutional Banking, is reflected in the respective segments. Treasury is also responsible for managing surplus funds.

Others

Others encompasses a range of activities and corporate decisions not attributed to the three business segments, including capital and balance sheet management, funding and liquidity activities. DBS Vickers Securities and Islamic Bank of Asia Limited are also included in this segment.

DBS Bank Group

Substantially all of the assets, liabilities and income of the DBS Group are derived from the DBS Bank Group. As at 31 December 2016, DBS Bank Group accounted for nearly 100% of the DBS Group's consolidated total assets and net profit.

Capital Management and Planning

The Board of Directors is responsible for setting the DBS Group's capital management objective, which is to maintain a strong capital position consistent with regulatory requirements under MAS Notice 637 and the expectations of various stakeholders, e.g. customers, investors and rating agencies. The 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 DBS Group's strategic plans and Risk Appetite. The DBS Group's dividend policy is to pay sustainable dividends over time, consistent with its capital management objective, long-term growth prospects and the need to maintain prudent capital levels in view of the uncertain impact of regulatory change.

Process

The DBS 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 (**CFO**) chairs the Capital Committee. The Capital Committee receives regular updates on the DBS Group's current and projected capital position. A key tool for capital planning is the annual Internal Capital Adequacy Assessment Process (**ICAAP**) through which the DBS Group assesses its forecast capital supply and demand relative to regulatory requirements and capital targets. The ICAAP has a three-year horizon and covers various scenarios, including stress scenarios of differing scope and severity.

Capital capacity is allocated on two dimensions: by business line and by entity. Capital allocations by business line are set as part of the budget process and monitored during the year. Return on regulatory capital is one of several metrics used to measure business performance. Capital allocations by entity seek to optimise the distribution of capital resources across entities, taking into account the capital adequacy requirements imposed on each subsidiary in its respective jurisdiction. Capital is allocated to ensure that each subsidiary is able to comply with regulatory requirements as it executes its business strategy in line with the DBS Group strategy. During 2016, these subsidiaries did not experience any impediments to the distribution of dividends.

Capital Structure

The DBS Group's capital structure is managed in line with its capital management objective and in order to optimise the cost and flexibility offered by various capital resources. In order to achieve this, the DBS Group assesses the need and the opportunity to raise or retire capital.

Capital Adequacy Ratios

The DBS Group is subject to, and has complied with, the capital adequacy requirements set out in MAS Notice 637, which effects the Basel Committee's capital adequacy framework in Singapore, throughout 2016. The DBS Group's capital adequacy ratios as at 31 December 2016 have been subject to an external limited assurance review, pursuant to MAS Notice 609 on Auditors Reports and Additional Information to be Submitted with Annual Accounts.

As at 31 December 2016, the DBS Group's Basel III fully phased-in CET1 CAR, calculated by dividing CET1 capital after all regulatory adjustments applicable from 1 January 2018 by the prevailing RWA was 13.3%. This ratio comfortably exceeds the eventual minimum CET1 CAR requirement under MAS Notice 637 of 9.0% (including capital conservation buffer but excluding countercyclical capital buffer) effective from 1 January 2019. On a transitional basis, the DBS Group's CET1 CAR of 14.1%, Tier 1 CAR of 14.7% and Total CAR of 16.2%, were well above the MAS' minimum requirements (including applicable capital conservation buffer and countercyclical capital buffer) as at 31 December 2016 of 7.2%, 8.7% and 10.7%, respectively.

The DBS Group is also well-positioned to comply with forthcoming leverage ratio requirements. Its consolidated leverage ratio stood at 7.7%, well above the minimum 3.0% envisaged by the Basel Committee.

The table below sets out the DBS Group's capital resources and capital adequacy ratios.

In SGD millions, except percentages	As at 31 December		
	2014	2015	2016
Share capital	10,113	10,391	10,899
Disclosed reserves and others.....	26,814	29,269	31,930
Total regulatory adjustments to Common Equity			
Tier 1 capital.....	(1,080)	(2,219)	(3,413)
Regulatory adjustments due to insufficient			
Additional Tier 1 capital.....	(1,144)	(373)	-
Common Equity Tier 1 capital	34,703	37,068	39,416
Additional Tier 1 capital instruments ⁽¹⁾	3,179	2,941	3,761
Total regulatory adjustments to Additional Tier 1			
capital.....	(3,179)	(2,941)	(2,268)
Tier 1 capital	34,703	37,068	40,909
Provisions eligible as Tier 2 capital.....	1,354	1,408	1,263
Tier 2 capital instruments ⁽¹⁾	4,304	3,639	2,857
Total regulatory adjustments to Tier 2 capital.....	(1)	(2)	(2)
Total capital	40,360	42,113	45,027
Risk-Weighted assets (RWA)			
Credit RWA.....	206,423	216,380	226,014
Market RWA.....	41,813	40,212	34,037
Operational RWA.....	15,950	17,437	18,567
Total RWA	264,186	274,029	278,618
Capital adequacy ratio (CAR) (%)			
Basel III fully phased-in Common Equity Tier 1 ⁽²⁾	11.9	12.4	13.3
Common Equity Tier 1	13.1	13.5	14.1
Tier 1	13.1	13.5	14.7

In SGD millions, except percentages	As at 31 December		
	2014	2015	2016
Total	15.3	15.4	16.2
Minimum CAR including Buffer Requirements (%)			
Common Equity Tier 1	5.5	6.5	7.2
Effective Tier 1	7.0	8.0	8.7
Effective Total	10.0	10.0	10.7
Of which: Buffer Requirements (%)			
Capital Conservation Buffer (CCB)	-	-	0.625
Countercyclical Buffer	-	-	0.1

Notes:

- (1) As part of the Basel III transitional arrangements, regulatory capital recognition of outstanding Tier 1 and Tier 2 capital instruments that no longer meet the minimum criteria are gradually being phased out. Fixing the base at the nominal amount of such instruments outstanding on 1 January 2013, their recognition was capped at 90% in 2013, with this cap decreasing by 10 percentage points in each subsequent year. To the extent a capital instrument is redeemed or amortised after 1 January 2013, the nominal amount serving as the base is not reduced.
- (2) Calculated by dividing Common Equity Tier 1 capital after all regulatory adjustments (e.g. for goodwill and investments exceeding certain thresholds) applicable from 1 January 2018 by RWA as at each reporting date.

Regulatory Change

The MAS has revised MAS Notice 637 to incorporate the Basel III capital standards into Singapore regulations. These took effect from 1 January 2013 and are phased in over time. The transitional arrangements for minimum CAR requirements are summarised in the table below.

Minimum CAR (%)	2016	2017	2018	2019
From 1 January				
CET1 (a)	6.5	6.5	6.5	6.5
CCB (b)	0.625	1.25	1.875	2.5
CET1 including CCB (a) + (b)	7.125	7.75	8.375	9.0
Tier 1 including CCB	8.625	9.25	9.875	10.5
Total including CCB	10.625	11.25	11.875	12.5
Maximum Countercyclical Buffer ⁽¹⁾	0.625	1.25	1.875	2.5

Note:

- (1) The countercyclical buffer is not an ongoing requirement, and is only applied as and when specified by the relevant banking supervisors. The applicable magnitude will be a weighted average of the country-specific countercyclical buffer requirements that are required by national authorities in jurisdictions to which a bank has private sector credit exposures. The Basel Committee expects jurisdictions to implement the countercyclical buffer during periods of excessive credit growth. Of the jurisdictions where the DBS Group has material private sector credit exposures, Hong Kong has applied a countercyclical buffer of 0.625% for 2016, which will increase to 1.25% from 1 January 2017.

The MAS has designated DBS Bank as a D-SIB. Under the MAS' framework for identifying and supervising D-SIBs, the higher loss absorbency requirement for locally-incorporated D-SIBs is met by the

foregoing minimum ratios being two percentage points higher than those established by the Basel Committee. The Basel Committee has developed an indicator-based methodology for identifying global systemically important banks (G-SIBs) on which higher loss absorbency requirements will be imposed. While DBS Bank is not a G-SIB, it is required to disclose the 12 indicators which are published on the DBS Group website (<http://www.dbs.com/investor/index.html>).

In addition to the changes implemented in 2013, there are changes to the regulatory capital adequacy framework that will be adopted in the near future. These are, *inter alia*, changes in the standardised approach to measuring counterparty credit risk exposures and the revised market risk framework, which are not expected to increase the DBS Group's RWA significantly. The Basel Committee is considering further rule changes but these are yet to be finalised. The DBS Group continues to assess the impact of the outstanding regulatory reforms and, if necessary, will manage exposures within its strategy, to help mitigate that impact.

The MAS has published a series of consultation papers on proposed enhancements to the resolution regime for financial institutions in Singapore. The proposed enhancements include a statutory bail-in regime that is only applied to unsecured subordinated liabilities issued or contracted after the implementation of the statutory bail-in regime. This reflects, *inter alia*, that Singapore-incorporated banks are well-capitalised and already subject to capital standards that are stricter than Basel III capital standards.

Risk Management

Risk Overview

The DBS Group faces the following risks:

- **Business and Strategic Risk** – is an over-arching risk that arises from adverse business and economic changes materially affecting the DBS Group's long-term objectives. This risk is managed separately under other governance processes.
- **Credit Risk** – arises from the failure of borrowers or counterparties to meet their debt or contractual obligations.
- **Market Risk** – arises from adverse changes in interest rates, foreign exchange rates, equity prices, credit spreads and commodity prices, as well as related factors.
- **Liquidity Risk** – arises if the DBS Group is unable to meet its obligations when they are due.
- **Operational Risk** – arises from inadequate internal processes, people or systems as well as external events. This includes legal risk, and excludes strategic and reputational risk.
- **Reputational Risk** – arises if DBS Group's shareholder value (including earnings and capital) is adversely affected by any negative stakeholder perception of the DBS Group's image. This influences the DBS Group's ability to establish new relationships or services, continue servicing existing relationships, and have continued access to sources of funding. Reputational risk usually occurs when the other risks are poorly managed.

Top and Emerging Risks

The DBS Group understands that top and emerging risks can affect its business activities, financial results, reputation and its strategic priorities. That is why it proactively identifies, controls, mitigates, monitors and reports these risks as part of its risk management process. The DBS Group begins its identification process by reviewing internal risk data and industry research, after which senior management assesses its key focus areas, as well as the risk outlook for the banking industry as a whole. After further deliberation by the Board and management risk committees, the DBS Group's top

and emerging risks are prioritised and monitored. Its action plans are periodically updated and this information is disseminated to the relevant risk committees.

Credit Risk and Portfolio Management

The DBS Group faced a challenging operating environment in 2016, with headwinds from low oil prices and a slowdown in the Chinese economy. Challenges were seen in the segments of oil and gas support services and SME portfolios. The DBS Group also faced pressure in sections of its commodity exposures such as steel and coal. In addition, the DBS Group's North Asia portfolio was impacted by the depreciation of the RMB. Despite these headwinds, the DBS Group's portfolios, especially in Singapore and China, continued to be resilient reflecting the inherent strength of its franchise.

Commodity prices have been under pressure since 2014. This has affected the DBS Group's oil and gas support services portfolio. The DBS Group's exposure to the whole oil and gas complex – comprising not only producers and traders but also processors and support services – has remained approximately SGD 22 billion, of which SGD 18 billion was in the form of loans. The DBS Group's exposure to the producer, trader and processor segments amounted to SGD 14 billion and remains resilient. The majority was granted to investment grade-equivalent borrowers, which included global trading houses, international oil companies and national oil companies. This exposure was typically in short-term and trade-related facilities.

The DBS Group's exposure to the oil and gas support services segment amounted to SGD 8 billion, of which SGD 2 billion was to state-owned/government linked shipyards. Of the remaining SGD 6 billion, about half has been more affected by the decline in oil prices. The DBS Group took allowances for three large exposures in 2016, of which two were in the offshore contracting business. This led the DBS Group to re-evaluate its contract services portfolio and enhance the guidelines.

The DBS Group expects the oil and gas support services sector to remain under some pressure due to structural overcapacity and low charter rates. While oil prices have rebounded off the lows, the slow recovery in prices indicates that capital expenditure by major oil and gas companies will remain constrained. Major oil companies have also driven down costs by renegotiating contracts across the exploration and production segments. The DBS Group is closely monitoring this portfolio and working with its borrowers to re-profile their loans in line with the lower cash flows.

The DBS Group's exposure to commodities other than oil and gas was SGD 21 billion, of which SGD 17 billion was in the form of loans. This portfolio, which is mostly in short-term and trade-related facilities, was spread over 400 borrowers. Close attention has been paid to the structure and collateral of individual trades. The DBS Group has conducted several portfolio reviews and remains generally comfortable with its exposure. While there continues to be some stress in the steel and coal sectors, the DBS Group expects credit losses to be manageable.

The shipping industry continues to be in a challenging environment. However, the DBS Group draws comfort that the majority of its borrowers have adequate financial resources to withstand the protracted industry downturn. The DBS Group remains highly selective of new exposures and continues to focus on credits with strong track records and sound financial profiles.

The residential housing market in Singapore has remained subdued, with property prices continuing to ease and transaction volumes remaining low. The outlook for commercial and industrial properties in Singapore has also weakened because of the slower macroeconomic environment. At the same time, the sharp rise in housing prices in Hong Kong and some cities in China has been an area of concern as it has heightened the risk of a sharp price correction. Because of this the DBS Group has stress tested its portfolio rigorously. The DBS Group remains vigilant to any signs of market weakness and will continue to exercise prudence when underwriting new loans. Overall, the DBS Group remains comfortable with its exposure to the property sector.

Across the region as a whole, there was no growth in exposure to the SME portfolio during the year, although growth levels varied between individual country portfolios. Credit quality was impacted by a combination of macroeconomic conditions and country or sector-specific issues, such as (i) the impact of RMB derivatives affecting clients in Hong Kong, China and Taiwan, and (ii) ongoing strains in the oil and gas support services sector in Singapore. The DBS Group's SME portfolios are subject to regular reviews, stress tests and ad hoc scenario assessments, with the results subsequently used to optimise lending criteria.

From a geographical perspective, in Greater China, the DBS Group's customers reduced their RMB positions substantially as they matured or through an early unwinding. The remaining contracts, with maturities up to the third quarter of 2017, are now quite small. For customers that have opted to unwind their RMB contracts, term loans have been offered to term out such liabilities where the credit risk is justified. The DBS Group has taken specific allowances of SGD 173 million pertaining to customers with RMB derivative exposures.

In China, the DBS Group's customer and trade loans fell from SGD 37 billion at the end of 2015 to SGD 34 billion. The drop was due largely to the trade loans, which now accounted for half of the exposure, or SGD 17 billion, and were mostly backed by letters of credit issued by top-tier financial institutions. The bulk of the remaining SGD 17 billion of non-trade exposure was to well-rated large corporates. The DBS Group's exposure to SMEs also declined as it continued to tighten its lending criteria. In the property sector, the DBS Group is focused on the top local and international names.

The banking sector in India continued to be impacted by stressed assets. The recent demonetisation has also impacted short-term growth momentum. Downside risks remain for borrowers in weaker sectors such as infrastructure and engineering procurement and construction, as well as commodities such as steel, as they continue to face challenges such as stalled projects, overcapacity, a downturn in commodity prices and the dumping of goods from other countries. While recent government initiatives, such as arbitration claims and the Insolvency and Bankruptcy Code, 2016, of India are positive for the DBS Group's borrowers, its portfolio in India continues to be challenged due to industry and macroeconomic issues as well as slow progress in de-leveraging. The DBS Group has tightened its Target Market and Risk Acceptance Criteria⁽¹⁰⁾ (**TMRAC**) and continues to actively monitor its portfolio, paying particular attention to identifying warning signals at an earlier stage.

From a country transfer risk perspective, the DBS Group's operations are concentrated in a few countries. In 2016, the DBS Group paid closer attention to China as its economy slowed and the momentum of capital outflows picked up as interest rate differentials moved in favour of USD assets. Policy actions have been introduced to manage the capital outflows.

Although China's foreign exchange reserves have declined, they remain large enough to smoothen exchange rate volatility and serve as a cushion against external shocks. The DBS Group also believes that the government has sufficient monetary and fiscal levers to weather an economic downturn. There is no material change in the DBS Group's assessment of China. The DBS Group will continue to keep a close watch on policy development and actions.

Regulatory Compliance

The key areas which required attention in 2016 were anti-money laundering efforts, sales process (client suitability) in RMB derivatives and cross-border taxation.

The MAS took action against DBS Bank for breaches of money laundering regulations attributable to events in 2013 and 2014. The issues giving rise to the breaches — centred on onboarding, transaction

⁽¹⁰⁾ The DBS Group uses Target Market to define industry and geographical target markets and identify acceptable business/industry segments. Risk Acceptance Criteria is used as a client screening tool to guide credit extension and how much risk is acceptable or tolerable.

monitoring and suspicious activity reporting — have been rectified. In 2017, the DBS Group will be focusing on greater enhancements to its anti-money laundering capabilities, including front office controls and training, enhancements to transaction monitoring and leading or participating in efforts to share more information on criminal behaviour with law enforcement and the DBS Group's regulators.

The DBS Group was subjected to regulatory actions in Taiwan for lapses in sales processes on derivatives. Actions are under way to implement enhancements aligned to the Taiwan regulator's expectations. The DBS Group operates, globally, a standardised process for classifying product risk and matching this to client risk before a product is sold to a particular client. The data is reported to the Fair Dealing Committee, which submits a quarterly report to DBSH's Board Audit Committee. The Fair Dealing Committee will, from time to time, instruct any relevant global enhancements which are appropriate in connection with derivatives sales.

As part of the Organisation for Economic Co-operation and Development (**OECD**) Base Erosion and Profit Shifting (**BEPS**) and its local adoption by tax regulators, the DBS Group is required to provide additional documentation in respect of "Country-by-Country Reporting" and Transfer Pricing documentation. In addition, BEPS has heightened the focus on cross-border tax issues in general. The DBS Group has implemented relevant tax policies and procedures in response to this. The DBS Group aims to apply both the letter and the spirit of tax laws in the jurisdictions in which it operates and support the work by the OECD and others to promote transparency. As local tax regulators start to adopt the BEPS action points, the DBS Group would expect an increasing amount of tax audits focusing on cross border tax arrangements.

Cyber Security and Data Protection

As cyber-attacks against public and private infrastructures grow worldwide, cyber security has become increasingly important for both governments and regulators across the globe. DBS takes an approach which converges the management of physical, cyber and data-related risks into a central Chief Information Security Officer, who also oversees the financial crime risk management programme. The DBS Group takes an overall approach of defence in depth, combined with employee education and industry collaboration; and it keeps abreast of techniques and threats as they evolve in order to develop the appropriate countermeasures.

Data protection and governance are cornerstones for customers' trust in the banking sector, and are also critical enabling factors for innovation in a digital economy. In 2016, the DBS Group had a data related incident in Hong Kong which was reported in media, stemming from reports which the DBS Group submitted to the authorities. It remains the DBS Group's belief that it is important to supply information which facilitates prosecutions of criminal activity. The DBS Group will be putting more focus in 2017 on controls to detect or prevent loss of data, as well as improving its policy framework around data management.

Risk Taking and the DBS Group's Business Segments

Because the DBS Group focuses on Asia's markets, it is exposed to concentration risks within the region. The DBS Group manages these risks by engaging in industry diversification and overseeing individual exposures. In addition, the DBS Group uses the specialist knowledge it has of its regional markets and industry segments to effectively assess its risks.

As a commercial bank, the DBS Group allocates more economic capital to its Institutional Banking and Consumer Banking business segments, as compared to the Treasury business. A buffer is also maintained for other risks, including country risk, operational risk, reputational risk and model risk. The table below provides an overview of the risks arising from the DBS Group's business segments. The asset size of each business segment reflects its contribution to the balance sheet, and the RWA refer to the amount of risk incurred.

For more information on the DBS Group's business segments, see Note 44 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

As at 31 December 2016

In SGD millions	Consumer Banking/ Wealth Management	Institutional Banking	Treasury	Others ⁽¹⁾	Total
Assets ⁽²⁾	96,405	231,929	102,701	45,418	476,453
RWA	34,609	171,280	51,776	20,953	278,618
Credit Risk (% of RWA).....	84%	94%	40%	71%	81%
Market Risk (% of RWA)	0%	0%	56%	24%	12%
Operational Risk (% of RWA).....	16%	6%	4%	5%	7%

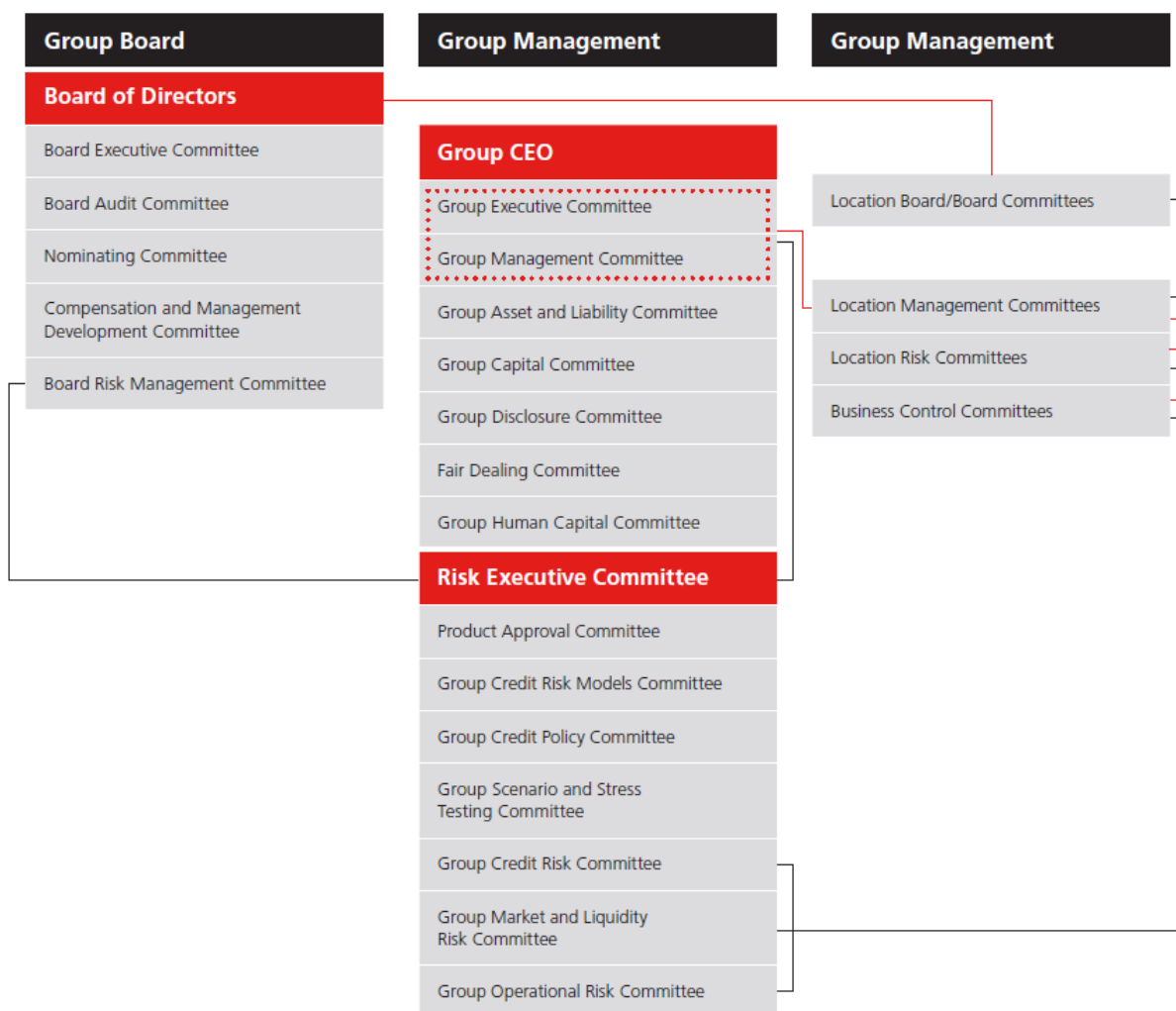
Notes:

- (1) Encompasses assets/RWA from capital and balance sheet management, funding and liquidity activities, DBS Vickers Group and The Islamic Bank of Asia Limited.
- (2) Before goodwill and intangibles.

Risk Governance

The Board oversees the DBS Group's affairs and provides sound leadership for the Chief Executive Officer (**CEO**) and management. Authorised by the Board, various Board committees oversee specific responsibilities based on clearly defined terms of reference.

Under the DBS Group's risk management frameworks, the Board, through the BRMC, sets the DBS Group's Risk Appetite, oversees the establishment of enterprise-wide risk management policies and processes, and sets risk limits to guide the DBS Group's risk taking.



Note: The lines reflect possible escalation protocol and are not reporting lines per se

The BRMC oversees the identification, monitoring, management and reporting of credit, market, liquidity, operational and reputational risks. To facilitate the BRMC's risk oversight, the following risk management committees have been established.

Risk Management Committees

Risk Executive Committee (Risk ExCo)	As the overall executive body regarding risk matters, the Risk ExCo oversees the DBS Group's risk management as a whole.
Product Approval Committee (PAC)	The PAC oversees new product approvals, which are vital for mitigating risk within the DBS Group.
Group Credit Risk Models Committee (GCRMC) Group Credit Policy Committee (GCPC) Group Scenario and Stress Testing Committee (GSSTC) Group Credit Risk Committee (GCRC)	Each committee reports to the Risk ExCo, and the committees as a whole serve as an executive forum to discuss and implement the DBS Group's risk management. Key responsibilities: <ul style="list-style-type: none"> Assess and approve risk taking activities Oversee the DBS Group's risk management infrastructure, which includes frameworks, decision

<p>Group Market and Liquidity Risk Committee (GMLRC)</p> <p>Group Operational Risk Committee (GORC)</p>	<p>criteria, authorities, people, policies, standards, processes, information, and systems</p> <ul style="list-style-type: none"> • Approve risk policies such as model governance standards, stress testing scenarios, and the evaluation and endorsement of risk models • Identify specific concentrations of risk • Recommend scenarios and resulting macroeconomic variable projections used for enterprise-wide stress tests <p>The members in these committees comprise representatives from the Risk Management Group (RMG) as well as key business and support units.</p>
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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 the 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 DBS 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 DBS Group's risk management is effective, and the Risk Appetite established by the Board is adhered to.

Risk Appetite

The DBS Group's Risk Appetite is set by the Board and governed by the Risk Appetite Policy – a key part of its risk culture. A strong organisational risk culture is imperative for the DBS Group to move forward, and this includes an effective incentive framework.

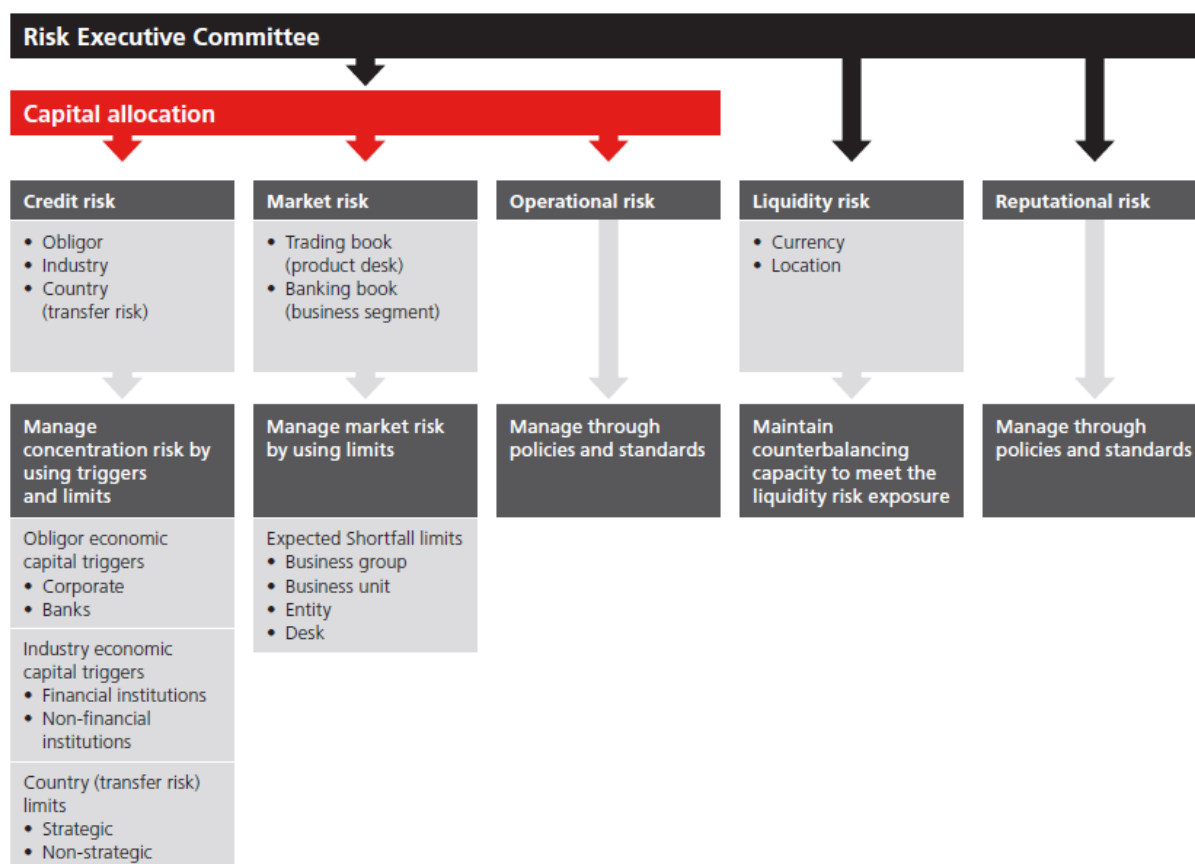
Risk Thresholds and Economic Capital Usage

The DBS Group's Risk Appetite takes into account a spectrum of risk types, and is implemented using thresholds, policies, processes and controls.

Threshold structures are essential in making the DBS Group's Risk Appetite an intrinsic part of its businesses, because they help to keep all of the DBS Group's risks within acceptable levels. Portfolio risk limits for the quantifiable risk types reach all parts of the DBS Group from the top down, and these are implemented using formal frameworks. As for the non-quantifiable risk types, these are controlled using qualitative principles.

To ensure that the thresholds pertaining to the DBS Group's Risk Appetite are completely risk sensitive, the DBS Group has adopted Economic Capital (**EC**) as its primary risk metric. EC is also a core component in the DBS Group's ICAAP.

The following chart provides a broad overview of how its Risk Appetite permeates throughout the DBS Group.



Stress Testing

Stress testing is an integral part of the DBS Group's risk management process, and includes both sensitivity analysis and scenario analysis.

This element alerts senior management of the DBS Group's potential vulnerability to exceptional but plausible adverse events. As such, stress testing enables the DBS Group to assess capital adequacy, identify potentially risky portfolio segments and inherent systematic risks. This then allows the DBS Group to develop the right contingency plans, exit strategies and mitigating actions beforehand.

Stress testing is conducted at least once annually, and additional stress tests are carried out in response to microeconomic and macroeconomic conditions. Every stress test is documented.

The capital planning process according to the DBS Group's ICAAP seeks to align its expected business trajectory to its Risk Appetite. This is done by comparing the projected demand for capital to the projected supply of capital in stress scenarios.

Credit Risk

The most significant measurable risk the DBS Group faces – credit risk arises from the DBS Group's daily activities in its various businesses. These activities include lending to retail, corporate and institutional customers; trading endeavours such as foreign exchange, derivatives and debt securities; and settlement of transactions.

Please refer to Note 41.1 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

Credit Risk Management at the DBS Group

The DBS Group's approach to credit risk management comprises the following building blocks: Policies, Risk Methodologies and Processes, Systems and Reports.

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 established for Consumer Banking/Wealth Management and Institutional Banking (herein referred to as **CCRPs**) set forth the principles by which the DBS Group conducts its credit risk management and control activities. These policies, supplemented by a number of operational policies and standards, ensure consistency in identifying, assessing, underwriting, measuring, reporting and controlling credit risk across the DBS Group, and provide guidance in the formulation of business-specific and/or location-specific credit risk policies and standards.

The operational policies and standards 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 considered and approved by the GCPC.

Risk Methodologies

Credit risk is managed by thoroughly understanding the DBS Group's customers – the businesses they are in, as well as the economies in which they operate.

The usage of credit ratings and lending limits are an integral part of the DBS Group's credit risk management process, and the DBS Group uses an array of rating models for its corporate and retail portfolios. Most of these models are built internally using the DBS Group's loss data and the limits are driven by the DBS Group's Risk Appetite Statement and TMRAC.

Wholesale borrowers are assessed individually using both judgmental credit models and statistical credit models. They are 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 SME segment, the DBS Group also uses a programme-based approach to achieve a balanced management of risks and rewards. Retail exposures are assessed using credit scoring models, credit bureau records, internal and externally available customer behaviour records. These are supplemented by the DBS Group's Risk Acceptance Criteria.

After the credit exposures are assessed, credit extensions are proposed by the business unit, and these are approved by the credit risk function after taking into account independent credit assessments and the business strategies set by senior management.

Please refer to "Internal Credit Risk Models" section for further discussion on the DBS Group's internal credit risk models.

Pre-settlement credit risk for derivatives arising from a counterparty potentially defaulting on its obligations is quantified by a mark-to-market evaluation, as well as any potential exposure in the future. This is used to calculate the DBS Group's regulatory capital under the Current Exposure Method (**CEM**), and is included under the DBS Group's overall credit limits to counterparties for internal risk management.

Issuer default risk that may also arise from derivatives and securities are generally measured based on jump-to-default computations.

The DBS Group actively monitors and manages its exposure to counterparties in over-the-counter (**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 exposure to a counterparty positively correlates with the probability of defaulting due to the nature of the transactions. The DBS Group has a policy 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.

Concentration Risk Management

The DBS Group's risk management processes, which are aligned with its Risk Appetite, ensure that an acceptable level of risk diversification is maintained across the DBS Group.

For credit risk, the DBS Group uses EC as its measurement tool, since it combines the individual risk factors of Probability of Default (**PD**), Loss Given Default (**LGD**) and Exposure at Default (**EAD**) as well as portfolio concentration factors. Granular EC thresholds are set to ensure that the allocated EC stays within the DBS Group's Risk Appetite.

Thresholds regarding major industry groups and single counterparty exposures are monitored regularly, and notional limits for country exposures are set as well. Governance processes are in place to ensure that the DBS Group's exposures are regularly monitored with these thresholds in mind, and appropriate action is taken if thresholds are breached.

The DBS Group continually examines how it can enhance the scope of its thresholds to effect better risk management.

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 DBS Group manages country risk through the Group Credit Risk Management Policy and CCRP, and the said risk is part of the DBS Group's concentration risk management. The way the DBS Group manages transfer risk is set out in the DBS Group's Country Risk Management Standard. This includes an internal transfer risk and sovereign risk rating system, where the assessments are made independently of business decisions. The DBS Group's transfer risk limits are set in accordance to the DBS Group's Risk Appetite Policy.

Limits for strategic and non-strategic countries are set based on country-specific strategic business considerations as well as the acceptable potential loss according to the DBS Group's Risk Appetite. Senior management and credit management actively evaluate what the right transfer risk exposure for the DBS Group should be, taking into account the risks and rewards, as well as whether they are in line with the DBS Group's strategic intent. Limits for all other countries are set using a model-based approach.

All country limits are subject to approval by the BRMC.

Stress Testing

The DBS Group engages in various types of credit stress testing, and these are driven either by regulators or its own internal requirements and management.

The DBS Group's credit stress tests are performed at total portfolio or sub-portfolio level, and are generally meant to assess the impact of changing economic conditions on asset quality, earnings performance, capital adequacy and liquidity. The DBS Group's stress testing programme is comprehensive, and covers all major functions and areas of business.

The DBS Group typically performs the following types of credit stress testing at a minimum and others as necessary:

Pillar 1 Credit Stress Testing	The DBS Group conducts Pillar 1 credit stress testing regularly as required by regulators. Under Pillar 1 credit stress testing, the DBS Group assesses the impact of a mild stress scenario (at least two consecutive quarters of zero GDP 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 credit 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 DBS Group conducts Pillar 2 credit stress testing annually as part of the ICAAP. Under Pillar 2 credit stress testing, the DBS Group assesses the impact of stress scenarios with different levels of severity, taking into account asset quality, earnings performance, internal and regulatory capital. The results of the credit stress tests become input for the capital planning process under the ICAAP. The purpose of the Pillar 2 credit stress testing is to examine the possible events or market changes that could adversely impact the DBS Group.
Industry-Wide Stress Testing	The DBS Group participates in the annual Industry-Wide Stress Test (IWST) conducted by the MAS to facilitate its ongoing assessment of financial stability. Under the IWST, the DBS Group is required to assess the impact of adverse scenarios, as defined by the regulator, on asset quality, earnings performance, and capital adequacy.
Sensitivity and Scenario Analyses	The DBS 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, which is vital for developing and executing mitigating actions.

Processes, Systems and Reports

The DBS 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 reviewed and improved through various front-to-back initiatives involving the business units, the operations unit, the RMG 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 the DBS Group's philosophy of effective credit risk management.

In addition, risk reporting on credit trends, which may include industry analysis, early warning alerts and significant weak credits, is submitted to the various credit committees, allowing key strategies and action plans to be formulated and evaluated. Credit control functions also ensure that any credit risk taken complies with group-wide credit policies and guidelines. 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 by management and regulators 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 (NPAs)

The DBS Group's credit facilities are classified as "Performing assets" or "Non-performing assets" in accordance with MAS Notice 612.

These guidelines require credit portfolios to be categorised into one of the following five categories according to the DBS Group's assessment of a borrower's ability to repay a credit facility from the borrower's normal sources of income.

CLASSIFICATION GRADE	DESCRIPTION
Performing Assets	
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 DBS Group.
Classified or NPA	
Sub-standard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial position that may jeopardise repayment on existing terms. These credit facilities may be non-defaulting.
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.
Loss	Indicates that the amount of recovery is assessed to be insignificant.

The link between the MAS categories and the DBS Group's internal ratings is shown in the "Internal Credit Risk Models" section.

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 DBS Group taking actions such as realising security (if held)
- Technical default: Borrower is more than 90 days past due on any credit obligation to the DBS Group

This is consistent with the guidance provided under MAS Notice 637.

Credit facilities are classified as restructured assets when the DBS Group grants non-commercial concessions to a borrower because it is in a worse financial position 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 based on 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. Apart from what has been described, the DBS Group does not grant concessions to borrowers in the normal course of business. Any restructuring of credit facilities is reviewed on a case-by-case basis and conducted only on commercial terms.

In addition, it is not within the DBS Group's business model to acquire debts that have been restructured at inception (e.g. distressed debts).

For the DBS Group's accounting policies regarding specific and general allowances for credit losses, please refer to Note 2.11 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

In general, specific allowances are recognised for defaulting credit exposures rated substandard and below.

The breakdown of the DBS Group's NPAs by loan grading and industry and the related amounts of specific allowances can be found in Note 41.2 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular. A breakdown of the DBS Group's past due loans can also be found in the same note.

When required, the DBS Group will take possession of all collateral and dispose of them as soon as practicable. Realised proceeds are used to reduce outstanding indebtedness.

A breakdown of collateral held for NPAs is shown in Note 41.2 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

Repossessed collateral is classified in the balance sheet as other assets. The amounts of such other assets for 2016 and 2015 were not material.

Credit Risk Mitigants

Collateral Received

Where possible, the DBS Group takes collateral as a secondary recourse to the borrower. This includes cash, marketable securities, properties, trade receivables, inventory and equipment and other physical and financial collateral. The DBS 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. These include requiring specific collaterals to meet minimum operational requirements in order to be considered as effective risk mitigants. The DBS Group's collateral is generally diversified and valued periodically. Properties constitute the bulk of the DBS Group's collateral, while marketable securities and cash are immaterial.

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 Master Repurchase Agreements and International Swaps and Derivatives Association (**ISDA**) Agreements. The collateral received is mark-to-market on a frequency the DBS Group and the counterparties mutually agreed upon. This is governed by internal guidelines with respect to the eligibility of collateral. In the event of a default, the credit risk exposure is reduced by master-netting arrangements

where the DBS Group is allowed to offset what it owes to a counterparty against what is due from that counterparty in a netting-eligible jurisdiction.

For further information on financial assets and liabilities subject to netting agreement but not offset on the balance sheet, please refer to Note 14 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

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 DBS Group may be required to accept less highly-rated or liquid government bonds and currencies. Reverse repo transactions are generally limited to large institutions with reasonably good credit standing. The DBS 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 DBS Group will review customers' specific situation and circumstances to assist them in restructuring their repayment liabilities. However, should the need arise, disposal and recovery processes are in place to dispose of collateral held by it. The DBS Group also maintains a panel of agents and solicitors that helps it to dispose of non-liquid assets and specialised equipment quickly.

Collateral Posted

The DBS Group is required to post additional collateral in the event of a rating downgrade. As at 31 December 2016, for a three-notch downgrade of its Standard & Poor's and Moody's ratings, the DBS Bank would have to post additional collateral amounting to SGD 44 million (2015: SGD 57 million).

Other Risk Mitigants

The DBS Group uses guarantees as credit risk mitigants. Internal thresholds for considering the eligibility of guarantors for credit risk mitigation are in place.

Internal Credit Risk Models

The DBS Group adopts rating systems for the different asset classes under the Internal Ratings-Based Approach (**IRBA**).

There is a robust governance process for the development, independent validation and approval of a credit risk model. The models go through a rigorous review process before they are endorsed by the GCRMC and the Risk ExCo. They must also be approved by the BRMC before being used. The key risk measures generated by the internal credit risk rating models to quantify regulatory capital include PD, LGD and EAD. For portfolios under the Foundation IRBA, the supervisory LGD estimates are applied. For retail portfolios under the Advanced IRBA, internal estimates are used. In addition, the ratings from the credit models act as the basis for underwriting credit risk, monitoring portfolio performance and determining business strategies.

The performance of the rating systems is monitored regularly and informed to the GCRMC and the BRMC to ensure their ongoing effectiveness. This serves to highlight material deterioration in the rating systems for management attention.

An independent risk unit conducts formal validations for the respective rating systems annually. The validation processes are independently reviewed by Group Audit (as defined below).

Retail Exposure Models

Retail portfolios are categorised into the following asset classes under the Advanced IRBA: residential mortgages, qualifying revolving retail exposures and other retail exposures.

Within each asset class, exposures are managed on a portfolio basis. Each account is assigned to a risk pool, considering factors such as borrower characteristics and collateral type. Loss estimates are based on historical default and realised losses within a defined period. The definition of default is applied at the level of a particular facility, rather than at the level of the obligor.

Business-specific credit risk elements such as underwriting criteria, scoring models, approving authorities and asset quality and business strategy reviews, as well as systems, processes and techniques to monitor portfolio performance, are in place. Credit risk models for secured and unsecured portfolios are also used to update the risk level of each loan on a monthly basis, reflecting the broad usage of risk models in portfolio quality reviews.

Wholesale Exposure Models

Wholesale exposures are assessed under the Foundation IRBA and include sovereign, bank, corporate and specialised lending exposures.

The risk ratings for the wholesale exposures (other than securitisation exposures) have been mapped to corresponding external rating equivalents. Sovereign exposures are risk-rated using internal risk-rating models and guidelines that are in line with the IRBA portfolios. Factors relevant to country-specific macroeconomic risk, political risk, social risk and liquidity risk are reviewed objectively in the sovereign rating models to assess the sovereign credit risk in a disciplined and systematic way.

Bank exposures are assessed using a bank rating model covering various credit risk factors such as capital levels and liquidity, asset quality, earnings, management and market sensitivity. The risk ratings derived are benchmarked against external credit risk ratings to ensure that the internal rating systems are well aligned and appropriately calibrated.

Large corporate credits are assessed using approved models. They are also reviewed by designated credit approvers. Credit factors considered in the risk assessment process include the counterparty's financial standing and specific non-quantitative factors such as industry risk, access to funding, market standing and management strength.

The counterparty risk rating assigned to SMEs is primarily based on the counterparty's financial position and strength. Credit ratings under the IRBA portfolios are, at a minimum, reviewed on an annual basis unless credit conditions require more frequent assessment. The counterparty risk rating process is reinforced by the facility risk rating system, which considers other exposure risk mitigants, such as collateral and third party guarantees.

A description of the internal ratings used and corresponding external ratings and MAS classification for the various portfolios is as follows:

Grade (ACRR)	Description of rating grade	Equivalent external rating	MAS classification	
PD Grade 1	Taking into account the impact of relevant economic, social or geopolitical conditions, the borrower's capacity to meet its financial commitment is exceptional.	AAA	Pass	Performing assets
PD Grade 2	Taking into account the impact of the relevant economic, social or geopolitical conditions, the borrower's capacity to meet its financial commitment is excellent.	AA+, AA, AA-	Pass	
PD Grade 3	More susceptible to adverse economic, social, geopolitical conditions and other circumstances. The borrower's capacity to meet its financial commitment is strong.	A+, A, A-	Pass	
PD Grade 4A/4B	Adequate protection against adverse economic, social or geopolitical conditions or changing circumstances. More likely to lead to a weakened capacity for the borrower to meet its financial commitment.	BBB+/BBB	Pass	
PD Grade 5	Relatively worse off than a borrower rated "4B" but exhibits adequate protection parameters.	BBB-	Pass	
PD Grade 6A/6B	Satisfactory capacity for the borrower to meet its financial commitment but this may become inadequate due to adverse business, financial,	BB+/BB	Pass	

	economic, social or geopolitical conditions and changing circumstances.			
PD Grade 7A/7B	Marginal capacity for the borrower to meet its financial commitment but this may become inadequate or uncertain due to adverse business, financial, economic, social or geopolitical conditions and changing circumstances.	BB-	Pass	
PD Grade 8A	Sub-marginal capacity for the borrower to meet its financial commitment. Adverse business, financial or economic conditions will likely impair its capacity or willingness to meet its financial commitment.	B+	Pass	
PD Grade 8B/8C ^(a)	Low capacity for the borrower to meet its financial commitment. Adverse business, financial or economic conditions will likely impair its capacity or willingness to meet its financial commitment.	B/B-	Special mention	
PD Grade 9	Borrower is vulnerable to non-payment and is dependent upon favourable business, financial and economic conditions to meet its financial commitment. Likely to have little capacity to meet its financial commitment under adverse conditions.	CCC-C	Substandard (non-defaulting)	Non-performing assets
PD Grade 10 and above	A borrower rated "10" and above is in default (as defined under MAS Notice 637).	D	Substandard and below (defaulting)	

- For companies scored by the HK SME Scoring Model, in addition to the ACRR, there is a further test to evaluate whether the borrower meets the criteria of Special mention. If it does not, the ACRR can remain as 8B/8C but is not classified as Special mention.

Specialised Lending Exposures

Specialised lending IRBA portfolios include income-producing real estate, project finance, object finance, hotel finance and commodities finance. These adopt the supervisory slotting criteria specified under Annex 7v of MAS Notice 637, which are used to determine the risk weights to calculate the credit risk-weighted exposures.

Securitisation Exposures

The DBS Group is not active in securitisation activities that are motivated by credit risk transfer or other strategic considerations. As a result, it does not securitise its own assets, nor does it acquire assets with a view to securitising them.

The DBS Group arranges securitisation transactions for clients for fees. These transactions do not involve special purpose entities the DBS Group controls. For transactions that are not underwritten, no securitisation exposures are assumed as a direct consequence of arranging the transactions. Any decision to invest in any of such arranged transactions is subject to independent risk assessment.

Where the DBS Group provides an underwriting commitment, any securitisation exposure that arises will be held in the trading book to be traded or sold down in accordance with its internal policy and risk limits. In addition, the DBS Group does not provide implicit support for any transactions it structures or has invested in.

The DBS Group invests in its clients' securitisation transactions from time to time. These may include securitisation transactions arranged by the DBS Group or other parties. The DBS Group may also act as liquidity facility provider, working capital facility provider or swap counterparty. Such exposures require the approval of the independent risk function and are subject to regular risk reviews after they take place. The DBS Group also has processes in place to monitor the credit risk of its securitisation exposures.

Credit Exposures Falling Outside of Internal Credit Risk Models

The DBS Group applies the Standardised Approach (**SA**) for portfolios that are individually immaterial in terms of both size and risk profile, as well as for identified transitioning portfolios. These portfolios include:

- IRBA-transitioning retail and wholesale exposures
- IRBA-exempt retail exposures
- IRBA-exempt wholesale exposures

Any identified transitioning retail and wholesale exposures are expected to go through the Advanced IRBA and Foundation IRBA respectively, subject to certification by the MAS. In the meantime, the SA will have been applied. The portfolios under the SA are subject to the DBS Group's overall governance framework and credit risk management practices. The DBS Group will continue to monitor the size and risk profile of these portfolios, and will enhance the relevant risk measurement processes if these risk exposures become material.

The DBS Group uses external ratings for credit exposures under the SA where relevant, and the DBS Group only accepts ratings from Standard & Poor's, Moody's and Fitch in such cases. The DBS Group follows the process prescribed in MAS Notice 637 to map the ratings to the relevant risk weights.

Credit Risk in 2016

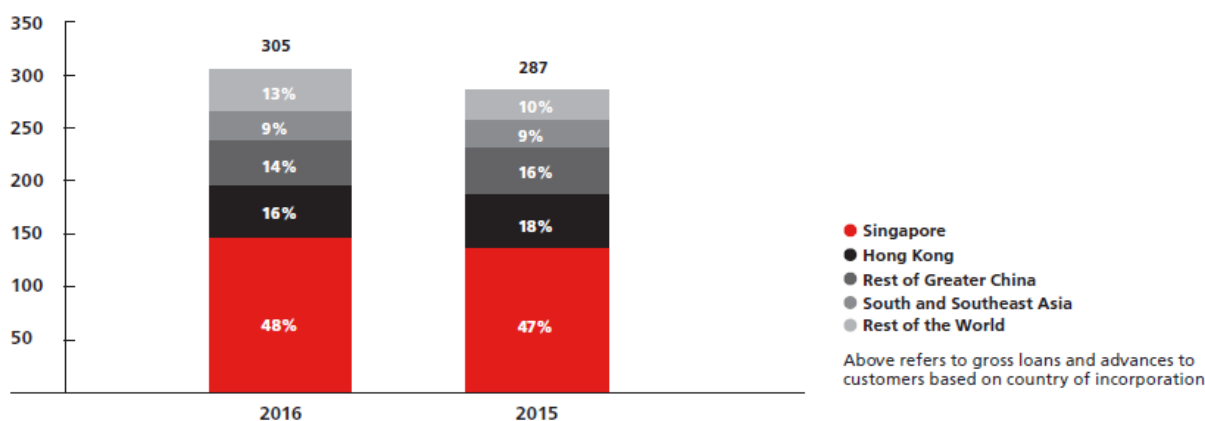
Concentration Risk

The DBS Group's geographic distribution of customer loans has remained stable for the past year.

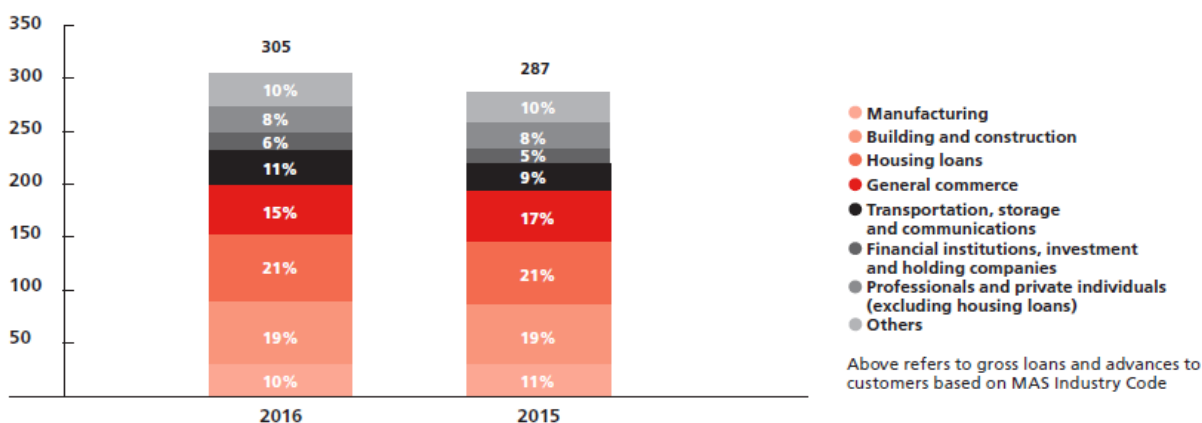
The DBS Group's gross loans and advances to customers continue to be predominantly in its home market of Singapore, accounting for 48% of the portfolio. While the portfolios for Singapore and rest of the world grew, the DBS Group's Greater China (including Hong Kong) portfolio declined in 2016.

This reflected the changing business environment in Greater China as trade volumes continued to drop, and the DBS Group's proactive management of this risk resulted in tightening credit lending to SME customers. The DBS Group's portfolio is well distributed and fairly stable across various industries, with Building and construction and General commerce being the largest contributors in the wholesale portfolio.

Geographical Concentration (SGD billion)



Industry Concentration (SGD billion)



For the DBS Group's breakdown of concentration of credit risk, please refer to Note 41.4 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

Non-Performing Assets

In absolute terms, the DBS Group's total NPAs increased by 74% from the previous year to SGD 4,856 million in 2016 due to higher NPAs resulting from headwinds impacting the DBS Group's oil and gas support services portfolio and RMB derivatives. This has contributed to an increase in the DBS Group's NPL ratio from 0.9% in the previous year to 1.4% in 2016.

Collateral Received

The tables below provide breakdowns by loan-to-value (LTV) bands for the borrowings secured by properties from the various market segments.

Residential Mortgage Loans

The LTV ratio is calculated using mortgage loans, including undrawn commitments divided by the collateral value. Property valuations are determined by using a combination of professional appraisals and housing price indices.

New loans are capped at LTV limits of up to 80% since 2010. The increase in Singapore's exposures with LTV between 81% and 100% was contributed by the downward adjustments of property prices since 2013.

Percentage of residential mortgage loans (breakdown by LTV band and geography)

As at 31 December 2016

LTV band	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia
Up to 50%	23.0%	96.5%	36.4%	31.6%
51% to 80%	61.8%	3.4%	45.1%	67.9%
81% to 100%	15.2%	0.1%	18.3%	0.5%
Partially collateralised	0.0%	0.0%	0.2%	0.0%

As at 31 December 2015

LTV band	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia
Up to 50%	25.1%	96.3%	38.8%	35.2%
51% to 80%	60.7%	3.6%	44.7%	64.8%
81% to 100%	14.2%	0.1%	16.5%	0.0%
Partially collateralised	0.0%	0.0%	0.0%	0.0%

Loans and Advances to Corporates Secured by Property

These loans are extended for the purpose of acquisition and/or development of real estate, as well as for general working capital. 90% of the DBS Group's loans were fully collateralised, as compared to 86% in 2015. The majority of these loans have LTV ratios of less than 80%. The DBS Group's property loans are mainly concentrated in Singapore and Hong Kong, which together accounted for 84% of total property loans.

The LTV ratio is calculated as loans and advances divided by the value of property, including other tangible collaterals that secure the same facility. The latter includes cash, marketable securities, bank guarantees, vessels and aircrafts. Where collateral assets are shared by multiple loans and advances, the collateral value is pro-rated across the loans and advances secured by the collateral.

Percentage of loans and advances to corporates secured by property (breakdown by LTV band and geography)

As at 31 December 2016

LTV band	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World
Up to 50%	51.2%	50.0%	63.8%	32.8%	22.8%
51% to 80%	37.9%	22.4%	15.0%	33.3%	75.3%
81% to 100%	6.7%	7.0%	9.9%	6.8%	0.0%
Partially collateralised	4.2%	20.6%	11.3%	27.1%	1.9%

As at 31 December 2015

LTV band	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World
Up to 50%	53.7%	47.5%	52.4%	10.3%	50.8%
51% to 80%	35.7%	17.5%	19.6%	27.0%	47.5%
81% to 100%	5.9%	7.6%	7.8%	8.5%	0.0%
Partially collateralised	4.6%	27.4%	20.2%	54.2%	1.7%

Loans and Advances to Banks

In line with market convention, loans and advances to banks are typically unsecured. The DBS Group manages the risk of such exposures by keeping tight control of the exposure tenor, and monitoring the credit quality of the bank counterparties.

Derivatives Counterparty Credit Risk by Markets and Settlement Methods

The DBS Group continues to manage its derivatives counterparty risk exposures with netting and collateral arrangements, thereby protecting its balance sheet in the event of counterparty default.

A breakdown of the DBS Group's derivatives counterparty credit risk by markets (OTC versus exchange-traded) and settlement methods (cleared through a central counterparty versus settled bilaterally) can be found below.

Notional OTC and exchange-traded products

In SGD millions	As at 31 Dec 2016
OTC derivatives cleared through a central counterparty	751,315
OTC derivatives settled bilaterally	1,301,713
Total OTC derivatives	<u>2,053,028</u>
Exchange-traded derivatives	17,515
Total derivatives (only with external parties)	<u>2,070,543</u>

For a breakdown of derivatives positions held by the DBS Group, please refer to Note 37 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

Market Risk

The DBS 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) positions taken to manage the interest rate risk of the DBS Group's Institutional Banking and Consumer Banking assets and liabilities, (ii) equity investments 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 DBS Group's strategic investments which are denominated in currencies other than the SGD.

Market Risk Management

The DBS Group's approach to market risk management comprises the following building blocks: Policies, Risk Methodologies and Processes, Systems and Reports.

Policies

The Market Risk Management Policy sets out the DBS Group's overall approach towards market risk management, while the Market Risk Management Standard establishes the basic requirements for the said management within the DBS Group.

The Market Risk Management Guide complements the Market Risk Management Standard by providing more details regarding specific subject matters. Both the Market Risk Management Standard and the Market Risk Management Guide facilitate the identification, measurement, control, monitoring and reporting of market risk in a consistent manner. They also set out the overall approach, standards and controls governing market risk stress testing across the DBS Group.

The criteria for determining the positions to be included in the trading book are stipulated in the Trading Book Policy Statement.

Risk Methodologies

Value-at-Risk (**VaR**) is a method that computes the potential losses of risk positions as a result of market movement over a specified time horizon and according to a given level of confidence.

The DBS Group's VaR model is based on historical simulation with a one-day holding period. The DBS Group uses Expected Shortfall (**ES**), which is the average of potential loss beyond a given level of confidence, to monitor and limit market risk exposures. The market risk economic capital that is allocated by the BRMC is linked to ES by a multiplier. ES is supplemented by risk control metrics such as sensitivities to risk factors and loss triggers for management action.

The DBS Group conducts back-testing to verify the predictiveness of the VaR model. Back-testing compares VaR calculated for positions at the close of each business day with the profit and loss (**P&L**) that actually arises in those positions on the following business day. The back-testing P&L excludes fees and commissions, and revenues from intra-day trading.

For back-testing, VaR at the 99% level of confidence and over a one-day holding period is used. The DBS Group adopts the standardised approach to compute market risk regulatory capital under MAS Notice 637 for the trading book positions. As such, VaR back-testing does not impact the DBS Group's regulatory capital for market risk.

VaR models allow the DBS Group to estimate the aggregate portfolio market risk potential loss due to a range of market risk factors and instruments. However, 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 be understated.

To monitor the DBS Group's vulnerability to unexpected but plausible extreme market risk-related events, the DBS Group 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.

ES is the key risk metric used to manage the DBS Group's assets and liabilities. As an exception, credit spread risk arising from loans and receivables is managed under the credit risk management framework. The DBS Group also manages banking book interest rate risk arising from mismatches in the interest rate profiles of assets, liabilities and capital instruments (and associated hedges), which includes basis risk arising from different interest rate benchmarks, interest rate re-pricing risk, yield curve risk and embedded optionality. Behavioural assumptions are applied when managing the interest rate risk of banking book deposits with indeterminate maturities. The DBS Group measures interest rate risk in the banking book on a weekly basis.

Credit derivatives are used in the trading book with single name or index underlying instruments to support the DBS Group's business strategy to build a regional fixed income franchise. The DBS Group actively monitors its counterparty credit risk in credit derivative contracts.

More than 90% of the gross notional value of the DBS Group's credit derivative positions as at 31 December 2016 was to 19 established names, which the DBS Group maintains collateral agreements with.

Processes, Systems and Reports

Robust internal control processes and systems have been designed and implemented to support the DBS Group's market risk management approach. The DBS 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 DBS Group's market risk daily. The unit comprises risk control, risk analytics, production and reporting teams.

Market Risk in 2016

The DBS Group's ES considers the market risks of both the trading and banking books. The DBS Group's ES (based on a 97.5% level of confidence) is tabulated below. The period-end, average, high and low ES are shown.

In SGD millions	As at 31 December 2016	For the year ended 31 December 2016		
		Average	High	Low
Total	89	98	112	84

In SGD millions	As at 31 December 2015	For the year ended 31 December 2015		
		Average	High	Low
Total	101	117	147	75

The DBS Group's major market risk driver is interest rate risk in the trading and banking books. The average ES for 2016 was lower than 2015 mainly due to drop-off of volatile rates scenarios for ES calculation and updates to models used to measure interest rate risks in banking book. The following table shows the period-end, average, high and low diversified ES and ES by risk class for Treasury's trading portfolios. The ES reported below are based on a 97.5% level of confidence.

In SGD millions	As at 31 December 2016	For the year ended 31 December 2016		
		Average	High	Low
Diversified.....	26	21	31	14
Interest Rates	16	18	27	14
Foreign Exchange	10	12	18	7
Equity.....	1	2	3	1
Credit Spread	18	11	19	6
Commodity	#	#	1	#

Note:

"#" represents amounts less than SGD 0.5 million.

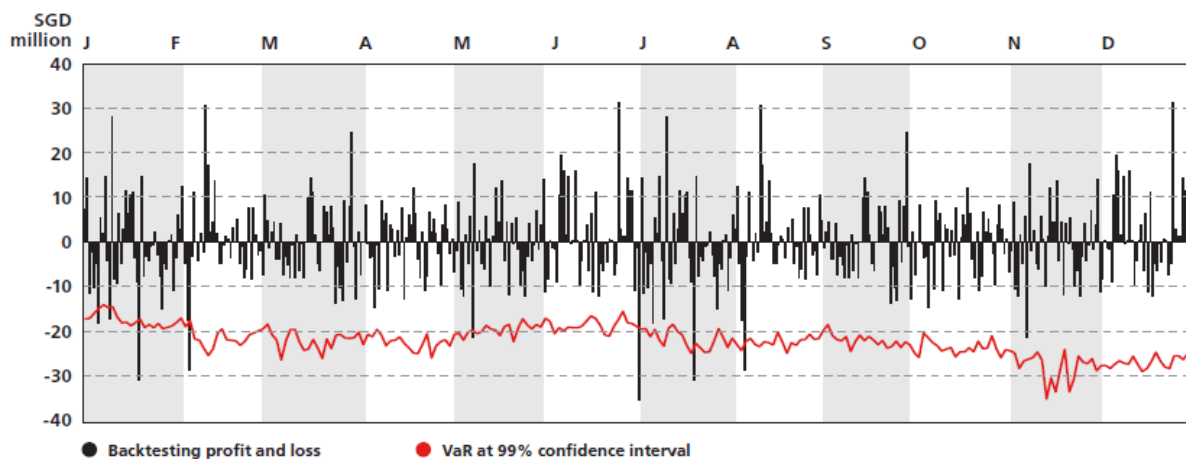
In SGD millions	As at 31 December 2015	For the year ended 31 December 2015		
		Average	High	Low
Diversified.....	16	20	32	15
Interest Rates	17	15	21	9
Foreign Exchange	11	8	19	3
Equity.....	3	3	5	2
Credit Spread	8	16	23	7
Commodity	#	1	2	#

Note:

"#" represents amounts less than SGD 0.5 million.

At the DBS Group, the main risk factors driving Treasury's trading portfolios in 2016 were interest rates, foreign exchange and credit spreads. Treasury's trading portfolios' average diversified ES remained relatively flat compared to 2015.

Treasury's trading portfolios experienced five back-testing exceptions in 2016. The exceptions occurred in January, February, March, September and December. The four exceptions for the period from January to September were mainly due to (i) pronounced volatilities in SGD interest rates and SGD swap spreads; and (ii) basis risks in onshore/offshore Chinese foreign exchange and interest rate. The exception in December was due to valuation adjustments carried out at the month end.



The key market risk drivers of the DBS Group's non-trading portfolios are SGD and USD interest rate positions. The economic value impact of changes in interest rates was simulated under various assumptions for the non-trading portfolio. The economic value changes were negative SGD 156 million and SGD 239 million (2015: negative SGD 250 million and SGD 425 million) based on interest rate changes of 100 basis points and 200 basis points respectively. The negative economic value impact declined in December 2016 mainly due to a refinement of the behavioural assumptions for current account balances.

Liquidity Risk

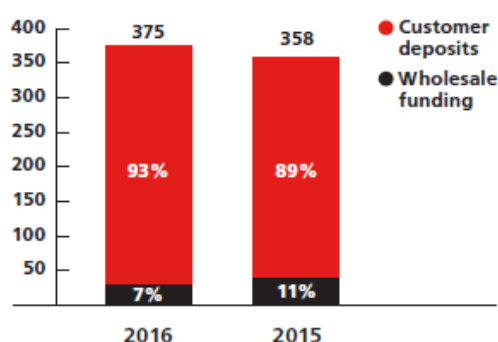
The DBS Group's liquidity risk arises from its obligations to honour withdrawals of deposits, repayments of borrowed funds at maturity, and commitments to extend loans to its customers. The DBS Group seeks to manage its liquidity in a manner that ensures that its liquidity obligations will continue to be honoured under normal as well as adverse circumstances.

Liquidity Risk Management and Funding Strategy

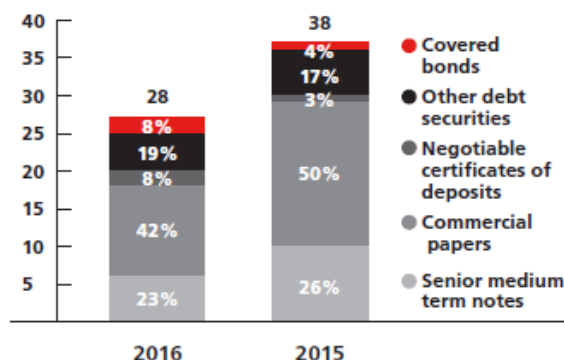
The DBS Group strives to develop a diversified funding base with access to funding sources across retail and wholesale channels. The DBS Group's funding strategy is anchored on strengthening its core deposit franchise as the foundation of its long-term funding advantage.

Customer deposits grew by SGD 27 billion in 2016, contributing to 93% of total funding sources. Current and savings deposits, which are favourable for the liquidity coverage ratio, were the main drivers of growth with an increase of SGD 18 billion. Within wholesale funding, senior medium term notes were gradually replaced with covered bonds which are more cost effective.

Funding Sources (SGD billion)



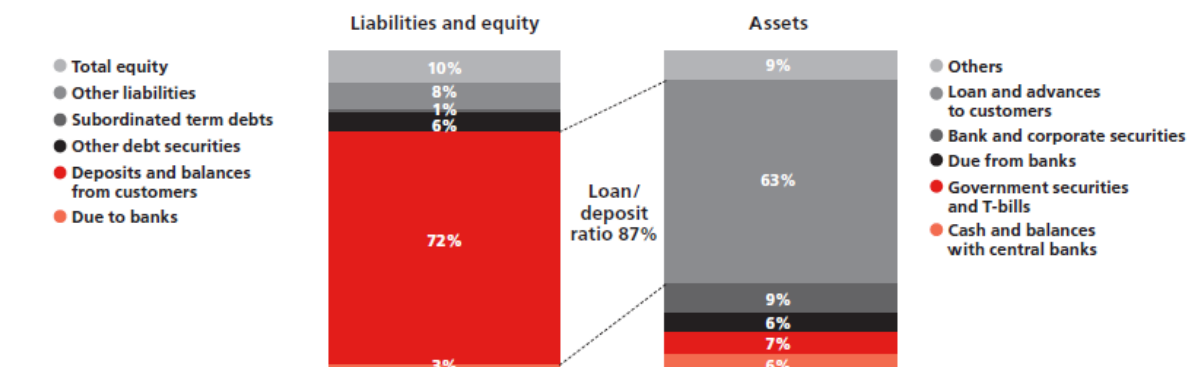
Wholesale Funding Breakdown (SGD billion)



The DBS Group aims to ensure continuous access to the investor base for capital and senior wholesale funding to support its commercial banking activities. The DBS Group looks for cost efficiencies over the long term and markets extensively, focusing on SGD, USD, EUR, AUD and HKD as its key issuance currencies. Capital instruments are primarily issued from DBSH while covered bonds originate from DBS Bank. Senior notes are issued from DBSH and DBS Bank as required, although DBSH is currently the only active issuer of public senior benchmarks.

The marquee issuance for 2016 was the 3.60% coupon USD Alternative Tier 1 (AT1) by DBSH. This was the lowest coupon paid by any issuer for a USD AT1 under Basel III, and has been recognised in annual awards by industry publications, including The Asset (Best Asian Bank Capital Bond), GlobalCapital (Best Asian Financial Bond), IFR Asia (Best Asian Investment Grade Bond) and FinanceAsia (Best Singapore Deal). In addition, IFR Asia has recognised the DBS Group's issuance and investor engagement activity by selecting the DBS Group as its Issuer of the Year.

The diagrams below show the DBS Group's asset funding structure as at 31 December 2016.



For the contractual maturity profile of the DBS Group's assets and liabilities, please refer to Note 30 and Note 42.1 respectively, to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

With increasing diversification of funding sources, optimising the mismatch in fund deployment against sources with respect to pricing, size, currency and tenor remains challenging. To this end, where practicable and transferable without loss in value, the DBS Group makes appropriate use of the swap markets for different 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 DBS Group is exposed to potential cash flow mismatches arising from the risk that counterparties may not roll over maturing swaps with the DBS Group to support the continual funding of loans. The DBS Group mitigates this risk by setting triggers on

the number of swaps transacted with the market and making conservative assumptions on the cash flow behaviour of swaps under its cash flow maturity gap analysis (See “Liquidity Risk in 2016”).

Overseas locations are encouraged but not required to centralise the majority of their borrowing and deployment of funds with DBS Group’s head office, taking into account the relevant regulatory restrictions, while maintaining a commensurate level of presence and participation in the local funding markets. Intra-group funding transactions are priced with reference to prevailing market rates and parameters set within the Group Funds Transfer Pricing Policy.

During the DBS Group’s annual budget and planning process, each overseas location conducts an in-depth review of its projected loan and deposit growth, as well as its net funding and liquidity profile for the next year. The consolidated DBS Group funding and liquidity profiles are reviewed and revised as necessary by senior management. Each overseas location is required to provide justification if head office funding support is required.

The Group Assets and Liabilities Committee and respective Location Asset and Liabilities Committee regularly review balance sheet composition, the growth in loans and deposits, the DBS Group’s utilisation of wholesale funding, the momentum of its business activities, market competition, the economic outlook, market conditions and other factors that may affect liquidity in the continual refinement of the DBS Group’s funding strategy.

Approach to Liquidity Risk Management

The DBS Group’s approach to liquidity risk management comprises the following building blocks: Policies, Risk Methodologies and Processes, Systems and Reports.

Policies

The Group Liquidity Risk Management Policy sets out the DBS Group’s overall approach towards liquidity risk management and describes the range of strategies employed by the DBS Group 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 DBS 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 DBS Group has in place a set of liquidity contingency and recovery plans to ensure that the DBS Group 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 DBS Group. The set of Policies, Standards and supporting Guides communicate these baseline requirements to ensure consistent application throughout the DBS Group.

Risk Methodologies

The primary measure used to manage liquidity within the tolerance defined by the Board is the 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 DBS 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 DBS 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

DBS Group's counterbalancing capacity will be escalated to the relevant committees for evaluation and action.

Liquidity stress testing is performed regularly using the cash flow maturity mismatch analysis, and covers adverse scenarios involving shocks that are general market and/or name-specific in nature. Stress tests assess the DBS Group's vulnerability when liability run-offs increase, asset rollovers increase and/or liquidity asset buffers decrease. In addition, ad-hoc stress tests are performed as part of the DBS Group's recovery planning and ICAAP exercises.

Liquidity risk control measures such as liquidity-related ratios and balance sheet analysis are complementary tools for the cash flow maturity mismatch analysis, and they are performed regularly to obtain deeper insights and finer control over the DBS 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 DBS Group's overall approach in identifying, measuring, aggregating, controlling and monitoring liquidity risk across the DBS Group.

Following enhancements on the in-house data platform made in the past two years, internal liquidity risk reporting was centralised in 2016, improving the DBS Group's oversight of its liquidity positions across key locations and currencies.

The RMG Market and Liquidity Risk unit manages the day-to-day liquidity risk monitoring, control reporting, and analysis.

Liquidity Risk in 2016

The DBS Group actively monitors and manages its liquidity profile through cash flow maturity mismatch analysis.

In forecasting the cash flows 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. In fact, they consistently exhibited stability even under historical periods of stress. A conservative view is adopted in the DBS Group's 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 42.1 to the DBS Group's audited consolidated financial statements as at and for the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular.

The table below shows the DBS Group's behavioural net and cumulative maturity mismatch between assets and liabilities over a one-year period, in a normal scenario without incorporating growth projections. The DBS Group's liquidity was observed to remain adequate in the maturity mismatch analysis. Loan growth in 2016 was supported largely by deposit growth, and diversified stable funding sources, which include covered bonds.

In SGD millions ⁽¹⁾	<u>< 7 days</u>	<u>1 week to 1 month</u>	<u>1 to 3 months</u>	<u>3 to 6 months</u>	<u>6 months to 1 year</u>
As at 31 December 2016					
Net liquidity mismatch	14,298	(1,763)	(7,108)	3,576	9,901
Cumulative mismatch	14,298	12,535	5,427	9,003	18,904
As at 31 December 2015⁽²⁾					
Net liquidity mismatch	27,457	(102)	(9,456)	8,298	2,825
Cumulative mismatch	27,457	27,355	17,899	26,197	29,022

Notes:

- (1) Positive indicates a position of liquidity surplus. Negative indicates a liquidity shortfall that has to be funded.
- (2) As the behavioural assumptions used to determine the maturity mismatch between assets and liabilities are updated from time to time, the liquidity mismatches may not be directly comparable across past balance sheet dates.

Liquid Assets

Liquid assets are assets that are readily available and can be easily monetised to meet obligations and expenses under times of stress.

Such assets are internally defined under the governance of the relevant oversight committees, taking into account asset class, issuer type and credit rating, among other criteria, before they are reflected as available funds through the cash flow maturity mismatch analysis. The DBS Group's Treasury function expects to be able to operationally monetise its pool of liquid assets to meet liquidity shortfalls when the need arises. These liquid assets must be unencumbered and free of any legal, regulatory, contractual or other restrictions.

In practice, liquid assets are maintained in key locations and currencies to ensure that operating entities in such locations possess a degree of self-sufficiency to support business needs and guard against contingencies. The main portion of the DBS Group's liquid assets is centrally maintained in Singapore to support liquidity needs in smaller overseas subsidiaries and branches. Internally, the DBS Group sets a requirement to maintain its pool of liquid assets above a minimum level as a source of contingent funds, taking into account projected stress shortfalls under its cash flow maturity mismatch analysis and other factors.

The table below shows the DBS Group's encumbered and unencumbered liquid assets by instrument and counterparty against other assets in the same category under the balance sheet. The figures are based on the carrying amount at the balance sheet date.

SGD million	Liquid assets			Average ^(c)	Others ^(d)	Total
	Encumbered	Unencumbered	Total		[2]	[1] + [2]
As at 31 Dec 2016	6,708	9,797	16,505	15,458	10,335	26,840
Cash and balances with central banks ^(a)						
Due from banks ^(b)	–	8,425	8,425	7,486	21,593	30,018
Government securities and treasury bills	2,810	29,451	32,261	35,052	1,140	33,401
Banks and corporate securities	414	31,793	32,207	29,978	13,210	45,417
Total	9,932	79,466	89,398	87,974	46,278	135,676

(a) Unencumbered balances with central banks comprise holdings that are unrestricted and available overnight. The encumbered portion represents the mandatory balances held with central banks, which includes a minimum cash balance (MCB) amount that may be available for use under a liquidity stress situation. The "Others" portion include term placements with central banks

(b) Liquid assets comprise nostro accounts and eligible certificates of deposits

(c) Total liquid assets reflected on an average basis over the four quarters in 2016

(d) "Others" refer to assets that are not recognised as part of the available pool of liquid assets for liquidity management under stress due to (but not limited to) inadequate or non-rated credit quality, operational challenges in monetisation (e.g. holdings in physical scrips), and other considerations

In addition to the above table, collateral received in reverse repo transactions amounting to SGD 5,649 million were recognised for liquidity management under stress. It can be observed from the table that the DBS Group's funding strategy in the normal course of its business does not rely on collateralised wholesale funding. Instead, liquid assets are usually maintained as a source of contingent funding.

Regulatory Requirements

Under MAS Notice 649, DBS Bank, as a domestic bank incorporated and headquartered in Singapore, is required to comply with the LCR standards. For the full year of 2016, the DBS Group LCR was maintained well above the minimum LCR requirements under MAS Notice 649. Based on its internal assessment and participation in the Quantitative Impact Studies by the Basel Committee, the DBS Group is well-positioned to meet the minimum standards of the Basel III NSFR, which will be implemented by 1 January 2018.

Operational Risk

Operational risk includes processing errors, fraudulent acts, inappropriate behaviour of staff, vendor misperformance, system failure and natural disasters. Operational risk is inherent in the DBS Group's businesses and activities.

The DBS Group's objective is to keep operational risk at appropriate levels, taking into account the markets the DBS Group operates in, the characteristics of the businesses as well as its economic and regulatory environment.

Operational Risk Management at the DBS Group

The DBS Group's approach to operational risk management comprises the following building blocks: Policies, Risk Methodologies and Processes, Systems and Reports.

Policies

The DBS Group's Operational Risk Management (**ORM**) Policy sets its overall approach to 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 DBS 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 terrorisms and sanctions, new product and outsourcing.

Risk Methodologies

The DBS Group adopts the standardised approach to compute operational risk regulatory capital.

To manage and control operational risk, the DBS Group uses various tools, including risk and control self-assessment, operational risk event management and key risk indicator monitoring. Risk and control self-assessment is used by each business or support unit to identify key operational risk and assess how effective the internal controls are. 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 DBS 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:

Technology Risk. Information Technology (IT) risk is managed through an enterprise technology risk approach. This covers risk governance, communication, monitoring, assessment, mitigation and acceptance and is supported by a set of IT policies and standards, control processes and risk mitigation programmes.

The DBS Group has also established policies and standards to manage and address cyber security risk. To enhance the management of this risk, the DBS Group has appointed a Chief Information Security Officer who is responsible for its cyber security risk management strategy and programme.

Compliance Risk. Compliance risk is the risk of DBS Group not being able to successfully conduct its business because of any failure to comply with laws, regulatory requirements, industry codes or standards of 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 and countering the financing of terrorism, fraud, and bribery/corruption. The DBS 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. The DBS Group also provides relevant training and executes assurance processes.

The DBS Group also 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.

Fraud Risk. The DBS Group has established minimum standards for its businesses and support units to prevent, detect, investigate and remediate fraud and related events. This is based on the Fraud Management Programme through which standards are implemented at the unit and geographical levels. These standards aim to provide end-to-end management for fraud and related issues within the DBS Group.

Money Laundering, Financing of Terrorism and Sanctions Risks. There are minimum standards for the DBS Group's business and support units to mitigate and manage the DBS Group's actual and/or potential exposure to money laundering, terrorist financing, sanctions, corruption, or other illicit financial activities. Accountabilities have also been established for the protection of the DBS Group's assets and reputation, as well as the interests of its customers and shareholders.

New Product and Outsourcing Risks. Each new product, service or outsourcing initiative is subject to a risk review and sign-off process, where relevant risks are identified and assessed by departments independent of the risk taking unit proposing the product or service. Variations of existing products or services and outsourcing initiatives are also subject to a similar process.

Other Mitigation Programmes. To manage business disruptions effectively, business continuity management is vital as part of the DBS Group's risk mitigation programme.

A robust crisis management and business continuity management programme is in place within essential business services during unforeseen events. Planning for business resilience includes identification of key business processes via Business Impact Analysis, as well as the documentation and maintenance of the DBS Group's Business Continuity Plan (**BCP**).

The DBS Group's BCP aims to minimise the impact of business interruption stemming from severe loss scenarios, and provide a reasonable level of service until normal business operations are resumed. Within the crisis management structure, the DBS Group has in place an incident management process. This covers the situation from the point it begins and the crisis is declared to when the relevant committees or teams are activated to manage the crisis.

Exercises are conducted annually, simulating different scenarios to test the DBS Group's BCPs and crisis management protocol. These scenarios include technology issues affecting essential banking services across the DBS Group, natural disasters with wide geographical impact, safety-at-risk incidents (e.g. terrorism) and other events leading to significant business disruption. The effectiveness of these exercises, as well as the DBS Group's business continuity readiness, its alignment to regulatory guidelines and its disclosure of residual risks, are communicated and verified with the BRMC on an annual basis.

To mitigate losses from specific unexpected and significant event risks, the DBS Group purchases group-wide insurance policies – under the Group Insurance Programme – from third-party insurers. The DBS Group has acquired insurance policies relating to crime and professional indemnity; director and officer liability; property damage and business interruption; general liability; and terrorism.

Processes, Systems and Reports

Robust internal control processes and systems are integral to identifying, monitoring, managing and reporting operational risk.

The DBS Group has implemented a web-based system that supports multiple operational risk management processes and tools, including operational risk event reporting, risk and control self-assessment, key risk indicators, tracking of issues or action plans and operational risk reporting.

All units 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 to determine the impact across the DBS Group, and report and/or escalate key operational risks to relevant senior management and Board-level committees with recommendations on appropriate risk mitigation strategies.

Operational Risk in 2016

Total operational risk losses were SGD 20 million which represented 0.18% of the DBS Group's total operating income. The losses may be categorised into the following seven Basel risk event categories:

Basel risk event types	2016		2015	
	SGD million	%	SGD million	%
External fraud	12.86	63%	2.97	38%
Clients, products and business practices (CPBP)	4.83	24%	0.28	4%
Execution, delivery and process management (EDPM)	2.31	12%	4.28	56%
Internal fraud	0.28	1%	0.14	2%
Damage to physical assets	0.04	0%	0	0%
Business disruption and system failures	0.01	0%	0.03	0%
Employment practices and workplace safety	0	0%	0	0%
Total ⁽¹⁾	20.33	100%	7.70 ⁽²⁾	100%

External fraud and CPBP accounted for 87% of the DBS Group's operational risk losses in 2016. The increase in losses for external fraud was attributable largely to an isolated incident. The operational risk losses for CPBP comprised mainly settlement of a lawsuit by a client for a processing error and a regulatory penalty imposed by the MAS for breaches of money laundering regulations attributable to events in 2013 and 2014.

Operational risk losses under EDPM have declined with fewer processing errors compared to the year before.

Reputational Risk

The DBS Group views reputational risk as an outcome of any failure to manage risks in its day-to-day activities/decisions, and from changes in the operating environment. These risks include:

- Financial risk (credit, market and liquidity risks)
- Inherent risk (operational and business/strategic risks)

Reputational Risk Management

The DBS Group's approach to reputational risk management comprises the following building blocks: Policies, Risk Methodologies and Processes, Systems and Reports.

Policies

The DBS Group adopts a four-step approach to reputational risk management, which is to prevent, detect, escalate and respond to reputational risk events.

As reputational risk is a consequence from the failure to manage other risk types, the definitions and principles for managing such risks are articulated in the respective risk policies. These are reinforced by sound corporate values that reflect ethical behaviours and practices throughout the DBS Group.

The DBS Group has policies in place to protect the consistency of the DBS Group brand, and to safeguard the DBS Group's corporate identity and reputation.

Risk Methodologies

Under the various risk policies, the DBS Group has established a number of mechanisms for ongoing risk monitoring.

These mechanisms take the form of risk limits, key risk indicators and other operating metrics, and include the periodic risk and control self-assessment process. Apart from observations from internal sources, alerts from external parties/stakeholders also serve as an important source to detect potential reputational risk events. In addition, there are policies relating to media communications, social media and corporate social responsibility to protect the DBS Group's reputation. There are also escalation and response mechanisms in place for managing reputational risk.

While the respective risk policies address the individual risk types, the Reputational Risk Policy focuses specifically on the DBS Group's stakeholders' perception of how well the DBS Group manages its reputational risks. Stakeholders include customers, government agencies and regulators, investors, rating agencies, business alliances, vendors, trade unions, the media, the general public, the Board and senior management and employees.

The DBS Group recognises that creating a sense of shared value through engagement with key stakeholder groups is imperative for its brand and reputation.

Processes, Systems and Reports

The DBS Group's units are responsible for the day-to-day management of reputational risk, and ensure that processes and procedures are in place to identify, assess and respond to this risk. Events affecting the DBS Group's reputational risk are also included in its reporting of risk profiles to senior management and Board-level committees.

Reputational Risk in 2016

The DBS Group's priority is to prevent the occurrence of a reputational risk event, instead of taking mitigating actions when it occurs. There were no significant reputational risk incidents endangering the DBS Group's franchise in 2016. However, there were some media reports on its credit exposure to the oil and gas industry and anti-money laundering lapses in 2013 and 2014. The DBS Group will continue to uphold and enhance its reputation through sound corporate values and robust policies and processes.

DESCRIPTION OF THE ASSETS AND LIABILITIES OF THE DBS GROUP

Customer Loan Portfolio

As at 31 December 2016, 2015 and 2014, the DBS Group's loans and advances to customers net of cumulative allowances were SGD 302 billion, SGD 283 billion and SGD 276 billion, respectively, which accounted for approximately 63%, 62% and 63% of total assets for 31 December 2016, 2015 and 2014, respectively. The DBS Group's gross loans and advances to customers were SGD 305 billion, SGD 287 billion and SGD 279 billion as at 31 December 2016, 2015 and 2014, respectively. As at 31 December 2016, 2015 and 2014, approximately 41%, 41% and 39%, respectively, of customer loans and advances were denominated in Singapore dollars.

From 2014 to 2016, the DBS Group's gross loans and advances to customers grew at a compound annual growth rate of 5% from SGD 279 billion as at 31 December 2014 to SGD 305 billion as at 31 December 2016.

As at 31 December 2016, loans to Singapore borrowers accounted for approximately 47% of the DBS Group's gross customer loans and advances, while loans to Hong Kong borrowers accounted for 16% and other overseas locations accounted for 37% of the DBS Group's gross customer loans and advances.

Customer Loan Concentrations

The DBS Group's top five borrower groups (based on outstanding amounts) accounted for 4% of its total customer loans and advances portfolio as at 31 December 2016, while the top 20 borrower groups accounted for 12% of the total customer loans and advances at that date. Of the top 20 borrower groups as at 31 December 2016, none were classified as non-performing.

The DBS Group's policy is to maintain a diversified loan portfolio without significant concentrations of exposure to any single customer or group of customers. Gross loans to manufacturing, building and construction, and general commerce companies accounted for 10%, 19% and 15%, respectively of the DBS Group's total gross customer loans and advances as at 31 December 2016. Housing loans and loans to professionals and private individuals, accounted for 29% of the total gross loans and advances as at 31 December 2016.

The following table sets forth the DBS Group's total gross loans and advances to customers by industry classification as at 31 December 2016, 2015 and 2014:

In SGD millions, except percentages	Customer Loan Concentrations as at 31 December					
	2014		2015		2016	
Manufacturing.....	33,024	11.8%	30,874	10.8%	31,235	10.2%
Building and construction.....	48,712	17.4%	55,584	19.4%	58,358	19.1%
Housing loans.....	52,866	19.0%	58,569	20.4%	64,465	21.1%
General commerce	56,658	20.3%	48,249	16.8%	46,881	15.3%
Transportation, storage and communications	23,650	8.5%	26,357	9.2%	31,964	10.5%
Financial institutions, investment and holding companies	16,168	5.8%	13,725	4.8%	16,742	5.5%

Customer Loan Concentrations as at 31 December

In SGD millions, except percentages	2014		2015		2016	
Professionals and private individuals (excluding housing loans).....	23,849	8.5%	24,105	8.4%	25,091	8.2%
Others	24,227	8.7%	29,408	10.2%	30,679	10.1%
Total	279,154	100.0%	286,871	100.0%	305,415	100.0%

Housing Loans

As at 31 December 2016, the DBS Group's gross housing loans accounted for 21% of its total gross customer loans and advances as compared to 20% as at 31 December 2015 and 19% as at 31 December 2014. Housing loans are the DBS Group's main consumer lending products.

In Singapore, housing loans are granted to purchasers of both public and private residential properties. Housing loans are typically amortising loans and priced at a mix of fixed and floating rates. These loans are typically secured by a mortgage on the underlying property, with a maximum tenor capped at 35 years. The housing loan is subject to a first charge in favour of the CPF Board if a borrower had used his CPF savings to partially finance the property before September 2002. The first charge for housing loans made after 2002 resides with the lending bank. The MAS last revised MAS Notice 632 on Residential Property Loans on 10 March 2017. As it stands, the loan-to-value limit of housing loans is 50% (for individual borrowers with one outstanding housing loan) and 40% (for individual borrowers with two or more outstanding housing loans), together with a minimum cash payment of 25%. The aforesaid loan-to-value limits are lowered to 30% and 20%, respectively, where the loan tenure exceeds 30 years or extends beyond the borrower's age of 65 years. Individuals with no outstanding housing loan are subject to a loan-to-value limit of 80% or (where the loan tenure exceeds 30 years or extends beyond the borrower's age of 65 years) 60% with minimum cash payments of 5% and 10%, respectively.

In addition, in June 2013, the MAS implemented a Total Debt Servicing Ratio (**TDSR**) framework for property loans that aims to promote financial prudence and prevent over-leveraging by property purchasers. Subject to certain exemptions, the TDSR threshold restricts the borrower's monthly total debt obligations to not more than 60% of his gross monthly income. The TDSR framework was also fine-tuned from 1 September 2016 to allow borrowers more flexibility in managing their debt obligations. In particular, refinements were introduced for refinancing of loans in response to feedback from borrowers who are unable to refinance their existing property loans owing to the application of the TDSR threshold of 60%. From 11 March 2017, the TDSR framework was disapplied to credit facilities secured by property where the aggregate of the amount to be granted under the credit facility and the balance outstanding under any other credit facility or refinancing facility granted by any person for the purchase of that property or otherwise secured by that property does not exceed 50% of the current market valuation of the property.

Further, the IRAS introduced higher additional buyer stamp duties for certain groups of property buyers.

Building and Construction

As at 31 December 2016, gross loans to the building and construction sector accounted for 19% of the DBS Group's total gross loans and advances as compared to 19% as at 31 December 2015 and 17% as at 31 December 2014. The DBS Group provides funding, mainly on a secured basis, for a variety of projects, such as office buildings and complexes, residential developments, industrial developments and retail developments.

The DBS Group follows a set of internal guidelines for determining the suitability of any particular building and construction project. For example, it will typically analyse, among other things, information such as

the projected cash flows, the developer's track record, financial condition and reputation, the quality of the proposed construction and the location of the project, and will require the borrower to submit business plans and feasibility studies. The DBS Group tends to enter into repeat transactions with those developers with which it has had previous experience.

Financial Institutions, Investment and Holding Companies

As at 31 December 2016, gross loans to the financial institutions, investment and holding companies sectors accounted for 5% of the DBS Group's total gross loans and advances as compared to 5% as at 31 December 2015 and 6% as at 31 December 2014.

Counterparties span across a variety of financial institutions, including but not limited to, central banks, banks, insurance companies, securities companies, clearing houses, supnationals, leasing and finance companies and various traditional/alternative funds. The DBS Group's current lending policy in this sector is to focus on the industry's top tier global institutions, as well as selected local and regional players in its target markets.

Manufacturing

As at 31 December 2016, gross loans to the manufacturing sectors accounted for 10% of the DBS Group's total gross loans and advances, as compared to 11% as at 31 December 2015 and 12% as at 31 December 2014. The DBS Group's manufacturing customers represent a broad range of businesses. Key industries in the manufacturing sector include electronics, transport equipment, downstream petrochemical and engineering industries. The DBS Group's manufacturing customers range from small to large corporations and include many of the major manufacturing companies and groups in Singapore, several large multi-national groups and smaller companies which are suppliers for large global organisations.

General Commerce

As at 31 December 2016, gross loans to the general commerce sector accounted for 15% of total gross loans and advances, as compared to 17% as at 31 December 2015 and 20% as at 31 December 2014. The DBS Group's general commerce customers include wholesalers and retailers.

Others

Loans to professionals and private individuals (excluding housing loans) accounted for 8% of total gross loans and advances as at 31 December 2016, as compared to 8% as at 31 December 2015 and 9% as at 31 December 2014.

Loans to the transportation, storage and communications sector were 10% of total gross loans and advances portfolio as at 31 December 2016 as compared to 9% as at 31 December 2015 and 2014.

Loans classified as "others" accounted for 10% of total gross loans and advances as at 31 December 2016 as compared to 10% as at 31 December 2015 and 9% as at 31 December 2014. Loans classified as "others" comprise mainly lending to government-linked corporations, statutory boards, hotels and other SMEs.

Limits on Exposures to Specified Groups of Persons

Section 29 of the Banking Act, Chapter 19 of Singapore (the **Banking Act**) provides that a bank in Singapore shall limit its exposure to certain groups of persons, including a substantial shareholder group of the bank, a director group of the bank and the financial group of the bank.

See "Regulation and Supervision – Regulation and Supervision in Singapore – The Regulatory Environment – Other Key Prudential Provisions".

Credit Risk by Geography

The exposures set out below are determined based on the country of incorporation of issuer (for debt securities), borrower (for loans) or the issuing bank in the case of bank backed export financing.

In SGD millions	Government securities and treasury bills	Due from banks	Bank and corporate debt securities	Loans and advances to customers (Gross)	Total
Assets					
2016					
Singapore.....	11,983	569	13,310	145,025	170,887
Hong Kong	3,845	148	1,717	50,223	55,933
Rest of Greater China.....	2,440	15,576	2,595	43,060	63,671
South and Southeast Asia	3,964	2,817	4,580	27,389	38,750
Rest of the World.....	11,169	10,908	19,237	39,718	81,032
Total.....	33,401	30,018	41,439	305,415	410,273
2015					
Singapore.....	12,312	261	12,476	135,860	160,909
Hong Kong	2,708	474	1,779	50,976	55,937
Rest of Greater China.....	4,199	16,054	3,907	45,129	69,289
South and Southeast Asia	2,892	3,011	4,669	26,443	37,015
Rest of the World.....	12,390	18,485	14,164	28,463	73,502
Total.....	34,501	38,285	36,995	286,871	396,652
2014					
Singapore.....	9,493	89	13,192	129,167	151,941
Hong Kong	2,958	1,176	1,730	49,881	55,745
Rest of Greater China.....	3,012	19,706	3,258	50,865	76,841
South and Southeast Asia	2,816	4,973	5,018	25,446	38,253
Rest of the World.....	11,415	16,319	12,326	23,795	63,855
Total.....	29,694	42,263	35,524	279,154	386,635

Customer Loans and Advances Maturity Profile

As at 31 December 2016, customer loans and advances (net of allowances) repayable on demand and loans and advances maturing in less than seven days constituted 9%, loans and advances maturing in between one week and a month constituted 13%, loans and advances maturing between one month and three months constituted 10% and between three months and one year constituted 15%, while customer loans and advances maturing in one year or more accounted for the remainder of total customer loans and advances. Loans and advances with maturities of less than one year include revolving credit and overdraft facilities, which are typically renewed upon rollover and actual repayment patterns are of a longer term nature.

The following table sets forth an analysis of the DBS Group's customer loans and advances (net of loss allowances) by maturity:

In SGD millions	<u>Less than 7 days</u>	<u>1 Week to 1 Month</u>	<u>1 to 3 Months</u>	<u>3 to 12 Months</u>	<u>Over 1 Year</u>	<u>Total</u>
2016	27,832	39,568	28,797	44,478	160,841	301,516
2015	24,711	36,063	28,343	45,259	148,913	283,289
2014	20,650	34,324	31,291	48,010	141,313	275,588

Credit Quality Information

Classification of Loans

The DBS Group classifies its loans in accordance with guidelines adopted by the MAS and seeks to use international best practices in its approach where possible and applicable. The MAS guidelines require banks to classify their loan portfolios to take into account the risks inherent in a portfolio. These classifications, and underlying collateral valuations, are used to determine minimum levels of loan loss reserves which banks are required to maintain.

The MAS guidelines require banks to categorise their loan portfolios into five categories – two for performing loans (Pass and Special Mention) and three for classified, or NPAs (Substandard, Doubtful and Loss). Banks are required to set minimum reserves based on these categories.

Loans categorised as Pass indicate that timely repayment of an outstanding credit facility is not in doubt, repayment is expected to be prompt and no potential weaknesses have been identified. The Special Mention category is appropriate when there is potential weakness in the borrower's creditworthiness, but such weakness does not warrant a Substandard or other inferior classification. Special Mention loans generally have adequate debt service capacity but require close and active supervision because the potential weaknesses, if not corrected, may adversely affect repayment prospects.

Substandard, Doubtful or Loss classifications are appropriate when there are well-defined weakness(es) in a borrower's position that may jeopardise repayment of principal or interest from normal sources.

The following table sets forth the various categories of classified loans:

Classification Grade	Description
Substandard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial position that may jeopardise repayment on existing terms. These credit facilities may be non-defaulting.
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.
Loss	Indicates that the amount of recovery is assessed to be insignificant.

For rated loans, the DBS Group conducts regular reviews, in the form of supervision reports, on a yearly basis for loans classified as Pass. For loans classified as Special Mention or lower, more frequent reviews are done.

The DBS Group uses an internal rating system for its bank counterparties based on various key financial ratios, such as asset, capital, profitability, liquidity, and size ratios in its financial assessment. The DBS Bank's overseas branches and subsidiaries generally adhere to the classification guidelines stipulated by the respective local banking regulations but utilise the internal classification guidelines for the purposes of consolidation at the holding company and/or bank level.

The DBS Group submits regular reports on its classified loans to the MAS. As part of its review, the MAS determines compliance with applicable regulations and may require banks to classify a particular loan or to change an existing classification.

When concessions are granted to the original terms of a loan for reasons relating to the financial difficulties of the borrower, the loan is considered a Restructured Loan. A Restructured Loan is generally graded as Substandard, Doubtful or Loss. Restructured Loans are not returned to performing status until specific conditions have been met, including that there is no longer any reasonable doubt regarding the timely collection of principal and interest and that there has been a reasonable period of sustained performance under the restructured terms. As part of the restructuring process, the particular business unit will work with the borrower to implement the most appropriate restructuring plan.

The DBS Group's total NPAs were SGD 4.86 billion as at 31 December 2016, compared with SGD 2.79 billion as at 31 December 2015 and SGD 2.51 billion as at 31 December 2014. Of the total NPAs as at 31 December 2016, 71% were classified as Substandard, 16% were classified as Doubtful and 13% were classified as Loss. Of the total NPAs as at 31 December 2016, SGD 1,892 million originated in Singapore. Of these, 76% were classified as Substandard. NPAs originated in Hong Kong, Rest of Greater China, South and Southeast Asia and the Rest of the World totalled SGD 776 million, SGD 470 million, SGD 1,312 million and SGD 406 million, respectively. As at 31 December 2016, approximately 13% of the DBS Group's total NPAs had been restructured and continued to be included in the total volume of NPAs. The DBS Group's top 20 NPAs amounted to SGD 2.6 billion, or 53% of its total NPAs, while 70% of the top 20 NPAs were in the Substandard category as at 31 December 2016.

The ratio of NPLs to total non-bank loans (**NPL ratio**) increased to 1.4% as at 31 December 2016 compared to 0.9% as at 31 December 2015. NPL ratio was 0.9% as at 31 December 2014. The NPL ratios for Singapore and Hong Kong were 1.2% and 1.4%, as at 31 December 2016 compared with NPL ratios of 0.4% and 0.8%, respectively as at 31 December 2015. The net write-offs for NPLs amounted to SGD 788 million in 2016, SGD 748 million in 2015 and SGD 687 million in 2014, which were 0.3%, 0.3% and 0.2% of total customer loans as at 31 December 2016, 2015 and 2014, respectively.

Loan Loss Provisioning and Reserve, Interest Accrual and Write-off Policies

The DBS Group has adopted provisioning policies in accordance with the Singapore FRS as modified by the requirements of MAS Notice 612.

Specific allowance for an individual credit exposure is made when existing facts, conditions or valuations indicate that the DBS Group is not likely to collect the principal and interest due contractually on the claim. An allowance is reversed only when there has been an identifiable event that led to an improvement in the collectability of the claim. The amount of specific allowance also takes into account the collateral value, which may be discounted to reflect the impact of a forced sale or untimely liquidation.

Over-due unsecured consumer loans which are homogenous in nature such as credit card receivables are pooled according to their delinquency behaviour and evaluated for impairment collectively as a group, taking into account the historical loss experience of such loans.

The DBS Group maintains a level of general allowances that is deemed sufficient to absorb the estimated credit losses inherent in its loan portfolio (including off-balance sheet credit exposures). The DBS Group maintains general allowances of at least 1% of credit exposures arising from both on and off-balance sheet items (against which specific allowances have not been made), adjusted for collateral held.

Under applicable tax regulations in Singapore first issued by the IRAS on 30 December 2005 and revised on 29 June 2012, banks are allowed to claim deductions on individual and collective impairment loss allowances for assets in revenue accounts (such as loans). In circumstances where banks are unable to provide for collective impairment in the initial years of FRS 39 implementation but continue to maintain

general allowances in accordance with the MAS requirements, tax deductions calculated based on current tax rules for general allowances will apply until 31 December 2015 or until the collective impairment allowance according to FRS 39 can be provided. Under the current tax rules for general allowances, the maximum tax-deductible general allowances that could be claimed each year are restricted to the lower of 25% of qualifying profits and 0.5% of the prescribed value of qualifying loans and investments in securities and subject to a cumulative limit of 3% of the prescribed value of qualifying loans and investments in securities for the aggregate capping. Where a tax deduction on general allowances was claimed under current tax rules, the corresponding write-back is taxable.

Non-Performing Assets and Provisioning Data

The following tables set forth various statistics with respect to the DBS Group's NPAs and loss allowances:

Non-Performing Assets and Provisioning Data as at 31 December 2016⁽¹⁾						
In SGD millions, except percentages	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	Total
Non-performing assets						
(NPAs)	1,892	776	470	1,312	406	4,856
Substandard.....	1,436	541	310	1,029	123	3,439
Doubtful.....	96	209	105	180	202	792
Loss	360	26	55	103	81	625
Customer NPLs as a % of gross customer loans in the respective countries⁽²⁾.....						
	1.2%	1.4%	1.0%	4.2%	1.0%	1.4%
Specific allowances	528	250	165	451	147	1,541
General allowances						3,166
Total cumulative loss allowances....						4,707
Total cumulative loss allowances as a % of:						
Total assets.....						1.0%
NPAs ⁽³⁾						97%
Unsecured NPAs ⁽⁴⁾						210%

Notes:

- (1) Classified according to where the borrower is incorporated.
- (2) Calculated based on total customer NPLs (excluding non-performing debt securities and contingent items) divided by total gross customer loans.
- (3) Calculated based on total cumulative loss allowances divided by NPAs.
- (4) Calculated based on total cumulative loss allowances divided by unsecured NPAs.

**Non-Performing Assets and Provisioning Data
as at 31 December 2015⁽¹⁾**

In SGD millions, except percentages	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	Total
Non-performing assets						
(NPAs)	527	480	435	909	441	2,792
Substandard.....	436	367	314	540	267	1,924
Doubtful.....	29	99	106	215	145	594
Loss	62	14	15	154	29	274
Customer NPLs as a % of gross customer loans in the respective countries ⁽²⁾	0.4%	0.8%	0.9%	3.2%	1.5%	0.9%
Specific allowances	117	129	118	454	97	915
General allowances						3,222
Total cumulative loss allowances....						4,137
Total cumulative loss allowances as a % of:						
Total assets.....						0.9%
NPAs ⁽³⁾						148%
Unsecured NPAs ⁽⁴⁾						303%

Notes:

- (1) Classified according to where the borrower is incorporated.
- (2) Calculated based on total customer NPLs (excluding non-performing debt securities and contingent items) divided by total gross customer loans.
- (3) Calculated based on total cumulative loss allowances divided by NPAs.
- (4) Calculated based on total cumulative loss allowances divided by unsecured NPAs.

**Non-Performing Assets and Provisioning Data
as at 31 December 2014⁽¹⁾**

In SGD millions, except percentages	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	Total
Non-performing assets						
(NPAs)	432	269	361	948	503	2,513
Substandard.....	296	170	240	585	301	1,592
Doubtful.....	30	73	108	281	160	652
Loss	106	26	13	82	42	269
Customer NPLs as a % of gross customer loans in the respective countries ⁽²⁾	0.3%	0.5%	0.7%	3.6%	2.0%	0.9%

**Non-Performing Assets and Provisioning Data
as at 31 December 2014⁽¹⁾**

In SGD millions, except percentages	Singapore	Hong Kong	Rest of Greater China	South and Southeast Asia	Rest of the World	Total
Specific allowances	147	107	137	445	194	1,030
General allowances						3,054
Total cumulative loss allowances						4,084
Total cumulative loss allowances as a % of:						
Total assets						0.9%
NPAs ⁽³⁾						163%
Unsecured NPAs ⁽⁴⁾						296%

Notes:

- (1) Classified according to where the borrower is incorporated.
- (2) Calculated based on total customer NPLs (excluding non-performing debt securities and contingent items) divided by total gross customer loans.
- (3) Calculated based on total cumulative loss allowances divided by NPAs.
- (4) Calculated based on total cumulative loss allowances divided by unsecured NPAs.

Industry Classification of Non-Performing Assets

The DBS Group's NPAs are spread across various industrial sectors, such as manufacturing, building and construction, general commerce and housing loans.

The following tables show the breakdown by industry classification of NPAs and specific allowances for the DBS Group as at the dates indicated:

In SGD millions	As at 31 December					
	2014		2015		2016	
	NPAs	Specific allowances	NPAs	Specific allowances	NPAs	Specific allowances
Manufacturing	660	331	560	224	904	298
Building and construction	357	115	334	120	381	136
Housing loans	113	8	122	7	134	8
General commerce	434	140	705	157	880	271
Transportation, storage and communications	338	153	307	94	1,427	316
Financial institutions, investment and holding companies	106	90	100	60	83	15
Professionals and private individuals (excluding housing loans)	166	53	203	58	280	71
Others	245	93	281	101	327	155
Total NPLs	2,419	983	2,612	821	4,416	1,270

In SGD millions	As at 31 December					
	2014		2015		2016	
	NPAs	Specific allowances	NPAs	Specific allowances	NPAs	Specific allowances
Debt securities, contingent items and Others	94	47	180	94	440	271
Total	2,513	1,030	2,792	915	4,856	1,541

Aging of Non-Performing Assets

The following table sets forth information with respect to the aging of the DBS Group's NPAs as at the periods indicated:

In SGD millions	Non-Performing Assets				
	Not overdue	Past due			Total
		<90 days	91-180 days	>180 days	
2016	705	698	1,215	2,238	4,856
2015	520	508	424	1,340	2,792
2014	597	273	162	1,481	2,513

Movements in Impairment Allowances

The following table shows changes in the DBS Group's specific and general loan loss allowances for the periods indicated:

In SGD millions	Balance at 1 January 2016	Charge/ (Write back) to income statement	Net write-off during the year	Exchange and other movements	Balance at 31 December 2016
Specific allowances					
Manufacturing.....	224	204	(143)	13	298
Building and construction.....	120	39	(26)	3	136
Housing loans.....	7	1	-	-	8
General commerce.....	157	239	(146)	21	271
Transportation, storage and communications.....	94	404	(261)	79	316
Financial institutions, investment and holding companies	60	13	(59)	1	15
Professionals and private individuals (excluding housing loans).....	58	125	(116)	4	71
Others	101	86	(37)	5	155
Total specific allowances	821	1,111	(788)	126	1,270
Total general allowances	2,761	(111)	-	(21)	2,629

In SGD millions	Balance at 1 January 2016	Charge/ (Write back) to income statement	Net write- off during the year	Exchange and other movements	Balance at 31 December 2016
Total allowances	3,582	1,000	(788)	105	3,899

In SGD millions	Balance at 1 January 2015	Charge/ (Write back) to income statement	Net write- off during the year	Exchange and other movements	Balance at 31 December 2015
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Specific allowances

Manufacturing.....	331	185	(303)	11	224
Building and construction.....	115	43	(43)	5	120
Housing loans.....	8	(2)	-	1	7
General commerce.....	140	144	(133)	6	157
Transportation, storage and communications.....	153	25	(87)	3	94
Financial institutions, investment and holding companies.....	90	14	(48)	4	60
Professionals and private individuals (excluding housing loans).....	53	102	(99)	2	58
Others.....	93	40	(35)	3	101
Total specific allowances	983	551	(748)	35	821
Total general allowances	2,583	125	-	53	2,761
Total allowances	3,566	676	(748)	88	3,582

In SGD millions	Balance at 1 January 2014	Charge/ (Write back) to income statement	Net write- off during the year	Exchange and other movements	Balance at 31 December 2014
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Specific allowances

Manufacturing.....	240	151	(80)	20	331
Building and construction.....	42	156	(91)	8	115
Housing loans.....	9	1	(2)	-	8
General commerce.....	142	49	(61)	10	140
Transportation, storage and communications.....	465	(32)	(290)	10	153
Financial institutions, investment and holding companies.....	146	19	(80)	5	90
Professionals and private individuals (excluding housing loans).....	48	76	(76)	5	53
Others.....	37	58	(7)	5	93

In SGD millions	Balance at 1 January 2014	Charge/ (Write back) to income statement	Net write- off during the year	Exchange and other movements	Balance at 31 December 2014
Total specific allowances	1,129	478	(687)	63	983
Total general allowances	2,398	142	-	43	2,583
Total allowances	3,527	620	(687)	106	3,566

Securities Portfolio

The DBS Group classifies its securities portfolio in line with the requirements under FRS 39. Its securities are classified into the following:

- fair value through profit or loss – these securities are either acquired for the purpose of short-term selling (held for trading) or designated by management on initial recognition (under the fair value option). Securities at fair value through profit and loss are carried at fair value with the realised or unrealised gains or losses taken to the income statement;
- loans and receivables – these securities are managed for longer term holding and collection of payments. They are not quoted in an active market and they are carried at amortised cost using the effective interest method;
- available-for-sale (**AFS**) – these securities are held for the purpose of investment or satisfying regulatory liquidity requirements. Such securities are held for an indefinite period and may be sold in response to needs for liquidity or changes in interest rates, credit spreads, exchange rates or equity prices. They are carried at fair value with the unrealised gains or losses recognised in the AFS revaluation reserves. When these AFS securities are sold or impaired, the accumulated fair value adjustments in the AFS revaluation reserves are taken to the income statement. Unquoted equity classified as AFS for which fair value cannot be reliably determined is carried at cost less impairment; and
- held to maturity – the DBS Group intends to hold these securities to maturity. These are Singapore government securities that the DBS Group holds for satisfying regulatory liquidity requirements and are held within the “Others” segment.

The DBS Group’s securities are disclosed as follows on its balance sheet:

- Government securities and treasury bills; and
- Bank and corporate securities.

The DBS Group’s total securities portfolio accounted for 16% of total assets as at 31 December 2016, compared with 16% as at 31 December 2015 and 15% as at 31 December 2014. Government securities and treasury bills accounted for 7% of total assets as at 31 December 2016, compared with 8% as at 31 December 2015 and 7% as at 31 December 2014.

The DBS Group’s bank and corporate securities accounted for 9%, 9% and 9% of its total assets as at 31 December 2016, 2015 and 2014, respectively.

The following table sets forth book-value data relating to the DBS Group’s securities portfolio, as at the periods indicated:

In SGD millions	As at 31 December		
	2014	2015	2016
Government securities and treasury bills.....	29,694	34,501	33,401
Bank and corporate securities	37,763	40,073	45,417
Total	67,457	74,574	78,818

Funding Sources

Historically, the DBS Group has raised most of its funding requirements from deposit-taking activities. The percentage of total liabilities attributable to customer deposits was 80%, 77% and 79% as at 31 December 2016, 2015 and 2014, respectively. As at 31 December 2016, the DBS Group had a customer loan-to-deposit ratio of 86.8%, reflecting that deposits obtained were in excess of loan requirements.

The DBS Group's deposits are diversified, with retail customers providing a substantial portion of total deposits. These deposits have provided a low cost and stable funding source.

The DBS Group has also obtained funds from public offerings and private placements of debt instruments. Borrowings from commercial banks and other financial institutions have accounted for a relatively minor portion of the DBS Group's total domestic borrowings. However, the borrowings make up a more significant portion of the DBS Group's foreign currency requirements.

The DBS Group raises foreign currency funding, mainly in U.S. dollars. Major sources of foreign currency funds include offshore currency markets and domestic money markets in countries in which the DBS Group operates. DBS Bank also established a Debt Issuance Programme in 2010, which has been amended as at the date of this Offering Circular, under which the Issuers may issue senior or subordinated debt securities in various currencies. DBS Bank has also established a covered bond programme and was the inaugural issuer of covered bonds in Singapore in 2015.

The following table sets forth details as at 31 December 2016 of securities issued by the DBS Group which qualify as capital for regulatory capital adequacy purposes.

Year of issue	Face value	
	<i>(in millions)</i>	
<i>Issued by DBSH, which qualify for Tier 1 capital treatment</i>		
December 2013	SGD 805	4.70% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2019
September 2016	USD 750	3.60% Non-Cumulative, Non-Convertible Perpetual Capital Securities First Callable in 2021
<i>Issued by DBSH, which qualify for Tier 2 capital treatment⁽¹⁾</i>		
January 2016	SGD 250	3.80% Subordinated Notes Callable in 2023
March 2016	JPY 10,000	0.918% Subordinated Notes
April 2016	HKD 1,500	3.24% Subordinated Notes Callable in 2021
<i>Issued by DBS Bank, which qualify for Tier 2 capital treatment⁽¹⁾</i>		
February 2012	SGD 1,000	3.30% Subordinated Notes Callable in

Year of issue	Face value	
		2017 ⁽²⁾
March 2012	USD 750	3.625% Subordinated Notes Callable in 2017
August 2012	SGD 1,000	3.10% Subordinated Notes Callable in 2018 ⁽³⁾
<i>Issued by DBS Bank, which qualify for Tier 1 capital treatment⁽¹⁾</i>		
November 2010	SGD 800	4.70% Non-Cumulative, Non-Convertible, Non-Voting Preference Shares Callable in 2020
<i>Issued by DBS Capital Funding Corporation II, which qualify for Tier 1 capital treatment⁽¹⁾</i>		
May 2008	SGD 1,500	5.75% Non-Cumulative, Non-Voting, Non-Convertible Guaranteed Preference Shares, Callable with Step-up in 2018

Notes:

- (1) As these securities do not meet, in full, the requirements set out in MAS Notice 637, their recognition as Additional Tier 1 capital instruments and Tier 2 capital instruments, as the case may be, has, in total, been subject to caps under the Basel III transitional arrangements. These caps are calculated as percentages of the amounts of Additional Tier 1 capital instruments and Tier 2 capital instruments outstanding on 1 January 2013, beginning with 90% from 1 January 2013 and decreasing by 10% in each subsequent year.
- (2) DBSH purchased USD 134.25 million of these securities on 11 January 2016. Pursuant to a notice of redemption issued on 11 January 2017, the outstanding notes for the SGD 1,000 million 3.30% issuance were redeemed on 21 February 2017.
- (3) DBSH purchased USD 491.75 million of these securities on 11 January 2016.

The following table sets forth a breakdown of the sources of the DBS Group's funding sources at the periods indicated:

In SGD millions	As at 31 December		
	2014	2015	2016
Subordinated term debts.....	4,665	4,026	3,102
Senior medium term notes.....	10,857	9,870	6,410
Commercial papers.....	14,561	19,174	11,586
Negotiable certificates of deposit.....	1,072	1,200	2,137
Covered bonds.....	-	1,412	2,227
Other debt securities.....	5,473	6,422	5,385
Total	36,628	42,104	30,847
Due within 1 year	23,919	27,452	18,405
Due after 1 year	12,709	14,652	12,442
Total	36,628	42,104	30,847

Deposits

The DBS Group offers a variety of deposit accounts, including non-interest bearing current accounts as well as interest bearing savings, current and fixed deposit accounts. The DBS Group generally sets the deposit interest rates according to market conditions. For fixed deposits, the interest rates offered vary according to the maturity and size of the deposit. When a fixed deposit matures and rolls over, the prevailing interest rate will be used.

The DBS Group's customer deposits increased by 9% to SGD 347 billion as at 31 December 2016 from SGD 320 billion as at 31 December 2015, with U.S. dollar and Singapore dollar deposits accounting for most of the growth.

Deposits Maturity Profile

The following table sets forth a breakdown of the DBS Group's customer deposits by the remaining maturity and not the original maturity category of the periods indicated:

In SGD millions	Deposits Maturity Profile					Total
	Less than 7 days	1 Week to 1 Month	1 to 3 Months	3 to 12 Months	Over 1 Year	
2016	239,622	43,131	34,511	26,475	3,707	347,446
2015	218,063	42,716	34,018	23,237	2,100	320,134
2014	207,405	49,032	32,720	25,279	2,737	317,173

Although the DBS Group's deposit funding consists primarily of contractually short-term deposits, these deposits are mainly in statistically stable savings and current deposits, which account for 62% of the DBS Group's deposits as at 31 December 2016, and retail fixed deposits that are often rolled over at maturity. These provide the DBS Group with a stable source of long-term funds.

Interbank Funding

The DBS Group is a leading participant in domestic and foreign interbank markets and maintains money market lines with a large number of domestic and foreign banks. The DBS Group is a net provider of Singapore dollar interbank funds. As at 31 December 2016, the DBS Group had total interbank liabilities of SGD 15.9 billion (or 3% of total liabilities and shareholders' funds) and interbank assets of SGD 30.0 billion (or 6% of total assets). As at 31 December 2015, the DBS Group had total interbank liabilities of SGD 18.3 billion (or 4% of total liabilities and shareholders' funds) and interbank assets of SGD 38.3 billion (or 8% of total assets). As at 31 December 2014, the DBS Group had total interbank liabilities of SGD 16.2 billion (or 4% of total liabilities and shareholders' funds) and interbank assets of SGD 42.3 billion (or 10% of total assets).

GOVERNANCE AND MANAGEMENT

Governance framework

The DBS Group has a clearly defined governance framework that promotes transparency, fairness and accountability.

The Board of Directors believes that corporate governance principles should be embedded in the DBS Group's corporate culture. The DBS Group's corporate culture is anchored on (a) competent leadership, (b) effective internal controls, (c) a strong risk culture and (d) accountability to shareholders. Its internal controls cover financial, operational, compliance and technology, as well as risk management policies and systems.

The DBS Group works closely with its regulators to ensure that its internal governance standards meet their increasing expectations.

Board composition

The Board has adopted a diversity policy, which recognises the importance of having an appropriate balance of industry knowledge, skills, experience, professional qualifications, gender and nationalities to build an effective and cohesive board. In particular, the Board has set an objective of having female representation.

Board members have a broad range of experience and deep industry expertise. DBSH has a good balance between continuity and fresh perspectives on the Board. The Board includes a high proportion of Independent Non-Executive Directors (six out of nine Directors). The size and composition of the Board is appropriate given the current size and geographic footprint of the DBS Group's operations.

The key features of DBSH's Board include:

- (i) Separation of the role of Chairman and CEO;
- (ii) Other than the CEO, none of the other Directors is a former or current employee of DBSH or its subsidiaries;
- (iii) Chairpersons of the Board and all Board committees are independent Directors;
- (iv) Remuneration of Non-Executive Directors (including the Chairman) does not include any variable component; and
- (v) To stimulate fresh thinking, external experts are regularly invited to the annual Board strategy offsite and to conduct Directors' training sessions.

The following table sets out the members of the Board of Directors of DBSH.

Name	Title
Mr. Peter Seah Lim Huat	Chairman
Mr. Piyush Gupta	CEO
Dr. Bart Joseph Broadman	Director
Ms. Euleen Goh Yiu Kiang.....	Director
Mr. Ho Tian Yee.....	Director
Mr. Nihal Vijaya Devadas Kaviratne CBE	Director
Mr. Andre Sekulic.....	Director
Mr. Danny Teoh Leong Kay	Director
Ms. Woo Foong Pheng (Mrs. Ow Foong Pheng).....	Director

Peter Seah Lim Huat

Chairman

Mr. Seah, 70, joined the Board of Directors of DBSH and DBS Bank on 16 November 2009 and assumed the role of Chairman on 1 May 2010. He is Chairman of the Compensation and Management Development Committee, Executive Committee and Nominating Committee, as well as a member of the Audit Committee and Board Risk Management Committee. In addition, he is Chairman of DBS Bank (Hong Kong) Limited and chairs its Board Risk Management Committee. He is also a member of the Audit Committee of DBS Bank (Hong Kong) Limited.

Mr. Seah is the present Chairman of Singapore Airlines Limited, Singapore Health Services Pte Ltd and LaSalle College of the Arts Limited and Deputy Chairman of STT Communications Ltd and Fullerton Financial Holdings Pte Ltd. Mr. Seah was a banker for 33 years before retiring as Vice Chairman and CEO of the former Overseas Union Bank in 2001.

He also serves on the boards of GIC Private Limited, Level 3 Communications Inc and Asia Mobile Holdings Pte Ltd.

Piyush Gupta

Chief Executive Officer

Mr. Gupta, 57, was appointed CEO and to the Board of Directors of DBSH and DBS Bank on 9 November 2009. He is a member of the Executive Committee. In addition, he is the Vice Chairman of DBS Bank (Hong Kong) Limited as well as a member of its Board Risk Management Committee. He is also a Director of The Islamic Bank of Asia Limited.

Prior to joining the DBS Group, Mr. Gupta was Citigroup's CEO for Southeast Asia, Australia and New Zealand.

Mr. Gupta's external appointments include serving as the Deputy Chairman of SPRING Singapore, as a council member of the Asian Bureau of Finance and Economic Research and The Institute of Banking and Finance, and on the boards of the Institute of International Finance, Washington, Dr. Goh Keng Swee Scholarship Fund and the MasterCard Asia/Pacific, Middle East and Africa Regional Advisory Board. He is the Chairman of Sim Kee Boon Institute for Financial Economics Advisory Board, the Vice Chairman of The Association of Banks in Singapore, a Managing Council member of Indian Business-leaders' Roundtable (under SINDA), and a member of the Board of Trustees of the Asia Society.

Bart Joseph Broadman

Director

Dr. Broadman, 56, was appointed to the Board of Directors of DBSH and DBS Bank on 17 December 2008. He is a member of the Board Risk Management Committee and Compensation and Management Development Committee.

Dr. Broadman is a co-founder and Director of Alphadyne Asset Management based in Singapore. Prior to forming Alphadyne, Dr. Broadman spent 14 years in Asia working for J.P. Morgan, where he held the post of Vice Chairman of Asia and Head of Markets (Credit, Rates and Equities) in Asia.

Dr. Broadman is a Director of Alphadyne (UK) Holdings Limited and Alphadyne Asset Management Pte Ltd and is a managing member of Alphadyne Asset Management, LLC and Alphadyne Capital, LLC.

Euleen Goh Yiu Kiang

Director

Ms. Goh, 61, was appointed to the Board of Directors of DBSH and DBS Bank on 1 December 2008. She chairs the Board Risk Management Committee and is a member of the Compensation and Management Development Committee, Executive Committee and Nominating Committee.

Ms. Goh is currently the Chairperson of the Board of Directors of DBS Foundation Ltd, SATS Ltd and Singapore Chinese Girls' School, and is the Chairperson of the Board of Governors of NorthLight School. She is a Director of CapitalLand Limited, Singapore Health Services Pte Ltd and the Royal Dutch Shell plc. She is also a member of the Board of Trustees of Temasek Trust and the Rector of Cinnamon College, National University of Singapore. She was previously the Chairperson of the Accounting Standards Council. Ms. Goh was CEO of Standard Chartered Bank, Singapore from 2001 to March 2006. She held various senior management positions in Standard Chartered Bank, retiring in March 2006 after 21 years.

Ho Tian Yee

Director

Mr. Ho, 64, was appointed to the Board of Directors of DBSH and DBS Bank on 29 April 2011. He is a member of the Board Risk Management Committee and Nominating Committee.

Mr. Ho has over 30 years' experience in managing and investing in global financial markets. As principal shareholder and Managing Director of Pacific Asset Management (S) Pte Ltd, he oversees the management of the company and assumes responsibilities for all investment decisions and risks.

Mr. Ho spent 19 years with Bankers Trust Company, Singapore where his last position was as General Manager and Regional Head of Southeast Asian operations. He was responsible for the Singapore branch operations and the strategic direction of the Bankers Trust global trading business in Asia.

Currently, Mr. Ho is the Chairman of Fullerton Fund Management Co. Ltd, and serves on the boards of AusNet Services Ltd and Mount Alvernia Hospital. He is also an investment advisor to Blue Edge Advisors Pte. Ltd.

Nihal Vijaya Devadas Kaviratne CBE

Director

Mr. Kaviratne, 73, was appointed to the Board of Directors of DBSH and DBS Bank on 29 April 2011. He is a member of the Audit Committee and Board Risk Management Committee. Mr. Kaviratne had a 40-year career with the Unilever Group during which he held various senior level management positions until his retirement in March 2005.

Mr. Kaviratne is currently the Chairman of Akzo Nobel India Limited and Caraway Pte. Ltd. He currently serves on the boards of DBS Foundation Ltd, StarHub Ltd, Olam International Limited and GlaxoSmithKline Pharmaceuticals Ltd in India. He is also a member of the advisory board for Southeast Asia/Indonesia of Bain & Company SE Asia Inc. and a member of the UK Government's Department for International Development Private Sector Portfolio Advisory Committee for India.

Andre Sekulic

Director

Mr. Sekulic, 66, was appointed to the Board of Directors of DBSH and DBS Bank on 26 April 2012. He is a member of the Audit Committee and Compensation and Management Development Committee.

Mr. Sekulic is a business leader with 35 years of experience in banking and financial services in Asia/Pacific, Africa, the Middle East and the United States. He started his career as General Manager at Citicorp Inc. with regional responsibilities in Asia/Pacific, then as General Manager for Citibank in Australia where he participated in its consumer bank business.

From 1986 to 2009, Mr. Sekulic rose from Senior Vice President and General Manager of MasterCard Asia Pacific to President of MasterCard Asia Pacific, the Middle East and Africa, where he led the building of the brand across the region.

He is currently the Chairman of comGateway (S) Pte Ltd, a global internet shopping platform, and Optal Limited. He also serves on the boards of Hussar Pty Ltd, Insourcing International Pty Ltd, Plutus Commerce Inc., Queenstar Pty Ltd and Royal Motor Yacht Club Broken Bay (NSW Australia).

Danny Teoh Leong Kay

Director

Mr. Teoh, 61, was appointed to the Board of Directors of DBSH and DBS Bank on 1 October 2010. He is Chairman of the Audit Committee, as well as a member of the Board Risk Management Committee and Nominating Committee. In addition, Mr. Teoh is a Director of DBS Bank (China) Limited and also chairs its Audit Committee and is a member of its Connected Transaction Control Committee.

Mr. Teoh spent 27 years in KPMG LLP, Singapore and was the Managing Partner of the firm from 2005 until he retired in September 2010. Mr. Teoh is a Chartered Accountant and an associate member of the Institute of Chartered Accountants in England and Wales.

Currently, he serves on the boards of DBS Foundation Ltd, Ascendas-Singbridge Pte Ltd, Changi Airport Group (Singapore) Pte Ltd and Keppel Corporation Limited.

Woo Foong Pheng (Mrs. Ow Foong Pheng)

Director

Mrs. Ow, 53, was appointed to the Board of Directors of DBSH and DBS Bank on 26 April 2012. She is a member of the Audit Committee and Nominating Committee.

Mrs. Ow is currently the Permanent Secretary of the Ministry of National Development and serves as a Director of Centre for Liveable Cities Limited. She started her career in the Administrative Service in the Ministry of Education and subsequently served in several ministries, including National Development, Finance and Defence. In 2001, Mrs. Ow became Deputy Secretary, Ministry of Home Affairs and in 2004, she became Deputy Secretary, Ministry of Manpower. She became the second Permanent Secretary and Permanent Secretary, Ministry of Trade and Industry in 2009 and 2011, respectively.

Board Responsibility

The Board is committed to helping the DBS Group achieve long-term success. The Board provides direction to management by setting the DBS Group's strategy and overseeing its implementation. It ensures risks and rewards are appropriately balanced. The Board bears ultimate responsibility for the DBS Group's governance, strategy, risk management and financial performance.

Role of the Board

The role of the Board is to:

- (i) Direct the DBS Group in conduct of its affairs
- (ii) Ensure that corporate responsibility and ethical standards underpin the conduct of the DBS Group's business
- (iii) Provide sound leadership to the CEO and management
- (iv) Set the strategic vision, direction and long-term goals of the DBS Group
- (v) Ensure that adequate resources are available to meet these objectives
- (vi) Bear ultimate responsibility for the DBS Group's:
 - (a) Governance
 - (b) Strategy
 - (c) Risk management
 - (d) Financial performance

The Board's key areas of focus include:

- (i) Review the DBS Group's strategic and business plans.
- (ii) Monitor the responsibilities delegated to the Board committees to ensure proper and effective oversight and control of the DBS Group's activities.
- (iii) Establish a framework for risks to be assessed and managed.
- (iv) Review management performance.
- (v) Determine the DBS Group's values and standards (including ethical standards) and ensuring that obligations to its stakeholders are understood and met.
- (vi) Develop succession plans for the Board and the CEO.
- (vii) Consider sustainability issues (including environmental and social factors) as part of the DBS Group's strategy.

Board Committees

To discharge its stewardship and fiduciary obligations more effectively, the Board has delegated authority to various Board committees to enable them to oversee certain specific responsibilities based on clearly defined terms of reference. Any change to the terms of reference for any Board committee requires Board approval.

The Board of Directors has established five Board committees to increase its effectiveness. The Board committees have been constituted in accordance with the Banking (Corporate Governance) Regulations 2005, of Singapore (the **Banking (CG) Regulations**). The terms of reference for each Board committee

stipulate the responsibilities of the committee, conduct of meetings, including quorum and voting requirements, as well as the qualifications for Board committee membership. Each Board committee has direct access to management and has full discretion to invite any Director or executive to attend its meetings. Each Board committee also has the power to hire independent advisors as it deems necessary.

Nominating Committee

The Nominating Committee (the **NC**) is chaired by Mr. Peter Seah (Chairman) and its members are Ms. Euleen Goh, Mr. Ho Tian Yee, Mrs. Ow Foong Pheng and Mr. Danny Teoh. In accordance with the requirements of the Guidelines and the Banking (CG) Regulations, a majority (three out of five members of the NC, including the NC Chairperson) are independent Directors. All NC members are Non-Executive Directors and are subject to an annual assessment of their independence as prescribed by the Guidelines and the Banking (CG) Regulations. The assessment takes into account the NC members' business relationships with the DBS Group, relationships with members of management, relationships with the DBSH's substantial shareholder as well as the NC members' length of service.

The NC's responsibilities include:

- (i) Regularly review the composition of the Board and Board committees.
- (ii) Identify, review and recommend Board appointments for approval by the Board, taking into account the experience, expertise, knowledge and skills of the candidate and the needs of the Board.
- (iii) Conduct an evaluation of the performance of the Board, the Board committees and the Directors on an annual basis.
- (iv) Determine the independence of proposed and existing Directors, and assess if each proposed and/or existing Director is a fit and proper person and is qualified for the office of Director.
- (v) Exercise oversight of the induction programme and continuous development programme for Board members.
- (vi) Review and recommend to the Board the re-appointment of any Non-Executive Director having regard to their performance, commitment and ability to contribute to the Board as well as his or her skill-set.
- (vii) Make an annual assessment of whether each Director has sufficient time to discharge his or her responsibilities, taking into consideration multiple board representations and other principal commitments.
- (viii) Review the Board's succession plans for Directors, in particular, the Chairman and the CEO.
- (ix) Review key staff appointments, including the CFO and CRO.

Board Executive Committee

The Board executive committee (the **ExCo**) is chaired by Mr. Peter Seah and its members are Ms. Euleen Goh and Mr. Piyush Gupta. In accordance with the requirements of the Guidelines and the Banking (CG) Regulations, a majority (two out of three members of the ExCo, including the ExCo Chairperson) are independent Directors.

The ExCo's responsibilities include:

- (i) Review and provide recommendations on matters that would require Board approval, including:
 - (a) acquisitions and divestments exceeding certain material limits;

- (b) delegation of authority stipulated by the Group Approving Authority (**GAA**); and
 - (c) weak credit cases.
- (ii) Approve certain matters specifically delegated by the Board such as acquisitions and divestments up to a certain material limit, credit transactions, investments, capital expenditure and expenses that exceed the limits that can be authorised by the CEO.

Audit Committee

The Audit Committee (the **AC**) is chaired by Mr. Danny Teoh and its members are Mr. Nihal Kaviratne, Mr. Peter Seah, Mrs. Ow Foong Pheng and Mr. Andre Sekulic. In accordance with the requirements of the Guidelines and the Banking (CG) Regulations, a majority (four out of five members of the AC, including the AC Chairperson) are independent Directors. Mr. Teoh possesses an accounting qualification and was the managing partner of KPMG, Singapore. All members of the AC are Non-Executive Directors, and have recent and relevant accounting or related financial management expertise or experience.

The AC's responsibilities in relation to financial reporting include:

- (i) Monitor the financial reporting process and ensure the integrity of the DBS Group's consolidated financial statements.
- (ii) Review the DBS Group's consolidated financial statements and any announcements relating to the DBS Group's financial performance prior to submission to the Board.
- (iii) Review the significant financial reporting issues and judgments so as to ensure the integrity of the consolidated financial statements of the DBS Group.
- (iv) Ensure that the consolidated financial statements of the DBS Group are prepared in accordance with Singapore Financial Reporting Standards.

The AC's responsibilities in relation to internal controls include:

- (i) Review the adequacy and effectiveness of internal controls, such as financial, operational, compliance and information technology controls, as well as accounting policies and systems.
- (ii) Review the policy and arrangements by which staff of the DBS Group and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and to ensure that arrangements are also in place for such concerns to be raised and independently investigated and for appropriate follow up action to be taken.
- (iii) Approve changes to the DBS Group Disclosure Policy.

The AC's responsibilities in relation to the internal audit function (**Group Audit**) include:

- (i) Review the adequacy and effectiveness of the DBS Group's internal audit function and processes, as well as ensure that Group Audit is adequately resourced and set up to carry out its functions, including approving its budget.
- (ii) Oversee Group Audit.
- (iii) Review Group Audit's plans, the scope and results of audits, and effectiveness of Group Audit.
- (iv) Approve the hiring, removal, resignation, evaluation and compensation of the Head of Group Audit.

The AC's responsibilities in relation to the external auditor include:

- (i) Determine the criteria for selecting, monitoring and assessing the external auditor. Make recommendations to the Board on the proposals to shareholders on the appointment, re-appointment and removal of the external auditor of the DBS Group and approving the remuneration and terms of engagement of the external auditor.
- (ii) Review the scope and results of the external audits and the independence and objectivity of the external auditor, and ensure that the external auditor promptly communicates to the AC any information regarding internal control weaknesses or deficiencies, and that significant findings and observations regarding weaknesses are promptly rectified.
- (iii) Review the assistance given by management to the external auditor.

The AC's responsibilities in relation to related party transactions include reviewing all material related party transactions (including interested person transactions) and keeping the Board informed of such transactions, and the findings and conclusions from its review.

Board Risk Management Committee

The BRMC is chaired by Ms. Euleen Goh and its members are Dr. Bart Broadman, Mr. Ho Tian Yee, Mr. Nihal Kaviratne, Mr. Peter Seah and Mr. Danny Teoh. Five out of six BRMC members (including the BRMC Chairperson) are Non-Executive and independent Directors. The number of Non-Executive and independent Directors exceeds the requirements of the Guidelines and the Banking (CG) Regulations. All BRMC members are appropriately qualified to discharge their responsibilities, and have the relevant technical financial expertise in risk disciplines or businesses.

The BRMC's responsibilities include:

- (i) Guide the development of and recommend for Board approval the risk appetite for various types of risk and exercising oversight on how this is operationalised into individual risk appetite limits.
- (ii) Monitor risk exposures and profile against risk limits and risk strategy in accordance with approved risk appetite and/or guidelines.
- (iii) Review the risk dashboard to keep track of major risk positions and risk developments.
- (iv) Monitor the quarterly portfolio reviews of total exposures as well as large exposures and asset quality.
- (v) Discuss large risk events and subsequent remedial action plans.
- (vi) Monitor market developments, such as macroeconomic, credit, industry, country risk and stress tests related to these developments.
- (vii) Approve the DBS Group's overall and specific risk governance frameworks.
- (viii) Have direct oversight of the CRO.
- (ix) Review (in parallel with the AC) the adequacy and effectiveness of the DBS Group's internal control framework.
- (x) Approve risk models which are used for capital computation and monitor the performance of previously approved models.
- (xi) Oversee an independent group-wide risk management system and adequacy of resources to monitor risks.
- (xii) Exercise oversight of the ICAAP, including approval of stress scenarios and commensurate results for capital, RWA, profit and loss and liquidity.
- (xiii) Approve the Business Continuity Management attestation and Group-wide recovery plan.

Compensation and Management Development Committee

The Compensation and Management Development Committee (the **CMDC**) is chaired by Mr. Peter Seah and comprises Dr. Bart Broadman, Ms. Euleen Goh and Mr. Andre Sekulic. All CMDC members (including the CMDC Chairperson) are Non-Executive and independent Directors. The number of Non-Executive and independent Directors exceeds the requirements of the Guidelines and the Banking (CG) Regulations. The CMDC has direct access to senior management and works closely with the BRMC and the AC when performing its role. Dr. Bart Broadman, Ms. Euleen Goh and Mr. Peter Seah are also members of the BRMC while Mr. Peter Seah and Mr. Andre Sekulic are members of the AC. As a result of their membership in other Board committees, the members of the CMDC are able to make strategic remuneration decisions in an informed and holistic manner.

The CMDC's responsibilities include:

- (i) Oversee the governance of the DBS Group's remuneration policy (including design, implementation and ongoing review) and the annual bonus pool (Board endorsement also required) in accordance with the corporate governance practices as stipulated under the Guidelines and the Banking (CG) Regulations.
- (ii) Oversee the remuneration of senior executives, including reviewing and approving the remuneration of the Executive Director/CEO.
- (iii) Oversee the DBS Group's principles and framework of compensation to ensure their alignment with prudent risk taking principles (deferral mechanism is adequate as a risk management process) in order to build a sustainable business in the long term.
- (iv) Ensure alignment between reward and the Group Talent Management initiatives with particular focus on attraction and retention of talent, including current and future leaders of the DBS Group.
- (v) Oversee management development and succession planning for management.
- (vi) Oversee plans to deepen core competencies, bench strength and leadership capabilities of management.
- (vii) Oversee talent development and talent pipeline.

Management

The Group Executive Committee together with the Group Management Committee is responsible for setting the strategy and direction of the DBS Group, driving business performance and achieving organisational synergies and thereafter facilitating the execution of these decisions to deliver on planned outcomes and results. The Group Management Committee is also responsible for protecting and enhancing the DBS Group's brand and corporate reputation. Other committees include (i) the Risk Executive Committee, (ii) the Group Asset and Liability Committee, (iii) the Group Capital Committee, (iv) the Group Disclosure Committee and (v) the Fair Dealing Committee and (vi) the Group Human Capital Committee, among others.

Each committee comprises senior managers from across the DBS Group's business and functional units. Meeting frequencies range from weekly to quarterly for these committees.

Group Executive Committee and Group Management Committee of the DBS Group

The following table sets forth the senior management who are members of the Group Executive Committee and Group Management Committee of the DBS Group.

Name	Responsibility
Mr. Piyush Gupta ⁽¹⁾	CEO
Mrs. Chng Sok Hui ⁽¹⁾	Finance
Ms. Jeanette Wong ⁽¹⁾	Institutional Banking
Ms. Tan Su Shan ⁽¹⁾	Consumer Banking /Wealth Management
Mr. Andrew Ng ⁽¹⁾	Treasury & Markets
Mr. Elbert Pattijn ⁽¹⁾	Risk Management
Mr. David Gledhill ⁽¹⁾	Technology & Operations
Mr. Sim S. Lim ⁽¹⁾	Singapore
Mr. Sebastian Paredes ⁽¹⁾	Hong Kong
Mr. Jerry Chen	Taiwan
Mr. Neil Ge	China
Mr. Paulus Sutisna	Indonesia
Mr. Surojit Shome	India
Ms. Eng-Kwok Seat Moey	Capital Markets
Mr. Shee Tse Koon	Group Strategy and Planning
Mr. Jimmy Ng	Audit
Ms. Karen Ngui	Strategic Marketing and Communications
Mr. Lam Chee Kin	Legal, Compliance and Secretariat
Ms. Lee Yan Hong	Human Resources

Note:

(1) Members of the Group Executive Committee.

Mr. Piyush Gupta

Mr. Gupta is CEO and Director of the DBS Group, as well as Director of DBS Bank (Hong Kong) and The Islamic Bank of Asia. Prior to joining the DBS Group, he was Citigroup's CEO for Southeast Asia, Australia and New Zealand. Mr. Gupta is a member of the Executive Committee of the Institute of International Finance, Washington and a member of the Board of Trustees of Asia Society. His other external appointments include serving as Deputy Chairman of SPRING Singapore and on The Institute of Banking and Finance and Dr. Goh Keng Swee Scholarship Fund. He is also the Chairman of Sim Kee Boon Institute for Financial Economics Advisory Board, and a council member of the Asian Bureau of Finance and Economic Research.

Mrs. Chng Sok Hui

Mrs. Chng is CFO of the DBS Group. Prior to this appointment in October 2008, she was the Group Head of Risk Management for six years. She is the Supervisor of the Board of DBS Bank (China) Limited and a board member of the Inland Revenue Authority of Singapore and Singapore Exchange Limited (where she also serves as chairperson of the Risk Management Committee). She also serves on the Industry Advisory Board of the NUS Centre for Future Ready Graduates and the International Integrated Reporting Council. Mrs. Chng was named Best CFO at the Singapore Corporate Awards 2013. In 2014, she was awarded Accountant of the Year at the inaugural Singapore Accountancy Awards.

Ms. Jeanette Wong

A seasoned banker with over 30 years of experience, Ms. Wong oversees the DBS Group's Institutional Banking business, which includes Corporate Banking, Global Transaction Services, Strategic Advisory and Mergers & Acquisitions. She was CFO of DBS Bank between 2003 and 2008. Prior to this, Ms. Wong was at JP Morgan for 16 years, responsible for regional businesses in FX, fixed income and emerging markets. Ms. Wong is a Director of DBS Bank (China) Limited and Chairperson of DBS Bank (Taiwan) Ltd. She is a member of the advisory boards of NUS Business School Management and the University of Chicago Booth School of Business. She also sits on the board of the Singapore International Arbitration Centre, is a member of the Securities Industry Council and is Singapore's alternate APEC Business Advisory Council (ABAC) member.

Ms. Tan Su Shan

Ms. Tan is responsible for leading the DBS Group's Regional Wealth Management and Consumer Banking business. Prior to joining the DBS Group in 2010, she was Morgan Stanley's Head of Private Wealth Management for Southeast Asia. She has also worked at Citi Private Bank, responsible for Singapore, Malaysia and Brunei. In October 2014, Ms. Tan became the first Singaporean to be recognised as the world's "Best Leader in Private Banking" by PWM and The Banker, leading wealth publications by the Financial Times Group.

Mr. Andrew Ng

Mr. Ng joined the DBS Group in 2000 and has over 31 years of experience in the treasury business. Prior to joining the DBS Group, he was Executive Director at Canadian Imperial Bank of Commerce (CIBC) from 1995 to 1999. He set up CIBC's trading platform and derivative capabilities on Asian currencies. Between 1986 and 1995, Mr. Ng was Head of North Asia Trading and Treasurer of Chase Manhattan Bank in Taipei. He is currently President of ACI Singapore – The Financial Markets Association and Chairman of the Asia Securities Industry & Financial Markets Association.

Mr. Elbert Pattijn

Mr. Pattijn joined the DBS Group in 2007 as Head of Specialised Corporate and Investment Banking, responsible for the DBS Group's corporate and investment banking activities in the region. He was appointed CRO in 2008. Prior to this, he was Head of Debt Products Origination, Asia for ING Bank, where he was in charge of overseeing the Debt Capital Markets, Securitisation and Syndicated Lending product groups. Previously, Mr. Pattijn held progressively senior positions at Barclays Bank, ABN Amro and ING Group. A Dutch national, Mr. Pattijn holds a Master of Law from the University of Leiden in the Netherlands.

Mr. David Gledhill

Mr. Gledhill brings with him over 25 years of experience in the financial services industry and has spent over 20 years in Asia. Prior to joining the DBS Group in 2008, he worked at JP Morgan for 20 years, holding senior regional positions in Technology and Operations. He manages about 10,000 professionals across the region and is focused on strengthening the bank's technology and infrastructure platform to drive greater resilience, organisational flexibility and innovation. Mr. Gledhill is a Director of Singapore Clearing House Pte Ltd and a member of IBM Advisory Board, as well as a member of National Super Computing Centre Steering Committee. He is also Board Advisor to Singapore Management University School of Information Systems.

Mr. Sim S. Lim

Mr. Lim is the first DBS country head with dedicated oversight for Singapore. He is responsible for helping the bank to deliver greater synergy and value across the Singapore franchise. He is also the Chairman of DBS Vickers Securities Holdings Pte Ltd. Mr. Lim's 34 years of banking experience span Asia, North America and the Middle East. Prior to joining the DBS Group, he was the President and CEO

of Nikko Citigroup Ltd. He sits on the Board of Nikko Asset Management Co., Ltd in Japan, ST Engineering and Asfinco Singapore Limited. He also serves on the Board of Governors for Nanyang Polytechnic.

Mr. Sebastian Paredes

Mr. Paredes is CEO of DBS Bank (Hong Kong) Limited and also Chairman of the Board Risk Management Committee and Non-Executive Director of DBS Bank (China) Limited. An Ecuadorian citizen and a banker for over 25 years, Mr. Paredes has a strong track record in building franchises across multiple markets. Prior to joining the DBS Group, Mr. Paredes was President Director of P.T. Bank Danamon, Indonesia, from 2005 to 2010. Prior to that, he spent 20 years at Citigroup, as Country Head of Ecuador, Honduras, Turkey and Israel and CEO of Sub-Saharan Africa.

Mr. Jerry Chen

Mr. Chen is the country head of the DBS Group's operations in Taiwan. Prior to joining the DBS Group in 2008, he was the President of Ta Chong Bank for four years, during which he significantly improved the bank's asset quality to attract foreign investments. Mr. Chen has extensive experience in corporate banking, consumer banking and treasury businesses and spent over 25 years in Citibank Taiwan.

Mr. Neil Ge

Mr. Ge is the country head of the DBS Group's operations in China. A seasoned banker, he has over 25 years of international experience spanning Beijing, Shanghai, Hong Kong, Tokyo and New York. Formerly Managing Director at Credit Suisse's Shanghai office, Mr. Ge played an instrumental role in building up the joint venture between Credit Suisse and Founder Securities.

Mr. Paulus Sutisna

Mr. Sutisna is President Director of P.T. Bank DBS Indonesia and responsible for driving business growth in Indonesia. Prior to that, he was HSBC Indonesia's head of client management for global banking and co-head of cash management. Mr. Sutisna also spent 23 years in various functions in Citibank, including the role of head of the multinational franchise in Indonesia.

Mr. Surojit Shome

Mr. Shome is the country head of the DBS Group's operations in India. He joined the DBS Group in April 2015. Mr. Shome has more than 30 years of banking experience across capital markets, commercial, investment and consumer banking since graduating from Xavier School of Management (XLRI) Jamshedpur in 1986. Before he joined the DBS Group, Mr. Shome was CEO of Rabobank in India. Prior to that, he spent more than 19 years at Citibank before moving to Lehman Brothers and later to Nomura Securities.

Ms. Eng-Kwok Seat Moey

Ms. Eng-Kwok has been with the DBS Group for over 25 years. As Group Head of Capital Markets, she oversees and supervises several regional teams responsible for advisory and capital markets, including structuring and executing equity fund raising activities for companies, REITs and Business Trusts. Under her leadership, the DBS Group is a market leader in Singapore and Asia ex-Japan and has won numerous awards, including Best Asian Investment Bank in 2015 and 2016 (FinanceAsia), Best Equity House in Singapore since 2004 (FinanceAsia) and Best REIT House in Asia since 2012 (The Asset).

Mr. Shee Tse Koon

Mr. Shee is the Head of Group Strategy and Planning and has 22 years of experience in the banking industry. He started his career at Standard Chartered Bank and has held senior positions in a diverse range of roles across various front and back office functions. He has worked in several countries in Asia, the Middle East and the United Kingdom. Prior to joining DBS, he was CEO of Standard Chartered in Indonesia. Previous to that, Mr. Shee was Head of Governance (Europe, Middle East, Africa & Americas)

and also Senior Executive Officer (Standard Chartered, Dubai International Financial Centre), based in the United Arab Emirates; as well as Chief Information Officer and Head of Technology and Operations for Standard Chartered in Singapore.

Mr. Jimmy Ng

Mr. Ng is the Head of Group Audit, responsible for providing assurance to the Board, senior management and regulators on the adequacy and effectiveness of the DBS Group's risk and control governance processes. He plays a key role integrating the three lines of defence, through the innovative use of technology in strengthening the bank's control environment, risk management and governance process.

Mr. Ng has over 20 years of banking experience in leadership roles across various functions, including technology and operations, risk management, product control and audit. Prior to the DBS Group, his career spanned the globe in multinational corporations such as Morgan Guaranty Trust Company of New York, ABN AMRO Bank and Royal Bank of Scotland, across Asia and Europe, including London and Amsterdam.

Mr. Lam Chee Kin

Mr. Lam is the Group Head of Legal, Compliance & Secretariat and has more than 20 years of experience in financial services regulation. Prior to joining the DBS Group, he held various roles in Standard Chartered Bank, JP Morgan Chase, Rajah & Tann Singapore LLP and Allen & Gledhill LLP. Mr. Lam also serves on the Disciplinary Committee of SGX, the Advisory Panel to the NUS Centre for Banking and Finance Law, and the Data Protection Advisory Committee of Singapore. In 2015, he was recognised as a Distinguished Fellow by the Institute of Banking and Finance in the field of compliance.

Ms. Karen Ngui

Ms. Ngui is responsible for corporate communications, brand management, strategic marketing and corporate social responsibility. She has over 25 years of experience in corporate branding, marketing and communications for financial institutions. Prior to joining the DBS Group, she was the Global Head of Brand Management and Strategic Marketing for Standard Chartered Bank.

Ms. Lee Yan Hong

With more than 25 years of human resources experience in a diverse range of industries, Ms. Lee is responsible for driving the strategic people agenda of the DBS Group. Prior to joining the DBS Group in 2011, she was Citigroup's Managing Director of Human Resources, Singapore. She also worked at General Motors and Hewlett Packard previously.

Remuneration

The DBS Group's remuneration policy, which is applicable to DBS Bank and all its subsidiaries and overseas offices, seeks to ensure that the DBS Group is able to attract, motivate and retain employees to deliver long-term shareholder returns, taking into consideration risk management principles and standards set out by the Financial Stability Board and the Code of Corporate Governance 2012.

When formulating the remuneration strategy, consideration was given to aligning the DBS Group's remuneration approach with "DBS PRIDE!" values in order to drive desired behaviours and achieve the objectives set out in the balanced scorecard.

The following shows the three main thrusts of the DBS Group's remuneration strategy and how they are implemented within the DBS Group:

Main thrusts	How
Pay for performance measured against the balanced scorecard	<ul style="list-style-type: none"> • Instill and drive a pay-for-performance culture • Ensure close linkage between total compensation and the DBS Group's annual and long-term business objectives as measured through the balanced scorecard • Calibrate mix of fixed and variable pay to drive sustainable performance and alignment to DBS PRIDE! values, taking into account both the "what" and "how" of achieving KPIs
Provide market competitive pay	<ul style="list-style-type: none"> • Benchmark DBS Group's total compensation against other organisations of similar size and standing in the markets it operates in • Drive performance differentiation by benchmarking total compensation for top performing employees against the upper quartile or higher in each market
Guard against excessive risk taking	<ul style="list-style-type: none"> • Focus on achieving risk-adjusted returns that are consistent with the DBS Group's prudent risk and capital management, as well as emphasis on long-term sustainable outcomes • Design payout structure to align incentive payments with the long-term performance of the DBS Group through deferral and clawback arrangements

Summary of current total compensation elements

An employee's total compensation is made up of the following elements:



The table below provides a breakdown of total compensation elements, their purpose and link to the DBS Group's compensation strategy, and the policy governing their execution.

Elements	What	Why and linkages to strategy	How
Fixed pay	Salary	<ul style="list-style-type: none"> • Attract and retain talent by ensuring the DBS Group's fixed pay is competitive vis-a-vis comparable institutions 	<ul style="list-style-type: none"> • Set at an appropriate level taking into account market dynamics, skills, experience, responsibilities, competencies and performance of the employee • Paid in cash monthly • Typically reviewed annually
Variable pay	Cash bonus and long-term	<ul style="list-style-type: none"> • Provide a portion of total compensation that is 	<ul style="list-style-type: none"> • Based on overall group, business or support unit and individual

	incentive	<p>performance-linked</p> <ul style="list-style-type: none"> • Focus employees on the achievement of objectives which are aligned to value creation for DBS Group's shareholders and multiple stakeholders • Align to time horizon of risk 	<p>performance</p> <ul style="list-style-type: none"> • Measured against a balanced scorecard which is agreed to at the start of the year • Awards in excess of a certain threshold are subject to a tiered deferral rate that ranges from 20% to 60% • Deferred remuneration is paid in restricted shares and comprises two elements: the main award and the retention award (constituting 20% of the shares given in the main award and designed to retain talent and compensate staff for the time value of deferral) • Deferred awards vest over four years • Paid cash bonus, unvested and vested deferred share awards are subject to clawback from employees whose bonus exceeds a certain threshold
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Remuneration of Non-Executive Directors

The Board of Directors of DBS Bank and DBSH are comprised of the same persons. The Non-Executive Directors receive fees for acting as Directors of DBSH; no additional fees are payable to the Directors for acting as Directors of DBS Bank.

The remuneration of Non-Executive Directors, including the Chairman, has been benchmarked against global and local financial institutions. Non-Executive Directors will receive 70% of their fees in cash and the remaining 30% in share awards. The share awards are not subject to a vesting period, but are subject to a selling moratorium whereby each Non-Executive Director is required to hold the equivalent of one year's basic retainer fees for his or her tenure as a Director and for one year after the date he or she steps down. The fair value of share grants to the Non-Executive Directors are based on the volume-weighted average price of the ordinary shares of DBSH over the 10 trading days immediately following the Annual General Meeting. The actual number of ordinary shares to be awarded are rounded down to the nearest share, and any residual balance will be paid in cash. Other than these share awards, the Non-Executive Directors did not receive and are not entitled to receive any other share incentives or securities pursuant to any of the DBSH's or DBSH's Employee share plans during the financial year.

There is no change to the annual fee structure for the Board for 2016 from the fee structure in 2015. As per previous years, remuneration of Non-Executive Directors does not include any variable component. The table below sets out the proposed annual fee structure for the Non-Executive Directors for 2016. Shareholders are entitled to vote on the remuneration of Non-Executive Directors at the Annual General Meeting of DBSH scheduled to be held on 27 April 2017 (the **2017 AGM**).

Name of Director	Salary Remuneration	Cash Bonus ⁽¹⁾	Share Plan	Directors' Fees ⁽²⁾	Share-based Remuneration ⁽³⁾	Others ⁽⁴⁾	Total
				(SGD)			
Peter Seah Lim Huat	—	—	—	1,252,300	536,700	51,212	1,840,212
Bart Joseph Broadman.	—	—	—	146,650	62,850	—	209,500
Euleen Goh Yiu Kiang..	—	—	—	237,300	101,700	5,778	344,778
Ho Tian Yee.....	—	—	—	134,750	57,750	—	192,500
Nihal Vijaya Devadas Kaviratne CBE	—	—	—	174,650	74,850	—	249,500
Andre Sekulic	—	—	—	186,550	79,950	—	266,500
Danny Teoh Leong Kay.....	—	—	—	195,300	83,700	—	279,000
Woo Foong Pheng (Mrs. Ow Foong Pheng) ⁽⁵⁾	—	—	—	206,500	—	—	206,500

Notes:

- (1) The amount has been accrued in the financial statements for the year ended 31 December 2016.
 - (2) Fees payable in cash, in 2017, for being a Director in 2016. This is 70% of each Director's total remuneration and is subject to shareholder approval at the 2017 AGM
 - (3) This is 30% of each Director's total remuneration and shall be granted in the form of DBSH's ordinary shares. The actual number of DBSH's ordinary shares to be awarded will be rounded down to the nearest share, and any residual balance will be paid in cash. This is subject to shareholder approval at the 2017 AGM.
 - (4) Represents non-cash component and comprises (i) for Mr. Peter Seah: car and driver, and (ii) for Ms. Euleen Goh: carpark charges.
 - (5) Director's remuneration payable to Mrs. Ow Foong Pheng will be paid fully in cash to a government agency, the Directorship & Consultancy Appointments Council
- * Directors are also paid attendance fees for Board and Board Committee meetings, as well as for attending the AGM and the annual Board offsite.

In 2016, there was one employee of DBS Bank, Ms. Lesley Teoh, who is an immediate family member (daughter) of a Director, Mr. Danny Teoh. Ms. Lesley Teoh's remuneration for 2016 falls within the band of SGD 50,000 to SGD 100,000. Mr. Teoh is not involved in the determination of his family member's remuneration. Apart from Ms. Lesley Teoh, none of the DBS Group's employees was an immediate family member of a Director in 2016.

Remuneration of Executive Director

Since becoming CEO in November 2009, Mr. Piyush Gupta has grown the DBS Group into a leading bank with multiple growth engines. This has built resiliency into the franchise, enabling the DBS Group to withstand a slowdown in any single line of business and still turn in a sustainable performance.

In 2016, the DBS Group delivered a strong operating performance with total income and net profit before allowances rising to new highs despite challenging economic conditions. This enabled the bank to absorb higher allowances due to stresses in the oil and gas support services sector and still maintain net profit at SGD 4.24 billion.

The DBS Group continued to position itself well against the coming digital onslaught, shaping a culture of innovation within the bank, re-inventing systems and processes and reimagining banking. The traction it is making on these fronts is showing up in expanded customer reach and acquisition, and improved productivity and efficiency. In 2016, the DBS Group successfully launched digibank, India's first mobile-only bank, in a game-changing initiative that allowed it to break into the retail banking segment of a large geography without the need for expensive physical infrastructure. The DBS Group is heartened that its

efforts towards digital transformation have been recognised, having bagged a number of prestigious accolades, including “World’s Best Digital Bank” by Euromoney in the course of the year.

Notwithstanding the above, Mr. Gupta’s remuneration was adjusted down, reflecting the lower balanced scorecard rating in 2016.

Breakdown of remuneration for performance year 2016 (1 January – 31 December)

	Salary remuneration (SGD)	Cash bonus ⁽¹⁾ (SGD)	Share Plan ⁽²⁾ (SGD)	Others ⁽³⁾ (SGD)	Total ⁽⁴⁾ (SGD)
Mr. Piyush Gupta	1,200,000	3,117,000	4,063,000	61,132	8,441,132

Notes:

- (1) The amount has been accrued in 2016 financial statements.
- (2) At DBS Group, dividends on unvested shares do not accrue to employees. For better comparability with other listed companies, this figure excludes the estimated value of retention shares amounting to SGD 812,600, which serve as a retention tool and compensate staff for the time value of deferral. This is also similar in nature to practices in those companies which provide accrual of dividends for deferred awards.
- (3) Represents non-cash component and comprises club, car and driver.
- (4) Refers to current year performance remuneration – includes fixed pay in current year, cash bonus received in following year and DBSH ordinary shares granted in following year.

Key executives’ remuneration

Although the Code of Corporate Governance 2012 and the Guidelines recommend that at least the top five key executives’ remuneration be disclosed within bands of SGD 250,000 and in aggregate, the Board believes that such disclosure would be disadvantageous to the DBS Group’s business interests, given the highly competitive conditions in the banking industry where poaching of executives is commonplace. The aggregate total remuneration for the DBS Group’s Senior Management (including the CEO) in 2016 amounted to SGD 58.2 million, down from SGD 66.8 million in 2015.

PRINCIPAL SHAREHOLDERS OF DBSH

The following table shows the shareholders of DBSH owning, in aggregate, more than 70% of the outstanding ordinary shares of DBSH, as shown on its share register as at 31 December 2016.

Name of Shareholder	Shares Held	Shares
Citibank Nominees Singapore Pte Ltd	504,655,228	19.89%
Maju Holdings Pte. Ltd. ⁽¹⁾	458,899,869	18.09%
DBS Nominees Pte Ltd	382,120,129	15.06%
Temasek Holdings (Private) Limited ⁽²⁾	284,145,301	11.20%
DBSN Services Pte Ltd	239,782,338	9.45%

Notes:

- (1) Wholly-owned subsidiary of Temasek Holdings (Private) Limited.
- (2) Wholly-owned company of the Singapore government through the Minister for Finance.

Based on the interests of substantial shareholders as recorded in the Register of Substantial Shareholders as at 31 December 2016, Temasek Holdings (Private) Limited has a direct and deemed interest in approximately 29.6% of the ordinary shares of DBSH.

REGULATION AND SUPERVISION

Regulation and Supervision in Singapore

Introduction

Singapore licensed banks come within the ambit of the Banking Act and the MAS, as the administrator of the Banking Act, supervises and regulates the banks and their operations. In addition to provisions in the Banking Act and the subsidiary legislation issued thereunder, banks have to comply with notices, circulars and guidelines issued by the MAS from time to time.

A licensed bank's operations may include the provision of capital markets services and financial advisory services. A bank licensed under the Banking Act is exempt from holding a capital markets services licence under the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**) and from holding a financial adviser's licence under the Financial Advisers Act, Chapter 110 of Singapore (the **FAA**). However, the bank will nonetheless have to comply with the SFA and the FAA and the subsidiary legislation issued thereunder, as well as notices, circulars, guidelines, practice notes and codes issued by the MAS from time to time, as may be applicable to it in respect of these regulated activities, and its conduct of any other activities that fall within the ambit of the SFA and FAA.

The holding company of a Singapore licensed bank could also be subject to regulation if required to be approved as a financial holding company under Section 28 of the MAS Act. The requirements pertaining to financial holding companies will be enhanced when the Financial Holding Companies Act 2013 (**FHC Act**) becomes effective. The FHC Act was gazetted in Parliament on 8 April 2014. The FHC Act was introduced to establish the regulatory framework for designated Singapore-incorporated financial holding companies with one or more Singapore-incorporated bank or insurance subsidiaries. The salient provisions in the FHC Act relate to:

- (a) a requirement to provide the MAS with information requested by the MAS for supervision purposes;
- (b) restrictions on the use of the name, logo and trademark of a designated financial holding company;
- (c) restrictions on the activities of a designated financial holding company;
- (d) restrictions on the shareholding and control of a designated financial holding company;
- (e) limits on exposures and investments;
- (f) minimum asset requirements;
- (g) minimum capital and capital adequacy requirements;
- (h) leverage ratio requirements;
- (i) supervision and reporting requirements; and
- (j) approval requirements for the appointment of directors and chief executives.

Some of these requirements remain to be specified in subsidiary legislation or notices to be issued by the MAS, for instance, minimum liquid assets, capital adequacy and leverage ratio.

The FHC Act provides for transition periods for designated financial holding companies to comply with various provisions in the specific provisions and a general power for the Minister for Finance to prescribe by regulations, for a period of two years from the commencement of operation of any provision, transitional provisions consequent on the enactment of that provision.

The Monetary Authority of Singapore

The MAS is banker and financial agent to the Singapore government and is the central bank of Singapore. Following its merger with the Board of Commissioners of Currency, Singapore on 1 October 2002, the MAS has also assumed the functions of currency issuance. The MAS' functions include: (a) to act as the central bank of Singapore, including the conduct of monetary policy, the issuance of currency, the oversight of payment systems and serving as banker to and financial agent of the Singapore government; (b) to conduct integrated supervision of financial services and financial stability surveillance; (c) to manage the official foreign reserves of Singapore; and (d) to develop Singapore as an international financial centre.

The Regulatory Environment

Financial Holding Company

DBSH is approved as a financial holding company under Section 28 of the MAS Act and is subject to requirements imposed by the MAS. The FHC Act will be applicable to DBSH when it comes into operation.

Domestic Systemically Important Banks

The framework for D-SIBs is set out in the MAS' monograph on the MAS' Framework for Impact and Risk Assessment of Financial Institutions (revised in September 2015), and is aligned with the principles set out by the Basel Committee for determining banks that are of domestic systemic importance. D-SIBs are, *inter alia*, subject to more intensive supervision by the MAS, and LCR and higher loss absorbency requirements, than banks which are not so designated. The applicable capital and liquidity requirements are incorporated under MAS Notice 637 and MAS Notice 649. DBS Bank was designated as a D-SIB by the MAS on 30 April 2015.

Capital Adequacy Ratios

The DBS Group is required to comply with MAS Notice 637 which implements the Basel III capital standards for Singapore-incorporated banks. The Notice sets out the capital adequacy ratio requirements and the range of approaches that banks could adopt, based on the complexity and sophistication of their businesses and operations, for calculating its RWA. MAS Notice 637 also sets out the expectations of the MAS in respect of the internal capital adequacy assessment process, the disclosure requirements in relation to capital adequacy and leverage ratio, and the submission and disclosure requirements for assessing G-SIBs.

Pursuant to MAS Notice 637, the MAS imposes CAR requirements on a Singapore-incorporated bank at two levels:

- the bank standalone (**Solo**) level CAR requirements, which measure the capital adequacy of a Singapore-incorporated bank based on its standalone capital strength and risk profile; and
- the consolidated (**Group**) level CAR requirements, which measure the capital adequacy of a Singapore-incorporated bank based on its capital strength and risk profile after consolidating the assets and liabilities of its subsidiaries and any other entities which are treated as part of the bank's group of entities according to Singapore FRS (collectively called banking group entities), taking into account any exclusions of certain banking group entities or any adjustments pursuant to securitisation required under MAS Notice 637.

Where a Singapore-incorporated bank issues covered bonds (as defined in MAS Notice 648), the bank must continue to hold capital against its exposures in respect of the assets included in a cover pool (as defined in MAS Notice 648) in accordance with MAS Notice 637. In the case where covered bonds are issued via a special purpose entity or where the cover pool is held by a special purpose entity, the bank and the special purpose entity will be treated as a single entity for the purposes of MAS Notice 637.

Under MAS Notice 637, Singapore-incorporated banks which are designated by the MAS as D-SIBs are required to comply with a minimum CET1 CAR of 6.5%, Tier 1 CAR of 8% and Total CAR of 10%. These minimum ratios are two percentage points higher than those established by the Basel Committee, and are aimed to reduce the probability of failure of D-SIBs by increasing their going-concern loss absorbency.

In line with Basel III, the MAS has incorporated in MAS Notice 637 a capital conservation buffer (**CCB**) of up to 2.5% and a countercyclical buffer of up to 2.5%, both to be met fully with CET1 capital. These buffers are phased in on 1 January each year from 2016 to 2019.

The countercyclical buffer is not an ongoing requirement, and is only applied as and when specified by the relevant banking supervisors. The applicable magnitude is the weighted average of the country-specific countercyclical buffer requirements that are required by national authorities in jurisdictions to which a bank has private sector credit exposures. The Basel Committee expects jurisdictions to implement the countercyclical buffer during periods of excessive credit growth. Of the jurisdictions where the DBS Group has material private sector credit exposures, Hong Kong has applied a countercyclical buffer requirement of 1.25% from 1 January 2017, which will increase to 1.875% with effect from 1 January 2018.

The table below summarises the capital requirements under MAS Notice 637.

	From 1 January			
	2016	2017	2018	2019
Minimum CAR (%)				
CET1 (a).....	6.5	6.5	6.5	6.5
CCB (b).....	0.625	1.25	1.875	2.5
CET1 including CCB (a) + (b).....	7.125	7.75	8.375	9.0
Tier 1 including CCB.....	8.625	9.25	9.875	10.5
Total including CCB.....	10.625	11.25	11.875	12.5
Maximum Countercyclical Buffer	0.625	1.25	1.875	2.5

MAS Notice 637 was most recently revised on 17 October 2016 to include requirements that are consistent with the final standards issued by the Basel Committee, *inter alia*, in relation to:

- (a) the standardised approach to measuring counterparty credit risk exposures; and
- (b) capital requirements for bank exposures to central counterparties.

Pursuant to the transitional arrangements for the amendments relating to the standardised approach to measuring counterparty credit risk exposures and capital requirements for bank exposures to central counterparties, Singapore-incorporated banks are not required to comply with these amendments until a further notice for compliance is issued by the MAS.

On 9 January 2017, the MAS released a consultation paper on proposed amendments to MAS Notice 637, to implement requirements that are consistent with the final standards issued by the Basel Committee in relation to revisions to the securitisation framework and standards for interest rate risk in the banking book (**IRRBB**). The proposed amendments to the securitisation framework, to take effect from 1 January 2018, will strengthen capital standards for securitisation exposures, while providing a preferential capital treatment for simple, transparent and comparable securitisations. The proposed framework for IRRBB, to take effect from 31 December 2017, sets out Pillar 2 requirements for the

identification, measurement, monitoring and control of IRRBB, and disclosure requirements under prescribed interest rate shock scenarios.

Other Key Prudential Provisions

On 28 November 2014, the MAS issued MAS Notice 649 to implement the Basel III LCR rules. Under MAS Notice 649, a bank incorporated and headquartered in Singapore must maintain at all times, a Singapore Dollar LCR requirement of at least 100% and an all-currency LCR requirement of at least 60% by 1 January 2015, with the all-currency LCR requirement increasing by 10% each year to 100% by 1 January 2019.

In December 2015, the MAS issued MAS Notice 651 on Liquidity Coverage Ratio Disclosure (**MAS Notice 651**), which applies to D-SIBs and took effect on 1 January 2016. Under MAS Notice 651, a D-SIB that is incorporated in Singapore and headquartered in Singapore is required to disclose quantitative and qualitative information about its LCR at the banking group level. MAS Notice 651 also sets out guidance on disclosure of non-mandatory quantitative and qualitative information that a D-SIB is encouraged to make.

Under Section 39 of the Banking Act and MAS Notice 758 on Minimum Cash Balance (**MAS Notice 758**), a bank is also required to maintain, during a maintenance period, in its current account and custody cash account an aggregate minimum cash balance with MAS of at least an average of 3% of its average Qualifying Liabilities (as defined in MAS Notice 613 on Minimum Liquid Assets (**MAS Notice 613**)) computed during the relevant two-week period beginning on a Thursday and ending on a Wednesday. MAS had stated in November 2014 that MAS Notice 758 would be amended to include the definition of Qualifying Liabilities under MAS Notice 649 instead of referencing MAS Notice 613, which would be cancelled with effect from 1 January 2016. To-date, the MAS has neither amended the definition of Qualifying Liabilities in MAS Notice 758 nor cancelled MAS Notice 613.

On 16 November 2016, the MAS issued a Consultation Paper on Local Implementation of Basel III Liquidity Rules – Net Stable Funding Ratio and NSFR Disclosure and a draft MAS Notice 652 on NSFR to incorporate the Basel III NSFR standards into Singapore regulations. In this consultation, the MAS proposed that a D-SIB incorporated and headquartered in Singapore must maintain a consolidated all-currency Group NSFR of at least 100% from 1 January 2018. As at 31 December 2016, the DBS Group's NSFR is estimated to be above the 100% requirement.

Under Section 29 of the Banking Act, the MAS may, by notice in writing to any bank in Singapore, impose such requirements as may be necessary or expedient for the purposes of limiting the exposure of the bank to: (a) a substantial shareholder group of the bank (where the bank is incorporated in Singapore); (b) the financial group of the bank; (c) a director group of the bank; and (d) any other person or class of persons as may be prescribed. For the purposes of this paragraph, (a) "substantial shareholder group" means a group of persons comprising any substantial shareholder (i.e. holding or having an interest in not less than 5% of the total voting rights) of the bank, every affiliate of such substantial shareholder of the bank, and where the bank is a subsidiary of a financial holding company or a parent bank (**Holding Company**), any substantial shareholder of the Holding Company and every affiliate of such substantial shareholder. Where a "substantial shareholder" is an individual, this term shall include a reference to a family member of the substantial shareholder; (b) "financial group" means a group of companies comprising (in the case of a Singapore-incorporated bank) every company in which the bank acquires or holds, directly or indirectly, a major stake (as defined below); and (c) "director group" means a group of persons comprising any director of the bank, every firm or limited liability partnership in which the director is a partner, a manager, an agent, a guarantor or a surety, every individual of whom, and every company in which, the director is a guarantor or surety and every company of which the director (i) is an executive officer; (ii) owns more than half of the total number of issued shares (whether legally or beneficially); (iii) controls more than half of the voting power; or (iv) controls the composition of the board of directors. In this paragraph, a reference to "director" includes the

spouse, parent and child of a director of the bank. Regulation 24 of the Banking Regulations (the **Banking Regulations**) has prescribed that the MAS may also impose requirements for the purpose of limiting the exposure of the bank to: (a) any officer (other than a director) or employee of the bank or other person who receives remuneration from the bank other than for services rendered to the bank or any company that is treated as part of the bank's group of companies according to Singapore FRS; and (b) a group of persons, who are financially dependent on one another or where one person (the controlling person) controls every other person in that group, and where at least one of the persons is a counterparty to the bank. For these purposes, a person is controlled by the controlling person if the person is (i) a person in which the controlling person holds more than half of the total number of issued shares (whether legally or beneficially); (ii) a person in which the controlling person controls more than half of the voting power; (iii) a person in which the controlling person controls the composition of the board of directors; (iv) a subsidiary of a person described in (i) to (iii) above; or (v) a person the policies of which the controlling person is in a position to determine. The MAS issued MAS Notice 639 on Exposures to Single Counterparty Groups (last revised on 17 February 2014) (**MAS Notice 639**) pursuant to Section 29 of the Banking Act. MAS Notice 639 sets out the limits on a bank in Singapore's exposures to a single counterparty group, the types of exposures to be included in or excluded from those limits, the basis for computation of exposures, the approach to aggregating exposures to counterparties that pose a single risk to the bank, the recognition of credit risk mitigation and aggregating of exposures at the bank group level. MAS Notice 639 sets out requirements on "large exposures limit" and "substantial exposures limit" to a "single counterparty group" (as respectively defined in MAS Notice 639), on a Solo level and a Group level. Pursuant to MAS Notice 639, the MAS has set out that:

- (a) at Solo level, a Singapore-incorporated bank shall not permit (i) the aggregate of its exposures to a single counterparty group to exceed 25% or such other percentage of its eligible total capital as may be approved by the MAS; and (ii) the aggregate of exposures exceeding 10% of its eligible total capital to any single counterparty group to exceed 50% or such other percentage of its total exposures as may be approved by the MAS; and
- (b) at Group level, a Singapore-incorporated bank shall aggregate its exposures to a single counterparty group (other than the exposures to the financial group of the bank) with the exposures of its subsidiaries and the exposures of all other companies treated as part of the bank group to the same counterparty group and shall not permit (i) the aggregate of the exposures of the bank group to a single counterparty group to exceed 25% or such other percentage of the eligible total capital of the bank group as may be approved by the MAS; and (ii) the aggregate of the exposures of the bank group exceeding 10% of the eligible total capital of the bank group to any single counterparty group, to exceed 50% or such other percentage of the bank group's total exposures as may be approved by the MAS. The term "eligible total capital", in relation to a Singapore-incorporated bank, has the same meaning as "Eligible Total Capital" in MAS Notice 637, on a Solo level and in relation to a bank group, has the same meaning as "Eligible Total Capital" in MAS Notice 637, on a Group level.

Every bank in Singapore shall make adequate provisions for bad and doubtful debts and before any profit or loss is declared, ensure that the provision is adequate.

MAS Notice 643 on Transactions with Related Parties (dated 21 November 2016) (**MAS Notice 643**) was issued by the MAS pursuant to Section 55(1) of the Banking Act. MAS Notice 643 sets out requirements relating to transactions of banks in Singapore with related parties and the responsibilities of banks in relation to transactions of entities in the bank's group with related parties, which seek to minimise the risk of abuse arising from conflicts of interest. MAS Notice 643 will take effect from 21 November 2018.

In addition, the Banking (Amendment) Bill (the **Banking Amendment Bill 2016**) was passed in Parliament on 29 February 2016, although it is not yet in force. The Banking Amendment Bill 2016 will

introduce powers enabling the MAS to prohibit, restrict or direct a bank to terminate any transaction that the bank enters into with its related parties if it is deemed to be detrimental to depositors' interests.

A bank in Singapore is prohibited from carrying on or entering into any partnership, joint venture or other arrangement with any person to carry on any business except: (a) banking business; (b) business which is regulated or authorised by the MAS or if carried on in Singapore, would be regulated or authorised by the MAS under any written law; (c) business which is incidental to (a) or (b); (d) business or a class of business prescribed by the MAS; or (e) any other business approved by the MAS (Section 30 of the Banking Act).

A bank in Singapore, either directly or through any subsidiary of the bank or any other company in the bank group, can hold any beneficial interest in the share capital of a company (and such other investment, interest or right as may be prescribed by the MAS) (**equity investment**), whether involved in financial business or not, so long as such equity investment does not exceed in the aggregate 2% of the capital funds of the bank or such other percentage as the MAS may prescribe. Such a restriction on a bank's equity investment does not apply to any interest held by way of security in the ordinary course of the bank's business or to any shareholding or interest acquired or held by a bank in the course of satisfaction of debts due to the bank, where such interest is disposed of at the earliest suitable opportunity. In addition, any major stake approved by the MAS under Section 32 of the Banking Act and any equity investment in a single company acquired or held by a bank when acting as a stabilising manager in relation to an offer of securities issued by the company will not be subject to the restrictions on equity investment described above.

A bank in Singapore cannot hold or acquire, directly or indirectly, a major stake in any company without first obtaining the approval of the MAS (Section 32 of the Banking Act). A "major stake" means: (a) any beneficial interest exceeding 10% of the total number of issued shares in a company; (b) control over more than 10% of the voting power in a company; or (c) any interest in a company, where directors of the company are accustomed or under an obligation, whether formal or informal, to act in accordance with the bank's directions, instructions or wishes, or where the bank is in a position to determine the policy of the company. The Banking Amendment Bill 2016 will amend the major stake provisions to clarify that the requirement applies to major stakes in any entity, including unincorporated bodies. On 7 February 2017, the MAS also issued a Consultation Paper on the Amendments to Banking Regulations and Banking (CG) Regulations which sets out the proposed amendments to the Banking Regulations and Banking (CG) Regulations, which are necessary to support the amendments in the Banking Amendment Bill 2016.

No bank in Singapore shall hold or acquire, directly or through a subsidiary of the bank or any other company in the banking group, interests in or rights over immovable property, wherever situated, the value of which exceeds in the aggregate 20% of the capital funds of the bank or such other percentage as the MAS may prescribe (Section 33 of the Banking Act). The Banking Regulations further provide that the property sector exposure of a bank in Singapore shall not exceed 35% of the total eligible assets of that bank. Under the Banking Act and the Banking Regulations, a bank can invest in properties subject to an aggregate of 20% of its capital funds, but it is not allowed to engage in property development or management. However, a bank is permitted to carry on property management services in relation to investment properties that are owned by the bank or any company in which the bank has acquired or holds a major stake (in this paragraph, **banking group**), properties that have been foreclosed by the banking group in satisfaction of debts owed to it and properties occupied and used in the business of the banking group.

With effect from 31 December 2013, Singapore-incorporated banks are permitted to issue covered bonds subject to conditions under MAS Notice 648. The aggregate value of assets in the cover pools for all covered bonds issued by the bank and special purpose vehicles on behalf of the bank, and residential mortgage loans and assets eligible for inclusion in cover pools (but which have not been included) and

which are transferred to the special purpose vehicles, must not exceed 4% of the value of the total assets of the bank at all times. The total assets of the bank include the assets of the overseas branches of the bank incorporated in Singapore but not its subsidiaries, whether in Singapore or overseas. MAS Notice 648 was amended on 4 June 2015 to refine the regulatory framework governing covered bond issuance and grant further operational flexibility to banks seeking to issue covered bonds in Singapore.

DBS Bank was designated as a D-SIB on 30 April 2015. The framework for D-SIBs is set out in the MAS' monograph on the MAS' Framework for Impact and Risk Assessment of Financial Institutions (revised in September 2015), which builds on the proposals set out in the MAS Consultation Paper on the Proposed Framework for Systemically Important Banks in Singapore dated 25 June 2014. The MAS has not published any further detailed requirements applicable to D-SIBs. Broadly, D-SIBs will be subject to more intensive supervision by the MAS than banks which are not so designated, and in particular certain HLA requirements and LCR requirements. However, designation as a D-SIB should not affect DBS Bank's HLA and LCR requirements. The proposed HLA and LCR requirements in respect of D-SIBs (which include the requirement to maintain minimum CET1 CAR requirements that are two percentage points higher than those already established by the Basel Committee) are already incorporated in existing capital and liquidity requirements applicable to Singapore-incorporated banks under MAS Notice 637 and MAS Notice 649. Accordingly, DBS Bank is already subject to these requirements.

Corporate Governance Regulations and Guidelines

The Guidelines on Corporate Governance for Financial Holding Companies, Banks, Direct Insurers, Reinsurers and Captive Insurers which are Incorporated in Singapore (dated 3 April 2013) (the **Guidelines**) comprises the Code of Corporate Governance 2012 for companies listed on the SGX-ST and supplementary principles and guidelines from the MAS. The Guidelines and the Banking (CG) Regulations, define what is meant by an independent director and set out the requirements for the composition of the board of directors and board committees, such as the Nominating Committee, Remuneration Committee and Audit Committee. The Guidelines also set out, *inter alia*, the principle that there should be a clear division of responsibilities between the leadership of the board of directors of a bank and the executives of a bank, as well as the principle that there should be a strong and independent element on the board of directors of a bank, which is able to exercise objective judgment on corporate affairs independently, in particular, from the management of the bank and 10% shareholders of the bank (as defined in the Guidelines). The Guidelines also encourage the separation of the roles of Chairman and CEO and outline how this is to be applied. The Guidelines further set out the principle that the board of directors of a bank should ensure that the bank's related party transactions are undertaken on an arm's length basis.

Other Requirements

The MAS issues licences under the Banking Act to banks to transact banking business in Singapore. Such licences may be revoked if the MAS is satisfied, among other things, that the bank: (a) is carrying on its business in a manner likely to be detrimental to the interests of the depositors of the bank or has insufficient assets to cover its liabilities to its depositors or the public; (b) is contravening the provisions of the Banking Act; or (c) has been convicted of any offence under the Banking Act or any of its directors or officers holding a managerial or executive position has been convicted of any offence under the Banking Act.

In the event of the winding up of a bank, the following liabilities in Singapore of the bank shall, amongst themselves, rank in the following order of priority: (a) firstly, any premium contributions due and payable by the bank under the Deposit Insurance and Policy Owners' Protection Schemes Act, Chapter 77B of Singapore (the **Deposit Insurance and Policy Owners' Protection Schemes Act**); (b) secondly, liabilities incurred by the bank in respect of insured deposits, up to the amount of compensation paid or payable out of the Deposit Insurance Fund by the Singapore Deposit Insurance Corporation Limited under the Deposit Insurance and Policy Owners' Protection Schemes Act in respect of such insured

deposits; (c) thirdly, deposit liabilities incurred by the bank with non-bank customers, other than those specified in paragraph (b) above and paragraph (d) below; and (d) fourthly, deposit liabilities incurred by the bank with non-bank customers when operating an Asian Currency Unit approved under the Banking Act. As between liabilities of the same class referred to in each of the paragraphs (a) to (d) above, such liabilities shall rank equally between themselves. The liabilities specified above shall have priority over all unsecured liabilities of the bank other than the preferential debts specified in Section 328(1) of the Companies Act, Chapter 50 of Singapore.

Unless otherwise expressly provided in the Banking Act, a bank in Singapore and its officers may not disclose customer information to any other person without the written consent of the customer.

The Banking Amendment Bill 2016 will require banks to inform the MAS of any development that materially affects the bank adversely, and in the case of Singapore-incorporated banks, any development that materially affects the bank or its related entities adversely. The Banking Amendment Bill 2016 will formalise the MAS' expectation for banks to institute risk management systems and controls that are commensurate with their business profiles and operations.

Currently, banks in Singapore have to maintain separate accounting units for their domestic banking unit (**DBU**) and their Asian currency unit (**ACU**). The MAS announced in June 2015 that it will remove the DBU-ACU divide. On 31 August 2015, the MAS issued a consultation paper entitled "Removing the DBU-ACU Divide – Implementation Issues", setting out the proposed consequential amendments to regulatory requirements following the removal of the DBU-ACU divide. In particular, the MAS proposed to make consequential amendments to Section 62 of the Banking Act to remove references to the ACU and to provide instead that Singapore dollar deposit liabilities incurred by the bank with non-bank customers would rank above foreign currency denominated deposit liabilities incurred by the bank with non-bank customers (but behind premium contributions under the Deposit Insurance and Policy Owners' Protection Schemes Act and liabilities in respect of insured deposits). On 10 February 2017, the MAS issued the Response to Feedback Received on Removing the DBU-ACU Divide – Implementation Issues. Among other things, the MAS noted that the removal of the DBU-ACU divide would require significant amendments to changes in banks' regulatory reporting systems. In this regard, the MAS issued a second consultation paper on the proposed amendments to MAS Notice to Banks No. 610 "Submission of Statistics and Returns" on 10 February 2017, in which the MAS proposed a 30-month implementation timeline. The MAS will extend the same timeline to banks for the implementation of changes relating to the removal of the DBU-ACU divide.

Resolution Powers

Under the MAS Act and the Banking Act, the MAS has resolution powers in respect of Singapore licensed banks. Broadly speaking, the MAS has powers to (amongst other things) assume control of a bank, impose moratoriums and/or order transfers of business.

The MAS has published a series of consultation papers on proposed enhancements to the resolution regime for financial institutions in Singapore. These consultation papers contain proposals to enhance the MAS' resolution powers in areas such as recovery and resolution planning, temporary stays on termination rights, statutory bail-in powers, cross-border recognition of resolution actions, creditor compensation framework and resolution funding arrangements.

With regard to the statutory bail-in powers, the MAS has proposed:

- (a) to apply the statutory bail-in powers to Singapore-incorporated banks and bank holding companies;
- (b) that the statutory bail-in regime be applied to unsecured subordinated liabilities, issued or contracted after the effective date of the relevant legislative amendments implementing the statutory bail-in regime; and

- (c) that statutory powers be introduced for the MAS to bail-in contingent convertible instruments and contractual bail-in instruments, issued or contracted after the effective date of the relevant legislative amendments implementing the statutory regime, whose terms had not been triggered prior to entry into resolution.

Examinations and Reporting Arrangements for Banks

The MAS conducts on-site examinations of banks. Banks are also subject to annual audit by an external auditor approved by the MAS, who, aside from the annual balance sheet and profit and loss account, must report to the MAS immediately if in the course of the performance of his duties as an auditor of the bank, he is satisfied that:

- (a) there has been a serious breach or non-observance of the provisions of the Banking Act or that otherwise a criminal offence involving fraud or dishonesty has been committed;
- (b) losses have been incurred which reduce the capital funds of the bank by 50%;
- (c) serious irregularities have occurred, including irregularities that jeopardise the security of the creditors; or
- (d) he is unable to confirm that the claims of creditors are still covered by the assets.

Banks incorporated in Singapore shall not, except with the prior written approval of the MAS, appoint the same audit firm for more than five consecutive financial years. On 30 September 2016, the MAS issued a Consultation Paper on Review of Mandatory Audit Firm Rotation for Local Banks. The MAS proposes to discontinue mandatory audit firm rotation. The revised approach underscores the primary responsibility of the audit committees of Singapore-incorporated banks in ensuring the independence, objectivity and high quality of external audit. At the same time, the MAS proposes to introduce a requirement for re-tendering of audit engagements every 10 years as a compensating safeguard to mitigate risks arising from potential erosion of audit independence. Separately, the Banking Amendment Bill 2016 will empower the MAS to direct banks to remove their external auditors if they have not discharged their statutory duties satisfactorily.

All banks in Singapore are required to submit periodic statistical returns, financial reports and auditors' reports to the MAS, including returns covering minimum cash balances and liquidity returns, statements of assets and liabilities, total foreign exchange business transacted and Renminbi business activities.

The MAS may also require ad hoc reports to be submitted.

Directors and Executive Officers of Banks

A bank incorporated in Singapore must not permit a person who is subject to certain circumstances set out in Section 54(1) of the Banking Act (for example where the person is an undischarged bankrupt, whether in Singapore or elsewhere) to act as its executive officer or director without the prior written consent of the MAS. The MAS may also direct the removal of a director or executive officer of a bank incorporated in Singapore on the basis of three grounds set out in Section 54(2) of the Banking Act (one of which is where the executive officer or director wilfully contravened or wilfully caused the bank to contravene any provision of the Banking Act) where MAS thinks that such removal is necessary in the public interest or for the protection of the depositors of the bank. Similar provisions apply to financial holding companies by virtue of the MAS Act.

The Banking Amendment Bill 2016 will amend the three existing grounds in Section 54(2) for removal of directors and executive officers with ceasing to be fit and proper as a single criterion. The grounds for removal of directors and executive officers will be aligned with the criteria for approving their appointment. Banks will also be required to notify the MAS of any development that could affect the fitness and propriety of their key appointment holders.

Financial Benchmarks

The Securities and Futures (Amendment) Act (the **SFA Amendment Act**) was gazetted on 16 February 2017, but has yet to come into effect. Among other things, the SFA Amendment Act introduces a legislative framework for the regulation of financial benchmarks through a new Part VIAA in the SFA. The SFA Amendment Act (a) introduces specific criminal and civil sanctions under the SFA for manipulation of any financial benchmark (including Singapore Interbank Offer Rates, Swap Offer Rates and Foreign Exchange spot benchmarks), and (b) subjects the setting of key financial benchmarks to regulatory oversight. The MAS will regulate administrators and submitters of key financial benchmarks and such persons will be subject to regulatory requirements.

Supervision by Other Agencies

The DBS Group's overseas operations are also supervised by the regulatory agencies in their respective jurisdictions – in particular, DBSHK is supervised by the Hong Kong Monetary Authority, DBS Indonesia is supervised by the Financial Services Authority of Indonesia (**OJK**), the DBS Group's Indian branches are supervised by the Reserve Bank of India, DBS China is supervised by the Chinese Banking Regulatory Commission, DBS Taiwan is supervised by the Financial Supervisory Commission and DBS Bank, Australia branch is supervised by APRA.

Apart from being supervised by the MAS, DBS Vickers Securities (Singapore) Pte Ltd, the Singapore stockbroking and futures trading arm of the DBS Group, is also required to comply with various rules issued by the Singapore Exchange Securities Trading Limited, The Central Depository (Pte) Limited, the Singapore Exchange Derivatives Trading Limited and the Singapore Exchange Derivatives Clearing Limited.

RELATED PARTY TRANSACTIONS

The DBS Group conducts banking transactions with a number of related parties. Related parties of the DBS Group as defined under Singapore FRS include associated companies, joint venture companies, Directors and management personnel of the DBS Group. Related party transactions include deposit taking, loans and credit card facilities. All of the related party transactions undertaken by the DBS Group parties are made in the ordinary course of business and are carried out on arm's length terms. For a more detailed description, see the DBS Group's most recent annual consolidated financial statements which are set forth beginning on page F-2 of this Offering Circular.

TAXATION

The following summary of certain United States, Singapore, United Kingdom, Hong Kong and Australian income tax consequences of the purchase, ownership and disposition of the Notes is based on laws, regulations, rulings and decisions now in effect, all of which are subject to change (possibly with retroactive effect). The summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and does not purport to deal with the consequences applicable to all categories of investors, some of which may be subject to special rules. Persons considering the purchase of the Notes should consult their own tax advisors concerning the application of United States, Singapore, United Kingdom, Hong Kong and Australian income tax laws to their particular situations as well as any consequences of the purchase, ownership and disposition of the Notes arising under the laws of any other taxing jurisdiction.

United States Taxation

The following is a summary of certain U.S. federal income tax consequences of the acquisition, ownership and disposition of Notes by, in the case of the section titled “U.S. Holders”, a U.S. Holder (as defined below) and, in the case of the section titled “All Holders”, by all holders. This summary does not address the material U.S. federal income tax consequences of every type of Note which may be issued under the Programme, and the relevant Pricing Supplement may contain additional or modified disclosure concerning certain U.S. federal income tax consequences relevant to such type of Note as appropriate. This summary deals only with initial purchasers of the Notes that are U.S. Holders and that will hold the Notes as capital assets. The discussion does not cover all aspects of U.S. federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or disposition of Notes by particular investors (including consequences under the alternative minimum tax or Medicare tax on net investment income), and does not address state, local, non-U.S. or other federal tax laws (e.g. estate or gift tax). In particular, this summary does not address tax considerations applicable to investors that own (directly, indirectly or by attribution) 5% or more of the voting stock of DBSH, nor does this summary discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under the U.S. federal income tax laws (such as financial institutions, insurance companies, individual retirement accounts and other tax-deferred accounts, entities or arrangements treated as a partnership for U.S. federal income tax purposes or other pass-through entities, tax-exempt organisations, dealers in securities or currencies, investors that will hold the Notes as part of straddles, hedging transactions or conversion transactions for U.S. federal income tax purposes, investors who have ceased to be U.S. citizens or lawful permanent residents, investors holding the Notes in connection with a trade or business conducted outside of the United States, U.S. citizens or lawful permanent residents living abroad or U.S. Holders whose functional currency is not the U.S. dollar). Moreover, the summary deals only with Notes with a term of 30 years or less. The U.S. federal income tax consequences of owning Notes with a longer term will be discussed in the applicable Pricing Supplement.

As used herein, the term “**U.S. Holder**” means a beneficial owner of Notes that is, for U.S. federal income tax purposes, (i) an individual citizen or resident of the United States, (ii) a corporation created or organised under the laws of the United States or any State thereof, including the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source or (iv) a trust, if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or the trust has validly elected to be treated as a domestic trust for U.S. federal income tax purposes.

The U.S. federal income tax treatment of a partner in an entity or arrangement treated as a partnership for U.S. federal income tax purposes that holds Notes will depend on the status of the partner and the

activities of the partnership. Prospective purchasers that are entities or arrangements treated as partnerships for U.S. federal income tax purposes should consult their tax advisor concerning the U.S. federal income tax consequences to them and their partners of the acquisition, ownership and disposition of Notes by the partnership.

This summary is based on the tax laws of the United States, including the Internal Revenue Code of 1986, as amended (the **Code**), its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as currently in effect and all subject to change at any time, possibly with retroactive effect.

Bearer Notes are not being offered to U.S. Holders. A U.S. Holder who owns a Bearer Note may be subject to limitations under United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Code.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATION ONLY AND DOES NOT ADDRESS THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF EVERY TYPE OF NOTE WHICH MAY BE ISSUED UNDER THE PROGRAMME. IT IS NOT INTENDED TO BE RELIED UPON BY PURCHASERS FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED UNDER THE CODE. ADDITIONAL U.S. FEDERAL INCOME TAX CONSEQUENCES, IF ANY, APPLICABLE TO A PARTICULAR ISSUANCE OF NOTES WILL BE SET FORTH IN THE APPLICABLE PRICING SUPPLEMENT. PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF OWNING THE NOTES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL, NON-U.S. AND OTHER FEDERAL TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.

U.S. Holders

Characterisation of the Notes

The characterisation of a Series and/or Tranche of Notes may be uncertain and will depend on the terms of those Notes. The determination of whether an obligation represents debt, equity, or some other instrument or interest is based on all the relevant facts and circumstances. There may be no statutory, judicial or administrative authority directly addressing the characterisation of some of the types of Notes that are anticipated to be issued under the Programme or of instruments similar to the Notes.

Depending on the terms of a particular Series and/or Tranche of Notes, the Notes may not be characterised as debt for U.S. federal income tax purposes despite the form of the Notes as debt instruments. For example, Notes of a Series and/or Tranche may be more properly characterised as notional principal contracts, collateralised put options, prepaid forward contracts, or some other type of financial instrument. Alternatively, the Notes may be characterised as equity, or as representing an undivided proportionate ownership interest in the assets of, and share of the liabilities of the Issuers. Additional alternative characterisations may also be possible. Further possible characterisations, if applicable, may be discussed in the relevant Pricing Supplement.

Additionally, there is no direct legal authority as to the proper U.S. federal income tax treatment of a perpetual instrument that is denominated as a debt instrument and has significant debt features, but is subject to a Write-off in the case of a Trigger Event, such as the Perpetual Capital Securities. As a consequence, it is unclear whether the Perpetual Capital Securities should be properly characterised as debt or equity for U.S. federal income tax purposes. To the extent the Issuers are required to take a position, they intend to take the position that the Perpetual Capital Securities are properly characterised as equity for U.S. federal income tax purposes. This position will be binding on a U.S. Holder unless the U.S. Holder expressly discloses that it is adopting a contrary position on its income tax return. However, the Issuers' position is not binding on the U.S. Internal Revenue Service (the **IRS**) or the courts and there

can be no assurance that this characterisation will be accepted by the IRS or a court. If the Perpetual Capital Securities are properly characterised as debt for U.S. federal income tax purposes, then the U.S. federal income tax consequences of acquisition, ownership and disposition of Perpetual Capital Securities by a U.S. Holder would be the same as the consequences described below under “—Notes Treated as Debt”.

No rulings will be sought from the IRS regarding the characterisation of any of the Notes issued hereunder for U.S. federal income tax purposes. Each U.S. Holder should consult its own tax advisor about the proper characterisation of the Notes for U.S. federal income tax purposes, and the consequences to the U.S. Holder of acquiring, owning or disposing of the Notes.

The following summary assumes that (i) the Notes other than Perpetual Capital Securities are properly treated as debt and (ii) that Perpetual Capital Securities are properly treated as equity, in each case, for U.S. federal income tax purposes.

Notes Treated as Debt

For the avoidance of doubt, references to “Notes” in this section “—Notes Treated as Debt” do not include Perpetual Capital Securities.

Payments of Interest

General

Interest on a Note, whether payable in U.S. dollars or a currency, composite currency or basket of currencies other than U.S. dollars (a **foreign currency**), other than interest on a “Discount Note” that is not “qualified stated interest” (each as defined below under “Original Issue Discount – General”), will be taxable to a U.S. Holder as ordinary income at the time it is received or accrued, depending on such holder’s method of accounting for U.S. federal income tax purposes, reduced by the allocable amount of amortisable bond premium, subject to the discussion below. Interest paid by the Issuers on the Notes and original issue discount (**OID**), if any, accrued with respect to the Notes (see “Original Issue Discount”) generally will constitute income from sources outside the United States and will generally be treated as “passive category income” for U.S. foreign tax credit purposes. Prospective purchasers should consult their tax advisors concerning the applicability of the foreign tax credit and source of income rules to income attributable to the Notes.

Original Issue Discount

General

The following is a summary of the principal U.S. federal income tax consequences of the ownership of Notes issued with OID.

A Note, other than a Note with a term of one year or less (a **Short-Term Note**), will be treated as issued with OID (a **Discount Note**) if the excess of the Note’s “stated redemption price at maturity” over its issue price is equal to or more than a de minimis amount (0.25% of the Note’s stated redemption price at maturity multiplied by the number of complete years to its maturity). An obligation that provides for the payment of amounts other than qualified stated interest before maturity (an **instalment obligation**) will be treated as a Discount Note if the excess of the Note’s stated redemption price at maturity over its issue price is equal to or greater than 0.25% of the Note’s stated redemption price at maturity multiplied by the weighted average maturity of the Note. A Note’s weighted average maturity is the sum of the following amounts determined for each payment on a Note (other than a payment of qualified stated interest): (i) the number of complete years from the issue date until the payment is made multiplied by (ii) a fraction, the numerator of which is the amount of the payment and the denominator of which is the Note’s stated redemption price at maturity. Generally, the issue price of a Note will be the first price at which a substantial amount of Notes included in the issue of which the Note is a part is sold to persons

other than bond houses, brokers or similar persons or organisations acting in the capacity of underwriters, placement agents or wholesalers. The stated redemption price at maturity of a Note is the total of all payments provided by the Note that are not payments of “qualified stated interest”. A qualified stated interest payment is generally any one of a series of stated interest payments on a Note that are unconditionally payable at least annually at a single fixed rate (with certain exceptions for lower rates paid during some periods), or a variable rate (in the circumstances described below under “Variable Interest Rate Notes”), applied to the outstanding principal amount of the Note. Solely for the purposes of determining whether a Note has OID, the Issuers will be deemed to exercise any call option that has the effect of decreasing the yield on the Note, and the U.S. Holder will be deemed to exercise any put option that has the effect of increasing the yield on the Note.

U.S. Holders of Discount Notes must include OID in income calculated on a constant-yield method before the receipt of cash attributable to the income, and generally will have to include in income increasingly greater amounts of OID over the life of the Discount Notes. The amount of OID includible in income by a U.S. Holder of a Discount Note is the sum of the daily portions of OID with respect to the Discount Note for each day during the taxable year or portion of the taxable year on which the U.S. Holder holds the Discount Note. The daily portion is determined by allocating to each day in any “accrual period” a pro rata portion of the OID allocable to that accrual period. Accrual periods with respect to a Note may be of any length selected by the U.S. Holder and may vary in length over the term of the Note as long as (i) no accrual period is longer than one year and (ii) each scheduled payment of interest or principal on the Note occurs on either the final or first day of an accrual period. The amount of OID allocable to an accrual period equals the excess of (a) the product of the Discount Note’s adjusted issue price at the beginning of the accrual period and the Discount Note’s yield to maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) over (b) the sum of the payments of qualified stated interest on the Note allocable to the accrual period. The “adjusted issue price” of a Discount Note at the beginning of any accrual period is the issue price of the Note increased by (x) the amount of accrued OID for each prior accrual period and decreased by (y) the amount of any payments previously made on the Note that were not qualified stated interest payments.

Acquisition Premium

A U.S. Holder that purchases a Discount Note for an amount less than or equal to the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, but in excess of its adjusted issue price (any such excess being **acquisition premium**) and that does not make the election described below under “Election to Treat All Interest as Original Issue Discount”, is permitted to reduce the daily portions of OID by a fraction, the numerator of which is the excess of the U.S. Holder’s adjusted basis in the Note immediately after its purchase over the Note’s adjusted issue price, and the denominator of which is the excess of the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, over the Note’s adjusted issue price.

Short-Term Notes

In general, an individual or other cash basis U.S. Holder of a Short-Term Note is not required to accrue OID (as specially defined below for the purposes of this paragraph) for U.S. federal income tax purposes unless it elects to do so (but may be required to include any stated interest in income as the interest is received). Accrual basis U.S. Holders and certain other U.S. Holders are required to accrue OID on Short-Term Notes on a straight-line basis or, if the U.S. Holder so elects, under the constant-yield method (based on daily compounding). In the case of a U.S. Holder not required and not electing to include OID in income currently, any gain realised on the sale or retirement of the Short-Term Note will be ordinary income to the extent of the OID accrued on a straight-line basis (unless an election is made to accrue the OID under the constant-yield method) through the date of sale or retirement. U.S. Holders who are not required and do not elect to accrue OID on Short-Term Notes will be required to defer

deductions for interest on borrowings allocable to Short-Term Notes in an amount not exceeding the deferred income until the deferred income is realised.

For purposes of determining the amount of OID subject to these rules, all interest payments on a Short-Term Note are included in the Short-Term Note's stated redemption price at maturity. A U.S. Holder may elect to determine OID on a Short-Term Note as if the Short-Term Note had been originally issued to the U.S. Holder at the U.S. Holder's purchase price for the Short-Term Note. This election will apply to all obligations with a maturity of one year or less acquired by the U.S. Holder on or after the first day of the first taxable year to which the election applies, and may not be revoked without the consent of the IRS.

Market Discount

A Note, other than a Short-Term Note, generally will be treated as purchased at a market discount (a **Market Discount Note**) if the Note's stated redemption price at maturity or, in the case of a Discount Note, the Note's "revised issue price", exceeds the amount for which the U.S. Holder purchased the Note by at least 0.25% of the Note's stated redemption price at maturity or revised issue price, respectively, multiplied by the number of complete years to the Note's maturity (or, in the case of a Note that is an instalment obligation, the Note's weighted average remaining maturity). If this excess is not sufficient to cause the Note to be a Market Discount Note, then the excess constitutes "de minimis market discount". For this purpose, the "revised issue price" of a Note generally equals its issue price, increased by the amount of any OID that has accrued on the Note and decreased by the amount of any payments previously made on the Note that were not qualified stated interest payments.

Any gain recognised on the sale or retirement of a Market Discount Note (including any payment on a Note that is not qualified stated interest) generally will be treated as ordinary income to the extent that the gain does not exceed the accrued market discount on the Note. Alternatively, a U.S. Holder of a Market Discount Note may elect to include market discount in income currently over the life of the Note. This election will apply to all debt instruments with market discount acquired by the electing U.S. Holder on or after the first day of the first taxable year to which the election applies. This election may not be revoked without the consent of the IRS. A U.S. Holder of a Market Discount Note that does not elect to include market discount in income currently may be required to defer deductions for interest on borrowings incurred to purchase or carry a Market Discount Note that is in excess of the interest and OID on the Note includible in the U.S. Holder's income, to the extent that this excess interest expense does not exceed the portion of the market discount allocable to the days on which the Market Discount Note was held by the U.S. Holder.

Market discount will accrue on a straight-line basis unless the U.S. Holder elects to accrue the market discount on a constant-yield method. This election applies only to the Market Discount Note with respect to which it is made and is irrevocable.

Election to Treat All Interest as Original Issue Discount

A U.S. Holder may elect to include in gross income all interest that accrues on a Note using the constant-yield method described above under "Original Issue Discount – General" with certain modifications. For purposes of this election, interest includes stated interest, OID, de minimis OID, market discount, de minimis market discount and unstated interest, as adjusted by any amortisable bond premium (described below under "Notes Purchased at a Premium") or acquisition premium. This election will generally apply only to the Note with respect to which it is made and may not be revoked without the consent of the IRS. If the election to apply the constant-yield method to all interest on a Note is made with respect to a Market Discount Note, the electing U.S. Holder will be treated as having made the election discussed above under "Market Discount" to include market discount in income currently over the life of all debt instruments with market discount held or thereafter acquired by the U.S. Holder. U.S. Holders should consult their tax advisors concerning the propriety and consequences of this election.

Variable Interest Rate Notes

Notes that provide for interest at variable rates (**Variable Interest Rate Notes**) generally will bear interest at a “qualified floating rate” and thus will be treated as “variable rate debt instruments” under Treasury regulations governing accrual of OID. A Variable Interest Rate Note will qualify as a “variable rate debt instrument” if (a) its issue price does not exceed the total non-contingent principal payments due under the Variable Interest Rate Note by more than a specified de minimis amount, (b) it provides for stated interest, paid or compounded at least annually, at (i) one or more qualified floating rates, (ii) a single fixed rate and one or more qualified floating rates, (iii) a single objective rate, or (iv) a single fixed rate and a single objective rate that is a qualified inverse floating rate, and (c) it does not provide for any principal payments that are contingent (other than as described in (a) above).

A “qualified floating rate” is any variable rate where variations in the value of the rate can reasonably be expected to measure contemporaneous variations in the cost of newly borrowed funds in the currency in which the Variable Interest Rate Note is denominated. A fixed multiple of a qualified floating rate will constitute a qualified floating rate only if the multiple is greater than 0.65 but not more than 1.35. A variable rate equal to the product of a qualified floating rate and a fixed multiple that is greater than 0.65 but not more than 1.35, increased or decreased by a fixed rate, will also constitute a qualified floating rate. In addition, two or more qualified floating rates that can reasonably be expected to have approximately the same values throughout the term of the Variable Interest Rate Note (e.g. two or more qualified floating rates with values within 25 basis points of each other as determined on the Variable Interest Rate Note’s issue date) will be treated as a single qualified floating rate. Notwithstanding the foregoing, a variable rate that would otherwise constitute a qualified floating rate but which is subject to one or more restrictions such as a maximum numerical limitation (i.e. a cap) or a minimum numerical limitation (i.e. a floor) may, under certain circumstances, fail to be treated as a qualified floating rate.

An “objective rate” is a rate that is not itself a qualified floating rate but which is determined using a single fixed formula and which is based on objective financial or economic information (e.g. one or more qualified floating rates or the yield of actively traded personal property). A rate will not qualify as an objective rate if it is based on information that is within the control of the Issuers (or a related party) or that is unique to the circumstances of the Issuers (or a related party), such as dividends, profits or the value of the Issuers’ stock (although a rate does not fail to be an objective rate merely because it is based on the credit quality of the Issuers). Other variable interest rates may be treated as objective rates if so designated by the IRS in the future. Despite the foregoing, a variable rate of interest on a Variable Interest Rate Note will not constitute an objective rate if it is reasonably expected that the average value of the rate during the first half of the Variable Interest Rate Note’s term will be either significantly less than or significantly greater than the average value of the rate during the final half of the Variable Interest Rate Note’s term. A “qualified inverse floating rate” is any objective rate where the rate is equal to a fixed rate minus a qualified floating rate, as long as variations in the rate can reasonably be expected to inversely reflect contemporaneous variations in the qualified floating rate. If a Variable Interest Rate Note provides for stated interest at a fixed rate for an initial period of one year or less followed by a variable rate that is either a qualified floating rate or an objective rate for a subsequent period and if the variable rate on the Variable Interest Rate Note’s issue date is intended to approximate the fixed rate (e.g. the value of the variable rate on the issue date does not differ from the value of the fixed rate by more than 25 basis points), then the fixed rate and the variable rate together will constitute either a single qualified floating rate or objective rate, as the case may be.

A qualified floating rate or objective rate in effect at any time during the term of the instrument must be set at a “current value” of that rate. A “current value” of a rate is the value of the rate on any day that is no earlier than three months prior to the first day on which that value is in effect and no later than one year following that first day.

If a Variable Interest Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof qualifies as a “variable rate debt instrument” then any stated interest on the Note which is unconditionally payable in cash or property (other than debt instruments of the Issuers) at least annually will constitute qualified stated interest and will be taxed accordingly. Thus, a Variable Interest Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof and that qualifies as a “variable rate debt instrument” will generally not be treated as having been issued with OID unless the Variable Interest Rate Note is issued at a “true” discount (i.e. at a price below the Note’s stated principal amount) equal to or in excess of a specified de minimis amount. OID on a Variable Interest Rate Note arising from “true” discount is allocated to an accrual period using the constant-yield method described above by assuming that the variable rate is a fixed rate equal to (i) in the case of a qualified floating rate or qualified inverse floating rate, the value, as of the issue date, of the qualified floating rate or qualified inverse floating rate, or (ii) in the case of an objective rate (other than a qualified inverse floating rate), a fixed rate that reflects the yield that is reasonably expected for the Variable Interest Rate Note.

In general, any other Variable Interest Rate Note that qualifies as a “variable rate debt instrument” will be converted into an “equivalent” fixed rate debt instrument for purposes of determining the amount and accrual of OID and qualified stated interest on the Variable Interest Rate Note. Such a Variable Interest Rate Note must be converted into an “equivalent” fixed rate debt instrument by substituting any qualified floating rate or qualified inverse floating rate provided for under the terms of the Variable Interest Rate Note with a fixed rate equal to the value of the qualified floating rate or qualified inverse floating rate, as the case may be, as of the Variable Interest Rate Note’s issue date. Any objective rate (other than a qualified inverse floating rate) provided for under the terms of the Variable Interest Rate Note is converted into a fixed rate that reflects the yield that is reasonably expected for the Variable Interest Rate Note. In the case of a Variable Interest Rate Note that qualifies as a “variable rate debt instrument” and provides for stated interest at a fixed rate in addition to either one or more qualified floating rates or a qualified inverse floating rate, the fixed rate is initially converted into a qualified floating rate (or a qualified inverse floating rate, if the Variable Interest Rate Note provides for a qualified inverse floating rate). Under these circumstances, the qualified floating rate or qualified inverse floating rate that replaces the fixed rate must be such that the fair market value of the Variable Interest Rate Note as of the Variable Interest Rate Note’s issue date is approximately the same as the fair market value of an otherwise identical debt instrument that provides for either the qualified floating rate or qualified inverse floating rate rather than the fixed rate. Subsequent to converting the fixed rate into either a qualified floating rate or a qualified inverse floating rate, the Variable Interest Rate Note is converted into an “equivalent” fixed rate debt instrument in the manner described above.

Once the Variable Interest Rate Note is converted into an “equivalent” fixed rate debt instrument pursuant to the foregoing rules, the amount of OID and qualified stated interest, if any, are determined for the “equivalent” fixed rate debt instrument by applying the general OID rules to the “equivalent” fixed rate debt instrument and a U.S. Holder of the Variable Interest Rate Note will account for the OID and qualified stated interest as if the U.S. Holder held the “equivalent” fixed rate debt instrument. In each accrual period, appropriate adjustments will be made to the amount of qualified stated interest or OID assumed to have been accrued or paid with respect to the “equivalent” fixed rate debt instrument in the event that these amounts differ from the actual amount of interest accrued or paid on the Variable Interest Rate Note during the accrual period.

If a Variable Interest Rate Note, such as a Note the payments on which are determined by reference to an index, does not qualify as a “variable rate debt instrument”, then the Variable Interest Rate Note will be treated as a contingent payment debt obligation. See “Contingent Payment Debt Instruments” for a discussion of the U.S. federal income tax treatment of such Notes.

Notes Purchased at a Premium

A U.S. Holder that purchases a Note for an amount in excess of its principal amount, or for a Discount Note, its stated redemption price at maturity, may elect to treat the excess as “amortisable bond premium”, in which case the amount required to be included in the U.S. Holder’s income each year with respect to interest on the Note will be reduced by the amount of amortisable bond premium allocable (based on the Note’s yield to maturity) to that year.

Any election to amortise bond premium will apply to all bonds (other than bonds the interest on which is excludable from gross income for U.S. federal income tax purposes) held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and is irrevocable without the consent of the IRS. See also “Original Issue Discount – Election to Treat All Interest as Original Issue Discount”.

Contingent Payment Debt Instruments

Certain Series and/or Tranches of Notes may be treated as “contingent payment debt instruments” for U.S. federal income tax purposes (**Contingent Notes**). Under applicable U.S. Treasury regulations, interest on Contingent Notes will be treated as OID, and must be accrued on a constant-yield basis based on a yield to maturity that reflects the rate at which the Relevant Issuer would issue a comparable fixed-rate non-exchangeable instrument (the **comparable yield**), in accordance with a projected payment schedule. This projected payment schedule must include each non-contingent payment on the Contingent Notes and an estimated amount for each contingent payment, and must produce the comparable yield.

The Issuers are required to provide to holders, solely for U.S. federal income tax purposes, a schedule of the projected amounts of payments on Contingent Notes. This schedule must produce the comparable yield.

THE COMPARABLE YIELD AND PROJECTED PAYMENT SCHEDULE WILL NOT BE DETERMINED FOR ANY PURPOSE OTHER THAN FOR THE DETERMINATION OF INTEREST ACCRUALS AND ADJUSTMENTS THEREOF IN RESPECT OF CONTINGENT NOTES FOR UNITED STATES FEDERAL INCOME TAX PURPOSES AND WILL NOT CONSTITUTE A PROJECTION OR REPRESENTATION REGARDING THE ACTUAL AMOUNTS PAYABLE TO THE HOLDERS OF THE NOTES.

The use of the comparable yield and the calculation of the projected payment schedule will be based on a number of assumptions and estimates and will not be a prediction, representation or guarantee of the actual amounts of interest that may be paid to a U.S. Holder or the actual yield of the Contingent Notes. A U.S. Holder will generally be bound by the comparable yield and the projected payment schedule determined by the Issuers, unless the U.S. Holder determines its own comparable yield and projected payment schedule and explicitly discloses such schedule to the IRS, and explains to the IRS the reason for preparing its own schedule. The Issuers’ determination, however, is not binding on the IRS, and it is possible that the IRS could conclude that some other comparable yield or projected payment schedule should be used instead.

A U.S. Holder of a Contingent Note will generally be required to include OID in income pursuant to the rules discussed in the third paragraph under “Original Issue Discount – General”, applied to the projected payment schedule. The “adjusted issue price” of a Contingent Note at the beginning of any accrual period is the issue price of the Note increased by the amount of accrued OID for each prior accrual period, and decreased by the projected amount of any payments on the Note. No additional income will be recognised upon the receipt of payments of stated interest in amounts equal to the annual payments included in the projected payment schedule described above. Any differences between actual payments received by the U.S. Holder on the Note in a taxable year and the projected amount of those payments will be accounted for as additional interest (in the case of a positive adjustment) or as an offset to interest income in respect of the Note (in the case of a negative adjustment), for the taxable year in which the

actual payment is made. If the negative adjustment for any taxable year exceeds the amount of OID on the Contingent Notes for that year, the excess will be treated as an ordinary loss, but only to the extent the U.S. Holder's total OID inclusions on the Contingent Notes exceed the total amount of any ordinary loss in respect of the Contingent Notes claimed by the U.S. Holder under this rule in prior taxable years. Any negative adjustment that is not allowed as an ordinary loss for the taxable year is carried forward to the next taxable year, and is taken into account in determining whether the U.S. Holder has a net positive or negative adjustment for that year. However, any negative adjustment that is carried forward to a taxable year in which the Contingent Note is sold, exchanged or retired, to the extent not applied to OID accrued for such year, reduces the U.S. Holder's amount realised on the sale, exchange or retirement.

Sale and Retirement of Notes

Notes other than Contingent Notes

A U.S. Holder will generally recognise gain or loss on the sale or retirement of a Note equal to the difference between the amount realised on the sale or retirement and the U.S. Holder's adjusted tax basis of the Note. A U.S. Holder's adjusted tax basis in a Note will generally be its cost, increased by the amount of any OID or market discount included in the U.S. Holder's income with respect to the Note and the amount, if any, of income attributable to de minimis OID and de minimis market discount included in the U.S. Holder's income with respect to the Note, and reduced by (i) the amount of any payments that are not qualified stated interest payments, and (ii) the amount of any amortisable bond premium applied to reduce interest on the Note. The amount realised does not include the amount attributable to accrued but unpaid interest, which will be taxable as interest income to the extent not previously included in income. Except to the extent described above under "Original Issue Discount – Market Discount" or "Original Issue Discount – Short Term Notes" or attributable to accrued but unpaid interest or changes in exchange rates (as discussed below), gain or loss recognised on the sale or retirement of a Note will be capital gain or loss and will be long-term capital gain or loss if the U.S. Holder's holding period in the Notes exceeds one year. The deductibility of capital losses is subject to limitations. Gain or loss realised by a U.S. Holder on the sale or retirement of a Note generally will constitute income or loss from sources within the United States.

Contingent Notes

Gain from the sale or retirement of a Contingent Note will be treated as interest income taxable at ordinary income (rather than capital gains) rates. Any loss will be ordinary loss to the extent that the U.S. Holder's total interest inclusions to the date of sale or retirement exceed the total net negative adjustments that the U.S. Holder took into account as ordinary loss, and any further loss will be capital loss. Gain or loss realised by a U.S. Holder on the sale or retirement of a Contingent Note will generally be foreign source.

A U.S. Holder's tax basis in a Contingent Note will generally be equal to its cost, increased by the amount of interest previously accrued with respect to the Note (determined without regard to any positive or negative adjustments reflecting the difference between actual payments and projected payments), increased or decreased by the amount of any positive or negative adjustment that the Holder is required to make to account for the difference between the Holder's purchase price for the Note and the adjusted issue price of the Note at the time of the purchase, and decreased by the amount of any projected payments scheduled to be made on the Note to the U.S. Holder through such date (without regard to the actual amount paid).

Foreign Currency Notes

Interest

If an interest payment is denominated in, or determined by reference to, a foreign currency, the amount of income recognised by a cash basis U.S. Holder will be the U.S. dollar value of the interest payment,

based on the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars.

An accrual basis U.S. Holder may determine the amount of income recognised with respect to an interest payment denominated in, or determined by reference to, a foreign currency in accordance with either of two methods. Under the first method, the amount of income accrued will be based on the average exchange rate in effect during the interest accrual period (or, in the case of an accrual period that spans two taxable years of a U.S. Holder, the part of the period within the taxable year).

Under the second method, the U.S. Holder may elect to determine the amount of income accrued on the basis of the exchange rate in effect on the last day of the accrual period (or, in the case of an accrual period that spans two taxable years, the exchange rate in effect on the last day of the part of the period within the taxable year).

Additionally, if a payment of interest is actually received within five business days of the last day of the accrual period, an electing accrual basis U.S. Holder may instead translate the accrued interest into U.S. dollars at the exchange rate in effect on the day of actual receipt. Any such election will apply to all debt instruments held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and will be irrevocable without the consent of the IRS.

Upon receipt of an interest payment (including a payment attributable to accrued but unpaid interest upon the sale or retirement of a Note) denominated in, or determined by reference to, a foreign currency, the accrual basis U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

OID

OID for each accrual period on a Discount Note that is denominated in, or determined by reference to, a foreign currency will be determined in the foreign currency and then translated into U.S. dollars in the same manner as stated interest accrued by an accrual basis U.S. Holder, as described above. Upon receipt of an amount attributable to OID (whether in connection with a payment on the Note or a sale or disposition of the Note), a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

Market Discount

Market discount on a Note that is denominated in, or determined by reference to, a foreign currency will be accrued in the foreign currency. If the U.S. Holder elects to include market discount in income currently, the accrued market discount will be translated into U.S. dollars at the average exchange rate for the accrual period (or portion thereof within the U.S. Holder's taxable year). Upon the receipt of an amount attributable to accrued market discount, the U.S. Holder may recognise U.S. source exchange gain or loss (which will be taxable as ordinary income or loss) determined in the same manner as for accrued interest or OID. A U.S. Holder that does not elect to include market discount in income currently will recognise, upon the sale or retirement of the Note, the U.S. dollar value of the amount accrued, calculated at the spot rate on that date, and no part of this accrued market discount will be treated as exchange gain or loss.

Bond Premium

Bond premium (including acquisition premium) on a Note that is denominated in, or determined by reference to, a foreign currency, will be computed in units of the foreign currency, and any such bond premium that is taken into account currently will reduce interest income (or OID) in units of the foreign

currency. On the date bond premium offsets interest income (or OID), a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the amount offset multiplied by the difference between the spot rate in effect on the date of the offset, and the spot rate in effect on the date the Notes were acquired by the U.S. Holder. A U.S. Holder that does not elect to take bond premium (other than acquisition premium) into account currently generally will recognise a market loss when the Note matures.

Foreign Currency Contingent Note

Special rules apply to determine the accrual of OID, and the amount, timing, source and character of any gain or loss on a Contingent Note that is denominated in, or determined by reference to, a foreign currency (a **Foreign Currency Contingent Note**). The rules applicable to Foreign Currency Contingent Notes are complex, and U.S. Holders are urged to consult their tax advisors concerning the application of these rules.

Under these rules, a U.S. Holder of a Foreign Currency Contingent Note will generally be required to accrue OID in the foreign currency in which the Foreign Currency Contingent Note is denominated (i) at a yield at which the Relevant Issuer would issue a fixed rate debt instrument denominated in the same foreign currency with terms and conditions similar to those of the Foreign Currency Contingent Note, and (ii) in accordance with a projected payment schedule determined by the Relevant Issuer, under rules similar to those described above under “Contingent Payment Debt Instruments”. The amount of OID on a Foreign Currency Contingent Note that accrues in any accrual period will be the product of the comparable yield of the Foreign Currency Contingent Note (adjusted to reflect the length of the accrual period) and the adjusted issue price of the Foreign Currency Contingent Note. The adjusted issue price of a Foreign Currency Contingent Note will generally be determined under the rules described above, and will be denominated in the foreign currency of the Foreign Currency Contingent Note.

OID on a Foreign Currency Contingent Note will be translated into U.S. dollars under translation rules similar to those described above under “Foreign Currency–Interest”. Any positive adjustment (i.e. the excess of actual payments over projected payments) in respect of a Foreign Currency Contingent Note for a taxable year will be translated into U.S. dollars at the spot rate on the last day of the taxable year in which the adjustment is taken into account or, if earlier, the date on which the Foreign Currency Contingent Note is disposed of. The amount of any negative adjustment on a Foreign Currency Contingent Note (i.e. the excess of projected payments over actual payments) that is offset against accrued but unpaid OID will be translated into U.S. dollars at the same rate at which the OID was accrued. To the extent a net negative adjustment exceeds the amount of accrued but unpaid OID, the negative adjustment will be treated as offsetting OID that has accrued and been paid on the Foreign Currency Contingent Note, and will be translated into U.S. dollars at the spot rate on the date the Foreign Currency Contingent Note was issued. Any net negative adjustment carry forward will be carried forward in the relevant foreign currency.

Sale or Retirement of Notes other than Foreign Currency Contingent Notes

As discussed above under “Purchase, Sale and Retirement of Notes”, a U.S. Holder will generally recognise gain or loss on the sale or retirement of a Note equal to the difference between the amount realised on the sale or retirement and its tax basis in the Note. A U.S. Holder’s tax basis in a Note that is denominated in a foreign currency will be determined by reference to the U.S. dollar cost of the Note. The U.S. dollar cost of a Note purchased with foreign currency will generally be the U.S. dollar value of the purchase price on the date of purchase or, in the case of Notes traded on an established securities market, as defined in the applicable U.S. Treasury Regulations, that are purchased by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects), on the settlement date for the purchase.

The amount realised on a sale or retirement for an amount in foreign currency will be the U.S. dollar value of this amount on the date of sale or retirement or, in the case of Notes traded on an established

securities market, as defined in the applicable U.S. Treasury Regulations, sold by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects), on the settlement date for the sale. Such an election by an accrual basis U.S. Holder must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

A U.S. Holder will recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) on the sale or retirement of a Note equal to the difference, if any, between the U.S. dollar values of the U.S. Holder's purchase price for the Note (as adjusted for amortised bond premium, if any) (i) on the date of sale or retirement and (ii) the date on which the U.S. Holder acquired the Note. Any such exchange gain or loss will be realised only to the extent of total gain or loss realised on the sale or retirement (including any exchange gain or loss with respect to the receipt of accrued but unpaid interest).

Sale or Retirement of Foreign Currency Contingent Notes

Upon a sale, exchange or retirement of a Foreign Currency Contingent Note, a U.S. Holder will generally recognise taxable gain or loss equal to the difference between the amount realised on the sale, exchange or retirement and the U.S. Holder's tax basis in the Foreign Currency Contingent Note, both translated into U.S. dollars as described below. A U.S. Holder's tax basis in a Foreign Currency Contingent Note will equal (i) the cost thereof (translated into U.S. dollars at the spot rate on the issue date), (ii) increased by the amount of OID previously accrued on the Foreign Currency Contingent Note (disregarding any positive or negative adjustments and translated into U.S. dollars using the exchange rate applicable to such OID) and (iii) decreased by the projected amount of all prior payments in respect of the Foreign Currency Contingent Note. The U.S. dollar amount of the projected payments described in clause (iii) of the preceding sentence is determined by (i) first allocating the payments to the most recently accrued OID to which prior amounts have not already been allocated and translating those amounts into U.S. dollars at the rate at which the OID was accrued and (ii) then allocating any remaining amount to principal and translating such amount into U.S. dollars at the spot rate on the date the Foreign Currency Contingent Note was acquired by the U.S. Holder. For this purpose, any accrued OID reduced by a negative adjustment carry forward will be treated as principal.

The amount realised by a U.S. Holder upon the sale, exchange or retirement of a Foreign Currency Contingent Note will equal the amount of cash and the fair market value (determined in foreign currency) of any property received. If a U.S. Holder holds a Foreign Currency Contingent Note until its scheduled maturity, the U.S. dollar equivalent of the amount realised will be determined by separating such amount realised into principal and one or more OID components, based on the principal and OID comprising the U.S. Holder's basis, with the amount realised allocated first to OID (and allocated to the most recently accrued amounts first) and any remaining amounts allocated to principal. The U.S. dollar equivalent of the amount realised upon a sale, exchange or unscheduled retirement of a Foreign Currency Contingent Note will be determined in a similar manner, but will first be allocated to principal and then any accrued OID (and will be allocated to the earliest accrued amounts first). Each component of the amount realised will be translated into U.S. dollars using the exchange rate used with respect to the corresponding principal or accrued OID. The amount of any gain realised upon a sale, exchange or unscheduled retirement of a Foreign Currency Contingent Note will be equal to the excess of the amount realised over the holder's tax basis, both expressed in foreign currency, and will be translated into U.S. dollars using the spot rate on the payment date. Gain from the sale or retirement of a Foreign Currency Contingent Note will generally be treated as interest income taxable at ordinary income (rather than capital gains) rates. Any loss will be ordinary loss to the extent that the U.S. Holder's total OID inclusions to the date of sale or retirement exceed the total net negative adjustments that the U.S. Holder took into account as ordinary loss, and any further loss will be capital loss. Gain or loss realised by a U.S. Holder on the sale or retirement of a Foreign Currency Contingent Note will generally be foreign source. Prospective purchasers should consult their tax advisors as to the foreign tax credit implications of the sale or retirement of Foreign Currency Contingent Notes.

A U.S. Holder will also recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) on the receipt of foreign currency in respect of a Foreign Currency Contingent Note if the exchange rate in effect on the date the payment is received differs from the rate applicable to the principal or accrued OID to which such payment relates.

Disposition of Foreign Currency

Foreign currency received as interest on a Note or on the sale or other disposition of a Note will have a tax basis equal to its U.S. dollar value at the time the foreign currency is received. Foreign currency that is purchased will generally have a tax basis equal to the U.S. dollar value of the foreign currency on the date of purchase. Any gain or loss recognised on a sale or other disposition of a foreign currency (including its use to purchase Notes or upon exchange for U.S. dollars) will be U.S. source ordinary income or loss.

Fungible Issue

The Issuers may, without the consent of the Holders of outstanding Notes, issue additional Notes with identical terms. These additional Notes, even if they are treated for non-tax purposes as part of the same series as the original Notes, in some cases may be treated as a separate issue for U.S. federal income tax purposes. In such a case, among other things, the additional Notes may be considered to have been issued with OID even if the original Notes had no OID, or the additional Notes may have a greater amount of OID than the original Notes. These differences may affect the market value of the original Notes if the additional Notes are not otherwise distinguishable from the original Notes.

Perpetual Capital Securities

Distributions

General.

Distributions on Perpetual Capital Securities by the Issuers, before reduction for any withholding tax paid by the Issuers with respect thereto (and including any additional amounts paid in respect of such withholding), generally will be taxable to a U.S. Holder as dividend income to the extent of the Issuers' current or accumulated earnings and profits (as determined for U.S. federal income tax purposes), and will not be eligible for the dividends received deduction allowed to corporations. Distributions in excess of current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of the U.S. Holder's basis in the Perpetual Capital Securities and thereafter as capital gain. However, the Issuers do not maintain calculations of their earnings and profits in accordance with U.S. federal income tax accounting principles. U.S. Holders should therefore assume that any Distributions by the Issuers with respect to Perpetual Capital Securities will be reported as ordinary dividend income. U.S. Holders should consult their own tax advisors with respect to the appropriate U.S. federal income tax treatment of any Distributions on Perpetual Capital Securities received from the Issuers.

Effect of Singaporean Withholding Taxes.

As discussed under “—Distributions on Perpetual Capital Securities—General”, the amount of Distribution income on the Perpetual Capital Securities will include amounts, if any, withheld in respect of Singaporean taxes. For more information on Singaporean withholding taxes, please see the discussion under “—Singapore Taxation”. Distributions that the Issuers pay with respect to the Perpetual Capital Securities will be considered foreign-source income to U.S. Holders. Subject to applicable limitations, some of which vary depending upon the U.S. Holder's circumstances, Singaporean income taxes withheld from interest payments on the Perpetual Capital Securities to a U.S. Holder not eligible for an exemption from Singaporean withholding tax will be creditable against the U.S. Holder's U.S. federal income tax liability.

The foreign tax credit rules are complex. Prospective purchasers should consult their tax advisors concerning the foreign tax credit implications of the payment of Singaporean (or other non-U.S.) taxes.

Sale, redemption, maturity or Write-off

For U.S. federal income tax purposes, gain or loss realised on the sale, redemption, maturity or Write-off of the Perpetual Capital Securities will be capital gain or loss, and will be long-term capital gain or loss if the U.S. Holder held the Perpetual Capital Securities for more than one year. The amount of the gain or loss will equal the difference between the U.S. Holder's adjusted tax basis in the Perpetual Capital Securities disposed of and the amount realised on the disposition, in each case as determined in U.S. dollars. A U.S. Holder's adjusted tax basis in a Perpetual Capital Security will generally be its U.S. dollar cost. Such gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. The deductibility of capital losses is subject to limitations.

A U.S. Holder that receives a payment in a currency other than U.S. dollars on the sale, exchange, redemption or Write-off of the Perpetual Capital Securities generally will realise an amount equal to the U.S. dollar value of the currency received at the spot rate on the date of disposition (or, if the Perpetual Capital Securities are traded on an established securities market and the U.S. Holder is a cash-basis or electing accrual-basis taxpayer, at the spot rate on the settlement date). A U.S. Holder that realises gain or loss on the date of disposition of the Perpetual Capital Securities will also recognise foreign currency gain or loss based on the difference in the foreign currency spot rate on the date of disposition and the settlement date. A U.S. Holder will have a tax basis in the foreign currency received equal to its U.S. dollar value at the spot rate on the settlement date. Any currency gain or loss realised in the sale, exchange, redemption or other disposition of the Perpetual Capital Securities or on a subsequent conversion or other disposition of the foreign currency for a different U.S. dollar amount generally will be treated as U.S. source ordinary income or loss.

Passive foreign investment company considerations (PFIC)

A foreign corporation will be a PFIC in any taxable year in which, after taking into account the income and assets of the corporation and certain subsidiaries pursuant to applicable "look-through rules", either (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of the average value of its assets is attributable to assets which produce passive income or are held for the production of passive income. Although interest income generally is passive income, a special rule allows banks to treat their banking business income as non-passive. To qualify for this rule, a bank must satisfy certain requirements regarding its licensing and activities. Each Issuer believes that (i) it currently meets these requirements, (ii) it was not a PFIC for its 2016 taxable year, and (iii) it will not be a PFIC for its current taxable year or in the foreseeable future. However, each Issuer's possible status as a PFIC must be determined annually and may be subject to change if the Relevant Issuer fails to qualify under this special rule for any year in which a U.S. Holder holds Perpetual Capital Securities. If an Issuer were to be treated as a PFIC in any year, U.S. Holders would be required (i) to pay a special U.S. addition to tax on certain distributions and gains on sale of the Perpetual Capital Securities of the Relevant Issuer and (ii) to pay tax on any gain from the sale of the Perpetual Capital Securities of the Relevant Issuer at ordinary income (rather than capital gains) rates in addition to paying the special addition to tax on this gain.

A U.S. Holder who owns, or who is treated as owning, PFIC stock during any taxable year in which the Relevant Issuer is classified as a PFIC may be required to file IRS Form 8621. Prospective purchasers should consult their tax advisors regarding the requirement to file IRS Form 8621 and the potential application of the PFIC regime to the Issuers.

Backup Withholding and Information Reporting

In general, payments of principal and interest and accruals of OID on, and the proceeds of a sale, redemption or other disposition of, the Notes by a U.S. paying agent or other U.S. intermediary will be

reported to the IRS and to the U.S. Holder as may be required under applicable regulations. Backup withholding will apply to these payments, including payments of accrued OID, if the U.S. Holder fails to provide an accurate taxpayer identification number or certification of exempt status or otherwise fails to comply with applicable certification requirements. Certain U.S. Holders are not subject to backup withholding. U.S. Holders should consult their tax advisors about these rules and any other reporting obligations that may apply to the ownership or disposition of the Notes, including requirements related to the holding of certain foreign financial assets.

Reportable Transactions

A U.S. taxpayer that participates in a “reportable transaction” will be required to disclose its participation to the IRS. The scope and application of these rules is not entirely clear. A U.S. Holder may be required to treat a foreign currency exchange loss from the Notes as a reportable transaction if the loss exceeds USD 50,000 in a single taxable year, if the U.S. Holder is an individual or trust, or higher amounts for other non-individual U.S. Holders. In the event the acquisition, holding or disposition of Notes constitutes participation in a “reportable transaction” for purposes of these rules, a U.S. Holder will be required to disclose its investment by filing IRS Form 8886 with the IRS.

A penalty in the amount of USD 10,000 in the case of a natural person and USD 50,000 in all other cases is generally imposed on any taxpayer that fails to timely file an information return with the IRS with respect to a transaction resulting in a loss that is treated as a reportable transaction. Prospective purchasers are urged to consult their tax advisors regarding the application of these rules.

All Holders

FATCA Withholding

Pursuant to certain provisions of U.S. law, commonly known as FATCA, a “foreign financial institution” may be required to withhold on certain payments it makes (**foreign passthru payments**) to persons that fail to meet certain certification, reporting, or related requirements. The Issuers believe that they are foreign financial institutions for these purposes. A number of jurisdictions (including Singapore) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (**IGAs**), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of these rules to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, is not clear at this time. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply to foreign passthru payments prior to 1 January 2019 and Notes that are not treated as equity for U.S. federal income tax purposes and that have a fixed term issued on or prior to the date that is six months after the date on which final regulations defining “foreign passthru payments” are filed with the U.S. Federal Register generally would be “grandfathered” for purposes of FATCA withholding unless materially modified after such date (including by reason of a substitution of the Issuers). However, if additional Notes (as described under “Terms and Conditions—Further Issues”) that are not distinguishable from grandfathered Notes are issued after the expiration of the grandfather period and are subject to withholding under FATCA, then withholding agents may treat all the Notes in the series, including grandfathered Notes, as subject to withholding under FATCA. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, none of the Issuers, the Joint Arrangers, Dealers or any other persons involved in the Programme will be required to pay additional amounts as a result of the withholding.

Singapore Taxation

The statements below are general in nature and are based on certain aspects of current tax laws in Singapore and administrative guidelines and circulars issued by the MAS in force as at the date of this Offering Circular and are subject to any changes in such laws, administrative guidelines or circulars, or the interpretation of those laws, guidelines or circulars, occurring after such date, which changes could be made on a retroactive basis. Neither these statements nor any other statements in this Offering Circular are intended or are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant Financial Sector Incentive(s)) may be subject to special rules or tax rates. Prospective holders of the Notes are advised to consult their own tax advisors as to the Singapore or other tax consequences of the acquisition, ownership of or disposal of the Notes, including the effect of any foreign, state or local tax laws to which they are subject. It is emphasised that none of the Issuers, the Joint Arrangers and any other persons involved in the Programme accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of the Notes.

The disclosure below is on the assumption that the IRAS regards (a) Subordinated Notes containing non-viability loss absorption provisions as debt securities for the purposes of the Income Tax Act and eligible for the qualifying debt securities scheme; and (b) Notes constituting Perpetual Capital Securities as “AT1 instruments” within the meaning of Section 10O(2) of the Income Tax Act. If any tranche of the Subordinated Notes is not regarded as debt securities for the purposes of the Income Tax Act or any tranche of Notes constituting Perpetual Capital Securities is not regarded as “AT1 instruments” within the meaning of Section 10O(2) of the Income Tax Act, and/or holders thereof are not eligible for the tax concessions under the qualifying debt securities scheme, the tax treatment to holders may differ. Investors and holders of any tranche of such Notes should consult their own accounting and tax advisors regarding the Singapore income tax consequences of their acquisition, holding and disposal of any tranche of the Notes.

Interest and Other Payments

Subject to the following paragraphs, under Section 12(6) of the Income Tax Act the following payments are deemed to be derived from Singapore:

- (a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore) or (ii) deductible against any income accruing in or derived from Singapore; or
- (b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments, where made to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15% final withholding tax described below) to non-resident persons (other than non-resident individuals) is currently 17%. The applicable rate for non-resident individuals is currently 22%. However, if the payment is derived by a person not resident in

Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15%. The rate of 15% may be reduced by applicable tax treaties.

Certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including:

- (a) interest from debt securities derived on or after 1 January 2004;
- (b) discount income (not including discount income arising from secondary trading) from debt securities derived on or after 17 February 2006; and
- (c) prepayment fee, redemption premium and break cost from debt securities derived on or after 15 February 2007,

except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession in Singapore.

Withholding Tax Exemption on Qualifying Payments by Specified Entities

Pursuant to Section 45I of the Income Tax Act, payments of income which are deemed under Section 12(6) of the Income Tax Act to be derived from Singapore and which are made by a specified entity shall be exempt from withholding tax if such payments are liable to be made by such specified entity for the purpose of its trade or business under a debt security which is issued within the period from 17 February 2012 to 31 March 2021. Notwithstanding the above, permanent establishments in Singapore of non-resident persons are required to declare such payments in their annual income tax returns and will be assessed to tax on such payments (unless specifically exempt from tax).

A specified entity includes a bank licensed under the Banking Act or a merchant bank approved under the MAS Act.

Qualifying Debt Securities Scheme

As the Programme as a whole is arranged by Financial Sector Incentive (Bond Market) Companies (as defined in the Income Tax Act) prior to 1 January 2014 and by Financial Sector Incentive (Bond Market), Financial Sector Incentive (Standard-Tier) or Financial Sector Incentive (Capital Market) Companies (as defined in the Income Tax Act) from 1 January 2014, any tranche of the Notes (**Relevant Notes**) which are debt securities issued under the Programme from the date of this Offering Circular to 31 December 2018 would be qualifying debt securities (**QDS**) for the purposes of the Income Tax Act, to which the following treatment shall apply:

- (a) subject to certain prescribed conditions having been fulfilled (including the furnishing by the Relevant Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities in respect of the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the MAS may require and the inclusion by the Relevant Issuer in all offering documents relating to the Relevant Notes of a statement to the effect that where interest, discount income, prepayment fee, redemption premium or break cost from the Relevant Notes is derived by a person who is not resident in Singapore and who carries on any operation in Singapore through a permanent establishment in Singapore, the tax exemption for QDS shall not apply if the non-resident person acquires the Relevant Notes using funds from that person's operations through the Singapore permanent establishment), interest, discount income (not including discount income arising from secondary trading), prepayment fee, redemption premium and break cost (collectively the **Qualifying Income**) from the Relevant Notes paid by the Relevant Issuer and derived by a holder who is not resident in Singapore and who (aa) does not have any permanent

establishment in Singapore or (bb) carries on any operation in Singapore through a permanent establishment in Singapore but the funds used by that person to acquire the Relevant Notes are not obtained from such person's operation through a permanent establishment in Singapore, are exempt from Singapore tax. "Funds from Singapore operations" means, in relation to a person, the funds and profits of that person's operations through a permanent establishment in Singapore;

- (b) subject to certain conditions having been fulfilled (including the furnishing by the Relevant Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities in respect of the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the MAS may require), Qualifying Income paid by the Relevant Issuer and derived by any company or a body of persons (as defined in the Income Tax Act) in Singapore is subject to tax at a concessionary rate of 10% (except for holders of the relevant Financial Sector Incentive(s) who may be taxed at different rates); and
- (c) subject to:
 - (i) the Relevant Issuer, including in all offering documents relating to the Relevant Notes a statement to the effect that any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Relevant Notes is not exempt from tax shall include such income in a return of income made under the Income Tax Act; and
 - (ii) the furnishing by the Relevant Issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities in respect of the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the MAS may require,

payments of Qualifying Income derived from the Relevant Notes are not subject to withholding of tax by the Relevant Issuer.

Notwithstanding the foregoing:

- (a) if during the primary launch of any tranche of Relevant Notes, the Relevant Notes of such tranche are issued to fewer than four persons and 50% or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by related parties of the Relevant Issuer, such Relevant Notes would not qualify as QDS; and
- (b) even though a particular tranche of Relevant Notes are QDS, if, at any time during the tenure of such tranche of Relevant Notes, 50% or more of such Relevant Notes which are outstanding at any time during the life of their issue is beneficially held or funded, directly or indirectly, by any related party(ies) of the Relevant Issuer, Qualifying Income derived from such Relevant Notes held by:
 - (i) any related party of the Relevant Issuer; or
 - (ii) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of the Relevant Issuer,

shall not be eligible for the tax exemption or concessionary rate of tax described above.

The term "**related party**", in relation to a person, means any other person who, directly or indirectly, controls that person, or is controlled, directly or indirectly, by that person, or where he and that other person, directly or indirectly, are under the control of a common person.

The terms "**break cost**", "**prepayment fee**" and "**redemption premium**" are defined in the Income Tax Act as follows:

- (a) **“break cost”**, in relation to debt securities and QDS, means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by any loss or liability incurred by the holder of the securities in connection with such redemption;
- (b) **“prepayment fee”**, in relation to debt securities and QDS, means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by the terms of the issuance of the securities; and
- (c) **“redemption premium”**, in relation to debt securities and QDS, means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity.

References to “break cost”, “prepayment fee” and “redemption premium” in this Singapore tax disclosure have the same meaning as defined in the Income Tax Act.

Where interest, discount income, prepayment fee, redemption premium and break cost (i.e. the Qualifying Income) is derived from any of the Relevant Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for QDS under the Income Tax Act (as mentioned above) shall not apply if such person acquires such Relevant Notes using funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost (i.e. the Qualifying Income) derived from the Relevant Notes is not exempt from tax (including for the reasons described above) is required to include such income in a return of income made under the Income Tax Act.

Under the Qualifying Debt Securities Plus Scheme (the **QDS Plus Scheme**), subject to certain conditions having been fulfilled (including the submission by the issuer, or such other person as the MAS may direct, to the MAS of a return on debt securities in respect of the QDS in the prescribed format within such period as the MAS may specify and such other particulars in connection with the QDS as the MAS may require), income tax exemption is granted on Qualifying Income derived by any investor from QDS (excluding Singapore Government Securities) which:

- (a) are issued during the period from 16 February 2008 to 31 December 2018;
- (b) have an original maturity of not less than 10 years;
- (c) cannot have their tenure shortened to less than 10 years from the date of their issue, except where –
 - (i) the shortening of the tenure is a result of any early termination pursuant to certain specified early termination clauses which the issuer included in any offering document for such QDS; and
 - (ii) the QDS do not contain any call, put, conversion, exchange or similar option that can be triggered at specified dates or at specified prices which have been priced into the value of the QDS at the time of their issue; and
- (d) cannot be “re-opened” with a resulting tenure of less than 10 years to the original maturity date.

However, even if a particular tranche of Relevant Notes are QDS which qualify under the QDS Plus Scheme, if, at any time during the tenure of such tranche of Relevant Notes, 50% or more of such Relevant Notes which are outstanding at any time during the life of their issue is beneficially held or funded, directly or indirectly, by any related party(ies) of the Relevant Issuer, Qualifying Income from such Relevant Notes derived by:

- (a) any related party of the Relevant Issuer; or

- (b) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of the Relevant Issuer,

shall not be eligible for the tax exemption under the QDS Plus Scheme as described above.

Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Notes will not be taxable in Singapore. However, any gains derived by any person from the sale of the Notes as part of a trade or business carried on by that person in Singapore may be taxable as such gains are considered revenue in nature.

Holders of the Notes who apply or who are required to apply FRS 39 for Singapore income tax purposes may be required to recognise gains or losses (not being gains or losses in the nature of capital) for tax purposes in accordance with the provisions of FRS 39 (as modified by the applicable provisions of Singapore income tax law) even though no sale or disposal of the Notes is made. See also “Adoption of FRS 39 Treatment for Singapore Income Tax Purposes”.

Adoption of FRS 39 Treatment for Singapore Income Tax Purposes

The IRAS has issued a circular entitled “Income Tax Implications Arising from the Adoption of FRS 39 – Financial Instruments: Recognition and Measurement” (the **FRS 39 Circular**). The Income Tax Act has since been amended to give effect to the FRS 39 Circular.

The FRS 39 Circular generally applies, subject to certain “opt-out” provisions, to taxpayers who are required to comply with FRS 39 for financial reporting purposes.

Holders of the Notes who may be subject to the tax treatment under the FRS 39 Circular should consult their own accounting and tax advisors regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Notes.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

Stamp Duty

Singapore stamp duty is not chargeable upon the transfer of any Notes through the book-entry settlement system of CDP.

United Kingdom Taxation

The comments below are of a general nature based on current UK tax law as applied in England and Wales and published HM Revenue & Customs practice (which may not be binding on HM Revenue & Customs) relating only to (i) the UK withholding tax treatment of payments of interest in respect of the Notes and (ii) the UK stamp treatment of issues and transfers of the Notes, and are not intended to be exhaustive. References in this part to “**interest**” shall mean amounts that are treated as interest for the purposes of UK taxation. References in this part to “**London Notes**” shall mean Notes (excluding Perpetual Capital Securities) issued from DBS Bank’s London branch and “**Other Notes**” shall mean Notes issued by DBS Bank other than from its London branch, or by DBSH.

Any Noteholders who are in doubt as to their own tax position should consult their professional advisors.

UK Withholding Tax on Interest Payments

Assuming that interest on the Other Notes does not have a UK source, payments of interest on Other Notes may be made by the Relevant Issuer without withholding or deduction for or on account of UK income tax.

Interest paid on London Notes is likely to have a UK source. Accordingly, if London Notes are issued for a term of one year or more (or with the intention, or under arrangements the effect of which is, to render such Notes part of a borrowing with a total term of one year or more), any interest (**Yearly Interest**) paid on those London Notes will be paid under deduction of UK income tax at the basic rate (currently 20%), subject to certain exceptions and, in particular, to the exceptions listed below.

Where Notes are to be, or may fail to be, redeemed at a premium, as opposed to being issued at a discount, then any such element of premium may constitute a payment of interest. Payments of interest are subject to United Kingdom withholding tax as outlined above.

Bank Interest Exemption

To the extent that, at the time any Yearly Interest is paid on a London Note other than a Subordinated Note, DBS Bank is a bank as defined in Section 991 of the Income Tax Act and that Yearly Interest is paid in the ordinary course of DBS Bank's business, within the meaning of Section 878 of the Income Tax Act, that Yearly Interest may be paid without deduction of or withholding on account of UK income tax.

Quoted Eurobond Exemption

Where the London Notes are and continue to be "quoted Eurobonds", payments of Yearly Interest by DBS Bank on the London Notes may be made without deduction of or withholding on account of UK income tax.

The London Notes issued will constitute "quoted Eurobonds" provided that they carry a right to interest and that they are and continue to be listed on a recognised stock exchange, within the meaning of Section 1005 of the Income Tax Act. The SGX-ST is a recognised stock exchange for these purposes. Securities will be treated as listed on the SGX-ST if they are both admitted to trading on the Main Board or Bond Market of the SGX-ST and are officially listed in Singapore in accordance with provisions corresponding to those generally applicable in countries in the European Economic Area.

Regulatory Capital Exemption

Pursuant to the Taxation of Regulatory Capital Securities Regulations 2013 (the **Regulations**) payments of Yearly Interest on a London Note which is a regulatory capital security within the meaning of the Regulations may be made without deduction of or withholding on account of UK income tax provided that there are not arrangements the main purpose, or one of the main purposes, of which is to obtain a tax advantage for any person as a result of the application of the Regulations in respect of that security. Strictly, any London Notes that are Subordinated Notes will not qualify as regulatory capital securities under the Regulations (in short, because they would be issued by a Singapore bank under MAS regulations and would not constitute "Tier 2 instruments" under Commission Regulation (EU) No 575/2013). However, in practice HM Revenue & Customs may be prepared to treat any such Subordinated Notes as regulatory capital securities for the purpose of the Regulations, with the consequence that the above exemption from the obligation to deduct amounts in respect of UK income tax from payments of Yearly Interest on such Notes may be available.

U.K. Stamp Duty and Stamp Duty Reserve Tax

Since none of the Issuers are incorporated in the United Kingdom, no United Kingdom Stamp Duty Reserve Tax will be payable in connection with the issue or transfer of Notes provided that the Notes are not registered in a register kept in the United Kingdom, and no United Kingdom stamp duty should be payable on the issue of any Notes. United Kingdom stamp duty may in theory be payable on a transfer of Notes where the Notes are transferred by means of a written instrument of transfer which is executed in the UK or which relates to any property situated in, or to any matter or thing done or to be done in the United Kingdom, subject to a number of exemptions, including the loan capital exemption in Section 79 of the Finance Act 1986 which may apply depending on the detailed terms of the relevant Notes.

Persons who are in any doubt regarding the application of any stamp duty exemption to any Notes should seek appropriate professional advice.

The Proposed Financial Transactions Tax (FTT)

On 14 February 2013, the European Commission published a proposal (the **Commission's Proposal**) for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the **participating Member States**). However, Estonia has since stated that it will not participate.

The Commission's Proposal has very broad scope and could, if introduced, apply to certain dealings in Notes (including secondary market transactions) in certain circumstances.

Under the Commission's Proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the FTT proposal remains subject to further negotiation between the participating Member States and the scope of any such tax is uncertain. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate. Prospective holders of Notes are advised to seek their own professional advice in relation to the FTT.

Hong Kong Taxation

The statements herein regarding taxation are based on the laws of Hong Kong in force as at the date of this Offering Circular and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. The following summary relates to Notes (excluding Perpetual Capital Securities) issued by DBS Bank's Hong Kong branch (**Hong Kong Notes**) and does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers or certain professional investors) may be subject to special rules. Investors should consult their own tax advisors regarding the tax consequences of an investment in the Notes.

Withholding Tax

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on Hong Kong Notes or in respect of any capital gains arising from the sale of Hong Kong Notes.

Profits Tax

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Under the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the **Inland Revenue Ordinance**), interest on Hong Kong Notes may be subject to profits tax if it is received by or accrues to:

- (i) a corporation, other than a financial institution (as defined in the Inland Revenue Ordinance), carrying on a trade, profession or business in Hong Kong where such interest is derived from Hong Kong; or

- (ii) a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business and where such interest is derived from Hong Kong; or
- (iii) a financial institution (as defined in the Inland Revenue Ordinance) and arises through or from the carrying on by the financial institution of its business in Hong Kong, notwithstanding that the monies in respect of which the interest is received or accrued are made available outside Hong Kong.

Pursuant to the Exemption from Profits Tax (Interest Income) Order, interest income accruing to a person other than a financial institution, on deposits (denominated in any currency and whether or not the deposit is evidenced by a certificate of deposit) placed with, *inter alia*, an authorised institution in Hong Kong (within the meaning of Section 2 of the Banking Ordinance (Cap. 155) of Hong Kong) is exempt from the payment of Hong Kong profits tax. This exemption does not apply, however, to deposits that are used to secure or guarantee money borrowed in certain circumstances. Provided no prospectus involving the issue of the Hong Kong Notes is registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, the issue of the Hong Kong Notes is expected to constitute a deposit to which the above exemption from payment will apply.

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal and redemption of Hong Kong Notes will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of Hong Kong Notes will not be subject to Hong Kong profits tax unless such sale, disposal or redemption is or forms part of the revenue or profits of a trade, profession or business carried on in Hong Kong and the sum has a Hong Kong source. The source of such sums will generally be determined by having regard to the manner in which the Hong Kong Notes are acquired or disposed of, including where such activities were undertaken.

Stamp Duty

Stamp duty will not be payable on the issue of Hong Kong Notes which are Bearer Notes by the Relevant Issuer, provided either:

- (i) such Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) such Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong).

If stamp duty is payable, it is payable by the Relevant Issuer on the issue of Hong Kong Notes which are Bearer Notes at a rate of 3% of the market value of the Notes at the time of issue.

No stamp duty will be payable on any subsequent transfer of Hong Kong Notes which are Bearer Notes.

No stamp duty is payable on the issue of Hong Kong Notes which are Registered Notes.

Stamp duty may be payable on any transfer of Hong Kong Notes which are Registered Notes issued by the Relevant Issuer if the relevant transfer is required to be registered in Hong Kong. Stamp duty will, however, not be payable on any transfers of Hong Kong Notes which are Registered Notes, provided that either:

- (i) the Registered Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) the Registered Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong).

If stamp duty is payable in respect of the transfer of Registered Notes it will be payable at the rate of 0.2% (of which 0.1% is payable by the seller and 0.1% is payable by the purchaser) normally by reference to the value of the consideration or to the value on the contract notes for such sale, whichever is higher. In addition, stamp duty is payable at the fixed rate of HKD 5.00 on each instrument of transfer executed in relation to any transfer of the Registered Notes if the relevant transfer is required to be registered in Hong Kong.

Australia Taxation

Notes issued by DBSH or by DBS Bank other than through its Australia branch

*The following is a summary of the Australian withholding tax treatment under the Income Tax Assessment Acts of 1936 and 1997 of Australia (together, **Australian Tax Act**), at the date of this Offering Circular, of payments of interest on the Notes to be issued by DBSH or by DBS Bank (other than through its Australia branch) (each a **non-Australian Issuer**) under the Programme and certain other tax matters. It is not exhaustive and, in particular, does not deal with the position of certain classes of holders (including, dealers in securities, custodians or other third parties who hold Notes on behalf of other persons).*

The summary is not intended to be, nor should it be construed as, legal or tax advice to any particular holders. It is a general guide only and should be treated with appropriate caution. Prospective holders who are in any doubt as to their tax position should consult their professional advisors on the tax implications of an investment in the Notes for their particular circumstances.

Interest withholding tax

So long as a non-Australian Issuer continues to be a non-resident of Australia and the Notes issued by it are not attributable to a permanent establishment of that non-Australian Issuer in Australia, payments of principal and interest (and in the case of Perpetual Capital Securities, Distributions) made under Notes issued by it should not be subject to Australian interest withholding tax.

Other tax matters

Under Australian laws as presently in effect:

- (a) *death duties* - no Notes will be subject to death, estate or succession duties imposed by Australia, or by any political subdivision or authority therein having power to tax, if held at the time of death;
- (b) *stamp duty and other taxes* - no *ad valorem* stamp, issue, registration or similar taxes are payable in Australia on the issue or transfer of any Notes (and in the case of Perpetual Capital Securities provided that no person either alone or together with associates acquires Perpetual Capital Securities which would entitle them to a distribution of 50% or more of the property of the Issuer);
- (c) *other withholding taxes on payments in respect of Notes* - so long as a non-Australian Issuer continues to be a non-resident of Australia and does not issue Notes in carrying on a business at or through a permanent establishment in Australia, the tax file number requirements of Part VA of the Australian Tax Act and Section 12-140 of Schedule 1 to the Taxation Administration Act 1953 of Australia (**Taxation Administration Act**) should not apply to the non-Australian Issuer in connection with Notes issued by that non-Australian Issuer;
- (d) *supply withholding tax* - payments in respect of the Notes can be made free and clear of the "supply withholding tax" imposed under Section 12-190 of Schedule 1 to the Taxation Administration Act, provided that a non-Australian Issuer does not issue the Notes, use the

proceeds of Notes issued or make payments on the Notes in the course or furtherance of an enterprise carried on in Australia; and

- (e) *goods and services tax (GST)* - neither the issue nor receipt of the Notes will give rise to a liability for GST in Australia on the basis that the supply of Notes will comprise either an input taxed financial supply or (in the case of an offshore subscriber) a supply which is outside the scope of the GST law. Furthermore, neither the payment of principal or interest by that non-Australian Issuer nor the disposal of the Notes, would give rise to any GST liability in Australia.

Notes issued by the Australia branch of DBS Bank

*The following is a summary of the Australian withholding tax treatment under the Australian Tax Act, at the date of this Offering Circular, of payments of interest (as defined in the Australian Tax Act) on Senior Notes (the **Australian Notes**) to be issued by the Australia branch of DBS Bank (the **Australian Issuer**) under the Programme and certain other tax matters. It is not exhaustive and, in particular, does not deal with the position of certain classes of holders of Australian Notes (including, dealers in securities, custodians or other third parties who hold Australian Notes on behalf of other persons). This summary does not deal with the tax consequences of holding Perpetual Capital Securities or Subordinated Notes.*

Prospective holders of Australian Notes should also be aware that particular terms of issue of any Series of Australian Notes may affect the tax treatment of that and other Series of Australian Notes.

This summary is not intended to be, nor should it be construed as, legal or tax advice to any particular holder of Australian Notes. It is a general guide only and should be treated with appropriate caution. Prospective holders of Australian Notes who are in any doubt as to their tax position should consult their professional advisors on the tax implications of an investment in the Australian Notes for their particular circumstances.

Debt interests

The Australian Tax Act characterises securities as either “debt interests” (for all entities) or “equity interests” (for companies), including for the purposes of Australian interest withholding tax imposed under Division 11A of Part III of the Australian Tax Act (**IWT**) and dividend withholding tax. For IWT purposes, “interest” is defined to include amounts in the nature of, or in substitution for, interest and certain other amounts. The Australian Issuer intends to issue Australian Notes which are to be characterised as “debt interests” for the purposes of the tests contained in Division 974 and the returns paid on the Australian Note are to be “interest” for the purpose of Section 128F of the Australian Tax Act.

Australian holders

Payments of interest in respect of the Australian Notes to holders that are residents of Australia that do not hold their Australian Notes in carrying on a business at or through a permanent establishment outside of Australia, and non-residents of Australia for tax purposes that hold their Australian Notes in carrying on a business at or through a permanent establishment in Australia will not be subject to Australian IWT.

Offshore holders

Interest (which for the purposes of withholding tax is defined in Section 128A(1AB) of the Australian Tax Act to include amounts in the nature of, or in substitution for, interest and certain other amounts, including premiums on redemption or, for an Australian Note issued at a discount, the difference between the amount repaid and the issue price) on the Australian Notes will be subject to IWT, at a current rate of 10%, where the interest is paid to a non-resident of Australia and is not derived in carrying on business at or through an Australian permanent establishment, or to an Australian resident who derived the interest in carrying on business at or through a permanent establishment outside Australia.

Public offer exemption

An exemption from Australian interest withholding tax may be available under Section 128F of the Australian Tax Act in respect of interest on any Australian Notes where the Australian Notes are issued, and the interest paid, by the Australian Issuer in a manner which satisfies the "public offer test".

There are five principal methods of satisfying the public offer test. The Issuer must satisfy at least one of them. The five methods are:

- (i) offers to 10 or more unrelated persons carrying on a business of providing finance, or investing or dealing in securities, in the course of operating in financial markets;
- (ii) offers to 100 or more investors of a certain type;
- (iii) offers of listed Australian Notes;
- (iv) offers via publicly available information sources; and
- (v) offers to a dealer, manager or underwriter who offers to sell those Australian Notes within 30 days by one of the preceding methods.

The public offer test will not be satisfied in respect of an issue of a series of Notes if, at the time of issue, the Australian Issuer knew, or had reasonable grounds to suspect, at the time of issue that any of the Australian Notes, or an interest in any of the Australian Notes, would be acquired either directly or indirectly by an Offshore Associate (as defined below) of the Australian Issuer, other than in the capacity of a dealer, manager or underwriter in relation to the placement of the Australian Notes, or in the capacity of a clearing house, custodian, funds manager or responsible entity of a registered scheme.

Accordingly, the Australian Notes should not be acquired by any Offshore Associate of the Issuer, subject to the exceptions referred to above.

Even if the public offer test is initially satisfied in respect of a series of Australian Notes, if such Australian Notes later come to be held by an Offshore Associate of the Australian Issuer, and at the time of payment of interest on those Australian Notes, the Australian Issuer knows or has reasonable grounds to suspect that such person is an Offshore Associate of the Issuer, the exemption under Section 128F does not apply to interest paid by the Australian Issuer to such Offshore Associate in respect of those Australian Notes, unless the Offshore Associate receives the payment in the capacity of a clearing house, paying agent, custodian, funds manager or responsible entity of a registered scheme.

For the purposes of this section, an "**Offshore Associate**" is an "associate" of the Australian Issuer as defined in Subsection (9) of Section 128F, who is:

- a non-resident of Australia that does not acquire the Australian Notes or an interest in the Australian Notes in carrying on a business in Australia at or through a permanent establishment of the associate in Australia; or
- a resident of Australia that acquires the Australian Notes or an interest in the Australian Notes in carrying on a business in a country outside Australia at or through a permanent establishment of the associate in that country.

The definition of "**associate**" includes, among other things, persons who have a majority voting interest in the Australian Issuer, or who are able to influence or control the Australian Issuer, and persons in whom the Australian Issuer has a majority voting interest, or whom the Australian Issuer is able to influence or control (however this is not a complete statement of the definition).

Unless otherwise provided, the Australian Issuer proposes to issue any Australian Notes in a manner which will satisfy the requirements of section 128F.

Exemptions under recent tax treaties

The Australian government has signed or amended double tax conventions (**New Treaties**) with a number of countries (each a **Specified Country**) which contain certain exemptions from IWT.

In broad terms, the New Treaties effectively prevent IWT applying to interest derived by:

- the government of the relevant Specified Country and certain governmental authorities and agencies in the Specified Country; or
- a “financial institution” which is a resident of a “Specified Country” and which is unrelated to and dealing wholly independently with the Australian Issuer. The term “**financial institution**” refers to either a bank or other enterprise which substantially derives its profits by carrying on a business of raising and providing finance. However, interest under a back-to-back loan or an economically equivalent arrangement will not qualify for this exemption.

The Australian Federal Treasury maintains a listing of Australia’s double tax conventions which provides details of country, status, withholding tax rate limits and Australia’s domestic implementation which is available to the public at the Federal Treasury’s Department’s website.

Payment of additional amounts

As set out in more detail in the terms and conditions for the Australian Notes, if the Australian Issuer is at any time required by law to deduct or withhold an amount in respect of any Australian withholding taxes imposed or levied by the Commonwealth of Australia in respect of the Australian Notes, the Australian Issuer must, subject to certain exceptions, pay such additional amounts as shall result in receipt by the holders of those Australian Notes of such amounts as would have been received by them had no such deduction or withholding been required. If the Australian Issuer is required, as a result of any change in, or amendment to, any law to pay any additional amounts, the Australian Issuer will have the option to redeem those Australian Notes in accordance with the Note Conditions.

Garnishee notices

The Australian tax authorities have the power to require any person who owes, or who may later owe, money to a taxpayer who has a tax-related liability, to pay to the authority the money owed to the taxpayer. If the Issuer is served with such a notice in respect of a holder of the Australian Notes, then the Issuer would be required to comply with that notice.

Bearer debenture tax

Section 126 of the Income Tax Assessment Act 1936 (Cth) imposes a type of withholding tax, currently at the rate of 47%, on the payment of interest on notes in bearer form if the Issuer fails to disclose the names and addresses of the holders to the Australian Taxation Office. Section 126 is effectively limited in its application to persons in possession of notes in bearer form who are residents of Australia or non-residents who are engaged in carrying on business in Australia at or through a permanent establishment in Australia. The Australian Taxation Office has ruled that the holder of a bearer note for these purposes is the person in possession of the note, e.g. where notes are held through a clearing house, the relevant clearing house is the holder (refer TD 2001/19).

Additional withholdings from payments to non-residents

There are certain obligations to withhold an amount in respect of certain payments and non-cash benefits that are made to non-residents as prescribed by regulations.

Regulations introduced to date will not affect the payments of interest on the Australian Notes. This is consistent with the non-resident withholding provisions which provide that the regulations will not apply to interest and other payments which are already subject to the current withholding tax rules.

Taxation of interest on Notes

Australian holders

Holders of Notes who are Australian tax residents, or who are non-residents that hold the Notes in carrying on business at or through a permanent establishment in Australia, will be taxable by assessment in respect of any interest income derived in respect of the Notes. Such holders will generally be required to lodge an Australian income tax return. The timing of assessment of the interest (e.g. a cash receipts or accruals basis) will depend upon the tax status of the particular holder, the terms and conditions of the Notes and the potential application of the "Taxation of Financial Arrangements" provisions of the Income Tax Assessment Act 1997 (Cth).

Tax at the highest marginal income tax rate plus the Medicare levy (in aggregate, currently 49%) may be deducted from payments on the Notes if the holder does not provide a tax file number (**TFN**) or an Australian Business Number (**ABN**) (where applicable), or proof of a relevant exemption from quoting such numbers.

Taxation of gains on disposal or redemption

Australian holders

Holders of Notes who are Australian tax residents, or who are non-residents that hold Australian Notes in carrying on business at or through a permanent establishment in Australia, will be required to include any gain or loss on disposal or redemption of the Australian Notes in their assessable income.

The determination of the amount and timing of any gain or loss on disposition or redemption of the Australian Notes may be affected by the "Taxation of Financial Arrangements" provisions of the Income Tax Assessment Act 1936 (Cth), which provide for a specialised regime for the taxation of financial instruments, and, where the Australian Notes are denominated in a currency other than Australian dollars, the foreign currency rules. Prospective holders should obtain their own independent tax advice in relation to the determination of any gain or loss on disposal or redemption of the Australian Notes.

Offshore holders

A holder of Notes who is a non-resident of Australia and who has never held the Australian Notes through a permanent establishment in Australia will not be subject to Australian income tax on gains realised on the disposal or redemption of the Australian Notes, provided such gains do not have an Australian source. A gain arising on the sale of the Australian Notes by a non-Australian resident holder to another non-Australian resident where the Australian Notes are sold outside Australia and all negotiations are conducted, and documentation executed, outside Australia, should generally not be regarded as having an Australian source.

Stamp duty

No *ad valorem* stamp, issue, registration or similar taxes are payable in Australia on the issue, transfer or redemption of the Australian Notes.

Goods and Services Tax

Neither the issue nor receipt of the Australian Notes will give rise to a liability for GST in Australia on the basis that the supply of Australian Notes will comprise either an input taxed financial supply or (in the case of an offshore non-resident subscriber) a GST-free supply. Furthermore, neither the payment of principal or interest on the Australian Notes would give rise to a GST liability.

Supply withholding tax

Payments in respect of the Australian Notes can be made free and clear of the “supply withholding tax” imposed under Section 12-190 of Schedule 1 to the Taxation Administration Act.

ERISA AND CERTAIN OTHER CONSIDERATIONS

Section 406 of the U.S. Employee Retirement Income Security Act of 1974, as amended (**ERISA**) and Section 4975 of the Code prohibit certain transactions involving the assets of employee benefit plans and other plans subject to such provisions, including collective investment funds and separate accounts whose underlying assets include the assets of such plans (collectively, the **Plans**) and persons (referred to as **parties in interest** or **disqualified persons**) having certain relationships to such Plans, unless a statutory or administrative exemption applies to the transaction. A party in interest or disqualified person who engages in a non-exempt prohibited transaction may be subject to excise taxes or other penalties and liabilities under ERISA or Section 4975 of the Code. Accordingly, each original or subsequent purchaser or transferee of a Note that is or may become a Plan is responsible for determining that its purchase, holding and disposition of such Note will not constitute or result in a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code.

The U.S. Department of Labor (the **DOL**) has promulgated a regulation describing what constitutes the assets of a Plan for purposes of ERISA and Section 4975 of the Code (as modified by Section 3(42) of ERISA, the **Plan Asset Regulation**). Pursuant to a look-through rule under the Plan Asset Regulation, if a Plan invests in an “equity interest” of an entity, then the Plan’s assets include both the equity interest and an undivided interest in each of the entity’s underlying assets, unless an exception applies. If the underlying assets of the entity are deemed to be “plan assets”, the fiduciary responsibility and prohibited transaction provisions of ERISA or Section 4975 of the Code may apply to the underlying assets and activities of the entity, and there may be an increase in the exposure to liability under ERISA and Section 4975 of the Code of various providers of fiduciary or other services to the entity, and the activities of the entity may be restricted or limited. There is an exception, among others, to the look-through rule under the Plan Asset Regulation applicable to an “operating company” which is generally an entity that is primarily engaged in the production or sale of products or services (other than the investment of capital) directly or through majority-owned subsidiaries. Each of the Issuers considers itself to qualify as an operating company within the meaning of the Plan Asset Regulation, but no assurances are provided as to such qualification.

For purposes of the Plan Asset Regulation, an equity interest includes any interest in an entity other than an instrument that is treated as indebtedness under applicable local law and which has no substantial equity features. Unless otherwise provided in the relevant Pricing Supplement, the Issuers will proceed based on the position that the Notes should not be considered at the time of issuance to be “equity interests” of the Issuers and that the relevant Issuer qualifies as an operating company, in each case for purposes of the Plan Asset Regulation (see “Taxation — U.S. Holders — Characterisation of the Notes”) and subject to the requirements discussed herein, the Notes may generally be purchased and held by Plans. Each purchaser or transferee of a Note or any interest therein will be deemed to have represented and agreed that (a) it is not an employee benefit plan or other plan, account or arrangement subject to Section 406 of ERISA or Section 4975 of the Code, including any entity whose underlying assets are deemed for purposes of ERISA or Section 4975 of the Code to include “plan assets” by reason of investment by any such plan, account or arrangement in the entity, or a governmental, church, non-U.S. or other employee benefit plan which is subject to any U.S. federal, state or local law, or non-U.S. law, that is substantially similar to Section 406 of ERISA or Section 4975 of the Code, or (b) its purchase, holding and disposition of a Note (or any interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or, in the case of a governmental, church, non-U.S. or other employee benefit plan, a non-exempt violation of any substantially similar law. Any purported transfer of a Note or any interest therein to a purchaser or transferee that does not comply with the above requirements will be of no force and effect and shall be null and void *ab initio*.

In addition, ERISA imposes certain requirements on Plans, and on those persons who are fiduciaries with respect to Plans. Investments by Plans are subject to ERISA's general fiduciary requirements, including, but not limited to, the requirement of investment prudence and diversification and the requirement that a Plan's investments be made in accordance with the documents governing the Plan.

This Offering Circular is not directed to any particular prospective investor, nor does it address the needs of any particular prospective investor. None of the Issuers, the Trustee, the Agents, the Joint Arrangers, the Dealers nor any of their respective affiliates has undertaken to provide impartial investment advice, or to give advice in a fiduciary capacity, and none of these parties has or shall provide any advice or recommendation with respect to the management of any interest in a Covered Bond or the advisability of acquiring, holding, disposing or exchanging of any such interest.

THE PRECEDING DISCUSSION IS ONLY A SUMMARY OF CERTAIN ERISA AND OTHER U.S. IMPLICATIONS OF AN INVESTMENT IN THE SECURITIES AND DOES NOT PURPORT TO BE COMPLETE. PROSPECTIVE INVESTORS SHOULD CONSULT WITH THEIR OWN LEGAL, TAX, FINANCIAL AND OTHER ADVISORS PRIOR TO INVESTING TO REVIEW THESE IMPLICATIONS IN LIGHT OF SUCH INVESTOR'S PARTICULAR CIRCUMSTANCES.

SUBSCRIPTION AND SALE

Subject to the terms and on the conditions contained in an amended and restated dealer agreement dated 12 April 2017 (the **Dealer Agreement**) among the Issuers, the Programme Dealers and the Joint Arrangers, the Notes will be offered on a continuous basis by the Issuers to the Programme Dealers. However, the Issuers have reserved the right to issue Notes directly on its own behalf to Dealers that are not Programme Dealers. The Notes may be resold at prevailing market prices, or at prices related thereto, at the time of such resale, as determined by the relevant Dealer. The Notes may also be sold by the Issuers through Dealers, acting as agents of the Issuers. The Dealer Agreement also provides for Notes to be issued in syndicated Tranches that are jointly and severally underwritten by two or more Dealers.

The Issuers will pay each relevant Dealer a commission as agreed between the Relevant Issuer and the Dealer in respect of Notes subscribed by it. The Issuers have agreed to reimburse the Joint Arrangers for certain of their expenses incurred in connection with the establishment of the Programme and the Dealers for certain of their activities in connection with the Programme. The Relevant Issuer may also from time to time agree with the relevant Dealer(s) that it may pay certain third parties commissions (including, without limitation, rebates to private banks).

The Issuers have agreed to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement entitles the Dealers to terminate any agreement that they may make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the Issuers.

In order to facilitate the offering of any Tranche of the Notes, one or more Dealers named as Stabilising Managers (or persons acting on behalf of any Stabilising Manager) in the relevant Pricing Supplement, to the extent permitted by applicable laws and regulations, may engage in transactions that stabilise, maintain or otherwise affect the market price of the relevant Notes during and after the offering of the relevant Tranche. Specifically, such persons may over-allot or create a short position in the Notes for their own account by selling more Notes than have been sold to them by the Issuers. Such persons may also elect to cover any such short position by purchasing Notes in the open market. In addition, such persons may stabilise or maintain the price of the Notes by bidding for or purchasing Notes in the open market and may impose penalty bids, under which selling concessions allowed to syndicate members or other broker-dealers participating in the offering of the Notes are reclaimed if Notes previously distributed in the offering are repurchased in connection with stabilisation transactions or otherwise. The effect of these transactions may be to stabilise or maintain the market price of the Notes at a level above that which might otherwise prevail in the open market. The imposition of a penalty bid may also affect the price of the Notes to the extent that it discourages resales thereof. No representation is made as to whether such stabilisation activities will take place at all or the magnitude or effect of any such stabilising or other transactions. Such transactions, if commenced, may be discontinued at any time. Stabilisation activities are subject to certain prescribed time limits in certain jurisdictions. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes.

See “Clearing and Settlement – Book-Entry Ownership – Pre-issue Trades Settlement for Registered Notes” with respect to the settlement of any Notes issued.

Each Dealer has further agreed, and each further Dealer appointed under the Programme will be required to further agree, that it will not directly or indirectly offer, sell, resell, re-offer or deliver Notes to any entity listed under “Related Parties of the Issuers” or in any such list being updated in writing by the Issuers and delivered to the Dealers in accordance with the Dealer Agreement.

Related Parties of the Issuers

Set out below is a list of the related parties of DBSH and DBS Bank Ltd. as at 31 December 2016 for the purposes of the Qualifying Debt Securities Scheme under Singapore tax regulations. See "Taxation – Singapore Taxation – Qualifying Debt Securities Scheme". Set out below is also a list of Offshore Associates (as defined below) of DBS Bank Ltd., Australia branch as at 31 December 2016 for the purposes of Australian tax legislation. See "Taxation – Australia Taxation". Such list shall be superseded and replaced by any subsequent list issued by the Issuers to each of the Dealers in accordance with the terms of the Dealer Agreement (as may be amended, updated or superseded from time to time).

Entities which are both related parties of DBS Group Holdings Ltd and DBS Bank Ltd. and Offshore Associates of DBS Bank Ltd., Australia branch (as Issuer)

(A) Main operating subsidiaries and associated companies:

- | | | | |
|----|---|----|--|
| 1. | DBS Bank (China) Limited | 6. | The Islamic Bank of Asia Limited |
| 2. | DBS Bank (Hong Kong) Limited | 7. | Central Boulevard Development Pte. Ltd. |
| 3. | DBS Bank (Taiwan) Ltd | 8. | Changsheng Fund Management Company Limited |
| 4. | DBS Vickers Securities Holdings Pte Ltd | 9. | Network for Electronic Transfers (Singapore) Pte Ltd |
| 5. | PT Bank DBS Indonesia | | |

(B) Others:

- | | | | |
|-----|---------------------------------------|-----|---|
| 10. | AXS Pte. Ltd. | 36. | DBS Vickers Securities (USA) Inc. |
| 11. | Carrollton Pte. Ltd. | 37. | DBS Vickers Securities (Singapore) Pte Ltd |
| 12. | Dao Heng Finance Limited | 38. | DBS Vickers Securities Nominees (Hong Kong) Limited |
| 13. | DBS Asia Capital Limited | 39. | DBS Vickers Securities Nominees (Singapore) Pte Ltd |
| 14. | DBS Asia Hub 2 Private Limited | 40. | DBSN Services Pte. Ltd. |
| 15. | DBS Capital Funding Corporation | 41. | DHB Limited |
| 16. | DBS Capital Funding II Corporation | 42. | Hang Lung Bank (Nominee) Limited |
| 17. | DBS Capital Investments Ltd | 43. | Heedum Pte. Ltd. |
| 18. | DBS China Square Limited | 44. | Kendrick Services Limited |
| 19. | DBS COMPASS Limited | 45. | Lushington Investments Limited |
| 20. | DBS Diamond Holdings Ltd. | 46. | Overseas Trust Bank Nominees Limited |
| 21. | DBS Group (HK) Limited | 47. | Primefield Company Pte Ltd |
| 22. | PSBC Consumer Finance Company Limited | 48. | PT DBS Vickers Sekuritas (Indonesia) |
| 23. | DBS Group Holdings (Hong Kong) Ltd. | 49. | Quickway Limited |
| 24. | DBS Securities Japan Company Limited | 50. | Ting Hong Nominees Limited |
| 25. | DBS Investment & Financial Advisory | 51. | Vickers Ballas Consultancy Services |

	Co., Ltd.		Limited
26.	DBS Kwong On (Nominees) Limited	52.	Vickers Ballas Investment Management Limited
27.	DBS Kwong On Limited	53.	Century Horse Group Limited
28.	DBS Nominees (Private) Limited	54.	Clearing and Payment Services Pte Ltd
29.	DBS Trustee (Hong Kong) Limited	55.	AllianceDBS Research Sdn Bhd
30.	DBS Trustee H.K. (New Zealand) Limited	56.	ICCP Capital Markets Limited
31.	DBS Trustee Limited	57.	Investment and Capital Corporation of the Philippines
32.	DBS Vickers (Hong Kong) Limited	58.	Orix Leasing Singapore Limited
33.	DBS Vickers Securities (Hong Kong) Limited	59.	Raffles Fund 1 Limited
34.	DBS Vickers Securities (Thailand) Co., Ltd.	60.	The Asian Entrepreneur Legacy One, L.P.
35.	DBS Vickers Securities (UK) Limited	61.	Hwang Capital (Malaysia) Berhad

Additional entities which are Offshore Associates of DBS Bank Ltd., Australia branch (as Issuer)

62.	Maju Holdings Pte. Ltd.
63.	Temasek Holdings (Private) Ltd

Declaration of Interest

DBS Bank Ltd. is one of the Issuers and is also acting as a Joint Arranger and a Programme Dealer in respect of the Programme.

The Programme Dealers are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Each of the Programme Dealers and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Issuers, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Programme Dealers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Issuers. The Programme Dealers and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Selling Restrictions

United States

The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and the Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except in

certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S.

Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended, and regulations thereunder.

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer, sell or in the case of Bearer Notes, deliver Notes of any Tranche (a) as part of their distribution at any time and (b) otherwise until the expiration of 40 days after the completion of the distribution of such Tranche as determined and certified to each relevant Dealer by the Issuing and Paying Agent or the lead manager(s) of a syndicated issue of Notes, as the case may be, within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Rule 144A. Each Dealer also has agreed that, at or prior to confirmation of a sale of Notes, it will have sent to each distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases Notes from it during the distribution compliance period a confirmation or notice to substantially the following effect:

“The Securities covered hereby have not been registered under the U.S. Securities Act of 1933 (the **Securities Act**) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (i) as part of their distribution at any time or (ii) otherwise until the expiration of 40 days after the completion of the distribution of all Notes of the Tranche of which such Notes are a part, as determined and certified by the relevant Dealers, in the case of a non-Syndicated Issue, or the Lead Manager, in the case of a Syndicated Issue, and except in either case in accordance with Regulation S or Rule 144A under the Securities Act. Terms used above have the meanings given to them by Regulation S under the Securities Act.”

Terms used in this paragraph have the meanings given to them by Regulation S.

In addition, until 40 days after the commencement of the offering of an identifiable Tranche of Notes, an offer or sale of Notes within the United States by any dealer that is not participating in the offering of such Tranche of Notes may violate the registration requirements of the Securities Act.

Notes in bearer form are subject to U.S. tax law requirements. In addition, unless the Pricing Supplement or subscription agreement relating to one or more Tranches specifies that the applicable TEFRA exemption is either “C Rules” or “not applicable”, each Dealer has represented in relation to each Tranche of Notes in bearer form that:

- (a) except to the extent permitted under U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (**TEFRA Rules**), (i) it has not offered or sold, and during the restricted period it will not offer or sell, Notes in bearer form to a person who is within the United States or its possessions or to a United States person, and (ii) it has not delivered and agrees that it will not deliver within the United States or its possessions definitive Notes in bearer form that are sold during the restricted period;
- (b) it has and agrees that throughout the restricted period it will have in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling Notes are aware that such Notes may not be offered or sold during the restricted period to a person who is within the United States or its possessions or to a United States person, except as permitted by TEFRA D;
- (c) if it is a United States person, that it is acquiring the Notes in bearer form for purposes of resale in connection with their original issue and if it retains Notes for its own account, it will only do so in

accordance with the requirements of U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D)(6) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code);

- (d) with respect to each affiliate that acquires Notes in bearer form from a Dealer for the purpose of offering or selling such Notes during the restricted period, it either (a) repeats and confirms the representations contained in the first three bullet points above on behalf of such affiliate or (b) agrees that it will obtain from such affiliate for the benefit of the Issuers the representations and agreements contained in the first three bullet points above; and
- (e) it has not and agrees that it will not enter into any written contract (as defined in United States Treas. Reg. Section 1.163-5(c)(2)(i)(D)(4)) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) pursuant to which any other party to the contract (other than one of its affiliates or another Dealer) has offered or sold, or during the restricted period will offer or sell, any Notes, except where pursuant to the contract the Dealer has obtained or will obtain from that party, for the benefit of the Issuers and the relevant Dealers, the representations contained in, and that party's agreement to comply with, the provisions of the first four bullet points above.

Terms used in this paragraph have the meanings given to them by the Code and U.S. Treasury regulations promulgated thereunder, including TEFRA D.

Notes issued pursuant to TEFRA D (other than Temporary Global Notes) and any receipts or coupons appertaining thereto will bear the following legend: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code".

In addition, to the extent that the Pricing Supplement or the subscription agreement relating to one or more tranches of the Notes in bearer form specifies that the applicable TEFRA exemption is TEFRA C, such Notes in bearer form must be issued and delivered outside the United States and its possessions in connection with their original issuance. In relation to each Tranche, each Dealer has represented and agreed that it has not offered, sold or delivered, and shall not offer, sell or deliver, directly or indirectly, such Notes in bearer form within the United States or its possessions in connection with their original issuance. Further, each Dealer has represented and agreed in connection with the original issuance of such Notes in bearer form that it has not communicated, and will not communicate, directly or indirectly, with a prospective purchaser if either such purchaser or it is within the United States or its possessions or otherwise involve its U.S. office in the offer or sale of such Notes in bearer form. Terms used in this paragraph have the meanings given to them by the Code and U.S. Treasury regulations promulgated thereunder, including TEFRA C.

In connection with an offer or sale of any Notes in the United States or an offering in reliance on or pursuant to Regulation S, each Dealer has represented and agreed that, it is (a) a "qualified institutional buyer" within the meaning of Rule 144A and an "accredited investor" within the meaning of Rule 501(a) under the Securities Act or (b) a non-U.S. person outside of the United States.

Notwithstanding anything above to the contrary, it is understood that the Notes may be offered and sold in the United States, and in connection therewith each Dealer has represented and agreed or will represent and agree that:

- (a) offers, sales, resales and other transfers of Notes made in the United States made or approved by a Dealer (including offers, resales or other transfers made or approved by a Dealer in connection with secondary trading) shall be made with respect to Registered Notes only and shall be effected pursuant to an exemption from the registration requirements of the Securities Act;

- (b) offers, sales, resales and other transfers of Notes made in the United States will be made only in private transactions to institutional investors that are reasonably believed to qualify as “qualified institutional buyers” within the meaning of Rule 144A;
- (c) the Notes will be offered in the United States only by approaching prospective purchasers on an individual basis. No general solicitation or general advertising within the meaning of Rule 502(c) under the Securities Act will be used in connection with the offering of the Notes in the United States;
- (d) no sale of the Notes in the United States to any one purchaser will be for less than USD 200,000 (or its foreign currency equivalent) principal amount and no Note will be issued in connection with such a sale in a smaller principal amount. If the purchaser is a non-bank fiduciary acting on behalf of others, each person for whom it is acting must purchase at least USD 200,000 (or its foreign currency equivalent) principal amount of the Notes; and
- (e) each Note sold in the United States shall contain a legend stating that such Note has not been, and will not be, registered under the Securities Act, and that any resale or other transfer of such Note or any interest therein may be made only:
 - (i) to the Issuers or any subsidiary thereof;
 - (ii) to a qualified institutional buyer in a transaction which meets the requirements of Rule 144A;
 - (iii) outside the United States to a non-U.S. person pursuant to Regulation S under the Securities Act;
 - (iv) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available); or
 - (v) pursuant to an effective registration statement under the Securities Act.

Resale or secondary market transfer of Notes in the United States may be made in the manner and to the parties specified above and to qualified institutional buyers in transactions which meet the requirements of Rule 144A.

Any resale or other transfer, or attempted resale or other transfer of Notes sold as part of a private placement in the United States made other than in compliance with the restrictions set out above shall not be recognised by the Issuers or any agent of the Issuers and shall be void. The certificates for the Notes sold in the United States shall bear a legend to this effect.

Each issue of other types of Notes may be subject to such additional U.S. selling restrictions as the Issuers and the relevant Dealer may agree as a term of the issue and purchase of such Notes, which additional selling restrictions shall be set out in the applicable Pricing Supplement or subscription agreement, as the case may be. The relevant Dealer agrees that it shall offer, sell and deliver such Notes only in compliance with such additional U.S. selling restrictions.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each a **Relevant Member State**), each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the **Relevant Implementation Date**) it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Relevant Member State except that it may, with effect

from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

- (i) if the relevant Pricing Supplement in relation to the Notes specifies that an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a **Non-exempt Offer**), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the relevant Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable, and the Relevant Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (ii) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (iii) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuers for any such offer; or
- (iv) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in paragraphs (ii) to (iv) above shall require the Issuers or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression “offer of Notes to the public” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “Prospectus Directive” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

United Kingdom

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) in relation to any Notes which have a maturity of less than one year, (a) 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 (b) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as 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 Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuers;
- (ii) 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 Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuers; and
- (iii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

Hong Kong

In relation to each Tranche of Notes issued by the relevant Issuer, each Dealer has represented and agreed that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes, except for Notes which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the **SFO**), other than (a) to “professional investors” as defined in the SFO and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under that Ordinance.

Japan

The Notes have not been and will not be registered for a public offering in Japan pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the **Financial Instruments and Exchange Act**). Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold and will not offer or sell the Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge that this Offering Circular has not been registered as a prospectus with the MAS. Accordingly, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes 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 Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of such Notes, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the SFA, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

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

- (i) a corporation (which is not an accredited investor) 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

- (ii) 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 (as defined in Section 239(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 Notes pursuant to an offer made under Section 275 of the SFA except:

- (a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Sections 275(1A) or 276(4)(i)(B) of the SFA;
- (b) where no consideration is or will be given for the transfer;
- (c) where the transfer is by operation of law;
- (d) as specified in Section 276(7) of the SFA; or
- (e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Indonesia

Each Dealer has acknowledged that the Notes do not constitute and shall not be deemed a public offering within the meaning of Law No. 8 Year 1995 regarding the Capital Markets (10 November 1995) and its implementing regulations. Each Dealer has represented and agreed that, in any offering of Notes, the Dealers in aggregate will not, directly or indirectly, expressly or implicitly:

- (i) deliver this Offering Circular or offer Notes to more than 100, or sell Notes to more than 50, persons in Indonesia and/or citizens of Indonesia (wherever they are domiciled or located); or
- (ii) offer Notes by way of any mass media, including any newspaper, magazine, film, television, radio or other electronic media or any letter, brochure or other printed matter, distributed to more than 100 persons in Indonesia and/or citizens of Indonesia (wherever they are domiciled or located).

Taiwan

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes may be made available outside Taiwan for purchase outside Taiwan by investors resident or domiciled in Taiwan but are not permitted to be offered or sold in Taiwan. Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that no person or entity in Taiwan has been authorised to offer or sell the Notes in Taiwan.

Australia

Each Dealer has represented, warranted and agreed that no prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia (the **Australian Corporations Act**)) in relation to the Programme or any Notes has been or will be lodged with the Australian Securities and Investments Commission (**ASIC**) or the securities exchange operated by ASX Limited (ABN 98 008 624 691) (**ASX Limited**). Each Dealer has represented and agreed that it:

- (a) has not offered, and will not offer for issue or sale and has not invited, and will not invite applications, for issue, or offers to purchase, the Notes in Australia (including an offer or invitation which is received by a person in Australia); and
- (b) has not distributed or published, and will not distribute or publish, any draft, preliminary or definitive information memorandum, advertisement or other offering material relating to the Notes in Australia,

unless:

- (i) the aggregate consideration payable by each offeree or invitee is at least AUD 500,000 (or its equivalent in other currencies, but disregarding monies lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to the investors in accordance with Part 6D.2 or Chapter 7 of the Australian Corporations Act;
- (ii) the offer does not constitute an offer to a “retail client” for the purposes of Section 761G of the Australian Corporations Act;
- (iii) such action complies with all applicable laws, regulations and directives; and
- (iv) such action does not require any document to be lodged with ASIC or ASX Limited.

In addition, in the event that the Australia branch of DBS Bank (the **Australian Issuer**) issues the Notes (the **Australian Notes**), the Dealer has represented, warranted and agreed that it will:

- (a) use reasonable endeavours to assist the Australian Issuer in ensuring that the Australian Notes are offered for sale in a manner which will allow payments of interest (as defined in Section 128A(1AB) of the Australian Tax Act) on the Australian Notes to be exempt from withholding tax under Section 128F of the Australian Tax Act and, in particular, will, within 30 days of any Australian Note being issued to it, offer that Australian Note:
 - (i) to at least 10 persons, each of whom the employees of the Dealer involved in the sale do not know or suspect to be an “associate” (as defined in Section 128F(9) of the Australian Tax Act) of any of the other offerees, and each of whom carries on a business of providing finance, or investing or dealing in securities in the course of operating in financial markets; or
 - (ii) as a result of negotiations being initiated publicly in electronic form, or another form, that is used in financial markets for dealing in debentures which are similar to the Australian Notes;
- (b) provide such information:
 - (i) which is specified in any additional documentation negotiated and agreed in relation to a specific issue of the Australian Notes; or
 - (ii) which the Dealer is reasonably able to provide to enable the Australian Issuer to demonstrate the manner in which the Australian Notes were issued; and
- (c) otherwise provide, so far as it is reasonably able to do so, any other information relating to the issuance and distribution of the Australian Notes as may reasonably be required by the Australian Issuer in order to establish that payments of interest are exempt from withholding tax under Section 128F of the Australian Tax Act,

provided that in no circumstances shall the Dealer be obligated to disclose (1) the identity of any offeree or purchaser of any Australian Note or any information from which such identity would be capable of being ascertained, or (2) any information, the disclosure of which would be contrary to, or prohibited by, any relevant law, regulation or directive or confidentiality agreement or undertaking binding on the Dealer.

In addition, the Dealer has agreed that, in connection with the primary distribution of the Australian Notes, it will not sell the Australian Notes to any person if, at the time of such sale, the employees of the Dealer involved in the sale knew or had reasonable grounds to suspect that, as a result of such sale, any Australian Note or an interest in any Australian Note was being, or would later be, acquired (directly or indirectly) by an Offshore Associate of the Australian Issuer (other than an Offshore Associate acting in

the capacity of a dealer, manager or underwriter in relation to the placement of those Australian Notes or a clearing house, custodian, funds manager or responsible entity of a registered scheme within the meaning of the Australian Corporations Act). For the avoidance of doubt, if any employee of the Dealer making the offer, effecting the sale or otherwise directly involved in the sale of the Australian Notes, does not know, or does not have reasonable grounds to suspect, that a person is an Offshore Associate of the Australian Issuer, nothing in this paragraph obliges that Dealer to make positive enquiries of that person to confirm that person is not an Offshore Associate of the Australian Issuer.

“Offshore Associate” means an “associate” (as defined in Section 128F(9) of the Australian Tax Act) that is either:

- (a) a non-resident of Australia that does not acquire the Australian Notes in carrying on a business at or through a permanent establishment in Australia; or
- (b) a resident of Australia that acquires the Australian Notes in carrying on a business at or through a permanent establishment outside Australia.

United Arab Emirates (excluding DIFC)

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes to be issued under the Programme have not been and will not be offered, sold or publicly promoted or advertised by it in the United Arab Emirates other than in compliance with any laws applicable in the United Arab Emirates governing the issue, offering and sale of securities.

DIFC

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered and will not offer the Notes to be issued under the Programme to any person in the DIFC unless such offer is:

- (a) an **“Exempt Offer”** in accordance with the Markets Rules (MKT Module) of the Dubai Financial Services Authority (the **DFSA**) rulebook; and
- (b) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business module of the DFSA rulebook.

General

These selling restrictions may be supplemented or modified by the agreement of the Issuers and any Dealers, following a change in a relevant law, regulation or directive. Any such modification will be set out in the Pricing Supplement issued in respect of the issue of Notes to which it relates or in a supplement to this Offering Circular.

No representation is made that any action has been or will be taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of the Offering Circular or any other offering material or any supplemental Offering Circular or Pricing Supplement, in any country or jurisdiction where action for that purpose is required.

Each Dealer has agreed that it will, to the best of its knowledge and belief, comply with all relevant securities laws, regulations and directives in each jurisdiction in which it purchases, offers, sells or delivers Notes or has in its possession or distributes this Offering Circular, any other offering material or any Pricing Supplement and neither the Issuers nor any other Dealer shall have responsibility therefor.

None of the Issuers or any of the Dealers represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating any such sale.

FORM OF PRICING SUPPLEMENT RELATING TO NOTES OTHER THAN PERPETUAL CAPITAL SECURITIES

Pricing Supplement dated [●]

[DBS BANK LTD.

[(acting through its [registered office in Singapore/[●] branch]]]

[DBS GROUP HOLDINGS LTD]

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]

under the USD 30,000,000,000 Global Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (as defined below) set forth in the Offering Circular dated on or about 12 April 2017 [and the supplemental Offering Circular] dated [●]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular [as so supplemented].

[The following language applies if any tranche of the Notes is intended to be “qualifying debt securities” (as defined in the Income Tax Act, Chapter 134 of Singapore):

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, Chapter 134 of Singapore (the **Income Tax Act**), shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.]

[The following alternative language applies if the first tranche of an issue which is being increased was issued under Offering Circular with an earlier date:

Terms used herein shall be deemed to be defined as such for the purposes of the Note Conditions (the **Conditions**) set forth in the Offering Circular dated on or about [●]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated on or about [●] [and the supplemental Offering Circular dated [●]], save in respect of the Conditions which are extracted from the Offering Circular dated on or about [●] and are attached hereto.]

[Insert the following language for an issue of AMTNs:

The Notes will be constituted by a deed poll (**Note (AMTN) Deed Poll**) dated 14 April 2016 executed by DBS Bank and will be issued in certificated registered form by inscription on a register. The Notes are “AMTNs” for the purposes of the Offering Circular dated 12 April 2017 and the relevant Conditions.

Notes will be offered in Australia only in the wholesale capital markets and on the basis that no disclosure to investors is required under Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia.]

Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs. Italics denote directions for completing the Pricing Supplement.

1	Issuer:	[DBS Bank Ltd. [(acting through its [registered office in Singapore/[•] branch]])]/ [DBS Group Holdings Ltd]
2	(i) Series Number:	[•]
	(ii) Tranche Number:	[•]
	[(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).]	
3	Specified Currency or Currencies:	[•]
4	Aggregate Nominal Amount:	
	(i) Series:	[•]
	(ii) Tranche:	[•]
5	(i) Issue Price:	[•]% of the Aggregate Nominal Amount [plus accrued interest from [insert date] (in the case of fungible issues only, if applicable)]
	(ii) Net proceeds:	[[•] (Required only for listed issues)]
6	(i) Specified Denominations:	[•] <i>If the Specified Denomination is expressed to be EUR 100,000 or its equivalent and multiples of a lower nominal amount (for example EUR 1,000), insert the following:</i> <i>“EUR 100,000 and integral multiples of [EUR 1,000] in excess thereof up to and including [EUR 199,000]. No Notes in definitive form will be issued with a denomination above [EUR 199,000].”</i> <i>Notes (including Notes denominated in pounds sterling) in respect of which the issue proceeds are to be accepted by the issuer in the United Kingdom or whose issue otherwise constitutes a contravention of Section 19 of the FSMA and which have a maturity of less than one year must have a minimum redemption value of GBP 100,000 (or its equivalent in other currencies).</i>
	(ii) Calculation Amount:	[•], subject to adjustment following the occurrence of a Trigger Event ¹
7	(i) Issue Date:	[•]
	(ii) Interest Commencement Date:	[Specify/Issue date/Not Applicable]
8	Maturity Date:	[specify date or (for Floating Rate Notes) Interest Payment Date falling in or nearest to the relevant month and year/None] <i>Note that for Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification it will be necessary to specify the Interest Payment Date</i>

¹ Only relevant for Subordinated Notes.

		<i>falling in or nearest to the relevant month and year.</i>
9	Interest Basis:	[[●]% Fixed Rate [from [●] to [●]] [[specify reference rate] +/- [●]% Floating Rate] [from [●] to [●]] [Zero Coupon] [Other (specify)] (further particulars specified below)
10	Redemption/Payment Basis:	[Redemption at par] [Partly-Paid] [Instalment] [Other (specify)]
11	Change of Interest or Redemption:	<i>[Specify details of any Payment Basis: provision for convertibility of Notes into another interest or redemption/payment basis]</i>
12	Put/Call Options:	[Investor Put] [Issuer Call] [(further particulars specified below)]
13	Status of the Notes:	[Senior/Subordinated]
14	Listing:	[SGX-ST/(specify)/None]
15	Method of distribution:	[Syndicated/Non-syndicated]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16	Fixed Rate Note Provisions:	[Applicable/Not Applicable/Applicable from and including the [Issue Date/Interest Payment Date falling on [●] to but excluding the [Interest Payment Date falling on [●]/Maturity Date]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
	(i) Rate[(s)] of Interest:	[●]% per annum [payable [annually/semi-annually/quarterly/monthly] in arrear]
	(ii) Interest Period:	[Each period from and including the [Issue Date]/[Interest Payment Date falling on [●]] to (but excluding) the [subsequent Interest Payment Date falling on [●]/[Maturity Date]], except that the first Interest Period will commence on (and include) the [Issue Date]/[the Interest Payment Date falling on [●]] and the final Interest Period shall end (but exclude) the [Interest Payment Date falling on [●]/[Maturity Date].]
	(iii) Interest Payment Date(s):	[●] in each year [commencing on the [Issue Date/Interest Payment Date falling on [●] and ending on the [Interest Payment Date falling on [●]/Maturity Date]] [adjusted in accordance with [specify Business Day Convention and any applicable Financial Centre(s) for the definition of "Business Day"/not adjusted]

(iv) Business Day Convention:	[Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (<i>give details</i>)/not adjusted]
(v) Fixed Coupon Amount[(s)]:	<p>[●] per Calculation Amount[, subject to adjustment following the occurrence of a Trigger Event]²</p> <p><i>For Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification, the following alternative wording is appropriate: "Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure, in the case of Renminbi denominated Fixed Rate Notes, to the nearest CNY 0.01, CNY 0.005 being rounded upwards or, in the case of Hong Kong dollar denominated Fixed Rate Notes, to the nearest HKD 0.01, HKD 0.005 being rounded upwards."</i></p>
(vi) Broken Amount(s):	[●] per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event, payable on the Interest Payment Date falling [in/on] [●]
(vii) Day Count Fraction:	[30/360/Actual/Actual (ICMA/ISDA)/other]
(viii) [Determination Dates]:	[●] in each year (insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))]
(ix) Other terms relating to the method of calculating interest for Fixed Rate Notes:	[Not Applicable/give details]
17 Floating Rate Note Provisions:	<p>[Applicable/Not Applicable/Applicable from and including the [Issue Date/Interest Payment Date falling on [●] to but excluding the [Interest Payment Date falling on [●]/Maturity Date]]</p> <p><i>(If not applicable, delete the remaining subparagraphs of this paragraph.)</i></p>
(i) Interest Period(s):	[Each period from and including the [Issue Date]/[Interest Payment Date falling on [●]] to (but excluding) the [subsequent Interest Payment Date falling on [●]/[Maturity Date]], except that the first Interest Period will commence on (and include) the [Issue Date]/[the Interest Payment Date falling on [●]] and the final Interest Period shall end (but exclude) the [Interest Payment Date falling on [●]]

² Only relevant for Subordinated Notes.

- /[Maturity Date].]
- (ii) Interest Payment Date(s): [●] in each year [commencing on the [Issue Date/Interest Payment Date falling on [●] and ending on the [Interest Payment Date falling on [●]/Maturity Date]] [adjusted in accordance with [specify Business Day Convention and any applicable Financial Centre(s) for the definition of “Business Day”]/not adjusted]
- (iii) Interest Period End Date: [●]
(Not applicable unless different from Interest Payment Date)
- (iv) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)]
- (v) Business Centre(s): [●] *(insert New York City for U.S. dollar denominated Notes to be held through DTC and for non-U.S. dollar denominated Notes where exchange into U.S. dollars is contemplated for DTC participants holding through Euroclear and Clearstream, Luxembourg)*
- (vi) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ISDA Determination/other (give details)]
- (vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the [Agent]): [●]
- (viii) Screen Rate Determination:
- Reference Rate: [●]
 - Interest Determination Date(s): [●]
 - Relevant Screen Page: [●]
- (ix) ISDA Determination:
- Floating Rate Option: [●]
 - Designated Maturity: [●]
 - Reset Date: [●]
- (x) Margin(s): [+/-][●]% per annum
- (xi) Minimum Rate of Interest: [●]% per annum
- (xii) Maximum Rate of Interest: [●]% per annum
- (xiii) Day Count Fraction: [●]
- (xiv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Note Conditions: [●]

18	Zero Coupon Note Provisions:	<p>[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i></p> <p>(i) Amortisation Yield: [●]% per annum</p> <p>(ii) Any other formula/basis of determining amount payable: [●]</p>
PROVISIONS RELATING TO REDEMPTION		
19	Call Option:	<p>[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i></p> <p>(i) Optional Redemption Date(s): [●]</p> <p>(ii) Optional Redemption Amount(s) of each Note and specified denomination method, if any, of calculation of such amount(s): [●] per Calculation Amount[, subject to adjustment following the occurrence of a Trigger Event]³</p> <p>(iii) If redeemable in part:</p> <p style="padding-left: 40px;">– Minimum Redemption Amount: [●] per Calculation Amount</p> <p style="padding-left: 40px;">– Maximum Redemption Amount: [●] per Calculation Amount</p> <p>(iv) Notice period: [●]</p>
20	Put Option:	<p>[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i></p> <p>(i) Optional Redemption Date(s): [●]</p> <p>(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount[, subject to adjustment following the occurrence of a Trigger Event]⁴</p> <p>(iii) Notice period: [●]</p>
21	Variation instead of Redemption (Note Condition 5(g)):	<p>[Applicable/Not Applicable] <i>(Only relevant for Subordinated Notes)</i></p>
22	Final Redemption Amount of each Note:	<p>[●] per Calculation Amount[, subject to adjustment following the occurrence of a Trigger Event]⁵</p>
23	Early Redemption Amount:	<p>Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Note Conditions): [●], subject to adjustment following the occurrence of a Trigger Event]⁶</p>

³ Only relevant for Subordinated Notes.

⁴ Only relevant for Subordinated Notes.

⁵ Only relevant for Subordinated Notes.

⁶ Only relevant for Subordinated Notes.

PROVISIONS RELATING TO LOSS ABSORPTION

- 24 Loss Absorption Option: [Write-off Applicable/Not Applicable]
[DBS Bank Write-off on a Trigger Event
(Note Condition 6(a))]/[DBSH Write-off on a
Trigger Event (Note Condition 6(b))]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 25 Form of Notes: **Bearer Notes:**
[Temporary Global Note exchangeable for a
Permanent Global Note which is exchangeable for
Definitive Notes in the limited circumstances
specified in the Permanent Global Note]
[Temporary Global Note exchangeable for
Definitive Notes on [●] days' notice]
[Permanent Global Note exchangeable for
Definitive Notes in the limited circumstances
specified in the Permanent Global Note]
*(N.B. The exchange upon notice/at any time
options should not be expressed to be applicable if
the Specified Denomination of the Notes in
paragraph 6 includes language substantially to the
following effect: "EUR 100,000 and integral
multiples of EUR 1,000 in excess thereof up to and
including EUR 199,000". Furthermore, such
Specified Denomination construction is not
permitted in relation to any issue of Notes which is
to be represented on issue by a Temporary Global
Note exchangeable for Definitive Notes.)*
Registered Notes:
[Regulation S Global Note (USD/EUR [●] nominal
amount) registered in the name of a nominee for
[DTC/a common depository for Euroclear and
Clearstream, Luxembourg]]
[Rule 144A Global Note (USD [●] nominal amount)
registered in the name of a nominee for [DTC/a
common depository for Euroclear and
Clearstream, Luxembourg]]
[Registered Notes]:
*[If the Notes are AMTNs insert the following:
The Notes are AMTNs as referred to in the
Offering Circular and will be issued in registered
certificated form, constituted by the Note (AMTN)
Deed Poll and take the form of entries on a
register to be maintained by the Australian Agent
(as defined below). Copies of the Note (AMTN)
Deed Poll are available from the Australian Agent
at its principal office in Sydney.]*
- 26 Financial Centre(s) or other special [Not Applicable/give details. Note that this

	provisions relating to Payment Dates:	paragraph relates to <i>the date and place of payment, and not interest period end dates, to which paragraphs 16(iii) and 17(iii) relate</i>] (<i>insert New York City for U.S. dollar denominated Notes to be held through DTC</i>)
27	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	[Yes/No. <i>If yes, give details</i>]
28	Details relating to Partly-Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	[Not Applicable/ <i>give details</i>]
29	Details relating to Instalment Notes: amount of each instalment (Instalment Amount), date on which each payment is to be made (Instalment Date):	[Not Applicable/ <i>give details</i>]
30	Other terms or special conditions:	[Not Applicable/ <i>give details, including if any conversion loss absorption option to be set out in Appendix to Pricing Supplement</i>]
DISTRIBUTION		
31	(i) If syndicated, names of Managers:	[Not Applicable/ <i>give names</i>] [The Issuer or any of its broker-dealers or other affiliates may engage in market-making transactions involving the Notes after their initial sale as permitted by applicable law, but none of the Issuer, any of its broker-dealer or its affiliates is obligated to do so or to make a market for the Notes]
	(ii) Stabilising Manager (if any):	[Not Applicable/ <i>give name</i>]
32	If non-syndicated, name of Dealer:	[Not Applicable/ <i>give name</i>] [The Issuer or any of its broker-dealers or other affiliates may engage in market-making transactions involving the Notes after their initial sale as permitted by applicable law, but none of the Issuer, any of its broker-dealer or its affiliates is obligated to do so or to make a market for the Notes]
33	Whether TEFRA D or TEFRA C was applicable or TEFRA rules not applicable:	[TEFRA D/TEFRA C/TEFRA not applicable (for Bearer Notes with a maturity of one year or less or Registered Notes)] ⁷
34	Additional selling restrictions:	[Not Applicable/ <i>give details</i>]

⁷ Where TEFRA D is applicable, a Bearer Note must be issued in the form of a Temporary Global Note exchangeable upon a U.S. tax certification for a Permanent Global Note or a Definitive Note

OPERATIONAL INFORMATION

- 35 ISIN Code: [●]
- 36 Common Code: [●]
- 37 CUSIP: [●]
- 38 CMU Instrument Number: [●]
- 39 Any clearing system(s) other than The Central Depository (Pte) Limited, The Central Moneymarkets Unit Service, Euroclear Bank SA/NV and Clearstream Banking S.A., The Depository Trust Company and/or Austraclear Ltd and the relevant identification number(s): [Not Applicable/give name(s) and number(s)]
- 40 Delivery: Delivery [against/free of] payment
- 41 Additional Paying Agent(s) (if any): [●]
*If the Notes are AMTNs insert the following:
[BTA Institutional Services Australia Limited (ABN 48 002 916 396) has been appointed under the Agency and Registry Services Agreement dated 14 April 2016 as issuing and paying agent and registrar (**Australian Agent**) in respect of the Notes. The Australian Agent's address is Level 2, 35 Clarence Street, Sydney NSW 2000, Australia.*

GENERAL

- 42 Applicable Governing Document: [Amended and Restated Trust Deed dated on or about 12 April 2017]
[Singapore Supplemental Trust Deed dated 12 April 2017]
- 43 Governing Law: [English law/Laws of New South Wales, Australia]
[save that the provisions relating to Subordinated Notes in relation to subordination, set-off and payment void and default and enforcement shall be governed by, and construed in accordance with, the laws of Singapore] [Singapore law]

[PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue [if listed, and admission to trading on the Singapore Exchange Securities Trading Limited] of the Notes described herein pursuant to the USD 30,000,000,000 Global Medium Term Note Programme of DBS Bank Ltd. and DBS Group Holdings Ltd]

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of [DBS Bank Ltd. acting through its [registered office in Singapore/[●] branch]]/[DBS Group Holdings Ltd]:

By:

Duly authorised

FORM OF PRICING SUPPLEMENT RELATING TO PERPETUAL CAPITAL SECURITIES

Pricing Supplement dated [●]

[DBS BANK LTD.]

[DBS GROUP HOLDINGS LTD]

Issue of [Aggregate Nominal Amount of Tranche] [Title of Perpetual Capital Securities]

under the USD 30,000,000,000 Global Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Perpetual Capital Securities described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Perpetual Capital Securities Conditions (the **Conditions**) set forth in the Offering Circular dated on or about 12 April 2017 [and the supplemental Offering Circular] dated [●]. This Pricing Supplement contains the final terms of the Perpetual Capital Securities and must be read in conjunction with such Offering Circular [as so supplemented].

[The following language applies if any tranche of the Perpetual Capital Securities is intended to be “qualifying debt securities” (as defined in the Income Tax Act, Chapter 134 of Singapore):

Where interest, distribution, discount income, prepayment fee, redemption premium or break cost is derived from any of the Perpetual Capital Securities by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, Chapter 134 of Singapore (the **Income Tax Act**), shall not apply if such person acquires such Perpetual Capital Securities using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, distribution, discount income, prepayment fee, redemption premium or break cost derived from the Perpetual Capital Securities is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.]

[The following alternative language applies if the first tranche of an issue which is being increased was issued under Offering Circular with an earlier date:

Terms used herein shall be deemed to be defined as such for the purposes of the Perpetual Capital Securities Conditions (the **Conditions**) set forth in the Offering Circular dated on or about [●]. This Pricing Supplement contains the final terms of the Perpetual Capital Securities and must be read in conjunction with the Offering Circular dated on or about [●] [and the supplemental Offering Circular dated [●]], save in respect of the Conditions which are extracted from the Offering Circular dated on or about [●] and are attached hereto.]

Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs. Italics denote directions for completing the Pricing Supplement.

- | | | |
|---|----------------------|--|
| 1 | Issuer: | [DBS Bank Ltd.]/
[DBS Group Holdings Ltd] |
| 2 | (i) Series Number: | [●] |
| | (ii) Tranche Number: | [●] |
- [(If fungible with an existing Series, details of that Series, including the date on which

	the Perpetual Capital Securities become fungible.)]	
3	Specified Currency or Currencies:	[●]
4	Aggregate Nominal Amount:	
	(i) Series:	[●]
	(ii) Tranche:	[●]
5	(i) Issue Price:	[●]% of the Aggregate Nominal Amount [plus accrued Distributions from [<i>insert date</i>] (<i>in the case of fungible issues only, if applicable</i>)]
	(ii) Net Proceeds:	[[●] (<i>Required only for listed issues</i>)]
6	(i) Specified Denominations:	[●] <i>If the Specified Denomination is expressed to be EUR 100,000 or its equivalent and multiples of a lower nominal amount (for example EUR 1,000), insert the following:</i> <i>“EUR 100,000 and integral multiples of [EUR 1,000] in excess thereof up to and including [EUR 199,000]. No Perpetual Capital Securities in definitive form will be issued with a denomination above [EUR 199,000]”.</i> <i>Perpetual Capital Securities (including Perpetual Capital Securities denominated in pounds sterling) in respect of which the issue proceeds are to be accepted by the issuer in the United Kingdom or whose issue otherwise constitutes a contravention of Section 19 of the FSMA and which have a maturity of less than one year must have a minimum redemption value of GBP 100,000 (or its equivalent in other currencies).</i>
	(ii) Calculation Amount:	[●], subject to adjustment following the occurrence of a Trigger Event
7	(i) Issue Date:	[●]
	(ii) Distribution Commencement Date:	[Specify/Issue date/Not Applicable]
8	Distribution	
	(i) Distribution Basis:	[[●]% Fixed Rate [from [●] to [●]] [[<i>specify reference rate</i>] +/- [●]% Floating Rate] [from [●] to [●]] [Other (<i>specify</i>)] (further particulars specified below)
	(ii) Distribution Stopper (Condition 5(e)):	[Applicable/Not Applicable]
9	Redemption/Payment Basis:	[Redemption at par] [Other (<i>specify</i>)]
10	Change of Distribution or Redemption:	[Specify details of any Payment Basis: provision for convertibility of Perpetual Capital Securities into another Distribution or redemption/payment basis]

- 11 Call Options: [Issuer Call]
 [(further particulars specified below)]
- 12 Listing: [SGX-ST/(specify)/None]
- 13 Method of distribution: [Syndicated/Non-syndicated]

PROVISIONS RELATING TO DISTRIBUTION PAYABLE

- 14 Fixed Rate Perpetual Capital Security Provisions: [Applicable/Not Applicable/Applicable from and including the [Issue Date/Distribution Payment Date falling on [●]] to but excluding the [Distribution Payment Date falling on [●]]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Rate[(s)] of Distribution:
- (a) Initial Distribution Rate: [●]% per annum [payable [annually/semi-annually/quarterly/monthly] in arrear]
- (b) Reset: [Applicable/Not Applicable]
- (A) First Reset Date: [●]
- (B) Reset Date[s]: The First Reset Date and each date falling every [●] after the First Reset Date
- (C) Relevant Rate: [●]
- (D) Initial Spread: [●]
- (ii) Distribution Period: [Each period from and including the [Issue Date]/[Distribution Payment Date falling on [●]] to (but excluding) the [subsequent Distribution Payment Date falling on [●]], except that the first Distribution Period will commence on (and include) the [Issue Date]/[Distribution Payment Date falling on [●]] and the final Distribution Period shall end (but exclude) the [Distribution Payment Date falling on [●]].]
- (iii) Distribution Payment Date(s): [●] in each year [commencing on the [Issue Date/Distribution Payment Date falling on [●]] and ending on the [Distribution Payment Date falling on [●]]] [adjusted in accordance with [specify Business Day Convention and any applicable Financial Centre(s) for the definition of “Business Day”]/not adjusted]
- (iv) Business Day Convention: [Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (*give details*)]
- (v) Fixed Distribution Amount[(s)]: [●] per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event
For Renminbi or Hong Kong dollar denominated Fixed Rate Perpetual Capital Securities where the Distribution Payment Dates are subject to modification, the following alternative wording is appropriate: “Each Fixed Coupon Amount shall be

calculated by multiplying the product of the Rate of Distribution and the Calculation Amount by the Day Count Fraction and rounding the resultant figure, in the case of Renminbi denominated Fixed Rate Perpetual Capital Securities, to the nearest CNY 0.01, CNY 0.005 being rounded upwards or, in the case of Hong Kong dollar denominated Fixed Rate Perpetual Capital Securities, to the nearest HKD 0.01, HKD 0.005 being rounded upwards.”

- (vi) Broken Amount(s): [●] per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event, payable on the Distribution Payment Date falling [in/on] [●]
- (vii) Day Count Fraction: [30/360/Actual/Actual (ICMA/ISDA)/other]
- (viii) [Determination Dates: [●] in each year (insert regular Distribution payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))]
- (ix) Other terms relating to the method of calculating Distribution for Fixed Rate Perpetual Capital Securities: [Not Applicable/give details]
- 15 Floating Rate Perpetual Capital Security Provisions: [Applicable/Not Applicable/Applicable from and including the [Issue Date/Distribution Payment Date falling on [●] to but excluding the [Distribution Payment Date falling on [●]]]
(If not applicable, delete the remaining subparagraphs of this paragraph.)
- (i) Distribution Period(s): [Each period from and including the [Issue Date]/[Distribution Payment Date falling on [●]] to (but excluding) the [subsequent Distribution Payment Date falling on [●]], except that the first Distribution Period will commence on (and include) the [Issue Date]/[the Distribution Payment Date falling on [●] and the final Distribution Period shall end (but exclude) the [Distribution Payment Date falling on [●]].]
- (ii) Distribution Payment Date(s): [●] in each year [commencing on the [Issue Date/Distribution Payment Date falling on [●] and ending on the [Distribution Payment Date falling on [●]] [adjusted in accordance with [specify Business Day Convention and any applicable Financial Centre(s) for the definition of “Business Day”]/not adjusted]
- (iii) Distribution Period End Date: [●]
(Not applicable unless different from Distribution

- Payment Date)*
- (iv) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)]
- (v) Business Centre(s): [●] (*insert New York City for U.S. dollar denominated Perpetual Capital Securities to be held through DTC and for non-U.S. dollar denominated Perpetual Capital Securities where exchange into U.S. dollars is contemplated for DTC participants holding through Euroclear and Clearstream, Luxembourg*)
- (vi) Manner in which the Rate(s) of Distribution is/are to be determined: [Screen Rate Determination/ISDA Determination/other (give details)]
- (vii) Party responsible for calculating the Rate(s) of Distribution and Distribution Amount(s) (if not the [Agent]): [●]
- (viii) Screen Rate Determination:
- Reference Rate: [●]
 - Distribution Determination Date(s): [●]
 - Relevant Screen Page: [●]
- (ix) ISDA Determination:
- Floating Rate Option: [●]
 - Designated Maturity: [●]
 - Reset Date: [●]
- (x) Margin(s): [+/-][●]% per annum¹
- (xi) Minimum Rate of Distribution: [●]% per annum
- (xii) Maximum Rate of Distribution: [●]% per annum
- (xiii) Day Count Fraction: [●]
- (xiv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating Distribution on Floating Rate Perpetual Capital Securities, if different from those set out in the Conditions: [●]

PROVISIONS RELATING TO REDEMPTION

- 16 Call Option: [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)

¹ Where there are different margins for different Distribution Accrual Periods, no step-up in the Rate of Distribution shall be permitted.

- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Perpetual Capital Security and specified denomination method, if any, of calculation of such amount(s): [●] per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event
- (iii) If redeemable in part:
- Minimum Redemption Amount: [●] per Calculation Amount
 - Maximum Redemption Amount: [●] per Calculation Amount
- (iv) Notice period: [●]
- 17 Variation instead of Redemption (Condition 6(f)): [Applicable/Not Applicable]
- 18 Final Redemption Amount of each Perpetual Capital Security: [●] per Calculation Amount, subject to adjustment following the occurrence of a Trigger Event
- 19 Early Redemption Amount:
Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): [●], subject to adjustment following the occurrence of a Trigger Event

PROVISIONS RELATING TO LOSS ABSORPTION

- 20 Loss Absorption Option: [Write-off Applicable /Not Applicable]
[DBS Bank Write-off on a Trigger Event (Condition 7(a))][DBSH Write-off on a Trigger Event (Condition 7(b))]

GENERAL PROVISIONS APPLICABLE TO THE PERPETUAL CAPITAL SECURITIES

- 21 Form of Perpetual Capital Securities: [Regulation S Global Note (USD/EUR [●] nominal amount) registered in the name of a nominee for [DTC/a common depository for Euroclear and Clearstream, Luxembourg]]
[Rule 144A Global Note (USD [●] nominal amount) registered in the name of a nominee for [DTC/a common depository for Euroclear and Clearstream, Luxembourg]]
- 22 Financial Centre(s) or other special provisions relating to Payment Dates: [Not Applicable/give details. Note that this paragraph relates to *the date and place of payment, and not distribution period end dates, to which paragraphs 14(ii) and 15(iii) relate*] (insert *New York City for U.S. dollar denominated Perpetual Capital Securities to be held through DTC*)
- 23 Other terms or special conditions: [Not Applicable/give details, including if any *conversion loss absorption option to be set out in Appendix to Pricing Supplement*]

DISTRIBUTION

24	(i) If syndicated, names of Managers:	[Not Applicable/ <i>give names</i>] [The Issuer or any of its broker-dealers or other affiliates may engage in market-making transactions involving the Perpetual Capital Securities after their initial sale as permitted by applicable law, but none of the Issuer, any of its broker-dealer or its affiliates is obligated to do so or to make a market for the Perpetual Capital Securities]
	(ii) Stabilising Manager (if any):	[Not Applicable/ <i>give name</i>]
25	If non-syndicated, name of Dealer:	[Not Applicable/ <i>give name</i>] [The Issuer or any of its broker-dealers or other affiliates may engage in market-making transactions involving the Perpetual Capital Securities after their initial sale as permitted by applicable law, but none of the Issuer, any of its broker-dealer or its affiliates is obligated to do so or to make a market for the Perpetual Capital Securities]
26	Whether TEFRA D or TEFRA C was applicable or TEFRA rules not applicable:	TEFRA not applicable
27	Additional selling restrictions:	[Not Applicable/ <i>give details</i>]
	OPERATIONAL INFORMATION	
28	ISIN Code:	[•]
29	Common Code:	[•]
30	CUSIP:	[•]
31	CMU Instrument Number:	[•]
32	Any clearing system(s) other than The Central Depository (Pte) Limited, The Central Moneymarkets Unit Service, Euroclear Bank SA/NV and Clearstream Banking, S.A., The Depository Trust Company and/or Austraclear Ltd and the relevant identification number(s):	[Not Applicable/ <i>give name(s) and number(s)</i>]
33	Delivery:	Delivery [against/free of] payment
34	Additional Paying Agent(s) (if any):	[•]
	GENERAL	
35	Applicable Governing Document:	[Amended and Restated Trust Deed dated on or about 12 April 2017] [Singapore Supplemental Trust Deed dated 12 April 2017]
36	Governing Law:	[English law, save that the provisions in relation to subordination, set-off and payment void and default and enforcement shall be governed by, and construed in accordance with, the laws of

[PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue [if listed, and admission to trading on the Singapore Exchange Securities Trading Limited] of the Perpetual Capital Securities described herein pursuant to the USD 30,000,000,000 Global Medium Term Note Programme of DBS Bank Ltd. and DBS Group Holdings Ltd]

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of [DBS Bank Ltd.]/[DBS Group Holdings Ltd]:

By:

Duly authorised

CLEARING AND SETTLEMENT

*The following is a summary of the rules and procedures of CDP, the CMU, DTC, Euroclear, Clearstream, Luxembourg and the Austraclear System (together, the **Clearing Systems**), currently in effect, as they relate to clearing and settlement of transactions involving the Notes. The rules and procedures of these systems are subject to change at any time. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Issuers, the Joint Arrangers, any Dealer nor any party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests. The applicable Pricing Supplement will specify the Clearing System(s) applicable for each Series.*

The Clearing Systems

DTC

DTC has advised the Issuers that it is a limited-purpose trust company organised under the New York Banking Law, a “banking organisation” within the meaning of the New York Banking Law, a member of the U.S. Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code and a “clearing agency” registered pursuant to Section 17A of the Exchange Act. DTC holds and provides asset servicing securities that its participants (**Participants**) deposit with DTC. DTC also facilitates the settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerised book-entry changes in Participants’ accounts, thereby eliminating the need for physical movement of securities certificates. DTC is owned by a number of its direct participants (**Direct Participants**), which include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (**Indirect Participants**).

Under the rules, regulations and procedures creating and affecting DTC and its operations (the **Rules**), DTC makes book-entry transfers of Registered Notes among Direct Participants on whose behalf it acts with respect to Notes accepted into DTC’s book-entry settlement system (**DTC Notes**) as described below and receives and transmits distributions of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, on DTC Notes. The Rules are on file with the U.S. Securities and Exchange Commission. Direct Participants and Indirect Participants with which beneficial owners of DTC Notes (**Owners**) have accounts with respect to the DTC Notes similarly are required to make book-entry transfers and receive and transmit such payments on behalf of their respective Owners. Accordingly, although Owners who hold DTC Notes through Direct Participants or Indirect Participants will not possess Registered Notes, the Rules, by virtue of the requirements described above, provide a mechanism by which Direct Participants will receive payments and will be able to transfer their interest in respect of the DTC Notes.

Purchases of DTC Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the DTC Notes on DTC’s records. The ownership interest of each actual purchaser of each DTC Note (**Beneficial Owner**) is in turn to be recorded on the Direct and Indirect Participant’s records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the DTC Notes are to

be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in DTC Notes, except in the event that use of the book-entry system for the DTC Notes is discontinued.

To facilitate subsequent transfers, all DTC Notes deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co, or such other nominee as may be requested by an authorised representative of DTC. The deposit of DTC Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the DTC Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such DTC Notes are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the DTC Notes within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to DTC Notes unless authorised by a Direct Participant in accordance with DTC's Money Market Instrument Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Relevant Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the DTC Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy). Payments of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, on the DTC Notes will be made to DTC. DTC's practice is to credit Direct Participants' accounts on the due date for payment in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on the due date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC or the Issuers, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest (in respect of Notes other than Perpetual Capital Securities) or Distributions (in respect of Perpetual Capital Securities only), as applicable, to DTC is the responsibility of the Issuers, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of Direct and Indirect Participants.

Under certain circumstances, including if there is an Event of Default or a Default, DTC will exchange the DTC Notes for definitive Registered Notes, which it will distribute to its Participants in accordance with their proportionate entitlements and which, if representing interests in a Rule 144A Global Certificate, will be legended as set forth under "Transfer Restrictions".

Since DTC may only act on behalf of Direct Participants, who in turn act on behalf of Indirect Participants, any Beneficial Owner desiring to pledge DTC Notes to persons or entities that do not participate in DTC, or otherwise take actions with respect to such DTC Notes, will be required to withdraw its Registered Notes from DTC as described below.

Euroclear and Clearstream, Luxembourg

Euroclear and Clearstream, Luxembourg each holds securities for participating organisations and facilitates the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear and Clearstream,

Luxembourg provide to their respective participants, among other things, services for safekeeping, administration, clearance and settlement of internationally-traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg participants are financial institutions throughout the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to Euroclear and Clearstream, Luxembourg is also available to others, such as banks, brokers, dealers and trust companies which clear through or maintain a custodial relationship with a Euroclear or Clearstream, Luxembourg participant, either directly or indirectly. Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Distributions of principal with respect to book-entry interests in the Notes held through Euroclear or Clearstream, Luxembourg will be credited, to the extent received by the Paying Agent, to the cash accounts of Euroclear or Clearstream, Luxembourg participants in accordance with the relevant system's rules and procedures.

The CMU

The CMU is a central depository service provided by the Central Moneymarkets Unit of the Hong Kong Monetary Authority (the **HKMA**) for the safe custody and electronic trading between the members of this service (**CMU Members**) of capital markets instruments (**CMU Instruments**) which are specified in the CMU Service Reference Manual as capable of being held within the CMU. The CMU is only available to CMU Instruments issued by a CMU Member or by a person for whom a CMU Member acts as agent for the purposes of lodging instruments issued by such persons. Membership of the CMU is open to all members of the Hong Kong Capital Markets Association and "authorised institutions" under the Banking Ordinance (Cap. 155) of Hong Kong.

Compared to clearing services provided by Euroclear and Clearstream, Luxembourg, the standard custody and clearing service provided by the CMU is limited. In particular (and unlike Euroclear and Clearstream, Luxembourg), the HKMA does not as part of this service provide any facilities for the dissemination to the relevant CMU Members of payments (of interest or principal) under, or notices pursuant to the notice provisions of, the CMU Instruments. Instead, the HKMA advises the CMU Lodging and Paying Agent of the identities of the CMU Members to whose accounts payments in respect of the relevant CMU Instruments are credited, whereupon the CMU Lodging and Paying Agent will make the necessary payments of interest or principal or send notices directly to the relevant CMU Members. Similarly, the HKMA will not obtain certificates of non-U.S. beneficial ownership from CMU Members or provide any such certificates on behalf of CMU Members. The CMU Lodging and Paying Agent will collect such certificates from the relevant CMU Members identified from an instrument position report obtained by request from the HKMA for this purpose.

An investor holding an interest through an account with either Euroclear or Clearstream, Luxembourg in any Notes held in the CMU will hold that interest through the respective accounts which Euroclear and Clearstream, Luxembourg each have with the CMU.

CDP

In respect of Notes which are accepted for clearance by CDP in Singapore, clearance will be effected through an electronic book-entry clearance and settlement system for the trading of debt securities (**Depository System**) maintained by CDP.

CDP, a wholly-owned subsidiary of Singapore Exchange Limited, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. CDP holds securities for its accountholders and facilitates the clearance and settlement of securities transactions between accountholders through electronic book-entry changes in the securities accounts maintained by such accountholders with CDP.

In respect of Notes which are accepted for clearance by CDP, the entire issue of the Notes is to be held by CDP in the form of a Global Note for persons holding the Notes in securities accounts with CDP (**Depositors**). Delivery and transfer of Notes between Depositors is by electronic book-entries in the records of CDP only, as reflected in the securities accounts of Depositors. Although CDP encourages settlement on the third business day following the trade date of debt securities, market participants may mutually agree on a different settlement period if necessary.

Settlement of over-the-counter trades in the Notes through the Depository System may only be effected through certain corporate depositors (**Depository Agents**) approved by CDP under the Securities and Futures Act, Chapter 289 of Singapore to maintain securities sub-accounts and to hold the Notes in such securities sub-accounts for themselves and their clients. Accordingly, Notes for which trade settlement is to be effected through the Depository System must be held in securities sub-accounts with Depository Agents. Depositors holding the Notes in direct securities accounts with CDP, and who wish to trade Notes through the Depository System, must transfer the Notes to be traded from such direct securities accounts to a securities sub-account with a Depository Agent for trade settlement.

CDP is not involved in money settlement between Depository Agents (or any other persons) as CDP is not a counterparty in the settlement of trades of debt securities. However, CDP will make payment of interest or distribution, as applicable, and repayment of principal on behalf of issuers of debt securities.

Although CDP has established procedures to facilitate transfer of interests in the Notes in global form among Depositors, it is under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. None of the Issuers, the Issuing and Paying Agent or any other agent will have the responsibility for the performance by CDP of its obligations under the rules and procedures governing its operations.

Book-Entry Ownership

This section does not apply to AMTNs.

Bearer Notes

The Issuers will make applications to Euroclear and Clearstream, Luxembourg for acceptance in their respective book-entry systems in respect of any Series of Bearer Notes. The Issuers may also apply to have Bearer Notes accepted for clearance through CDP and the CMU. In respect of Bearer Notes, a Temporary Global Note and/or a Permanent Global Note in bearer form without coupons will be deposited with a Common Depository for Euroclear and Clearstream, Luxembourg and/or a sub-custodian for the CMU or CDP. Transfers of interests in a Temporary Global Note or a Permanent Global Note will be made in accordance with the normal Euromarket debt securities operating procedures of CDP, the CMU, Euroclear and Clearstream, Luxembourg. Each Global Note will have an ISIN and a Common Code or, if lodged with a sub-custodian for the CMU, will have a CMU Instrument Number.

Registered Notes

The Issuers may make applications to Euroclear and Clearstream, Luxembourg and the Issuers may also make applications to CDP and the CMU, for acceptance in their respective book-entry systems in respect of the Unrestricted Notes to be represented by each Unrestricted Global Certificate. Each Unrestricted Global Certificate will have an ISIN and a Common Code or, if lodged with a sub-custodian for the CMU, will have a CMU Instrument Number.

The Issuers may make application to DTC for acceptance in its book-entry settlement system of the Unrestricted Notes and/or the Restricted Notes represented by each Global Certificate. Each Global Certificate accepted for clearance in DTC will have a CUSIP number. Each Restricted Global Certificate will be subject to restrictions on transfer contained in a legend appearing on the front of such Certificate, as set out under "Transfer Restrictions". In certain circumstances, as described below in "Transfers of

Registered Notes”, transfers of interests in a Restricted Global Certificate may be made as a result of which such legend is no longer applicable.

The custodian with whom the Global Certificates are deposited (the **Custodian**) and DTC will electronically record the nominal amount of the individual beneficial interests represented by such Global Certificate to the accounts of persons who have accounts with DTC. Such accounts initially will be designated by or on behalf of the relevant Dealer. Ownership of beneficial interests in such a Global Certificate will be limited to Direct Participants or Indirect Participants, including, in the case of any Regulation S Global Certificate, the respective depositories of Euroclear and Clearstream, Luxembourg. Ownership of beneficial interests in a Global Certificate accepted by DTC will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee (with respect to the interests of Direct Participants) and the records of Direct Participants (with respect to interests of Indirect Participants).

Payments of the principal of, and interest on, each Global Certificate registered in the name of DTC’s nominee will be to or to the order of its nominee as the registered owner of such Global Certificate. The Issuers expect that the nominee, upon receipt of any such payment, will immediately credit DTC participants’ accounts with payments in amounts proportionate to their respective beneficial interests in the nominal amount of the relevant Global Certificate as shown on the records of DTC or the nominee. The Issuers also expect that payments by DTC participants to owners of beneficial interests in such Global Certificate held through such DTC participants will be governed by standing instructions and customary practices, as is now the case with securities held for the accounts of customers registered in the names of nominees for such customers. Such payments will be the responsibility of such DTC participants. None of the Issuers nor any Paying Agent or any Transfer Agent (each an **Agent**) will have any responsibility or liability for any aspect of the records relating to or payments made on account of ownership interests in the Global Certificates or for maintaining, supervising or reviewing any records relating to such ownership interests.

All Registered Notes will initially be in the form of an Unrestricted Global Certificate and/or a Restricted Global Certificate. Individual definitive Registered Notes will only be available, in the case of Unrestricted Notes, in amounts specified in the applicable Pricing Supplement, and, in the case of Restricted Notes, in amounts of USD 200,000 (or its equivalent in other currencies), or higher integral multiples of USD 1,000 (or its equivalent in other currencies), in certain limited circumstances described below.

Individual Certificates

Registration of title to Registered Notes in a name other than a depository or its nominee for Euroclear and Clearstream, Luxembourg or a sub-custodian for CDP or the CMU or DTC will not be permitted unless (i) in the case of Restricted Notes, DTC notifies the Relevant Issuer that it is no longer willing or able to discharge properly its responsibilities as depository with respect to the Restricted Global Certificate, or ceases to be a “clearing agency” registered under the Exchange Act, or is at any time no longer eligible to act as such and the Relevant Issuer is unable to locate a qualified successor within 90 days of receiving notice of such ineligibility on the part of DTC, or (ii) in the case of Unrestricted Notes, Euroclear or Clearstream, Luxembourg is or a sub-custodian for the CMU is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does, in fact, do so or, if such Global Certificate is held on behalf of CDP, and there shall have occurred and be continuing an Event of Default or Default or CDP is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise), or CDP announces an intention permanently to cease business and no Alternative Clearing System is available or CDP has notified the Relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties under the Master Depository Services Agreement and no Alternative Clearing System is available. In such circumstances, the Relevant Issuer will cause sufficient individual definitive Registered Notes to be executed and delivered to the Registrar

for completion, authentication and dispatch to the relevant Noteholder(s). A person having an interest in a Global Certificate must provide the Registrar with:

- (i) a written order containing instructions and such other information as the Relevant Issuer and the Registrar may require to complete, execute and deliver such individual definitive Registered Notes; and
- (ii) in the case of a Restricted Global Certificate only, a fully completed, signed certification substantially to the effect that the exchanging holder is not transferring its interest at the time of such exchange, or in the case of a simultaneous resale pursuant to Rule 144A, a certification that the transfer is being made in compliance with the provisions of Rule 144A. Individual definitive Registered Notes issued pursuant to this paragraph (ii) shall bear the legends applicable to transfers pursuant to Rule 144A.

Transfers of Registered Notes

Transfers of interests in Global Certificates within CDP, the CMU, DTC, Euroclear and Clearstream, Luxembourg will be effected in accordance with the usual rules and operating procedures of the relevant clearing system. The laws of some states in the United States require that certain persons take physical delivery in definitive form of securities. Consequently, the ability to transfer interests in a Restricted Global Certificate to such persons may be limited. Because DTC can only act on behalf of direct participants, who in turn act on behalf of indirect participants, the ability of a person having an interest in a Restricted Global Certificate to pledge such interest to persons or entities that do not participate in DTC, or otherwise take actions in respect of such interest, may be affected by the lack of a physical certificate in respect of such interest.

Beneficial interests in an Unrestricted Global Certificate may be held only through CDP, Euroclear or Clearstream, Luxembourg. Transfers may be made at any time by a holder of an interest in an Unrestricted Global Certificate to a transferee who wishes to take delivery of such interest through the Restricted Global Certificate for the same Series of Notes provided that any such transfer made on or prior to the expiration of the distribution compliance period (as defined in Regulation S) relating to the Notes represented by such Unrestricted Global Certificate will only be made upon receipt by the Registrar or any Transfer Agent of a written certificate from Euroclear or Clearstream, Luxembourg, as the case may be (based on a written certificate from the transferor of such interest), to the effect that such transfer is being made to a person whom the transferor reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities law of any state of the United States or any other jurisdiction. Any such transfer made thereafter of the Notes represented by such Unrestricted Global Certificate will only be made upon request through Euroclear or Clearstream, Luxembourg by the holder of an interest in the Unrestricted Global Certificate to the Issuing and Paying Agent and receipt by the Issuing and Paying Agent of details of that account at DTC to be credited with the relevant interest in the Restricted Global Certificate. Transfers at any time by a holder of any interest in the Restricted Global Certificate to a transferee who takes delivery of such interest through an Unrestricted Global Certificate will only be made upon delivery to the Registrar or any Transfer Agent of a certificate setting forth compliance with the provisions of Regulation S and giving details of the account at Euroclear or Clearstream, Luxembourg, as the case may be, and DTC to be credited and debited, respectively, with an interest in the relevant Global Certificates.

Subject to compliance with the transfer restrictions applicable to the Registered Notes described above and under "Transfer Restrictions", cross-market transfers between DTC, on the one hand, and directly or indirectly through Euroclear or Clearstream, Luxembourg, on the other, will be effected by the relevant clearing system in accordance with its rules and through action taken by the Custodian, the Registrar and the Issuing and Paying Agent.

On or after the Issue Date for any Series of Registered Notes, transfers of Notes of such Series between accountholders in Euroclear and Clearstream, Luxembourg and transfers of Notes of such Series between participants in DTC will generally have a settlement day three business days after the trade date (T+3). The customary arrangements for delivery versus payment will apply to such transfers.

Cross-market transfers between accountholders in Euroclear or Clearstream, Luxembourg and DTC participants will need to have an agreed settlement date among the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Euroclear and Clearstream, Luxembourg, on the other, transfers of interests in the relevant Global Registered Certificates will be effected through the Issuing and Paying Agent, the Custodian and the Registrar receiving instructions (and, where appropriate, certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. Transfers will be effected on the later of (i) three business days after the trade date for the disposal of the interest in the relevant Global Registered Certificate resulting in such transfer and (ii) two business days after receipt by the Issuing and Paying Agent or the Registrar, as the case may be, of the necessary certification or information to effect such transfer. In the case of cross-market transfers, settlement between Euroclear or Clearstream, Luxembourg and DTC participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately.

For a further description of restrictions on transfer of Registered Notes, see “Transfer Restrictions”.

DTC will take any action permitted to be taken by a holder of Registered Notes (including, without limitation, the presentation of Restricted Global Certificates for exchange as described above) only at the direction of one or more participants in whose account with DTC interests in Restricted Global Certificates are credited and only in respect of such portion of the aggregate nominal amount of the relevant Restricted Global Certificates as to which such participant or participants has or have given such direction. However, in the circumstances described above, DTC will surrender the relevant Restricted Global Certificates for exchange for individual definitive Registered Notes (which will, in the case of Restricted Notes, bear the legend applicable to transfers pursuant to Rule 144A).

Although DTC, Euroclear and Clearstream, Luxembourg have agreed to the foregoing procedures in order to facilitate transfers of beneficial interests in the Global Certificates among participants and accountholders of DTC, Euroclear and Clearstream, Luxembourg, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued or changed at any time. None of the Issuers or any Agent will have any responsibility for the performance by DTC, Euroclear, Clearstream, Luxembourg or their respective direct or indirect participants or accountholders of their respective obligations under the rules and procedures governing their operations.

While a Restricted Global Certificate is lodged with DTC or the Custodian, Restricted Notes represented by individual definitive Registered Notes will not be eligible for clearing or settlement through DTC, Euroclear or Clearstream, Luxembourg.

Pre-issue Trades Settlement for Registered Notes

It is expected that delivery of Notes will be made against payment therefor on the relevant Issue Date, which could be more than three business days following the date of pricing. Under Rule 15c6-1 of the U.S. Securities and Exchange Commission under the Exchange Act, trades in the United States secondary market generally are required to settle within three business days (T+3), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes in the United States on the date of pricing or the next succeeding business days until the relevant Issue Date will be required, by virtue of the fact that the Notes initially will settle beyond T+3, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Settlement procedures in other countries will vary. Purchasers of Notes may be affected by such local settlement practices and

purchasers of Notes who wish to trade Notes between the date of pricing and the relevant issue date should consult their own advisor.

The Austraclear System

Each Tranche of AMTNs will be represented by a single AMTN Certificate substantially in the form set out in the Note (AMTN) Deed Poll. DBS Bank shall issue and deliver, and procure the authentication by the Australian Agent of, such number of AMTNs Certificates as are required from time to time to represent all of the AMTNs of each Series. An AMTN Certificate is not a negotiable instrument nor is it a document of title in respect of any AMTNs it represents. In the event of a conflict between any AMTN Certificate and the Register, the Register shall prevail (subject to correction for fraud or proven error).

On issue of any AMTNs, DBS Bank will (unless otherwise specified in the applicable Pricing Supplement) procure that the AMTNs are lodged with the Austraclear System. On lodgement, Austraclear will become the sole registered holder and legal owner of the AMTNs. Subject to the Austraclear System Regulations, Accountholders may acquire rights against Austraclear in relation to those AMTNs as beneficial owners and Austraclear is required to deal with the AMTNs in accordance with the directions and instructions of the Accountholders. Any potential investors who are not Accountholders would need to hold their interest in the relevant AMTNs through a nominee who is an Accountholder. All payments by us in respect of AMTNs entered in the Austraclear System will be made directly to an account agreed with Austraclear or as it directs in accordance with the Austraclear System Regulations.

Holding of AMTNs through Euroclear and Clearstream, Luxembourg

Once lodged with the Austraclear System, interests in the AMTNs may be held through Euroclear or Clearstream, Luxembourg. In these circumstances, entitlements in respect of holdings of interests in the AMTNs in Euroclear would be held in the Austraclear System by HSBC Custody Nominees (Australia) Limited as nominee of Euroclear, while entitlements in respect of holdings of interests in the AMTNs in Clearstream, Luxembourg would be held in the Austraclear System by a nominee of J.P. Morgan Chase Bank N.A., as custodian for Clearstream, Luxembourg.

The rights of a holder of interests in AMTNs held through Euroclear or Clearstream, Luxembourg are subject to the respective rules and regulations of Euroclear and Clearstream, Luxembourg, the arrangements between Euroclear and Clearstream, Luxembourg and their respective nominees and the Austraclear System Regulations.

Transfers

Any transfer of AMTNs will be subject to the Australian Corporations Act and the other requirements set out in the terms and conditions of the AMTNs and, where the AMTNs are entered in the Austraclear System, the Austraclear System Regulations.

Secondary market sales of AMTNs settled in the Austraclear System will be settled in accordance with the Austraclear System Regulations.

Relationship of Accountholders with Austraclear System

Accountholders who acquire an interest in AMTNs lodged with the Austraclear System must look solely to Austraclear for their rights in relation to such AMTNs and will have no claim directly against the Issuer in respect of such AMTNs although under the Austraclear System Regulations, Austraclear may direct the Issuer to make payments direct to the relevant Accountholders.

Where Austraclear is registered as the holder of any AMTN that is lodged with the Austraclear System, Austraclear may, where specified in the Austraclear System Regulations, transfer the AMTNs to the person in whose Security Record (as defined in the Austraclear System Regulations) those AMTNs are recorded and, as a consequence, remove those AMTNs from the Austraclear System.

Potential investors in AMTNs should inform themselves of, and satisfy themselves with, the Austraclear System Regulations and (where applicable) the rules of Euroclear and Clearstream, Luxembourg and the arrangements among them and their nominees in the Austraclear System.

AMTNs lodged with the Austraclear System will be transferable only in accordance with the rules and regulations (in force from time to time) of the Austraclear System. The transferor of an AMTN is deemed to remain the holder of such AMTN until the name of the transferee is entered in the Register in respect of such AMTN.

TRANSFER RESTRICTIONS

Restricted Notes

Each purchaser of Restricted Notes within the United States pursuant to Rule 144A, by accepting delivery of this Offering Circular, will be deemed to have represented, agreed and acknowledged that:

- (i) it is (a) a QIB, (b) acquiring such Restricted Notes for its own account or for the account of a QIB and (c) aware, and each beneficial owner of such Restricted Notes has been advised, that the sale of such Restricted Notes to it may be being made in reliance on Rule 144A;
- (ii) it understands that the Restricted Notes have not been and will not be registered under the Securities Act and any other applicable U.S. state securities laws and (a) may not be offered, sold, pledged or otherwise transferred except (i) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of a QIB, (ii) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S or (iii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), in each case in accordance with any applicable securities laws of any State of the United States; (b) the purchaser will, and each subsequent purchaser is required to, notify any subsequent purchaser of such Restricted Notes from it of the resale restrictions referred to in (a) above and (c) no representation can be made as to the availability of the exemption provided by Rule 144 under the Securities Act for resale of the Restricted Notes. If it is a person other than a person outside the United States, it agrees that if it should resell or otherwise transfer the Restricted Notes, it will do so only:
 - to the Issuers or any of its respective affiliates;
 - inside the United States to a QIB in compliance with Rule 144A;
 - outside the United States in compliance with Rules 903 or 904 under the Securities Act;
 - pursuant to the exemption from registration provided by Rule 144 under the Securities Act (if available); or
 - pursuant to an effective registration statement under the Securities Act;
- (iii) it understands that such Restricted Notes, unless the Relevant Issuer determines otherwise in compliance with applicable law, will bear a legend to the following effect:

THIS NOTE REPRESENTED BY THIS CERTIFICATE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE **SECURITIES ACT**) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT (1) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT (**RULE 144A**) TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION

PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR RESALES OF THIS NOTE. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT THE SELLER OF THIS NOTE MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A;

- (iv) it understands that any Restricted Notes, unless the Relevant Issuer determines otherwise in compliance with applicable law or as otherwise provided in the relevant Pricing Supplement, will bear a legend to the following effect:

EACH PURCHASER AND SUBSEQUENT TRANSFEREE OF THIS NOTE WILL BE DEEMED TO HAVE REPRESENTED AND WARRANTED THAT, AT THE TIME OF ITS ACQUISITION AND THROUGHOUT THE PERIOD IT HOLDS SUCH NOTE (OR ANY INTEREST HEREIN), EITHER (X) IT IS NOT (1) AN EMPLOYEE BENEFIT PLAN OR OTHER PLAN, ACCOUNT OR ARRANGEMENT SUBJECT TO SECTION 406 OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED (**ERISA**) OR SECTION 4975 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE **CODE**), INCLUDING ANY ENTITY WHOSE UNDERLYING ASSETS ARE DEEMED FOR PURPOSES OF ERISA OR SECTION 4975 OF THE CODE TO INCLUDE "PLAN ASSETS" BY REASON OF INVESTMENT BY ANY SUCH PLAN, ACCOUNT OR ARRANGEMENT IN THE ENTITY, OR (2) A GOVERNMENTAL, CHURCH, NON-U.S. OR OTHER PLAN WHICH IS SUBJECT TO ANY U.S. FEDERAL, STATE OR LOCAL LAW, , OR NON-U.S. LAW, THAT IS SUBSTANTIALLY SIMILAR TO THE PROVISIONS OF SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR (Y) ITS PURCHASE, HOLDING AND DISPOSITION OF THIS NOTE (OR ANY INTEREST THEREIN) WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (OR, IN THE CASE OF A GOVERNMENTAL, CHURCH, NON-U.S. OR OTHER PLAN, A NON-EXEMPT VIOLATION OF ANY SUBSTANTIALLY SIMILAR LAW). ANY PURPORTED TRANSFER OF THIS NOTE, OR ANY INTEREST HEREIN TO A PURCHASER OR TRANSFEREE THAT DOES NOT COMPLY WITH THE ABOVE REQUIREMENTS WILL BE OF NO FORCE AND EFFECT AND SHALL BE NULL AND VOID *AB INITIO*;

- (v) unless the Issuer determines otherwise in compliance with applicable law or as otherwise provided in the relevant Pricing Supplement, either (a) it is neither an employee benefit plan or other plan, account or arrangement subject to Section 406 of ERISA or Section 4975 of the Code, including any entity whose underlying assets are deemed for purposes of ERISA or Section 4975 of the Code to include "plan assets" by reason of investment by any such plan, account or arrangement in the entity, or a governmental, church, non-U.S. or other plan which is subject to any U.S. federal, state or local law, or non-U.S. law, that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code or (b) its purchase, holding and disposition of a Note (or any interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of a governmental, church, non-U.S. or other plan, a non-exempt violation of any substantially similar law). Any purported transfer of a Note, or any interest therein to a purchaser or transferee that does not comply with the above requirements will be of no force and effect and shall be null and void *ab initio*;
- (vi) it understands that the Restricted Notes offered in reliance on Rule 144A will be represented by a Restricted Global Certificate. Before any interest in the Restricted Global Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in the Unrestricted Global Certificate, it will be required to provide a Transfer Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws; and

- (vii) it acknowledges that the Issuers, the Registrar, any Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. If it is acquiring any Restricted Notes for the account of one or more QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

Additional transfer restrictions may be set forth in the applicable Pricing Supplement with respect to a particular Tranche of Registered Notes.

Unrestricted Notes

Each purchaser of Unrestricted Notes outside the United States pursuant to Regulation S and each subsequent purchaser of such Unrestricted Notes in resales prior to the expiration of the distribution compliance period (as defined in Regulation S), by accepting delivery of this Offering Circular and the Unrestricted Notes, will be deemed to have represented, agreed and acknowledged that:

- (i) it is, or at the time the Unrestricted Notes are purchased will be, the beneficial owner of such Unrestricted Notes and (a) it is not a U.S. person and it is located outside the United States (within the meaning of Regulation S) and (b) it is not an affiliate of the Issuers or a person acting on behalf of such an affiliate;
- (ii) it understands that such Unrestricted Notes have not been and will not be registered under the Securities Act and that, prior to the expiration of the distribution compliance period, it will not offer, sell, pledge or otherwise transfer such Unrestricted Notes except (a) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or the account of a QIB or (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S, in each case in accordance with any applicable securities laws of any State of the United States;
- (iii) it understands that the Unrestricted Notes, unless otherwise determined by the Relevant Issuer in accordance with applicable law, will bear a legend to the following effect:

THIS NOTE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE **SECURITIES ACT**) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT;

- (iv) it understands that any Notes, unless the Relevant Issuer determines otherwise in compliance with applicable law or as otherwise provided in the relevant Pricing Supplement, will bear a legend to the following effect:

EACH PURCHASER AND SUBSEQUENT TRANSFEREE OF THIS NOTE WILL BE DEEMED TO HAVE REPRESENTED AND WARRANTED THAT, AT THE TIME OF ITS ACQUISITION AND THROUGHOUT THE PERIOD IT HOLDS SUCH NOTE (OR ANY INTEREST HEREIN), EITHER (X) IT IS NOT (1) AN EMPLOYEE BENEFIT PLAN OR OTHER PLAN, ACCOUNT OR ARRANGEMENT SUBJECT TO SECTION 406 OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED (**ERISA**), OR SECTION 4975 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE **CODE**), INCLUDING ANY ENTITY WHOSE

UNDERLYING ASSETS ARE DEEMED FOR PURPOSES OF ERISA OR SECTION 4975 OF THE CODE TO INCLUDE "PLAN ASSETS" BY REASON OF INVESTMENT BY ANY SUCH PLAN, ACCOUNT OR ARRANGEMENT IN THE ENTITY, OR (2) A GOVERNMENTAL, CHURCH, NON-U.S. OR OTHER PLAN WHICH IS SUBJECT TO ANY U.S. FEDERAL, STATE OR LOCAL LAW, OR NON-U.S. LAW, THAT IS SUBSTANTIALLY SIMILAR TO THE PROVISIONS OF SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR (Y) ITS PURCHASE, HOLDING AND DISPOSITION OF THIS NOTE (OR ANY INTEREST HEREIN) WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (OR, IN THE CASE OF A GOVERNMENTAL, CHURCH, NON-U.S. OR OTHER PLAN, A NON-EXEMPT VIOLATION OF ANY SUBSTANTIALLY SIMILAR LAW). ANY PURPORTED TRANSFER OF THIS NOTE, OR ANY INTEREST HEREIN TO A PURCHASER OR TRANSFEREE THAT DOES NOT COMPLY WITH THE ABOVE REQUIREMENTS WILL BE OF NO FORCE AND EFFECT AND SHALL BE NULL AND VOID *AB INITIO*;

- (v) unless the Issuer determines otherwise in compliance with applicable law or as otherwise provided in the relevant Pricing Supplement, either (a) it is not an employee benefit plan or other plan, account or arrangement subject to Title I of ERISA or Section 4975 of the Code, including any entity whose underlying assets are deemed for purposes of ERISA or Section 4975 of the Code to include "plan assets" by reason of investment by any such plan, account or arrangement in the entity, or a governmental, church, non-U.S. or other plan which is subject to any federal, state, local or non-U.S. law that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code or (b) its purchase, holding and disposition of a Note (or any interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of a governmental, church, non-U.S. or other plan, a non-exempt violation of any substantially similar law). Any purported transfer of a Note, or any interest therein to a purchaser or transferee that does not comply with the above requirements will be of no force and effect and shall be null and void *ab initio*;
- (vi) it understands that the Unrestricted Notes offered in reliance on Regulation S may be represented by an Unrestricted Global Certificate. Prior to the expiration of the distribution compliance period, before any interest in the Unrestricted Global Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in the Restricted Global Certificate, it will be required to provide a Transfer Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws; and
- (vii) the Issuers, the Registrar, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Additional transfer restrictions may be set forth in the applicable Pricing Supplement with respect to a particular Tranche of a Registered Series.

LEGAL MATTERS

Legal matters in connection with the issue and sale of the Notes offered hereby will be passed upon for the Issuers (i) by Allen & Gledhill LLP, legal advisor to the Issuers, with respect to certain matters of Singapore law, (ii) by Linklaters, legal advisor to the Issuers, with respect to certain matters of English law and the federal laws of the United States, and (iii) by King & Wood Mallesons, legal advisor to DBS Bank, with respect to certain matters of Australian law. The Joint Arrangers are being represented by Clifford Chance Pte. Ltd. as to certain matters of English law and the federal securities laws of the United States.

INDEPENDENT AUDITORS

The consolidated financial statements of the DBS Group as at and for (i) the years ended 31 December 2015 and 2014 incorporated by reference in this Offering Circular and (ii) the year ended 31 December 2016 which are set forth beginning on page F-2 of this Offering Circular have been audited by PricewaterhouseCoopers LLP, independent public auditors, as stated in their report for the year ended 31 December 2016 included on page F-81 and their reports for the years ended 31 December 2015 and 2014 incorporated by reference herein, respectively.

The consolidated financial statements of the DBS Bank Group as at and for (i) the years ended 31 December 2015 and 2014 incorporated by reference in this Offering Circular and (ii) the year ended 31 December 2016 which are set forth beginning on page F-90 of this Offering Circular have been audited by PricewaterhouseCoopers LLP, independent public auditors, as stated in their report for the year ended 31 December 2016 included on page F-176 and their reports for the years ended 31 December 2015 and 2014 incorporated by reference herein, respectively.

GENERAL INFORMATION

1. Application may be made to the SGX-ST for permission to deal in, and for quotation of, any Notes which are agreed at the time of issue to be listed on the SGX-ST. There can be no assurance that an application to the SGX-ST will be approved.
2. The Issuers have obtained all necessary consents, approvals and authorisations in Singapore in connection with the issue and performance of the Notes to be issued by it. The update of the Programme was approved by the CEO of DBSH and DBS Bank on 12 April 2017 pursuant to the authority granted under the Group Approving Authority of DBSH and DBS Bank which was amended by Board resolutions of DBSH and DBS Bank on 4 December 2015.
3. There has been no material adverse change in the financial position of the DBS Group since 31 December 2016.
4. The DBS Group is not, and has not been, involved in any litigation or arbitration proceedings that may have, or have had during the 12 months preceding the date of this Offering Circular, a material adverse effect on the financial position of the DBS Group and as of the date of this Offering Circular, the DBS Group is not aware of any such litigation or arbitration either pending or threatened.
5. Each Bearer Note, Receipt, Coupon and Talon will bear the following legend: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code".
6. Notes have been accepted for clearance through the Euroclear and Clearstream, Luxembourg systems (which are entities in charge of keeping the records). The Relevant Issuer may also apply to have Notes accepted for clearance through the CMU, CDP and the Austraclear System. The relevant CMU Instrument Number will be set out in the applicable Pricing Supplement. The Common Code and the International Securities Identification Number (**ISIN**) for each Series of Notes will be set out in the relevant Pricing Supplement. In addition, the Relevant Issuer will make an application with respect to each Series of Registered Notes intended to be eligible for sale pursuant to Rule 144A for such Notes to be accepted for trading in book entry form by DTC. Acceptance of each Series and the relevant Committee on the Uniform Security Identification Procedure (**CUSIP**) number applicable to a Series will be set out in the relevant Pricing Supplement.
7. The issue price and the amount of the relevant Notes will be determined based on then prevailing market conditions before filing of the relevant Pricing Supplement of each Tranche with the SGX-ST (with respect to Notes listed on the SGX-ST). The Issuers do not intend to provide any post-issuance information in relation to any issues of Notes.
8. From the date of this Offering Circular and for so long as any Notes are outstanding under the Programme, the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the registered office of the Issuers and at the office of the Trustee:
 - (i) the Trust Deed in respect of the Notes;
 - (ii) the Singapore Supplemental Trust Deed in respect of the Notes;
 - (iii) the Agency Agreement in respect of the Notes;
 - (iv) the Australian Agency Agreement in respect of the AMTNs;

- (v) the audited consolidated financial statements of the DBS Group for the years ended 31 December 2016, 31 December 2015 and 31 December 2014;
 - (vi) the audited consolidated financial statements of the DBS Bank Group for the years ended 31 December 2016, 31 December 2015 and 31 December 2014;
 - (vii) any audited consolidated financial statements of the DBS Group or the DBS Bank Group which are published after the date of this Offering Circular;
 - (viii) each Pricing Supplement (save that each Pricing Supplement relating to a Note which is not listed on a stock exchange will only be available for inspection by a holder of such Note and such holder must provide evidence satisfactory to the Trustee as to its holding and its identity); and
 - (ix) a copy of this Offering Circular or any further Offering Circular and any supplementary Offering Circular.
9. Copies of the Note (AMTN) Deed Poll and the Australian Agency Agreement in respect of AMTNs will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the office of the Australian Agent, so long as any of the Notes is outstanding.
10. Copies of the latest annual report and financial statements of the DBS Group may be obtained at the specified offices of each of the Paying Agents during normal business hours, so long as any of the Notes is outstanding.

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DBS GROUP HOLDINGS LTD

(Incorporated in Singapore. Registration Number: 199901152M)

AND ITS SUBSIDIARIES

FINANCIAL STATEMENTS

For the financial year ended 31 December 2016

Financial Statements

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**DBS GROUP HOLDINGS LTD AND ITS SUBSIDIARIES
CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2016**

In \$ millions	Note	2016	2015
Interest income		9,748	9,644
Interest expense		2,443	2,544
Net interest income	4	7,305	7,100
Net fee and commission income	5	2,331	2,144
Net trading income	6	1,357	1,204
Net income from investment securities	7	330	339
Other income	8	166	150
Non-interest income		4,184	3,837
Total income		11,489	10,937
Employee benefits	9	2,725	2,651
Other expenses	10	2,247	2,249
Total expenses		4,972	4,900
Profit before allowances		6,517	6,037
Allowances for credit and other losses	11	1,434	743
Profit before tax		5,083	5,294
Income tax expense	12	723	727
Net profit		4,360	4,567
Attributable to:			
Shareholders		4,238	4,454
Non-controlling interests		122	113
		4,360	4,567
Basic and diluted earnings per ordinary share (\$)	13	1.66	1.77

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016**

In \$ millions	2016	2015
Net profit	4,360	4,567
Other comprehensive income^(a):		
Foreign currency translation differences for foreign operations	27	29
Share of other comprehensive income of associates	(6)	2
Available-for-sale financial assets and others		
Net valuation taken to equity	129	(218)
Transferred to income statement	(187)	61
Tax on items taken directly to or transferred from equity	12	7
Other comprehensive income, net of tax	(25)	(119)
Total comprehensive income	4,335	4,448
Attributable to:		
Shareholders	4,214	4,327
Non-controlling interests	121	121
	4,335	4,448

(a) Items recorded in "Other comprehensive income" above will be reclassified to the income statement when specific conditions are met (e.g. when foreign operations or available-for-sale financial assets are disposed of)

(see notes on page 5 to 73 which form part of these financial statements)

DBS GROUP HOLDINGS LTD AND ITS SUBSIDIARIES
BALANCE SHEETS AS AT 31 DECEMBER 2016

In \$ millions	Note	The Group		The Company	
		2016	2015	2016	2015
Assets					
Cash and balances with central banks	15	26,840	18,829		
Government securities and treasury bills	16	33,401	34,501		
Due from banks		30,018	38,285	18	10
Derivatives	37	25,757	23,631	29	46
Bank and corporate securities	17	45,417	40,073		
Loans and advances to customers	18	301,516	283,289		
Other assets	20	11,042	11,562		
Associates	23	890	1,000		
Subsidiaries	22	-	-	22,285	19,547
Properties and other fixed assets	26	1,572	1,547		
Goodwill and intangibles	27	5,117	5,117		
Total assets		481,570	457,834	22,332	19,603
Liabilities					
Due to banks		15,915	18,251		
Deposits and balances from customers	28	347,446	320,134		
Derivatives	37	24,497	22,145	22	-
Other liabilities	29	15,895	12,404	50	24
Other debt securities	30	27,745	38,078	2,400	1,884
Subordinated term debts	31	3,102	4,026	645	-
Total liabilities		434,600	415,038	3,117	1,908
Net assets		46,970	42,796	19,215	17,695
Equity					
Share capital	32	10,670	10,114	10,690	10,144
Other equity instruments	33	1,812	803	1,812	803
Other reserves	34	4,322	6,705	168	168
Revenue reserves	34	27,805	22,752	6,545	6,580
Shareholders' funds		44,609	40,374	19,215	17,695
Non-controlling interests	35	2,361	2,422		
Total equity		46,970	42,796	19,215	17,695

(see notes on pages 5 to 73 which form part of these financial statements)

**DBS GROUP HOLDINGS LTD AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016**

In \$ millions	Share capital	Other equity instruments	Other reserves	Revenue reserves	Total Shareholders' funds	Non-controlling interests	Total equity
2016							
Balance at 1 January	10,114	803	6,705	22,752	40,374	2,422	42,796
Cost of share-based payments			109		109		109
Draw-down of reserves upon vesting of performance shares	108		(108)		-		-
Issue of shares pursuant to Scrip Dividend Scheme	508				508		508
Purchase of treasury shares	(60)				(60)		(60)
Issue of perpetual capital securities		1,009			1,009		1,009
Transfers			(2,360)	2,360	-		-
Dividends paid to shareholders ^(a)				(1,545)	(1,545)		(1,545)
Dividends paid to non-controlling interests						(124)	(124)
Change in non-controlling interests						(58)	(58)
Total comprehensive income			(24)	4,238	4,214	121	4,335
Balance at 31 December	10,670	1,812	4,322	27,805	44,609	2,361	46,970
2015							
Balance at 1 January	10,171	803	6,894	19,840	37,708	2,498	40,206
Issue of shares upon exercise of share options	4				4		4
Cost of share-based payments			103		103		103
Reclassification of reserves upon exercise of share options	1		(1)		-		-
Draw-down of reserves upon vesting of performance shares	86		(86)		-		-
Issue of shares pursuant to Scrip Dividend Scheme	110				110		110
Purchase of treasury shares	(258)				(258)		(258)
Dividends paid to shareholders ^(a)				(1,542)	(1,542)		(1,542)
Dividends paid to non-controlling interests						(125)	(125)
Acquisition of non-controlling interests			(78)		(78)	(72)	(150)
Total comprehensive income			(127)	4,454	4,327	121	4,448
Balance at 31 December	10,114	803	6,705	22,752	40,374	2,422	42,796

(a) Includes distributions paid on capital securities classified as equity

(see notes on pages 5 to 73 which form part of these financial statements)

**DBS GROUP HOLDING LTD AND ITS SUBSIDIARIES
CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2016**

In \$ millions	2016	2015
Cash flows from operating activities		
Net profit	4,360	4,567
Adjustments for non-cash items:		
Allowances for credit and other losses	1,434	743
Depreciation of properties and other fixed assets	275	251
Share of profits or losses of associates	47	(14)
Net gain on disposal (net of write-off) of properties and other fixed assets	(47)	(82)
Net income from investment securities	(330)	(339)
Cost of share-based payments	109	103
Interest expense on subordinated term debts	107	116
Income tax expense	723	727
Profit before changes in operating assets and liabilities	<u>6,678</u>	<u>6,072</u>
Increase/(Decrease) in:		
Due to banks	(2,354)	1,858
Deposits and balances from customers	25,659	(1,592)
Other liabilities	4,282	1,624
Other debt securities and borrowings	(10,426)	5,958
(Increase)/Decrease in:		
Restricted balances with central banks	17	960
Government securities and treasury bills	1,616	(4,350)
Due from banks	8,243	4,361
Bank and corporate securities	(5,265)	(1,911)
Loans and advances to customers	(17,363)	(4,076)
Other assets	(841)	(5,192)
Tax paid	(809)	(730)
Net cash generated from operating activities (1)	<u>9,437</u>	<u>2,982</u>
Cash flows from investing activities		
Dividends from associates	36	32
Proceeds from disposal of interest in associates	3	-
Acquisition of interest in associate	-	(21)
Proceeds from disposal of properties and other fixed assets	76	140
Purchase of properties and other fixed assets	(321)	(334)
Acquisition of non-controlling interests	-	(150)
Net cash used in investing activities (2)	<u>(206)</u>	<u>(333)</u>
Cash flows from financing activities		
Issue of subordinated term debts	630	-
Interest paid on subordinated term debts	(114)	(108)
Redemption/purchase of subordinated term debts	(1,586)	(743)
Increase in share capital	-	4
Purchase of treasury shares	(60)	(258)
Issue of perpetual capital securities	1,009	-
Dividends paid to shareholders of the Company, net of scrip dividends ^(a)	(1,037)	(1,432)
Change in non-controlling interests	(58)	-
Dividends paid to non-controlling interests	(124)	(125)
Net cash used in financing activities (3)	<u>(1,340)</u>	<u>(2,662)</u>
Exchange translation adjustments (4)	<u>163</u>	<u>240</u>
Net change in cash and cash equivalents (1)+(2)+(3)+(4)	<u>8,054</u>	<u>227</u>
Cash and cash equivalents at 1 January	<u>12,078</u>	<u>11,851</u>
Cash and cash equivalents at 31 December (Note 15)	<u>20,132</u>	<u>12,078</u>

(a) Includes distributions paid on capital securities classified as equity

(see notes on pages 5 to 73 which form part of these financial statements)

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
Year ended 31 December 2016

These Notes are integral to the financial statements.

The consolidated financial statements for the year ended 31 December 2016 were authorised for issue by the Directors on 15 February 2017.

1 Domicile and Activities

The Company, DBS Group Holdings Ltd, 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.

The Company is listed on the Singapore Exchange.

The Company is an investment holding, treasury and funding vehicle for the group. Its main subsidiary is DBS Bank Ltd. (the Bank), which is wholly owned and engaged in a range of commercial banking and financial services, principally in Asia.

The financial statements relate to the Company and its subsidiaries (the Group) and the Group's interests in associates.

2 Summary of Significant Accounting Policies

2.1 Basis of preparation

Compliance with Singapore Financial Reporting Standards (FRS)

The financial statements of the Company and the consolidated financial statements of the Group are prepared in accordance with Singapore Financial Reporting Standards (FRS) and related Interpretations promulgated by the Accounting Standards Council (ASC). In accordance with Section 201(18) of the Companies Act (the Act), the requirements of FRS 39 Financial Instruments: Recognition and Measurement in respect of loan loss provisioning are modified by the requirements of Notice to Banks No. 612 "Credit Files, Grading and Provisioning" (MAS Notice 612) issued by the Monetary Authority of Singapore. As permitted by Section 201(10)(b) of the Act, the Company's income statement has not been included in these financial statements.

The financial statements are presented in Singapore dollars and rounded to the nearest million, unless otherwise stated.

Differences between International Financial Reporting Standards (IFRS) and FRS

Other than the above modification to FRS related to MAS Notice 612, there are no significant differences between IFRS and FRS in terms of their application to the Group. The consolidated financial statements and the notes thereon satisfy all necessary disclosures under IFRS and FRS.

The Group notes the intention, as announced by the ASC on 29 May 2014, for Singapore-incorporated companies listed on the Singapore Exchange to apply a new financial reporting framework identical to IFRS with effect from 1 January 2018. The implementation of FRS 109's credit impairment requirements will be

dependent on any changes that could be made to the current regulatory specifications and the Group will continue to monitor developments on this front.

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 FRS and Interpretations effective for 2016 year-end

On 1 January 2016, the Group adopted the following revised FRS that are issued by the ASC and relevant for the Group. The adoption has no significant impact on the Group's financial statements.

- Amendments to FRS 1: Disclosure initiatives
- Amendments to FRS 27: Equity Method in Separate Financial Statements
- Amendments to FRS 111: Accounting for Acquisitions of Interests in Joint Operations
- Improvements to FRSs (issued in November 2014)

2.4 New or amended FRS and Interpretations effective for future periods

The significant new or amended FRS and Interpretations that are applicable to the Group in future reporting periods, and which have not been early-adopted, include:

- FRS 115 Revenue from Contracts with Customers (effective 1 January 2018) replaces the existing revenue recognition guidance and establishes a comprehensive framework for determining whether, how much and when revenue is recognised.
- FRS 116 Leases (effective 1 January 2019) replaces the existing lease accounting guidance and requires almost all leases to be recognised on the balance sheet. It also changes the way in which lease expenses are presented in the income statement.
- FRS 109 Financial Instruments (effective 1 January 2018)

FRS 109: Financial Instruments

FRS 109 replaces the existing guidance in FRS 39 Financial Instruments: Recognition and Measurement. It includes revised guidance on the classification and measurement of financial instruments; requires a more timely recognition of expected credit losses arising from the impairment of financial assets; and introduces revised requirements for general hedge accounting.

It is currently not yet practical to reliably estimate the financial impact of FRS 109 on the Group's financial statements.

DBS Group Holdings Ltd and its subsidiaries
Notes to the financial statements
Year ended 31 December 2016

Classification and measurement

FRS 109 will replace the classification and measurement model in FRS 39 with a new model that categorises financial assets based on the business model within which the assets are managed, and whether the contractual cash flows from the financial assets solely represent the payment of principal and interest.

The Group expects that the current measurement approach for most of its financial assets will remain unchanged. The Group is evaluating the impact on (a) a portfolio of financial assets that contains embedded derivatives, which may subsequently be measured at fair value through profit or loss (FVPL), as well as (b) a portfolio of quoted available-for-sale (AFS) debt securities that are held to collect contractual cash flows, which may subsequently be measured at amortised cost.

Subsequent changes in fair value from non-trading equity instruments can be taken through profit or loss or other comprehensive income (FVOCI), as elected.

Impairment

Under FRS 109, expected credit losses (ECL) will be assessed using an approach which classifies financial assets into three categories or stages, each of which is associated with an ECL requirement that is reflective of the assessed credit risk profile in each instance.

- A financial asset is classified under Stage 1 if it was not credit-impaired upon origination and there has not been a significant increase in its credit risk since. A provision for 12-month ECL is required.
- A financial asset is classified under Stage 2 if it was not credit-impaired upon origination but has since suffered a significant increase in credit risk. A provision for life-time ECL is required.
- A financial asset which has been credit-impaired with objective evidence of default is classified under Stage 3. The assessed ECL is expected to be unchanged from the existing specific allowances taken for such assets.

ECL are probability-weighted amounts determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessments of future economic conditions, and will necessarily involve the use of management judgement.

Hedge accounting

FRS 109 will introduce a more principles-based approach to assess hedge effectiveness. The Group expects that all its existing hedges that are designated in effective hedging relationships will continue to qualify for hedge accounting under FRS 109.

A) General Accounting Policies

A summary of the most significant group 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. Refer to Note 2.13 for the Group's accounting policy on goodwill.

All intra-group transactions and balances are eliminated on consolidation.

Associates

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. Investments in associates are accounted for using the equity method.

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 Company.

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

DBS Group Holdings Ltd and its subsidiaries
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Year ended 31 December 2016

fair value through profit or loss are recognised in the income statement as trading income. For non-monetary financial assets such as equity investments classified as available-for-sale, unrealised foreign exchange differences are recorded in other comprehensive income and accumulated in equity until the assets are disposed of or become impaired, upon which they are reclassified to the income statement.

Subsidiaries and branches

The results and financial position of subsidiaries and branches 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 capital reserves in equity. When a foreign operation is partially or fully disposed of, or when share capital is repaid, 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. Please refer to Note 27 for an overview of goodwill recorded. 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.

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 income and interest expense as presented in Note 4 arise from all interest-bearing financial assets and financial liabilities regardless of their classification and measurement, with the exception of the Group’s structured investment deposits which are carried at fair value through profit or loss. Interest expense on such structured investment deposits is presented together with other fair value changes in 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.

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 is generally recognised on the completion of a transaction. Such fees include underwriting fees, brokerage fees, bancassurance sales commission and variable service fees and fees related to completion of corporate finance transactions.

For a service that is provided over a period of time, fee and commission income is recognised over the period during which the related service is provided or credit risk is undertaken. Such fees include the income from issuance of financial guarantees and bancassurance fixed service fees.

Fee and commission income is recorded net of expenses directly related to it. These 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. This is generally the ex-dividend date for listed equity securities, and the date when shareholders approve the dividend for unlisted equity securities. Dividend income arising from held-for-trading financial assets is recognised in “Net trading income”, while those arising from available-for-sale 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, even if their classification and measurement are subsequently changed, 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

The Group classifies and measures financial assets based on their nature and the purpose for which they are acquired. This generally corresponds to the business models in which they are applied and how management monitors performance, as follows:

- Non-derivative financial assets that are managed mainly for longer-term holding and collection of payments are classified as **loans and receivables**. These assets have fixed or determinable payments, are not quoted in an active market and are mainly in the “Consumer Banking/Wealth Management” and “Institutional Banking” segments. Loans and receivables are carried at amortised cost using the effective interest method.
- Non-derivative financial assets that are managed on a fair value basis, which are mainly in the “Treasury” segment, are classified as **financial assets at fair value through profit or loss**. Such assets include instruments held for the purpose of short-term selling and market-making (“**held for trading**”), or designated under the fair value option if doing so eliminates or significantly reduces measurement or recognition inconsistencies that would otherwise arise, or if the financial asset contains an embedded derivative that would otherwise need to be separately recorded (“**designated at fair value through profit or loss**”).

Realised or unrealised gains or losses on such financial assets, except interest income, are taken to “Net trading income” in the income statement in the period they arise.

Derivatives (including derivatives embedded in other contracts but separated for accounting purposes) are also categorised as **held for trading** unless they are designated as hedging instruments in accordance with 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”.

- Non-derivative financial assets that the Group intends to hold to maturity are classified as **held to maturity**. These are Singapore Government securities that the Group holds for satisfying regulatory liquidity requirements and are held within the “Others” segment. These assets are carried at amortised cost using the effective interest method.
- The Group also holds other non-derivative financial assets for the purpose of investment or satisfying regulatory liquidity requirements. Such assets are held for an indefinite period and may be sold in response to needs for liquidity or changes in interest rates, credit spreads, exchange rates or equity prices. Financial assets in this category are held in all business segments as well as the liquidity management unit in the “Others” segment. These assets are classified as **available-for-sale** and initially and subsequently measured at fair value.

Unrealised gains or losses arising from changes in fair value are recognised in other comprehensive income and accumulated in available-for-sale revaluation reserves. When sold or impaired, the accumulated fair value adjustments in the available-for-sale revaluation reserves are reclassified to the income statement. Unquoted equity investments classified as available-for-sale for which fair values cannot be reliably determined are carried at cost, less impairment (if any).

Where the classification and measurement of financial assets do not reflect the management of the financial assets (or financial liabilities), the Group may apply hedge accounting where permissible and relevant to better reflect the management of the financial assets. Please refer to Note 2.19 for details on hedging and hedge accounting.

Please refer to Note 14 for further details on the types of financial assets classified and measured as above.

Reclassification

When the purpose for holding a financial asset changes, or when FRS otherwise requires it, non-derivative financial assets are reclassified accordingly. Financial assets may be classified out of the fair value through profit or loss or available-for-sale categories only in particular circumstances as prescribed by FRS 39. In 2008 and 2009, the Group reclassified certain financial assets between categories as a result of a change in its holding intention. The reclassifications did not have a material impact on the income statement and statement of comprehensive income for the current year.

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 discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. Where applicable, a valuation reserve or pricing adjustment is applied to arrive at the fair value. The determination of fair value is considered a significant accounting policy for the Group and further details are disclosed in Note 40.

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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 transactions 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" 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 19 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

The Group assesses at each balance sheet date whether there is evidence that a financial asset or a group of financial assets is impaired.

(a) Financial assets classified as loans and receivables and held to maturity

The Group carries out regular and systematic reviews of all credit facilities extended to customers.

The criteria that the Group uses to determine whether there is evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor, including breach of covenants and/or financial conditions.
- A breach of contract, such as a default or delinquency in interest or principal payments.
- Granting of a concession to the borrower, for economic or legal reasons relating to the borrower's financial difficulty, that the Group would not otherwise consider.
- High probability of bankruptcy or other financial reorganisation of the borrower.

Specific allowances for credit losses

A specific allowance for credit losses is recognised if there is evidence that the Group will be unable to collect all amounts due under a claim according to the original contractual terms or the equivalent value. A "claim" means a loan, debt security or a commitment such as financial guarantees and letters of credit.

A specific allowance for credit losses is recorded as a reduction in the carrying value of a claim on the balance sheet. For an off-balance sheet item such as a commitment, a specific allowance for credit loss is recorded as "provision for loss in respect of off-balance sheet credit exposures" within "Other liabilities".

Specific allowances for credit losses are evaluated either individually or collectively for a portfolio.

Specific allowance for an individual credit exposure is made when existing facts, conditions or valuations indicate that the Group is not likely to collect the principal and interest due contractually on the claim. An allowance is reversed only when there has been an identifiable event that has led to an improvement in the collectability of the claim. The amount of specific allowance also takes into account the collateral value, which may be discounted to reflect the impact of a forced sale or untimely liquidation.

Overdue unsecured consumer loans which are homogenous in nature, such as credit card receivables, are pooled according to their delinquency behaviour and evaluated for impairment collectively as a group, taking into account the historical loss experience of such loans.

When a loan is uncollectible, it is written off against the related allowance for loan impairment. Such loans are written off after all the recovery procedures have been exhausted and the amount of the loss has been determined. Recoveries in full or in part of amounts previously written off are credited to the income statement in "Allowances for credit and other losses".

General allowances for credit losses

Apart from specific allowances, the Group also recognises general allowances for credit losses. The Group maintains a level of allowances that is deemed sufficient to absorb the estimated credit losses inherent in its loan portfolio (including off-balance sheet credit exposures). The Group maintains general allowances of at least 1% of credit exposures arising from both on and off-balance sheet items (against which specific allowances have not been made), adjusted for collateral held. This is in accordance with the transitional arrangements under MAS Notice 612.

(b) Financial assets classified as available-for-sale

The Group assesses at each balance sheet date whether there is evidence that an available-for-sale financial asset is impaired.

In the case of an equity investment, a significant or prolonged decline in the fair value of the security below its cost is a factor in determining whether the asset is impaired.

DBS Group Holdings Ltd and its subsidiaries
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When there is evidence of an impairment of an available-for-sale financial asset, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the income statement – is reclassified from the revaluation reserve within equity to the income statement as “Allowances for credit and other losses”.

For equity investments, impairment losses are not reversed until they are disposed of. For impaired debt instruments that subsequently recover in value, the impairment losses are reversed through the income statement if there has been an identifiable event that led to the recovery.

2.12 Repurchase agreements

Repurchase agreements (Repos) are treated as collateralised borrowings. The amount borrowed is reflected as a financial liability either as “Due to banks” or “Deposits and balances from customers”. The securities sold under repos are treated as pledged assets and remain on the balance sheet at amortised cost or fair value depending on their classification.

Reverse repurchase agreements (Reverse repos) are treated as collateralised lending. The amount lent is reflected as a financial asset as “Cash and balances with central banks”, “Due from banks” or “Loans and advances to customers”.

Amounts paid and received in excess of the amounts borrowed and lent on the repos and reverse repos are amortised as interest expense and interest income respectively using the effective interest method.

2.13 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 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.

2.14 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 over the estimated useful lives of the assets.

Generally, the useful lives are as follows:

Buildings	50 years or over the remaining lease period, whichever is shorter.
Leasehold land	100 years or over the remaining lease period, whichever is shorter. Leasehold land where the unexpired lease period is more than 100 years is not depreciated.
Computer software	3 - 5 years
Office equipment, furniture and fittings	5 - 10 years

Please refer to Note 26 for the details of properties and other fixed assets and their movements during the year.

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. Financial liabilities in this classification are usually within the “Treasury” 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. Interest expense on structured investment deposits at fair value through profit or loss is also presented together with other fair value changes in “Net trading income”.

- 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”.

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Please refer to Note 14 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 also 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 typically not financial instruments and are not recognised on the balance sheet. They are disclosed in accordance with FRS 37 and form part of the disclosures in Note 36. Upon a loan draw-down, the amount of the loan is accounted for under "loans and receivables" as described in Note 2.9.

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 balance sheet upon acceptance of the underlying documents.

Financial guarantees

A financial guarantee is initially recognised in the financial statements at fair value on the date the guarantee is given. This is generally the amount (fee) paid by the counterparty. Subsequently, the fee is recognised over time as income in accordance with the principles in Note 2.8.

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 and other liabilities

Provisions for other liabilities of uncertain timing and amounts 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.

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the consideration paid, including any directly attributable incremental cost is presented as a component within equity, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of the treasury shares is deducted against either the share capital account or retained earnings. When treasury shares are subsequently sold or reissued, any realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in capital reserves.

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 Hedging and hedge accounting

The Group uses derivative contracts mainly as part of its risk management strategies for hedging interest rate risk arising from maturity mismatches or for hedging currency risk arising from currency mismatches and cash flows in foreign currencies.

In some cases, where the strict criteria in FRS 39 are met, hedge accounting is applied as set out in subsequent paragraphs. At the inception of each hedging relationship, the Group 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 documents its assessment of whether the hedging instrument is highly effective in offsetting changes in the fair value or cash flows of the hedged item.

Fair value hedge

The Group's fair value hedges consist principally of interest rate swaps used for managing the interest rate gaps that naturally arise from its purchases or issues of debt securities, and where a mismatch in the measurement between the hedging derivative and the

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hedged item exists. Such hedges are mainly used in the “Treasury” and “Others” segments.

For a qualifying fair value hedge, the changes in the fair value of the hedging derivatives 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 to the carrying amount of a hedged item is amortised to the income statement over its remaining maturity, using the effective interest method.

Cash flow hedge

For transactions with highly probable cash flows, derivatives are used to hedge against cash flow variability due to exchange rate movements in certain situations. Cash flow hedge accounting is principally applied in such cases.

The effective portion of changes in the fair value of a derivative designated and qualifying as a cash flow hedge is recognised in other comprehensive income and accumulated under the cash flow hedge reserve 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 reserve 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 reserve is reclassified from equity to the income statement.

Net investment hedge

Net investment hedge accounting is applied to hedged investments in foreign operations which comprise certain subsidiaries, branches and associates with a functional currency different from that of the Company. Under the Group’s hedging strategy, the carrying amount of these investments could be fully hedged, partially hedged or not hedged at all.

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 capital reserves is reclassified to the income statement as part of the gain or loss on disposal.

Economic hedges which do not qualify for hedge accounting

Some derivatives may be transacted as economic hedges as part of the Group’s risk management but do not qualify for hedge accounting under FRS 39. These include swaps and other derivatives (e.g. futures and options) that the Group transacts to manage interest rate, foreign exchange or other risks. Such derivatives are treated in the same way as derivatives held for trading purposes, i.e. realised and unrealised gains and losses are recognised in “Net trading income”. In some cases, the hedged exposures are designated at fair value through profit or loss, thereby achieving some

measure of offset in the income statement.

Please refer to Note 37.2 for disclosures on hedging derivatives.

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 Ownership Scheme (the Scheme), the DBSH Share Plan and the DBSH Employee Share Plan (the Plans). The details of the Scheme and 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, with a corresponding adjustment to the share option/plan reserves. Monthly contributions to the Scheme are expensed off when incurred.

For the DBSH Share Plan and the DBSH Employee Share Plan, a trust has been set up for each share plan. The employee trust funds are consolidated and the DBSH shares held by the trust funds are accounted for as “treasury shares”, which is presented as a deduction within equity.

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 exist 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

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their carrying amounts in the financial statements. 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 available-for-sale investments, which are recognised outside profit or loss, is also recognised outside profit or loss, i.e. in other comprehensive income and accumulated in the available-for-sale 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, specific and general allowances in respect of estimated and inherent credit losses in its portfolio as described in Note 2.11.

In estimating specific allowances, the Group assesses the gap between borrowers' obligations to the Group and their repayment ability. The assessment takes into account various factors, including the economic or business outlook, the future profitability of the borrowers and the liquidation value of collateral. Such assessment requires considerable judgement.

Another area requiring judgement is the calculation of general allowances, which are determined after taking into account historical data and management's assessment of the current economic and credit environment, country and portfolio risks, as well as industry practices. Please refer to Note 42 for a further description of the Group's credit risk management.

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 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" 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 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 27 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 numerous jurisdictions. Significant judgement is involved in determining the Group's provision for income taxes. The Group recognises liabilities for expected tax issues based on reasonable estimates of whether additional taxes will be due. Where uncertainty exists around the Group's tax position including resolution of any related appeals or litigation processes, appropriate provisions are provided based on technical merits of the positions with the same tax authority. Note 21 provides details of the Group's deferred tax assets/liabilities. In general, determination of the value of assets/liabilities relating to carry forward tax losses requires judgement.

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4 Net Interest Income

In \$ millions	The Group	
	2016	2015
Cash and balances with central banks and Due from banks	371	466
Customer non-trade loans	6,628	6,126
Trade assets	958	1,294
Securities and others	1,791	1,758
Total interest income	9,748	9,644
Deposits and balances from customers	1,726	1,940
Other borrowings	717	604
Total interest expense	2,443	2,544
Net interest income	7,305	7,100
Comprising:		
Interest income from financial assets at fair value through profit or loss	552	648
Interest income from financial assets not at fair value through profit or loss	9,196	8,996
Interest expense from financial liabilities at fair value through profit or loss	(193)	(204)
Interest expense from financial liabilities not at fair value through profit or loss	(2,250)	(2,340)
Total	7,305	7,100

5 Net Fee and Commission Income

In \$ millions	The Group	
	2016	2015
Brokerage	155	180
Investment banking	189	165
Transaction services ^(b)	585	556
Loan-related	434	442
Cards ^(c)	483	434
Wealth management	714	599
Others	86	76
Fee and commission income	2,646	2,452
Less: fee and commission expense	315	308
Net fee and commission income^(a)	2,331	2,144

- (a) Includes net fee and commission income of \$56 million (2015: \$51 million), 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 \$793 million (2015: \$776 million) during the year
(b) Includes trade & remittances, guarantees and deposit-related fees
(c) Card fees are net of interchange fees paid

6 Net Trading Income

In \$ millions	The Group	
	2016	2015
Net trading income		
- Foreign exchange	822	989
- Interest rates, credit, equities and others ^(a)	538	224
Net gain/(loss) from financial assets designated at fair value	80	(89)
Net (loss)/gain from financial liabilities designated at fair value	(83)	80
Total	1,357	1,204

- (a) Includes dividend income of \$24 million (2015: \$23 million)

7 Net Income from Investment Securities

In \$ millions	The Group	
	2016	2015
Debt securities		
- Available-for-sale	247	117
- Loans and receivables	5	#
Equity securities ^{(a)(b)}	78	222
Total^(c)	330	339
Of which: net gains transferred from available-for-sale revaluation reserves	268	140
# Amount under \$500,000		
(a) Includes dividend income of \$60 million (2015: \$63 million)		
(b) 2015 includes an amount of \$136 million relating to gain from disposal of a property investment		
(c) Includes fair value impact of hedges for the investment securities		

8 Other Income

In \$ millions	The Group	
	2016	2015
Rental income	37	37
Net gain on disposal of properties and other fixed assets	54	90
Others ^(a)	75	23
Total	166	150

- (a) Includes share of profits or losses of associates

9 Employee Benefits

In \$ millions	The Group	
	2016	2015
Salaries and bonuses	2,203	2,149
Contributions to defined contribution plans	149	135
Share-based expenses	108	102
Others	265	265
Total	2,725	2,651

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10 Other Expenses

In \$ millions	The Group	
	2016	2015
Computerisation expenses ^(a)	877	883
Occupancy expenses ^(b)	402	398
Revenue-related expenses	273	301
Others ^(c)	695	667
Total	2,247	2,249

(a) Includes hire and maintenance costs of computer hardware and software

(b) Includes rental expenses of office and branch premises of \$247 million (2015: \$241 million) and amounts incurred in the maintenance and service of buildings

(c) Includes office administration expenses (e.g. printing, stationery, telecommunications, etc), and legal and professional fees

In \$ millions	The Group	
	2016	2015
Depreciation expenses	275	251
Hire and maintenance costs of fixed assets, including building-related expenses	476	453
Expenses on investment properties	7	7
Audit fees payable to external auditors ^(a) :		
- Auditors of the Company	3	3
- Associated firms of Auditors of the Company	4	4
Non-audit fees payable to external auditors ^(a) :		
- Auditors of the Company	1	1
- Associated firms of Auditors of the Company	1	1

(a) PricewaterhouseCoopers network firms

11 Allowances for Credit and Other Losses

In \$ millions	The Group	
	2016	2015
Loans and advances to customers (Note 18)	1,000	676
Investment securities		
- Available-for-sale	7	19
- Loans and receivables	17	(8)
Properties and other fixed assets	-	(14)
Off-balance sheet credit exposures	157	8
Others	253	62
Total	1,434	743

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The table below shows the movements in specific and general allowances during the year for the Group:

In \$ millions	The Group				
	Balance at 1 January	Charge/ (Write-back) to income statement	Net write-off during the year	Exchange and other movements	Balance at 31 December
2016					
Specific allowances					
Loans and advances to customers (Note 18)	821	1,111	(788)	126	1,270
Investment securities	92	7	(19)	1	81
Properties and other fixed assets	27	-	-	1	28
Off-balance sheet credit exposures	10	122	-	(63)	69
Others	85	253	(95)	(17)	226
Total specific allowances	1,035	1,493	(902)	48	1,674
Total general allowances for credit losses	3,222	(59)	-	3	3,166
Total allowances	4,257	1,434	(902)	51	4,840
2015					
Specific allowances					
Loans and advances to customers (Note 18)	983	551	(748)	35	821
Investment securities	80	19	(12)	5	92
Properties and other fixed assets	47	(14)	(8)	2	27
Off-balance sheet credit exposures	5	4	-	1	10
Others	44	62	(24)	3	85
Total specific allowances	1,159	622	(792)	46	1,035
Total general allowances for credit losses	3,054	121	-	47	3,222
Total allowances	4,213	743	(792)	93	4,257

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12 Income Tax Expense

In \$ millions	The Group	
	2016	2015
Current tax expense		
- Current year	804	828
- Prior years' provision	(59)	(55)
Deferred tax expense		
- Prior years' provision	-	(10)
- Origination of temporary differences	(22)	(36)
Total	723	727

The deferred tax credit in the income statement comprises the following temporary differences:

In \$ millions	The Group	
	2016	2015
Accelerated tax depreciation	3	5
Allowances for loan losses	(46)	(49)
Other temporary differences	21	(2)
Deferred tax credit to income statement	(22)	(46)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the Singapore basic tax rate as follows:

In \$ millions	The Group	
	2016	2015
Profit before tax	5,083	5,294
Prima facie tax calculated at a tax rate of 17% (2015: 17%)	864	900
Effect of different tax rates in other countries	(1)	9
Net income not subject to tax	(60)	(51)
Net income taxed at concessionary rate	(114)	(79)
Expenses not deductible for tax	15	17
Others	19	(69)
Income tax expense charged to income statement	723	727

Deferred income tax relating to available-for-sale financial assets and others of \$12 million (2015: \$7 million) was credited directly to equity.

Refer to Note 21 for further information on deferred tax assets/liabilities.

13 Earnings Per Ordinary Share

Number of shares (millions)		The Group	
		2016	2015
Weighted average number of ordinary shares in issue (basic and diluted)	(a)	2,517	2,496

In \$ millions		The Group	
		2016	2015
Net profit attributable to shareholders (Net profit less dividends on other equity instruments)	(b)	4,188	4,417
Earnings per ordinary share (\$)			
Basic and diluted	(b)/(a)	1.66	1.77

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14 Classification of Financial Instruments

The Group							
In \$ millions	Held for trading	Designated at fair value through profit or loss	Loans and receivables/ amortised cost	Available-for-sale	Held to maturity	Hedging derivatives	Total
2016							
Assets							
Cash and balances with central banks	2,822	-	20,783	3,235	-	-	26,840
Government securities and treasury bills	8,998	-	-	22,441	1,962	-	33,401
Due from banks	5,852	-	22,984	1,182	-	-	30,018
Derivatives	25,307	-	-	-	-	450	25,757
Bank and corporate securities	7,750	57	21,145	16,465	-	-	45,417
Loans and advances to customers	-	459	301,057	-	-	-	301,516
Other financial assets	-	-	10,709	-	-	-	10,709
Total financial assets	50,729	516	376,678	43,323	1,962	450	473,658
Other asset items outside the scope of FRS 39 ^(a)							7,912
Total assets							481,570
Liabilities							
Due to banks	481	-	15,434	-	-	-	15,915
Deposits and balances from customers	81	1,306	346,059	-	-	-	347,446
Derivatives	24,230	-	-	-	-	267	24,497
Other financial liabilities	2,303	-	12,450	-	-	-	14,753
Other debt securities	4,450	599	22,696	-	-	-	27,745
Subordinated term debts	-	-	3,102	-	-	-	3,102
Total financial liabilities	31,545	1,905	399,741	-	-	267	433,458
Other liability items outside the scope of FRS 39 ^(b)							1,142
Total liabilities							434,600

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	The Group						Total
	Held for trading	Designated at fair value through profit or loss	Loans and receivables/ amortised cost	Available-for-sale	Held to maturity	Hedging derivatives	
2015							
Assets							
Cash and balances with central banks	241	-	14,364	4,224	-	-	18,829
Government securities and treasury bills	7,569	-	-	25,267	1,665	-	34,501
Due from banks	4,961	-	32,571	753	-	-	38,285
Derivatives	23,190	-	-	-	-	441	23,631
Bank and corporate securities	9,035	77	17,380	13,581	-	-	40,073
Loans and advances to customers	-	1,269	282,020	-	-	-	283,289
Other financial assets	-	-	11,263	-	-	-	11,263
Total financial assets	44,996	1,346	357,598	43,825	1,665	441	449,871
Other asset items outside the scope of FRS 39 ^(a)							7,963
Total assets							457,834
Liabilities							
Due to banks	954	-	17,297	-	-	-	18,251
Deposits and balances from customers	91	1,254	318,789	-	-	-	320,134
Derivatives	21,971	-	-	-	-	174	22,145
Other financial liabilities	886	-	10,439	-	-	-	11,325
Other debt securities	4,114	1,424	32,540	-	-	-	38,078
Subordinated term debts	-	-	4,026	-	-	-	4,026
Total financial liabilities	28,016	2,678	383,091	-	-	174	413,959
Other liability items outside the scope of FRS 39 ^(b)							1,079
Total liabilities							415,038

(a) Includes associates, goodwill and intangibles, properties and other fixed assets and deferred tax assets

(b) Includes current tax liabilities, deferred tax liabilities and provision for loss in respect of off-balance sheet credit exposures

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

As at 31 December 2016, there was no offset of financial assets and liabilities. As at 31 December 2015, "Loans and advances to customers" of \$170 million were offset against "Deposits and balances from customers" of \$170 million because contractually the Group has a legally enforceable right to offset these amounts, and intends to settle the loans and the deposits simultaneously at maturity or termination dates.

Financial assets and liabilities subject to netting agreement 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 collateral received and pledged under these agreements is generally conducted under terms that are in accordance with normal market practice. In these agreements, the counterparty is typically allowed to sell or re-pledge those non-cash collateral (i.e. securities) lent or transferred, but has an obligation to return the securities at maturity. If the securities decrease in value, the Group may, in certain circumstances, be required to place additional cash collateral, and typically the counterparty has recourse only to the securities.

In addition, the Group receives cash and other collateral such as marketable securities to reduce its credit exposure. The Group also engages in a variety of counterparty credit mitigation arrangements in addition to netting and collateral arrangements.

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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 balance sheet but are subject to enforceable master netting arrangement or similar agreement that covers 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.

Types of financial assets/liabilities	Carrying amounts on balance sheet (A)	Financial instruments not in scope of offsetting disclosures (B)	Gross recognised financial instruments in scope (A – B = C + D + E)	The Group		Net amounts in scope (E)
				Financial instruments (C)	Related amounts not offset on balance sheet (D)	
2016						
Financial Assets						
Derivatives	25,757	8,699 ^(a)	17,058	14,788 ^(a)	1,575	695
Reverse repurchase agreements	6,845 ^(b)	228	6,617	-	6,617	-
Securities borrowings	74 ^(c)	-	74	57	-	17
Total	32,676	8,927	23,749	14,845	8,192	712
Financial Liabilities						
Derivatives	24,497	6,835 ^(a)	17,662	14,788 ^(a)	1,750	1,124
Repurchase agreements	1,423 ^(d)	1,343	80	-	80	-
Short sale of securities	2,303 ^(e)	845	1,458	1,458	-	-
Total	28,223	9,023	19,200	16,246	1,830	1,124
2015						
Financial Assets						
Derivatives	23,631	11,203 ^(a)	12,428	11,047 ^(a)	1,074	307
Reverse repurchase agreements	5,227 ^(b)	124	5,103	-	5,097	6
Securities borrowings	47 ^(c)	-	47	44	-	3
Total	28,905	11,327	17,578	11,091	6,171	316
Financial Liabilities						
Derivatives	22,145	8,505 ^(a)	13,640	11,047 ^(a)	2,066	527
Repurchase agreements	2,930 ^(d)	1,050	1,880	-	1,880	-
Short sale of securities	886 ^(e)	561	325	325	-	-
Total	25,961	10,116	15,845	11,372	3,946	527

- (a) Related amounts under "Financial instruments" are prepared on the same basis as netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) as set out under MAS Notice 637 (unaudited), which incorporates a conservative stance on enforceable netting. Accordingly, the amounts shown under "Financial instruments not in scope of offsetting disclosures" are those where either no netting agreement exists or where the netting agreement has not been recognised for computation of CAR
- (b) Reverse repurchase agreements are presented under separate line items on the balance sheet, namely "Cash and balances with central banks", "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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15 Cash and Balances with Central Banks

In \$ millions	The Group	
	2016	2015
Cash on hand	2,938	3,070
Non-restricted balances with central banks	17,194	9,008
Cash and cash equivalents	20,132	12,078
Restricted balances with central banks ^(a)	6,708	6,751
Total	26,840	18,829

(a) Mandatory balances with central banks

16 Government Securities and Treasury Bills

In \$ millions	The Group			
	Held for trading	Available-for-sale	Held to maturity	Total
2016				
Singapore Government securities and treasury bills ^(a)	3,567	6,454	1,962	11,983
Other government securities and treasury bills ^(b)	5,431	15,987	-	21,418
Total	8,998	22,441	1,962	33,401
2015				
Singapore Government securities and treasury bills ^(a)	2,569	8,078	1,665	12,312
Other government securities and treasury bills ^(b)	5,000	17,189	-	22,189
Total	7,569	25,267	1,665	34,501

(a) Includes financial assets transferred of \$70 million (2015: \$579 million) (See Note 19)

(b) Includes financial assets transferred of \$2,740 million (2015: \$1,900 million) (See Note 19)

17 Bank and Corporate Securities

In \$ millions	The Group				Total
	Held for trading	Designated at fair value through profit or loss	Loans and receivables	Available-for-sale	
2016					
Bank and corporate debt securities ^(a)	5,340	57	21,299	14,897	41,593
Less: Impairment allowances	-	-	(154)	-	(154)
Equity securities	2,410	-	-	1,568	3,978
Total	7,750	57	21,145	16,465	45,417
2015					
Bank and corporate debt securities ^(a)	7,654	77	17,530	11,884	37,145
Less: Impairment allowances	-	-	(150)	-	(150)
Equity securities	1,381	-	-	1,697	3,078
Total	9,035	77	17,380	13,581	40,073

(a) Includes financial assets transferred of \$414 million (2015: \$787 million) (See Note 19)

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18 Loans and Advances to Customers

In \$ millions	The Group	
	2016	2015
Gross	305,415	286,871
Less: Specific allowances	1,270	821
General allowances	2,629	2,761
	301,516	283,289
Analysed by product		
Long-term loans	136,305	124,362
Short-term facilities	65,894	62,976
Housing loans	64,465	58,569
Trade loans	38,751	40,964
Gross total	305,415	286,871
Analysed by currency		
Singapore dollar	123,733	117,587
Hong Kong dollar	35,588	34,386
US dollar	102,120	89,283
Chinese yuan	11,577	19,516
Others	32,397	26,099
Gross total	305,415	286,871

Refer to Note 42.4 for breakdown of loans and advances to customers by geography and by industry.

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The table below shows the movements in specific and general allowances for loans and advances to customers during the year:

In \$ millions	The Group				
	Balance at 1 January	Charge/ (Write-back) to income statement	Net write-off during the year	Exchange and other movements	Balance at 31 December
2016					
Specific allowances					
Manufacturing	224	204	(143)	13	298
Building and construction	120	39	(26)	3	136
Housing loans	7	1	-	-	8
General commerce	157	239	(146)	21	271
Transportation, storage and communications	94	404	(261)	79	316
Financial institutions, investment and holding companies	60	13	(59)	1	15
Professionals and private individuals (excluding housing loans)	58	125	(116)	4	71
Others	101	86	(37)	5	155
Total specific allowances	821	1,111	(788)	126	1,270
Total general allowances	2,761	(111)	-	(21)	2,629
Total allowances	3,582	1,000	(788)	105	3,899
2015					
Specific allowances					
Manufacturing	331	185	(303)	11	224
Building and construction	115	43	(43)	5	120
Housing loans	8	(2)	-	1	7
General commerce	140	144	(133)	6	157
Transportation, storage and communications	153	25	(87)	3	94
Financial institutions, investment and holding companies	90	14	(48)	4	60
Professionals and private individuals (excluding housing loans)	53	102	(99)	2	58
Others	93	40	(35)	3	101
Total specific allowances	983	551	(748)	35	821
Total general allowances	2,583	125	-	53	2,761
Total allowances	3,566	676	(748)	88	3,582

Included in loans and advances to customers are loans designated at fair value, as follows:

In \$ millions	The Group	
	2016	2015
Fair value designated loans and advances and related credit derivatives/enhancements		
Maximum credit exposure	459	1,269
Credit derivatives/enhancements – protection bought	(459)	(1,269)
Cumulative change in fair value arising from changes in credit risk	(98)	(280)
Cumulative change in fair value of related credit derivatives/enhancements	98	280

Changes in fair value arising from changes in credit risk are determined as the amount of change in fair value that is not attributable to changes in market conditions that give rise to market risk. These changes in market conditions include changes in a benchmark interest rate, foreign exchange rate or index of prices or rates.

During the year, the amount of change in the fair value of the loans and advances attributable to credit risk was a gain of \$182 million (2015: loss of \$86 million). During the year, the amount of change in the fair value of the related credit derivatives/enhancements was a loss of \$182 million (2015: gain of \$86 million).

19 Financial Assets Transferred

The Group transfers financial assets to third parties or structured entities in the course of business, for example when it pledges securities as collateral for repurchase agreements or when it undertakes securities lending arrangements.

Transferred assets are derecognised in the Group's financial statements when substantially all of their risks and rewards are also transferred. Among them is pledged collateral (mainly cash) for derivative transactions under credit support annexes agreements. Derecognised assets that were subject to the Group's partial continuing involvement were not material in 2016 and 2015.

Where the Group retains substantially all the risks and rewards of the transferred assets, they continue to be recognised in the Group's financial statements. These assets are described below.

Securities

Securities transferred under repurchase agreements and securities lending 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 cash collateral. The counterparty typically has no further recourse to the Group's other assets beyond the transferred securities.

For repurchase agreements, the securities transferred are either classified as "fair value through profit or loss" or "available-for-sale". The Group receives cash in exchange and records a financial liability for the cash received. The Group also pledged assets to secure its short position in securities and to facilitate settlement operations. The fair value of the associated liabilities approximates the carrying amount of \$2,881 million (2015: \$3,255 million), which are recorded under "Due to banks", "Deposits and balances from customers" and "Other liabilities" on the balance sheet.

For securities lending transactions, the securities lent are classified as "available-for-sale" or "loans and receivables" on the balance sheet, and the carrying amount approximates the fair value. As the Group mainly receives other financial assets in exchange, the associated liabilities recorded are not material.

In \$ millions	The Group	
	2016	2015
Securities pledged and transferred		
Singapore Government securities and treasury bills	70	579
Other government securities and treasury bills	2,740	1,900
Bank and corporate debt securities	414	787
Total securities pledged and transferred	3,224	3,266

Covered bonds

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 22.2 and 30.4). 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.

As at 31 December 2016, the carrying value of the covered bonds in issue was \$2,227 million (2015: \$1,412 million), while the carrying value of assets assigned was \$8,636 million (2015: \$4,268 million). 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.

Other financial assets

The Group also enters into structured funding transactions where it retains the contractual rights to receive cash flows of financial assets extended to third parties, but assumes a contractual obligation to pay these cash flows under the issued notes. The carrying amounts and fair values of these financial assets and liabilities both amount to \$516 million (2015: \$1,355 million).

20 Other Assets

In \$ millions	The Group	
	2016	2015
Accrued interest receivable	1,165	1,258
Deposits and prepayments	423	317
Receivables from securities business	643	316
Sundry debtors and others	5,512	6,415
Cash collateral pledged ^(a)	2,966	2,957
Deferred tax assets (Note 21)	333	299
Total	11,042	11,562

(a) Mainly relates to cash collateral pledged in respect of derivative portfolios

21 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 20) and “Other liabilities” (Note 29) respectively.

Deferred tax assets and liabilities comprise the following temporary differences:

In \$ millions	The Group	
	2016	2015
Deferred income tax assets		
Allowances for loan losses	356	310
Available-for-sale financial assets and others	6	1
Other temporary differences	177	146
	539	457
Amounts offset against deferred tax liabilities	(206)	(158)
Total	333	299
Deferred income tax liabilities		
Accelerated tax depreciation	114	111
Available-for-sale financial assets and others	7	14
Other temporary differences	118	66
	239	191
Amounts offset against deferred tax assets	(206)	(158)
Total	33	33
Net deferred tax assets	300	266

22 Subsidiaries and Consolidated Structured Entities

In \$ millions	The Company	
	2016	2015
Investment in subsidiaries ^(a)		
Ordinary shares	17,376	16,726
Additional Tier 1 instruments	2,446	344
Other equity instruments	344	344
	20,166	17,414
Due from subsidiaries		
Subordinated term debts	1,699	1,046
Other receivables	420	1,087
	2,119	2,133
Total	22,285	19,547

(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

22.1 Main operating subsidiaries

The main operating subsidiaries within the Group are listed below:

Name of subsidiary	Country of incorporation	Effective shareholding %	
		2016	2015
Commercial Banking			
DBS Bank Ltd.	Singapore	100	100
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
Stockbroking			
DBS Vickers Securities Holdings Pte Ltd	Singapore	100	100

* Audited by PricewaterhouseCoopers network firms outside Singapore

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 Company 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 2015 and 2016.

Refer to Note 35 for information on non-controlling interests.

22.2 Consolidated structured entity

The structured entity consolidated by the Group is listed below:

Name of entity	Purpose of consolidated structured entity	Country of incorporation
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 10 billion Global Covered Bond Programme (see Note 30.4). 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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23 Associates

In \$ millions	The Group	
	2016	2015
Quoted equity securities ^(a)	57	71
Unquoted equity securities ^(b)	812	800
Sub-total	869	871
Share of post-acquisition reserves	21	129
Total	890	1,000

(a) The market value of the quoted associate amounted to \$60 million (2015: \$51 million) and was based on the last traded price on 1 September 2016 prior to its trading suspension

(b) 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

The Group's share of income and expenses, assets and liabilities and off-balance sheet items of the associates at 31 December are as follows:

In \$ millions	The Group	
	2016	2015
Income statement		
Share of income	155	166
Share of expenses	(202)	(152)
Balance sheet		
Share of total assets	1,701	1,721
Share of total liabilities	811	721
Off-balance sheet		
Share of contingent liabilities and commitments	#	#

Amount under \$500,000

23.1 Main associates

The main associates of the Group are listed below:

Name of associate	Country of incorporation	Effective shareholding %	
		2016	2015
Unquoted			
Central Boulevard Development Pte Ltd**	Singapore	33.3	33.3
Network for Electronic Transfers (Singapore) Pte Ltd	Singapore	33.3	33.3
Changsheng Fund Management Company**	China	33.0	33.0

** Audited by other auditors

As of 31 December 2016 and 31 December 2015, no associate was individually material to the Group. As a non-controlling shareholder, the Group's ability to receive dividends is subject to agreement with other shareholders. The associates may also be subject to statutory, contractual or regulatory requirements restricting dividend payments or to repay loans or advances made.

The Group's share of commitments and contingent liabilities of the associates as well as its commitments to finance or otherwise provide resources to them are not material.

24 Unconsolidated Structured Entities

“Unconsolidated structured entities” are those structured entities as defined by FRS 112 and are not controlled by the Group. To facilitate customer transactions and for specific investment opportunities, the Group in the normal course of business enters into transactions with a range of counterparties, some of which would be defined as unconsolidated structured entities.

While the economic exposures may be the same as those to other type of entities, FRS 112 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 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 economically hedge the risks inherent in third party structured entities, or risk-reducing effects of collateral or other credit enhancements.

In \$ millions	The Group	
	2016	2015
Derivatives	-	2
Bank and corporate securities	1,267	1,317
Loans and advances to customers	19	109
Other assets	#	1
Total assets	1,286	1,429
Commitments and guarantees	23	203
Maximum Exposure to Loss	1,309	1,632
Derivatives	107	85
Total liabilities	107	85

Amount under \$500,000

The Group also sponsors third party structured entities, primarily by acting as lead arranger, underwriter or book runner for the issuance of securities by clients or by providing nominee services. Income, in the nature of fees from and assets transferred by all parties to sponsored structured entities, was not material.

The total assets of the third party structured entities are not considered meaningful for the purposes of understanding the related risks since they are neither representative of the Group’s exposure nor the income earned, and so have not been presented.

The Group has not provided any specific non-contractual financial support during the year and does not expect to provide non-contractual support to these third party structured entities in the future.

25 Acquisition

On 31 October 2016, DBS Bank Ltd. agreed to acquire the wealth management and retail banking business of Australian and New Zealand Banking Group Limited (ANZ) in five markets for approximately \$110 million above book value.

The portfolio of businesses being acquired is in Singapore, Hong Kong, China, Taiwan and Indonesia, representing total deposits of \$17 billion and loans of \$11 billion.

The acquisition of the businesses in each jurisdiction is independent of each other. Subject to obtaining regulatory approvals, the transaction is expected to be completed progressively from the second quarter of 2017 onwards, and the target is for full completion in all markets by early 2018. The transaction has no impact to 2016’s financial statements.

26 Properties and Other Fixed Assets

In \$ millions	The Group			Subtotal of owner-occupied properties and other fixed assets (4)=(2)+(3)	Total (5)=(1)+(4)
	Investment properties (1)	Owner-occupied properties (2)	Other fixed assets ^(a) (3)		
2016					
Cost					
Balance at 1 January	627	529	1,840	2,369	2,996
Additions	-	4	317	321	321
Disposals	(25)	(2)	(115)	(117)	(142)
Exchange differences	1	14	14	28	29
Balance at 31 December	603	545	2,056	2,601	3,204
Less: Accumulated depreciation					
Balance at 1 January	172	139	1,111	1,250	1,422
Depreciation charge	7	13	255	268	275
Disposals	(15)	(2)	(96)	(98)	(113)
Exchange differences	1	11	8	19	20
Balance at 31 December	165	161	1,278	1,439	1,604
Less: Allowances for impairment	-	28	-	28	28
Net book value at 31 December	438	356	778	1,134	1,572
Market value at 31 December	848	856			
2015					
Cost					
Balance at 1 January	644	538	1,553	2,091	2,735
Additions	-	6	328	334	334
Disposals	(24)	(53)	(69)	(122)	(146)
Transfers	(2)	2	-	2	-
Exchange differences	9	36	28	64	73
Balance at 31 December	627	529	1,840	2,369	2,996
Less: Accumulated depreciation					
Balance at 1 January	170	120	913	1,033	1,203
Depreciation charge	7	12	232	244	251
Disposals	(6)	(11)	(58)	(69)	(75)
Transfers	(1)	1	-	1	-
Exchange differences	2	17	24	41	43
Balance at 31 December	172	139	1,111	1,250	1,422
Less: Allowances for impairment	-	27	-	27	27
Net book value at 31 December	455	363	729	1,092	1,547
Market value at 31 December	868	831			

(a) Refers to computer hardware, software, office equipment, furniture and fittings and other fixed assets

26.1 PWC Building was held as an asset for sale. Its net book value was \$380 million as at 31 December 2016 (2015: \$386 million) and its fair value based on the agreed property value in the sale of DBS China Square Limited (DCS), which owns PWC Building, was \$747 million. As at 31 December 2015, its fair value was independently appraised at \$711 million. Refer to Note 48 for the subsequent event disclosure on the sale of DCS.

26.2 The market values of the other properties are determined using investment method, or using a combination of comparable sales and investment methods. The properties are classified under Level 3 of the fair value hierarchy and the significant unobservable input used for valuation is market yields. As at 31 December 2016, there were no transfers into or out of Level 3.

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The Group leases out investment properties under operating leases. The leases typically run for an initial period of one to five years, and may contain an option to renew the lease after that date at which time all terms will be renegotiated.

The minimum lease receivables as at the balance sheet date are as follows:

In \$ millions	The Group	
	2016	2015
Minimum lease receivables^(a)		
Not later than 1 year	31	33
Later than 1 year but not later than 5 years	44	34
Total	75	67

(a) Includes lease receivables from operating leases under PWC Building, an asset held for sale. Refer to Note 48 for subsequent event disclosure on the sale of DBS China Square Limited, which owns PWC Building

27 Goodwill and Intangibles

The carrying amounts of the Group's goodwill and intangibles arising from business acquisitions are as follows:

In \$ millions	The Group	
	2016	2015
DBS Bank (Hong Kong) Limited	4,631	4,631
Others	486	486
Total	5,117	5,117

The carrying amounts of the CGUs are reviewed at least once a year to determine if the goodwill associated with them should be impaired. If a CGU's carrying amount exceeds its recoverable value, a goodwill impairment charge is recognised in the income statement.

The recoverable value is determined based on a value-in-use calculation. The CGU's five-year projected cash flows, taking into account projected regulatory capital requirements, 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 4.5% (2015: 4.5%) and discount rate of 9.0% (2015: 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. Management believes that any reasonably possible change in the key assumptions would not cause the carrying amount of the operating unit to exceed its recoverable amount at 31 December 2016. However, if conditions in Hong Kong and the banking industry deteriorate and turn out to be significantly worse than anticipated in the Group's performance forecast, the goodwill may be further impaired in future periods.

28 Deposits and Balances from Customers

In \$ millions	The Group	
	2016	2015
Analysed by currency		
Singapore dollar	152,115	140,772
US dollar	112,107	101,298
Hong Kong dollar	36,234	31,849
Chinese yuan	9,822	14,500
Others	37,168	31,715
Total	347,446	320,134
Analysed by product		
Savings accounts	140,617	131,065
Current accounts	73,984	65,989
Fixed deposits	130,178	120,269
Other deposits	2,667	2,811
Total	347,446	320,134

29 Other Liabilities

In \$ millions	The Group	
	2016	2015
Cash collateral received ^(a)	1,710	981
Accrued interest payable	434	465
Provision for loss in respect of off-balance sheet credit exposures	453	324
Payables in respect of securities business	641	318
Sundry creditors and others ^(b)	9,665	8,675
Current tax liabilities	656	722
Short sale of securities	2,303	886
Deferred tax liabilities (Note 21)	33	33
Total	15,895	12,404

(a) Mainly relates to cash collateral received in respect of derivative portfolios

(b) Includes income received in advance of \$1,493 million (2015: \$800 million) arising from a 15-year regional distribution agreement entered with Manulife

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30 Other Debt Securities

In \$ millions	The Group		The Company	
	2016	2015	2016	2015
Negotiable certificates of deposit (Note 30.1)	2,137	1,200	-	-
Senior medium term notes (Note 30.2)	6,410	9,870	2,400	1,884
Commercial papers (Note 30.3)	11,586	19,174	-	-
Covered bonds (Note 30.4)	2,227	1,412	-	-
Other debt securities (Note 30.5)	5,385	6,422	-	-
Total	27,745	38,078	2,400	1,884
Due within 1 year	17,539	26,839	-	103
Due after 1 year	10,206	11,239	2,400	1,781
Total	27,745	38,078	2,400	1,884

30.1 Negotiable certificates of deposit issued and outstanding at 31 December are as follows:

In \$ millions	Currency	Interest Rate and Repayment Terms	The Group	
			2016	2015
Issued by the Bank and other subsidiaries				
HKD		2.25% to 4.22%, payable quarterly	314	503
HKD		3M HIBOR +0.25%, payable quarterly	-	46
HKD		3M HIBOR +0.2%, payable quarterly	-	70
HKD		2.5% to 4.2%, payable annually	118	156
HKD		Zero-coupon, payable on maturity	84	-
AUD		1.74% to 2.51%, payable on maturity	1,455	165
USD		0.7%, payable on maturity	-	42
IDR		10.4% to 10.65%, payable on maturity	-	46
TWD		0.438% to 0.468%, payable on maturity	-	172
INR		Zero-coupon, payable on maturity	41	-
CNY		2.97%, payable on maturity	125	-
Total			2,137	1,200

The outstanding negotiable certificates of deposit as at 31 December 2016 were issued between 22 August 2008 and 22 December 2016 (2015: 22 August 2008 and 15 December 2015) and mature between 5 January 2017 and 16 March 2021 (2015: 5 January 2016 and 16 March 2021).

30.2 Senior medium term notes issued and outstanding as at 31 December are as follows:

In \$ millions	Currency	Interest Rate and Repayment Terms	The Group		The Company	
			2016	2015	2016	2015
Issued by the Company						
USD		2.246%, payable semi-annually	1,093	1,074	1,093	1,074
HKD		1.87%, payable annually	97	-	97	-
SGD		2.78%, payable semi-annually	487	-	487	-
USD		Floating rate note, payable quarterly	723	707	723	707
AUD		Floating rate note, payable quarterly	-	103	-	103
Issued by the Bank						
GBP		Floating rate note, payable quarterly	-	3,604	-	-
USD		2.35%, payable semi-annually	1,447	1,418	-	-
USD		1.27% to 1.41%, payable quarterly	984	-	-	-
USD		Floating rate note, payable quarterly	1,273	2,658	-	-
USD		1.454%, payable annually	145	141	-	-
HKD		2.24%, payable quarterly	93	92	-	-
CNH		4.4%, payable annually	68	73	-	-
Total			6,410	9,870	2,400	1,884

The senior medium term notes were issued by the Company and the Bank under its USD 30 billion Global Medium Term Note Programme. The outstanding senior medium term notes as at 31 December 2016 were issued between 21 February 2012 and 7 September 2016 (2015: 21 February 2012 and 16 November 2015) and mature between 20 January 2017 and 11 January 2021 (2015: 14 January 2016 and 15 January 2020).

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30.3 The zero-coupon commercial papers which are payable on maturity were issued by the Bank under its USD 5 billion Euro Commercial Paper Programme and USD 15 billion US Commercial Paper Programme. The outstanding notes as at 31 December 2016 were issued between 21 September 2016 and 16 December 2016 (2015: 2 July 2015 and 30 December 2015) and mature between 3 January 2017 and 12 April 2017 (2015: 4 January 2016 and 24 May 2016).

30.4 To augment its sources of wholesale funding, the Bank established a USD 10 billion Global Covered Bond Programme on 16 June 2015. 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 has provided an unconditional and irrevocable guarantee, which is secured over the cover pool, to the covered bond holders.

The outstanding covered bonds as at 31 December 2016 were issued between 6 August 2015 and 3 June 2016 (2015: on 6 August 2015) and mature between 6 August 2018 and 3 June 2019 (2015: on 6 August 2018).

30.5 Other debt securities issued and outstanding at 31 December are as follows:

In \$ millions Type	The Group	
	2016	2015
Issued by the Bank and other subsidiaries		
Equity linked notes	1,521	1,603
Credit linked notes	1,202	2,058
Interest linked notes	2,042	1,817
Foreign exchange linked notes	220	63
Fixed rate bonds	400	881
Total	5,385	6,422

The outstanding securities as at 31 December 2016 were issued between 4 October 2011 and 30 December 2016 (2015: 31 March 2006 and 31 December 2015) and mature between 3 January 2017 and 30 August 2046 (2015: 4 January 2016 and 13 November 2045).

31 Subordinated Term Debts

The following subordinated term debts issued by the Company and the Bank are classified as liabilities. These term debt instruments have a junior or lower priority claim on the issuing entity's assets in the event of a default or liquidation.

The subordinated term debts issued by the Company include provisions for them to be written-off if and when the Monetary Authority of Singapore notifies the Company that a write-off of the instruments, or a public sector injection of capital (or equivalent support), is necessary, without which the Company or the Group would become non-viable. These instruments qualify as Tier 2 capital under the Monetary Authority of Singapore Notice on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore (MAS Notice 637), on the basis that the Company is subject to the application of MAS Notice 637.

The subordinated term debts issued by the Bank are in the first instance ineligible as capital instruments under Basel III rules as they lack provisions for conversion to ordinary shares or write-off at the point of non-viability as determined by the Monetary Authority of Singapore, but are accorded partial eligibility as Tier 2 capital (subject to a cap) for calculating capital adequacy ratios under the Basel III transitional arrangements for capital instruments issued prior to 1 January 2013.

In \$ millions					The Group		The Company	
Instrument	Note	Issue Date	Maturity Date	Interest Payment	2016	2015	2016	2015
Issued by the Company								
S\$250m 3.80% Subordinated Notes due 2028 Callable in 2023	31.1	20 Jan 2016	20 Jan 2028	Jan/Jul	252	-	252	-
JPY10,000m 0.918% Subordinated Notes due 2026	31.2	8 Mar 2016	8 Mar 2026	Mar/Sep	123	-	123	-
HK\$1,500m 3.24% Subordinated Notes due 2026 Callable in 2021	31.3	19 Apr 2016	19 Apr 2026	Jan/Apr/Jul/Oct	270	-	270	-
Issued by the Bank								
US\$900m Floating Rate Subordinated Notes due 2021 Callable with Step-up in 2016	31.4	16 Jun 2006	15 Jul 2021	Jan/Apr/Jul/Oct	-	495	-	-
S\$500m 4.47% Subordinated Notes due 2021 Callable with Step-up in 2016	31.4	11 Jul 2006	15 Jul 2021	Jan/Jul	-	500	-	-
S\$1,000m 3.30% Subordinated Notes due 2022 Callable in 2017	31.5	21 Feb 2012	21 Feb 2022	Feb/Aug	866	991	-	-
US\$750m 3.625% Subordinated Notes due 2022 Callable in 2017	31.6	21 Mar 2012	21 Sep 2022	Mar/Sep	1,085	1,064	-	-
S\$1,000m 3.10% Subordinated Notes due 2023 Callable in 2018	31.7	14 Aug 2012	14 Feb 2023	Feb/Aug	506	976	-	-
Total					3,102	4,026	645	-
Due within 1 year					866	613	-	-
Due after 1 year					2,236	3,413	645	-
Total					3,102	4,026	645	-

31.1 Interest on the notes is payable at 3.80% per annum up to 20 January 2023. Thereafter, the interest rate resets to the then-prevailing five-year Singapore Dollar Swap Offer Rate plus 1.10% per annum. Interest is paid semi-annually on 20 January and 20 July each year. The notes are redeemable on 20 January 2023 or on any interest payment date thereafter. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the six-month Singapore Dollar Swap Offer Rate.

31.2 Interest on the notes is payable semi-annually at 0.918% per annum on 8 March and 8 September each year. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the six-month Singapore Dollar Swap Offer Rate.

31.3 Interest on the notes is payable at 3.24% per annum up to 19 April 2021. Thereafter, the interest rate resets to the then-prevailing five-year Hong Kong Dollar Swap Rate plus 1.90% per annum. Interest is paid quarterly on 19 January, 19 April, 19 July and 19 October each year. The notes are redeemable on 19 April 2021 or on any interest payment date thereafter. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the three-month Hong Kong Interbank Offered Rate.

31.4 These notes have been fully redeemed on 15 July 2016.

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31.5 Interest on the notes is payable at 3.30% per annum up to 21 February 2017. Thereafter, the interest rate resets to the then-prevailing five-year Singapore Dollar Swap Offer Rate plus 2.147% per annum. Interest is paid semi-annually on 21 February and 21 August each year. The notes are redeemable on 21 February 2017 or on any interest payment date thereafter. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the six-month Singapore Dollar Swap Offer Rate. On 11 January 2016, the Company purchased \$134.25 million of the notes. Pursuant to a notice of redemption issued on 11 January 2017, all of the outstanding notes will be redeemed on 21 February 2017.

31.6 Interest on the notes is payable at 3.625% per annum up to 21 September 2017. Thereafter, the interest rate resets to the then-prevailing five-year U.S. Dollar Swap Rate plus 2.229% per annum. Interest is paid semi-annually on 21 March and 21 September each year. The notes are redeemable on 21 September 2017 or on any interest payment date thereafter. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the three-month U.S. Dollar London Interbank Offered Rate.

31.7 Interest on the notes is payable at 3.10% per annum up to 14 February 2018. Thereafter, the interest rate resets to the then-prevailing 5-year Singapore Dollar Swap Offer Rate plus 2.085% per annum. Interest is paid semi-annually on 14 February and 14 August each year. The notes are redeemable on 14 February 2018 or on any interest payment date thereafter. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the six-month Singapore Dollar Swap Offer Rate. On 11 January 2016, the Company purchased \$491.75 million of the notes.

For more information on each instrument, please refer to the "Capital Disclosures" section (unaudited) at the Group's website (<http://www.dbs.com/investor/capital-disclosures.html>).

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32 Share Capital

The Company issued 34,181,336 (2015: 5,292,246) ordinary shares during the year to eligible shareholders who elected to participate in the Scrip Dividend Scheme.

In 2015, pursuant to the DBSH Share Option Plan, the Company issued 350,623 ordinary shares, fully paid in cash upon the exercise of the options granted. Any outstanding unexercised options as of 1 March 2015 has lapsed following the expiry of all options granted under the Plan. In 2015, the Company also issued 30,011,421 ordinary shares upon the conversion of the outstanding 30,011,421 non-voting redeemable convertible preference shares (CPS). The newly issued shares rank pari passu in all respects with the previously issued shares.

As at 31 December 2016, the number of treasury shares held by the Group is 12,851,873 (2015: 14,873,769), which is 0.51% (2015: 0.59%) of the total number of issued shares net of treasury shares.

Movements in the number of shares and carrying amount of share capital are as follows:

	The Group				The Company			
	Shares ('000)		In \$ millions		Shares ('000)		In \$ millions	
	2016	2015	2016	2015	2016	2015	2016	2015
Ordinary shares								
Balance at 1 January	2,514,781	2,479,126	10,391	10,113	2,514,781	2,479,126	10,391	10,113
Issue of shares pursuant to Scrip Dividend Scheme	34,181	5,293	508	110	34,181	5,293	508	110
Issue of shares upon exercise of share options	-	351	-	4	-	351	-	4
Reclassification of reserves upon exercise of share options	-	-	-	1	-	-	-	1
Conversion from non-voting redeemable CPS	-	30,011	-	163	-	30,011	-	163
Balance at 31 December	2,548,962	2,514,781	10,899	10,391	2,548,962	2,514,781	10,899	10,391
Treasury shares								
Balance at 1 January	(14,874)	(6,762)	(277)	(105)	(13,000)	(5,109)	(247)	(82)
Purchase of treasury shares	(4,010)	(13,716)	(60)	(258)	(4,010)	(13,000)	(60)	(246)
Draw-down of reserves upon vesting of performance shares	6,059	5,604	108	86	-	-	-	-
Issue of shares pursuant to Scrip Dividend Scheme	(27)	-	#	-	-	-	-	-
Transfer of treasury shares	-	-	-	-	5,282	5,109	98	81
Balance at 31 December	(12,852)	(14,874)	(229)	(277)	(11,728)	(13,000)	(209)	(247)
Convertible preference shares (CPS)								
Balance at 1 January	-	30,011	-	163	-	30,011	-	163
Conversion to ordinary shares	-	(30,011)	-	(163)	-	(30,011)	-	(163)
Balance at 31 December	-	-	-	-	-	-	-	-
Issued share capital at 31 December			10,670	10,114			10,690	10,144

Amount under \$500,000

33 Other Equity Instruments

The following perpetual capital securities issued by the Company are classified as other equity instruments. These instruments are subordinated to all liabilities of the Company and senior only to ordinary shareholders of the Company. Their terms require them to be written-off if and when the Monetary Authority of Singapore notifies the Company that a write-off of the instruments, or a public sector injection of capital (or equivalent support), is necessary, without which the Company or the Group would become non-viable. These instruments qualify as Additional Tier 1 capital under MAS Notice 637, on the basis that the Company is subject to the application of MAS Notice 637.

In \$ millions	Note	Issue Date	Distribution Payment	The Group and The Company	
				2016	2015
Issued by the Company					
S\$805m 4.70% Non-Cumulative, Non-Convertible, Perpetual Capital Securities First Callable in 2019	33.1	3 Dec 2013	Jun/Dec	803	803
US\$750m 3.60% Non-Cumulative Non-Convertible Perpetual Capital Securities First Callable in 2021	33.2	7 Sep 2016	Mar/Sep	1,009	-
Total				1,812	803

33.1 Distributions are payable at 4.70% per annum up to 3 June 2019. Thereafter, the distribution rate resets every 5 years to the then-prevailing five-year Singapore Dollar Swap Offer Rate plus 3.061% per annum. Distributions are paid semi-annually on 3 June and 3 December each year, unless cancelled by the Company. The capital securities are redeemable on 3 June 2019 or on any date thereafter.

33.2 Distributions are payable at 3.60% per annum up to 7 September 2021. Thereafter, the distribution rate resets every 5 years to the then-prevailing five-year U.S. Dollar Swap Rate plus 2.39% per annum. Distributions are paid semi-annually on 7 March and 7 September each year, unless cancelled by the Company. The capital securities are redeemable on 7 September 2021 or on any distribution payment date thereafter.

For more information on each instrument, please refer to the "Capital Disclosures" section (unaudited) at the Group's website (<http://www.dbs.com/investor/capital-disclosures.html>).

34 Other Reserves and Revenue Reserves

34.1 Other reserves

In \$ millions	The Group		The Company	
	2016	2015	2016	2015
Available-for-sale revaluation reserves	26	96	-	-
Cash flow hedge reserves	19	8	(1)	#
General reserves	95	2,453	-	-
Capital reserves	(180)	(213)	-	-
Share option and share plan reserves	169	168	169	168
Others	4,193	4,193	-	-
Total	4,322	6,705	168	168

Amount under \$500,000

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Movements in other reserves during the year are as follows:

In \$ millions	The Group						Total
	Available-for-sale revaluation reserves	Cash flow hedge reserves	General reserves ^(a)	Capital reserves ^(b)	Share option and share plan reserves	Other reserves ^(c)	
2016							
Balance at 1 January	96	8	2,453	(213)	168	4,193	6,705
Net exchange translation adjustments	(5)	-	2	31	-	-	28
Share of associates' reserves	(3)	(5)	-	2	-	-	(6)
Cost of share-based payments	-	-	-	-	109	-	109
Draw-down of reserves upon vesting of performance shares	-	-	-	-	(108)	-	(108)
Transfer to revenue reserves (Note 34.2)	-	-	(2,360)	-	-	-	(2,360)
Available-for-sale (AFS) financial assets and others:							
- net valuation taken to equity	185	(56)	-	-	-	-	129
- transferred to income statement	(261) ^(d)	74	-	-	-	-	(187)
- tax on items taken directly to or transferred from equity	14	(2)	-	-	-	-	12
Balance at 31 December	26	19	95	(180)	169	4,193	4,322
2015							
Balance at 1 January	284	(33)	2,453	(233)	152	4,271	6,894
Net exchange translation adjustments	1	1	-	19	-	-	21
Share of associates' reserves	(1)	2	-	1	-	-	2
Cost of share-based payments	-	-	-	-	103	-	103
Reclassification of reserves upon exercise of share options	-	-	-	-	(1)	-	(1)
Draw-down of reserves upon vesting of performance shares	-	-	-	-	(86)	-	(86)
Acquisition of non-controlling interests	-	-	-	-	-	(78)	(78)
Available-for-sale (AFS) financial assets and others:							
- net valuation taken to equity	(74)	(144)	-	-	-	-	(218)
- transferred to income statement	(125) ^(d)	186	-	-	-	-	61
- tax on items taken directly to or transferred from equity	11	(4)	-	-	-	-	7
Balance at 31 December	96	8	2,453	(213)	168	4,193	6,705

(a) During the year, the Group transferred \$2.36 billion of general reserves to revenue reserves

(b) Capital reserves include net exchange translation adjustments arising from translation differences on net investments in foreign subsidiaries, associates and branches, and the related foreign currency financial instruments designated as a hedge

(c) Other reserves mainly relate to share premium of the Bank prior to the restructuring of the Bank under the Company pursuant to a scheme of arrangement under Section 210 of the Singapore Companies Act on 26 June 1999

(d) Includes impairment of AFS financial assets of \$7 million (2015: \$15 million)

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In \$ millions	The Company		Total
	Cash flow hedge reserves	Share option and share plan reserves	
2016			
Balance at 1 January	#	168	168
Cost of share-based payments	-	109	109
Draw-down of reserves upon vesting of performance shares	-	(108)	(108)
Available-for-sale financial assets and others:			
- net valuation taken to equity	(2)	-	(2)
- transferred to income statement	1	-	1
Balance at 31 December	(1)	169	168
2015			
Balance at 1 January	-	152	152
Cost of share-based payments	-	103	103
Reclassification of reserves upon exercise of share options	-	(1)	(1)
Draw-down of reserves upon vesting of performance shares	-	(86)	(86)
Available-for-sale financial assets and others:			
- net valuation taken to equity	#	-	#
- transferred to income statement	-	-	-
Balance at 31 December	#	168	168

Amount under \$500,000

34.2 Revenue reserves

In \$ millions	The Group	
	2016	2015
Balance at 1 January	22,752	19,840
Transfer from general reserves (Note 34.1)	2,360	-
Net profit attributable to shareholders	4,238	4,454
Amount available for distribution	29,350	24,294
Less: Final dividends on ordinary shares of \$0.30 (one-tier tax-exempt) paid for the previous financial year (2015: \$0.30 one-tier tax-exempt)	751	751
Interim dividends on ordinary shares of \$0.30 (one-tier tax-exempt) paid for the current financial year (2015: \$0.30 one-tier tax-exempt)	756	753
Dividends on other equity instruments	38	38
Balance at 31 December	27,805	22,752

34.3 Proposed dividends

Proposed final one-tier tax-exempt dividends on ordinary shares of \$0.30 per share have not been accounted for in the financial statements for the year ended 31 December 2016. This is to be approved at the Annual General Meeting on 27 April 2017.

35 Non-controlling Interests

The following preference shares 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. The instruments are in the first instance ineligible as capital instruments under Basel III rules as they lack provisions for conversion to ordinary shares or write-off at the point of non-viability as determined by the Monetary Authority of Singapore, but are accorded eligibility as Additional Tier 1 capital (subject to a cap) for calculating capital adequacy ratios under the Basel III transitional arrangements for capital instruments issued prior to 1 January 2013.

In \$ millions					The Group	
Instrument	Note	Issue Date	Liquidation Preference	Distribution Payment	2016	2015
Issued by the Bank						
S\$800m 4.70% Non-Cumulative, Non-Convertible, Non-Voting Preference Shares Callable in 2020	35.1	22 Nov 2010	\$100	May/Nov	800	800
Issued by DBS Capital Funding II Corporation						
S\$1,500m 5.75% Non-Cumulative, Non-Convertible, Non-Voting, Guaranteed Preference Shares Callable with Step-up in 2018	35.2	27 May 2008	\$250,000	Jun/Dec	1,500	1,500
Non-controlling interests in subsidiaries					61	122
Total					2,361	2,422

35.1 Dividends are payable if declared by the Board of Directors of the Bank. They are payable semi-annually on 22 May and 22 November each year at 4.70% per annum. The preference shares are redeemable on 22 November 2020 or on any date thereafter.

35.2 Dividends are payable if declared by the Board of Directors of DBS Capital Funding II Corporation. They are payable semi-annually on 15 June and 15 December each year at 5.75% per annum up to 15 June 2018, and thereafter quarterly on 15 March, 15 June, 15 September and 15 December each year at a floating rate of the three-month Singapore Dollar Swap Offer Rate plus 3.415% per annum. The preference shares are redeemable on 15 June 2018 or any dividend payment date thereafter.

For more information on each instrument, please refer to the "Capital Disclosures" section (unaudited) at the Group's website (<http://www.dbs.com/investor/capital-disclosures.html>).

36 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 third parties.

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 nominal amount.

Endorsements are residual liabilities of the Group in respect of bills of exchange, which have been paid and subsequently rediscounted.

36.1 The Group has existing outsourcing agreements for the provision of information technology and related support to the Group's operations. There are various termination clauses in the agreements that could require the Group to pay termination fees on early termination of the contract or part thereof. The termination fees are stipulated in the agreements and are determined based on the year when the agreements or part thereof are terminated.

36.2 The Group has existing significant operating lease commitments including the leasing of office premises in Changi Business Park and Marina Bay Financial Centre in Singapore; and One Island East in Hong Kong. These include lease commitments for which the payments will be determined in the future based on the prevailing market rates in accordance with the lease agreements, of which the related amounts have not been included. The leases have varying terms, escalation clauses and renewal rights.

In \$ millions	The Group	
	2016	2015
Guarantees on account of customers	15,078	13,605
Endorsements and other obligations on account of customers	7,636	6,296
Undrawn credit commitments ^(a)	235,324	219,773
Undisbursed and underwriting commitments in securities	9	9
Sub-total	258,047	239,683
Operating lease commitments (Note 36.2)	549	661
Capital commitments	69	48
Total	258,665	240,392

Analysed by industry (excluding operating lease and capital commitments)

Manufacturing	42,718	38,188
Building and construction	23,436	17,210
Housing loans	7,155	9,239
General commerce	50,338	52,695
Transportation, storage and communications	13,933	13,203
Financial institutions, investment and holding companies	22,686	22,007
Professionals and private individuals (excluding housing loans)	75,615	67,140
Others	22,166	20,001
Total	258,047	239,683

Analysed by geography (excluding operating lease and capital commitments)^(b)

Singapore	105,141	101,521
Hong Kong	48,334	48,550
Rest of Greater China	22,533	18,073
South and Southeast Asia	25,750	22,732
Rest of the World	56,289	48,807
Total	258,047	239,683

(a) Includes commitments that are unconditionally cancellable at any time by the Group (2016: \$193,016 million, 2015: \$183,125 million)

(b) Based on the country of incorporation of the counterparty or borrower

37 Financial Derivatives

Financial derivatives are financial instruments whose characteristics are derived from the underlying assets, or from interest and exchange rates or indices. These include forwards, swaps, futures and options. The following sections outline the nature and terms of the most common types of derivatives used by the Group.

Interest rate derivatives

Forward rate agreements give the buyer the ability to determine the underlying rate of interest for a specified period commencing on a specified future date (the settlement date). There is no exchange of principal and settlement is effected on the settlement date. The settlement amount is the difference between the contracted rate and the market rate prevailing on the settlement date.

Interest rate swaps involve the exchange of interest obligations with a counterparty for a specified period without exchanging the underlying (or notional) principal.

Interest rate futures are exchange-traded agreements to buy or sell a standard amount of a specified fixed income security or time deposit at an agreed interest rate on a standard future date.

Interest rate options give the buyer, on payment of a premium, the right but not the obligation, to fix the rate of interest on a future deposit or loan, for a specified period and commencing on a specified future date.

Interest rate caps and floors give the buyer the ability to fix the maximum or minimum rate of interest. There is no facility to deposit or draw down funds, instead the writer pays to the buyer the amount by which the market rate exceeds or is less than the cap rate or the floor rate respectively. This category includes combinations of interest rate caps and floors, which are known as interest rate collars.

Foreign exchange derivatives

Forward foreign exchange contracts are agreements to buy or sell fixed amounts of currency at agreed rates of exchange on a specified future date.

Cross currency swaps are agreements to exchange, and on termination of the swap, re-exchange principal amounts denominated in different currencies. Cross currency swaps may involve the exchange of interest payments in one specified currency for interest payments in another specified currency for a specified period.

Currency options give the buyer, on payment of a premium, the right but not the obligation, to buy or sell specified amounts of currency at agreed rates of exchange on or before a specified future date.

Equity derivatives

Equity options give the buyer, on payment of a premium, the right but not the obligation, either to purchase or sell a specified stock or stock index at a specified price or level on or before a specified date.

Equity swaps involve the exchange of a set of payments whereby one of these payments is based on an equity-linked return while the other is typically based on an interest reference rate.

Credit derivatives

Credit default swaps involve the transfer of credit risk of a reference asset from the protection buyer to the protection seller. The protection buyer makes one or more payments to the seller in exchange for an undertaking by the seller to make a payment to the buyer upon the occurrence of a predefined credit event.

Commodity derivatives

Commodity contracts are agreements between two parties to exchange cash flows which are dependent on the price of the underlying physical assets.

Commodity futures are exchange-traded agreements to buy or sell a standard amount of a commodity at an agreed price on a standard future date.

Commodity options give the buyer, on payment of a premium, the right but not the obligation, to buy or sell a specific amount of commodity at an agreed contract price on or before a specified date.

37.1 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.

37.2 Hedging derivatives

The accounting treatment of the hedge derivative transactions varies according to the nature of the hedge and whether the hedge meets the specified criteria to qualify for hedge accounting. Derivatives transacted as economic hedges but do not qualify for hedge accounting are treated in the same way as derivative instruments held for trading purposes.

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Fair value hedges

The Group's fair value hedges consist principally of interest rate swaps used for managing interest rate gaps. For the year ended 31 December 2016, the gain on hedging instruments was \$72 million (2015: \$12 million). The total loss on hedged items attributable to the hedged risk amounted to \$76 million (2015: \$12 million).

Cash flow hedges

The Group's cash flow hedges consist principally of currency forwards and currency swaps transacted to hedge highly probable forecast transactions expected to occur at various future dates against variability in exchange rates. The currency forwards and currency swaps have maturity dates that coincide within the expected occurrence of these transactions. The forecast transactions are expected to occur within ten years from the balance sheet date, and are expected to affect income statement in the same period these cash flows occur.

The ineffectiveness arising from these hedges was insignificant.

Net investment hedges

The Group hedges part of the currency translation risk of investments through financial derivatives and borrowings. The ineffectiveness arising from hedging of investments was insignificant. The Group regularly reviews its hedging strategy and rebalance based on long-term outlook of the currency fundamentals.

In \$ millions	Net investments in foreign operations ^(a)	The Group Financial instruments which hedge the net investments	Remaining unhedged currency exposures
2016			
Hong Kong dollar	10,422	9,326	1,096
US dollar	866	865	1
Others	6,960	1,951	5,009
Total	18,248	12,142	6,106
2015			
Hong Kong dollar	8,398	8,392	6
US dollar	934	943	(9)
Others	6,391	2,211	4,180
Total	15,723	11,546	4,177

(a) Refers to net tangible assets of subsidiaries, associates and overseas operations

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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.

In the financial statements, trading 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. There was no offset of derivative assets and liabilities in 2016 and 2015.

In \$ millions	The Group					
	Underlying notional	2016 Assets	Liabilities	Underlying notional	2015 Assets	Liabilities
Derivatives held for trading						
Interest rate derivatives						
Forward rate agreements	1,000	#	#	-	-	-
Interest rate swaps	1,079,582	6,728	6,591	971,155	6,482	6,391
Interest rate futures	14,554	5	3	25,240	4	8
Interest rate options	8,002	72	84	8,270	85	120
Interest rate caps/floors	27,707	510	953	20,662	275	730
Sub-total	1,130,845	7,315	7,631	1,025,327	6,846	7,249
Foreign exchange (FX) derivatives						
FX contracts	576,320	8,221	8,063	579,745	6,425	5,931
Currency swaps	207,853	8,368	7,106	187,576	7,390	6,329
Currency options	94,173	983	1,008	198,269	1,774	1,629
Sub-total	878,346	17,572	16,177	965,590	15,589	13,889
Equity derivatives						
Equity options	2,934	29	69	2,798	43	80
Equity swaps	1,766	21	33	903	7	25
Sub-total	4,700	50	102	3,701	50	105
Credit derivatives						
Credit default swaps and others	31,969	191	192	46,132	284	389
Sub-total	31,969	191	192	46,132	284	389
Commodity derivatives						
Commodity contracts	1,072	115	52	2,078	335	154
Commodity futures	1,217	52	62	3,062	70	173
Commodity options	742	12	14	366	16	12
Sub-total	3,031	179	128	5,506	421	339
Total derivatives held for trading	2,048,891	25,307	24,230	2,046,256	23,190	21,971
Derivatives held for hedging						
Interest rate swaps held for fair value hedge	13,398	141	90	10,978	98	133
Interest rate swaps held for cash flow hedge	900	5	1	100	-	#
FX contracts held for cash flow hedge	3,630	106	133	5,755	100	8
FX contracts held for hedge of net investment	1,635	7	21	2,201	44	4
Currency swaps held for fair value hedge	-	-	-	1,924	120	13
Currency swaps held for cash flow hedge	2,089	191	22	939	79	16
Currency swaps held for hedge of net investment	-	-	-	1,441	#	#
Total derivatives held for hedging	21,652	450	267	23,338	441	174
Total derivatives	2,070,543	25,757	24,497	2,069,594	23,631	22,145
Impact of netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited)		(14,788)	(14,788)		(11,047)	(11,047)
		10,969	9,709		12,584	11,098

Amount under \$500,000

The contractual or underlying principal amounts of derivative financial instruments of bank and non-bank counterparties amounted to \$1,125 billion (2015: \$1,082 billion) and \$946 billion (2015: \$988 billion) respectively. These positions are mainly booked in Singapore. For purpose of managing its credit exposures, the Group maintains collateral agreements and enters into master netting agreements with most of these counterparties. For those arrangements that comply with the regulatory requirements as set out in MAS Notice 637, the Group recognises the netting arrangements in the computation of its Capital Adequacy Ratios.

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 bank's performance and enhance talent retention.

Main Scheme/Plan	Note
DBSH Share Plan (Share Plan)	
<ul style="list-style-type: none"> The Share Plan is granted to Group executives as determined by the Committee appointed to administer the Share Plan from time to time. Participants are awarded shares of the Company or, at the Committee's discretion, their equivalent cash value or a combination. Awards consist of main award and retention award (20% of main award). Dividends on unvested shares do not accrue to employees. The vesting of main award is staggered between 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. The market price of shares on the grant date is used to estimate the fair value of the shares awarded. Vested and unvested shares are subject to clawback/malus. Conditions that trigger such clawback/malus are in the Corporate Governance section of the Annual Report. 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 the Annual Report. 	38.1
DBSH Employee Share Plan (ESP)	
<ul style="list-style-type: none"> The ESP caters to employees not eligible to participate in the above listed Share Plan. Eligible employees are awarded ordinary shares of the Company, their equivalent cash value or a combination of both (at the discretion of the Committee), when time-based conditions are met. The awards structure and vesting conditions are similar to Share Plan. There are no additional retention awards for shares granted to top performers and key employees. However, in specific cases where the award forms part of an employee's annual performance remuneration, the retention award which constitutes 20% of the shares given in the main award will be granted. The shares in the retention award will vest 4 years after the date of grant. For such cases, vested and unvested shares are subject to clawback/malus. Conditions that trigger such clawback/malus are in the Corporate Governance section of the Annual Report. 	38.1
DBSH Share Ownership Scheme	
<ul style="list-style-type: none"> All Singapore-based employees with at least one year of service who hold the rank of Assistant Vice President and below are eligible. Participants contribute up to 10% of monthly salary and the Group will match up to 5% of monthly base salary to buy units of the DBSH's ordinary shares. 	38.2
DBSH Share Option Plan (Option Plan)	
<ul style="list-style-type: none"> The Option Plan expired on 19 June 2009. Any outstanding unexercised options as of 1 March 2015 had lapsed following the expiry of all options granted under the plan. 	38.3

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			
	2016		2015	
	Share Plan	ESP	Share Plan	ESP
Balance at 1 January	17,368,488	1,998,781	17,216,431	1,777,193
Granted	8,251,608	1,067,078	5,718,522	889,166
Vested	(5,507,188)	(551,646)	(5,154,074)	(471,393)
Forfeited	(449,630)	(226,799)	(412,391)	(196,185)
Balance at 31 December	19,663,278	2,287,414	17,368,488	1,998,781
Weighted average fair value of the shares granted during the year	\$13.72	\$13.69	\$19.50	\$19.51

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38.2 DBSH Share Ownership Scheme

The outstanding shares held under DBSH Share Ownership Scheme are as follows:

	The Group			
	Ordinary shares		Market value	
	Number		(In \$ millions)	
	2016	2015	2016	2015
Balance at 1 January	7,282,740	6,593,283	122	136
Balance at 31 December	8,388,820	7,282,740	145	122

38.3 DBSH Share Option Plan

The following table sets out movements of the unissued ordinary shares of DBSH under outstanding options.

	The Group			
	Unissued number of ordinary shares under outstanding options		Weighted average exercise price (\$)	
	2016	2015	2016	2015
Balance at 1 January	-	354,877	-	12.81
Movements during the year:				
- Exercised	-	(350,623)	-	12.81
- Forfeited/Expired	-	(4,254)	-	12.81
Balance at 31 December	-	-	-	-

In 2015, 350,623 options were exercised at their contractual exercise prices and the corresponding weighted average market price of the DBSH's shares was \$19.63.

39 Related Party Transactions

39.1 Transactions between the Company and its subsidiaries, including consolidated structured entities, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this Note.

39.2 During the financial year, the Group had banking transactions with related parties, consisting of associates 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^(a) are as follows:

In \$ millions	The Group	
	2016	2015
Short-term benefits ^(b)	40	46
Share-based payments ^(c)	30	26
Total	70	72
Of which: Company Directors' remuneration and fees	14	15

(a) Includes Company 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 FRS 102

40 Fair Value of Financial Instruments

40.1 Valuation Process

The valuation processes within the Group are governed by the Valuation Policy and supporting Standards, which are approved by the Board Risk Management Committee and the Group Market and Liquidity Risk Committee respectively. The policy and standards apply to financial assets and liabilities where mark-to-market or model valuation is required.

The Valuation Policy and supporting Standards govern the revaluation of 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 market prices or by using reliable and independent market parameters (as model inputs) in conjunction with a valuation model. Products with a liquid market or those traded via an exchange will fall under the former while most over-the-counter (OTC) products will form the latter. Market parameters include interest rate yield curves, credit spreads, exchange prices, dividend yields, option volatilities and foreign exchange rates.

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.

The majority of OTC derivatives are traded in active markets. Valuations are determined using generally accepted models (for example discounted cash flows, Black-Scholes model, interpolation techniques) based on quoted market prices for similar instruments or underlyings or market parameters.

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 sources or market consensus providers. The results of the IPV are reviewed by independent control functions on a monthly basis.

For illiquid financial instruments where mark-to-market is not possible, the Group will value these products using an approved valuation model. Prices and parameters used as inputs to the model or to any intermediate technique involving a transformation process must be derived using approved market sources. Where possible, the inputs must be checked against multiple sources for reliability and accuracy.

Reliance will be placed on the model assurance process established by RMG for assurance of valuation models as fit for purpose.

The Group uses various market accepted benchmark interest rates such as LIBOR and Swap Offer Rates to determine the fair value of the financial instruments.

Where significant unobservable inputs are used in these models, the financial instruments are classified as Level 3 in the fair value hierarchy and valuation adjustments or reserves are taken to provide for any uncertainty in valuations. Valuation adjustments or reserve methodologies are also used to substantiate the significance of unobservable inputs. Such methodologies are approved by the Group Market and Liquidity Risk Committee and governed by the Valuation Policy and supporting Standards.

The main valuation adjustments and reserves are described below:

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

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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 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 OTC derivatives.

The Group classifies financial instruments as Level 3 when there is reliance on unobservable inputs to the 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 as well as unquoted equity securities. The fair value of unquoted equity securities is measured based on the net asset value of the investments. Level 3 inputs also include all quoted security prices that have not been updated for more than 3 months, quoted proxies in active markets for non-similar asset classes (e.g. bonds valued using credit default swap spreads), as well as prices/valuations that are obtained from counterparties. Valuation reserves or pricing adjustments where applicable are used to converge to fair value.

The following table presents assets and liabilities measured at fair value, classified by level within the fair value hierarchy:

In \$ millions	The Group							
	2016				2015			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Financial assets at fair value through profit or loss (FVPL)								
- Government securities and treasury bills	7,713	1,285	-	8,998	4,897	2,672	-	7,569
- Bank and corporate securities	5,022	2,743	42	7,807	4,416	3,858	838	9,112
- Other financial assets	-	9,133	-	9,133	-	6,471	-	6,471
Available-for-sale (AFS) financial assets								
- Government securities and treasury bills	21,352	1,089	-	22,441	24,094	1,173	-	25,267
- Bank and corporate securities ^(a)	14,510	1,598	115	16,223	10,364	2,487	156	13,007
- Other financial assets	-	4,417	-	4,417	-	4,977	-	4,977
Derivatives	57	25,699	1	25,757	76	23,535	20	23,631
Liabilities								
Financial liabilities at fair value through profit or loss (FVPL)								
- Other debt securities	-	5,045	4	5,049	-	5,521	17	5,538
- Other financial liabilities	2,290	1,881	-	4,171	886	2,226	73	3,185
Derivatives	66	24,415	16	24,497	181	21,841	123	22,145

(a) Excludes unquoted equities stated at cost of \$242 million (2015: \$574 million).

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The following table presents the changes in Level 3 instruments for the financial year ended:

In \$ millions	The Group					
	Financial assets		Derivatives	Financial liabilities		
	FVPL	AFS		FVPL	Other	Derivatives
Bank and corporate securities	Bank and corporate securities	Other debt securities	Other financial liabilities			
2016						
Balance at 1 January	838	156	20	(17)	(73)	(123)
Purchases/Issues	68	20	-	(4)	-	-
Settlements	(747)	(35)	(24)	16	-	137
Transfers:						
- Transfers into Level 3	14	1	3	-	-	(16)
- Transfers out of Level 3	(127)	(20)	(4)	1	72	2
Gains/(losses) recorded in the income statement	(4)	6	6	-	1	(16)
Gains/(losses) recognised in other comprehensive income	-	(13)	-	-	-	-
Balance at 31 December	42	115	1	(4)	-	(16)
2015						
Balance at 1 January	692	144	11	(8)	-	(135)
Purchases/Issues	8	1	-	(4)	(48)	-
Settlements	(19)	(18)	(2)	9	-	2
Transfers:						
- Transfers into Level 3	144	21	4	(14)	(49)	(2)
- Transfers out of Level 3	-	(3)	(8)	1	24	14
Gains/(losses) recorded in the income statement	13	10	15	(1)	-	(2)
Gains/(losses) recognised in other comprehensive income	-	1	-	-	-	-
Balance at 31 December	838	156	20	(17)	(73)	(123)

Economic hedges entered into for Level 2 exposures may be classified within a different category (i.e. Level 1) and similarly, hedges entered for Level 3 exposures may also be classified within a different category (i.e. Level 1 and/or Level 2). The effects are presented gross in the table.

During the year, the Group transferred financial assets and liabilities from Level 1 to Level 2 due to reduced market activity and from Level 2 to Level 1 arising from increased market activity.

Gains and losses on Level 3 financial assets and liabilities measured at fair value

In \$ millions	Net trading Income	The Group Net income from investment securities	Total
2016			
Total gain/(loss) for the period included in income statement	(13)	6	(7)
Of which:			
Change in unrealised gain/(loss) for assets and liabilities held at the end of the reporting period	(8)	-	(8)
2015			
Total gain for the period included in income statement	25	10	35
Of which:			
Change in unrealised gain for assets and liabilities held at the end of the reporting period	25	-	25

Fair value gains or losses taken to other comprehensive income are reported in the Statement of Comprehensive Income as "Net valuation taken to equity".

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Effect of changes in significant unobservable inputs to reflect reasonably possible alternatives

As at 31 December 2016, financial instruments measured with valuation techniques using significant unobservable inputs (Level 3) included equity investments, bank and corporate debt securities, interest rate and credit derivatives and financial liabilities from structured product issuances.

There are limited inter-relationships between unobservable inputs as the financial instruments are usually categorised as Level 3 because of a single unobservable input.

In estimating significance, the Group performed sensitivity analysis based on methodologies applied for fair value adjustments. These adjustments reflect the values which the Group estimates to be appropriate to reflect uncertainties in the inputs used (e.g. based on stress testing methodologies on the unobservable input). The methodologies used can be statistical or based on other relevant approved techniques.

The movement in fair value arising from reasonably possible changes to the significant unobservable inputs is assessed as not significant.

In \$ millions	The Group		Classification	Valuation technique	Unobservable Input
	2016	2015			
Assets					
Bank and corporate debt securities	42	815	FVPL	Discounted cash flows	Credit spreads
Bank and corporate debt securities	20	46	AFS	Discounted cash flows	Credit spreads
Equity securities	-	23	FVPL	Equity pricing model	Prices
Equity securities (Unquoted)	95	110	AFS	Net asset value	Net asset value of securities
Derivatives	1	20	FVPL	Discounted cash flows/ CDS models/Option & interest rate pricing model	Credit spreads/ Correlations/ Volatility
Total	158	1,014			
Liabilities					
Other debt securities	4	17	FVPL	Discounted cash flows/ Option pricing model	Credit spreads/ Correlations
Other financial liabilities	-	73	FVPL	CDS models/Option & interest rate pricing model	Credit spreads/ Correlations
Derivatives	16	123	FVPL	Discounted cash flows/ CDS models/Option & interest rate pricing model	Credit spreads/ Correlations/ Volatility
Total	20	213			

40.3 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 subordinated term 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.

For unquoted equities not carried at fair value, fair values have been estimated by referencing to the net tangible asset backing of the investee. Unquoted equities of \$242 million as at 31 December 2016 (2015: \$574 million) were stated at cost less accumulated impairment losses because the fair value cannot be reliably estimated using valuation techniques supported by observable market data. The Group intends to dispose of such instruments through public listing or trade sale.

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 Board oversees the Group's affairs and provides sound leadership for the CEO and management. Authorised by the Board, various Board committees oversee specific responsibilities based on clearly defined terms of reference.

Under the Group's risk management frameworks, the 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 sets risk limits to guide risk-taking within the Group:

The BRMC oversees the identification, monitoring, management and reporting of credit, market, liquidity, operational and reputational risks. To facilitate the BRMC's risk oversight, the following risk management committees have been established.

1. Risk Executive Committee (Risk ExCo);
2. Product Approval Committee (PAC);
3. Group Credit Risk Models Committee (GCRMC);
4. Group Credit Policy Committee (GCPC);
5. Group Scenario and Stress Testing Committee (GSSTC);
6. Group Credit Risk Committee (GCRC);
7. Group Market and Liquidity Risk Committee (GMLRC); and
8. Group Operational Risk Committee (GORC).

As the overall executive body regarding risk matters, the Risk ExCo oversees the Group's risk management as a whole.

The PAC oversees new product approvals, which are vital for mitigating risk within the Group.

Other than the PAC, the committees as a whole serve 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;
- Identify specific concentrations of risk; and
- Recommend scenarios and the resulting macroeconomic variable projections used for enterprise-wide stress tests.

The members in these committees comprise representatives from the Risk Management Group (RMG) as well as key business and support units.

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 the 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 Board is adhered to.

42 Credit Risk

The most significant measurable risk the Group faces is credit risk, which arises from borrowers or counterparties failing to meet their debt or contractual obligations. The activities which give rise to credit risk include lending to retail, corporate and institutional customers; trading endeavors such as foreign exchange, derivatives and debt securities; and the settlement of transactions.

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 established for Consumer Banking/Wealth Management and Institutional Banking (herein referred to as CCRPs) set forth the principles by which the Group conducts its credit risk management and control activities. These policies, supplemented by a number of operational policies and standards, 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 policies and standards 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 considered and approved by GCPC.

- **Risk Methodologies**

Credit risk is managed by thoroughly understanding the Group's customers – the businesses they are in, as well as the economies in which they operate.

The usage of credit ratings and lending limits is an integral part of the Group's credit risk management process, and it uses an array of rating models for its corporate 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 (TMRAC).

The wholesale borrowers are assessed individually using both judgmental credit models and statistical credit models. They are 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 scoring models, credit bureau records, and internally and externally available customer behaviour records. These are supplemented by the Group's Risk Acceptance Criteria. Credit extensions are proposed by the business unit, and these are approved by the credit risk function after taking into account independent credit assessments and the business strategies set by senior management.

Pre-settlement credit risk for derivatives arising from a counterparty potentially defaulting on its obligations is quantified by a mark-to-market evaluation, as well as any potential exposure in the future. This is used to calculate the Group's regulatory capital under the Current Exposure Method (CEM), and is included under the Group's overall credit limits to counterparties for internal risk management.

Issuer default risk that may also arise from derivatives and securities are generally measured based on jump-to-default computations.

The Group actively monitors and manages its exposure to counterparties in over-the-counter (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 exposure to a counterparty positively correlates with the probability of defaulting due to the nature of the transactions.

The Group has a policy 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.

Concentration Risk Management

The Group's risk management processes, which are aligned with its Risk Appetite, ensure that an acceptable level of risk diversification is maintained across the Group.

For credit risk, the Group uses Economic Capital (EC) as its measurement tool, since it combines the individual risk factors of Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD), as well as portfolio concentration factors. Granular EC thresholds are set to ensure that the allocated EC stays within its Risk Appetite.

Thresholds regarding major industry groups and single counterparty exposures are monitored regularly, and notional limits for country exposures are set as well. Governance processes also exist to ensure that the Group's exposures are regularly monitored with these thresholds in mind, and appropriate action is taken when the thresholds are breached.

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The Group continually examines how it can enhance the scope of its thresholds to effect better risk management.

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 Group Credit Risk Management Policy and CCRP, and the said risk is part of its concentration risk management. The way the Group manages transfer risk 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 its Risk Appetite Policy.

Limits for strategic and non-strategic countries are set based on country-specific strategic business considerations as well as the acceptable potential loss according to the Group's Risk Appetite. Senior management and credit management actively evaluate what the right transfer risk exposures for the Group should be, taking into account the risks and rewards, as well as whether they are in line with the Group's strategic intent. Limits for all other countries are set using a model-based approach.

All country limits are subject to approval by the BRMC.

Stress testing

The Group engages in various types of credit stress testing, and these are driven either by regulators or our internal requirements and management.

The Group's credit stress tests are performed at total portfolio or sub-portfolio level, and are generally meant 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 all major functions and areas of business.

The Group typically performs the following types of credit stress testing at a minimum and others as necessary:

Pillar 1 credit stress testing	The Group conducts Pillar 1 credit stress testing regularly as required by regulators. Under Pillar 1 credit stress testing, the Group assesses the impact of a mild stress scenario (at least two consecutive quarters of zero GDP 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 credit stress test is to assess the robustness of internal credit risk models and the cushion above
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	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, internal and regulatory capital. The results of the credit stress tests form an input 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.
Industry-wide stress testing	The Group participates in the annual industry-wide stress test (IWST) conducted by the Monetary Authority of Singapore (MAS) to facilitate its ongoing assessment of 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.
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.

- 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 the business units, the operations unit, the RMG 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, risk reporting on credit trends, which may include industry analysis, early warning alerts and significant weak credits, is submitted to the various credit committees, allowing key strategies and action plans to be formulated and evaluated. Credit control functions also ensure that any credit risk taken complies with group-wide credit policies and guidelines. 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 by management and regulators are monitored.

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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 612.

These guidelines require credit portfolios to be 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.

Classification grade	Description
Performing Assets	
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.
Classified or NPA	
Substandard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial position that may jeopardise repayment on existing terms. These credit facilities may be non-defaulting.
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.
Loss	Indicates that the amount of recovery is assessed to be insignificant.

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 actions such as realising security (if held)
- Technical default: Borrower is more than 90 days past due on any credit obligation to the Group

This is consistent with the guidance provided under the MAS Notice 637.

Credit facilities are classified as restructured assets when the Group grants non-commercial concessions to a borrower because it is in a worse financial position 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. Apart from what has been described, the Group does not grant concessions to borrowers in the normal course of business. Any restructuring of credit facilities are reviewed on a case-by-case basis and conducted only on commercial terms.

In addition, it is not within the Group's business model to acquire debts that have been restructured at inception (e.g. distressed debts).

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 sub-standard and below.

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 2016 and 2015 were not material.

Credit Risk Mitigants

Collateral received

Where possible, the Group takes collateral as a secondary recourse to the borrower. This includes cash, marketable securities, properties, trade receivables, inventory and equipment and other physical and financial collateral. The Group may also take fixed and floating charges on the assets of borrowers.

Policies have been put in place to determine the eligibility of collateral for credit risk mitigation. These include requiring specific collateral to meet minimum operational requirements in order to be considered as effective risk mitigants. The Group's collateral is generally diversified and valued periodically. Properties constitute the bulk of its collateral, while marketable securities and cash are immaterial.

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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 the Master Repurchase Agreements and the International Swaps and Derivatives Association (ISDA) Agreements. The collateral received is mark-to-market on a frequency which the Group and the counterparties mutually agreed upon. This is governed by internal guidelines with respect to the eligibility of the collateral. In the event of a default, the credit risk exposure is reduced by master-netting arrangements where the Group is allowed to offset what it owes a counterparty against what is due from that counterparty in a netting-eligible jurisdiction.

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 limited to 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 customer's specific situation and circumstances to assist them in restructuring their repayment liabilities. However, should the need arise, disposal and recovery processes are in place to dispose of collateral held by the Group. The Group also maintains a panel of agents and solicitors that helps it to dispose of non-liquid assets and specialised equipment quickly.

Other Risk Mitigants

The Group uses guarantees as credit risk mitigants. Internal thresholds for considering 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	
	2016	2015
On-balance sheet		
Cash and balances with central banks (excluding cash on hand)	23,902	15,759
Government securities and treasury bills	33,401	34,501
Due from banks	30,018	38,285
Derivatives	25,757	23,631
Bank and corporate debt securities	41,439	36,995
Loans and advances to customers	301,516	283,289
Other assets (excluding deferred tax assets)	10,709	11,263
	466,742	443,723
Off-balance sheet		
Contingent liabilities and commitments (excluding operating lease and capital commitments)	258,047	239,683
Total	724,789	683,406

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 Basel II Pillar 3 Disclosures. 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 37 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 II-eligible collateral, besides real estate, after the application of the requisite regulatory hair-cuts, is shown in the Group's Basel II Pillar 3 Disclosures. The amounts are a sub-set of the actual collateral arrangements entered by the Group as Basel II 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	
	2016	2015
Loans and advances to customers		
Performing Loans		
- Neither past due nor impaired (i)	299,602	282,946
- Past due but not impaired (ii)	1,397	1,313
Non-Performing Loans		
- Impaired (iii)	4,416	2,612
Total gross loans (Note 18)	305,415	286,871

(i) Neither past due nor impaired loans by grading and industry

The credit quality of the portfolio of loans and advances that are neither past due nor impaired can be assessed by reference to the loan gradings in MAS Notice 612:

In \$ millions	The Group		
	Pass	Special Mention	Total
2016			
Manufacturing	29,184	1,053	30,237
Building and construction	57,416	514	57,930
Housing loans	63,859	3	63,862
General commerce	44,873	1,005	45,878
Transportation, storage and communications	28,815	1,585	30,400
Financial institutions, investment and holding companies	16,535	71	16,606
Professionals and private individuals (excluding housing loans)	24,387	37	24,424
Others	29,941	324	30,265
Total	295,010	4,592	299,602
2015			
Manufacturing	29,409	791	30,200
Building and construction	54,646	530	55,176
Housing loans	58,023	-	58,023
General commerce	46,459	891	47,350
Transportation, storage and communications	25,541	451	25,992
Financial institutions, investment and holding companies	13,602	18	13,620
Professionals and private individuals (excluding housing loans)	23,492	13	23,505
Others	28,740	340	29,080
Total	279,912	3,034	282,946

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(ii) Past due but not impaired loans by past due period and industry

In \$ millions	The Group			Total
	Less than 30 days past due	30 to 59 days past due	60 to 90 days past due	
2016				
Manufacturing	87	3	4	94
Building and construction	45	1	1	47
Housing loans	370	76	23	469
General commerce	108	10	5	123
Transportation, storage and communications	104	24	9	137
Financial institutions, investment and holding companies	53	-	-	53
Professionals and private individuals (excluding housing loans)	298	65	24	387
Others	82	4	1	87
Total	1,147	183	67	1,397
2015				
Manufacturing	55	18	41	114
Building and construction	63	4	7	74
Housing loans	346	55	23	424
General commerce	158	16	20	194
Transportation, storage and communications	52	4	2	58
Financial institutions, investment and holding companies	5	-	-	5
Professionals and private individuals (excluding housing loans)	328	59	10	397
Others	30	5	12	47
Total	1,037	161	115	1,313

(iii) Non-performing assets (NPAs)

In \$ millions	The Group	
	2016	2015
Balance at 1 January	2,792	2,513
New NPAs	3,556	1,398
Upgrades, recoveries and translations	(571)	(293)
Write-offs	(921)	(826)
Balance at 31 December	4,856	2,792

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Non-performing assets by grading and industry

In \$ millions	The Group							
	NPAs			Total	Specific allowances			
	Sub-standard	Doubtful	Loss		Sub-standard	Doubtful	Loss	Total
2016								
Manufacturing	661	142	101	904	73	124	101	298
Building and construction	263	111	7	381	29	100	7	136
Housing loans	121	8	5	134	-	3	5	8
General commerce	523	310	47	880	48	176	47	271
Transportation, storage and communications	1,147	44	236	1,427	37	43	236	316
Financial institutions, investment and holding companies	62	21	-	83	11	4	-	15
Professional and private individuals (excluding housing loans)	254	18	8	280	46	17	8	71
Others	238	29	60	327	71	24	60	155
Total non-performing loans	3,269	683	464	4,416	315	491	464	1,270
Debt securities, contingent liabilities and others	170	109	161	440	23	87	161	271
Total	3,439	792	625	4,856	338	578	625	1,541
Of which: restructured assets	467	139	7	613	91	93	7	191
2015								
Manufacturing	367	121	72	560	53	99	72	224
Building and construction	219	87	28	334	19	73	28	120
Housing loans	112	5	5	122	-	2	5	7
General commerce	497	165	43	705	14	100	43	157
Transportation, storage and communications	223	25	59	307	10	25	59	94
Financial institutions, investment and holding companies	36	50	14	100	10	36	14	60
Professional and private individuals (excluding housing loans)	176	19	8	203	34	16	8	58
Others	206	52	23	281	40	38	23	101
Total non-performing loans	1,836	524	252	2,612	180	389	252	821
Debt securities, contingent liabilities and others	88	70	22	180	26	46	22	94
Total	1,924	594	274	2,792	206	435	274	915
Of which: restructured assets	236	142	8	386	30	82	8	120

Non-performing assets by geography^(a)

In \$ millions	The Group	
	NPAs	Specific allowances
2016		
Singapore	1,725	383
Hong Kong	687	187
Rest of Greater China	432	136
South and Southeast Asia	1,188	425
Rest of the World	384	139
Total non-performing loans	4,416	1,270
Debt securities, contingent liabilities and others	440	271
Total	4,856	1,541
2015		
Singapore	506	115
Hong Kong	433	99
Rest of Greater China	387	96
South and Southeast Asia	856	415
Rest of the World	430	96
Total non-performing loans	2,612	821
Debt securities, contingent liabilities and others	180	94
Total	2,792	915

(a) Based on the country of incorporation of the borrower

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Non-performing assets by past due period

In \$ millions	The Group	
	2016	2015
Not overdue	705	520
Less than 90 days past due	698	508
91 to 180 days past due	1,215	424
More than 180 days past due	2,238	1,340
Total past due assets	4,151	2,272
Total	4,856	2,792

Secured non-performing assets by collateral type

In \$ millions	The Group	
	2016	2015
Properties	973	670
Shares and debentures	312	268
Fixed deposits	11	21
Others	1,318	467
Total	2,614	1,426

Past due non-performing assets by industry

In \$ millions	The Group	
	2016	2015
Manufacturing	822	502
Building and construction	349	267
Housing loans	110	95
General commerce	687	604
Transportation, storage and communications	1,295	183
Financial institutions, investment and holding companies	74	85
Professional and private individuals (excluding housing loans)	232	158
Others	208	249
	3,777	2,143
Debt securities, contingent liabilities and others	374	129
Total	4,151	2,272

Past due non-performing assets by geography^(a)

In \$ millions	The Group	
	2016	2015
Singapore	1,551	410
Hong Kong	522	361
Rest of Greater China	359	312
South and Southeast Asia	1,048	771
Rest of the World	297	289
	3,777	2,143
Debt securities, contingent liabilities and others	374	129
Total	4,151	2,272

(a) Based on the country of incorporation of the borrower

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 rating agency designation as at 31 December:

Analysed by issue ratings	The Group		
	Singapore Government securities and treasury bills	Other government securities and treasury bills	Bank and corporate debt securities
In \$ millions			
2016			
AAA	11,983	5,454	16,158
AA- to AA+	-	10,715	5,116
A- to A+	-	1,283	4,141
Lower than A-	-	3,966	4,001
Unrated	-	-	12,023
Total	11,983	21,418	41,439
2015			
AAA	12,312	5,812	11,024
AA- to AA+	-	12,466	4,845
A- to A+	-	1,016	5,272
Lower than A-	-	2,895	4,296
Unrated	-	-	11,558
Total	12,312	22,189	36,995

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42.4 Credit risk by geography^(a) and industry

Analysed by geography	The Group					Total
	Government securities and treasury bills	Due from banks	Derivatives	Bank and corporate debt securities	Loans and advances to customers (Gross)	
In \$ millions						
2016						
Singapore	11,983	569	2,352	13,310	145,025	173,239
Hong Kong	3,845	148	1,744	1,717	50,223	57,677
Rest of Greater China	2,440	15,576	2,903	2,595	43,060	66,574
South and Southeast Asia	3,964	2,817	1,498	4,580	27,389	40,248
Rest of the World	11,169	10,908	17,260	19,237	39,718	98,292
Total	33,401	30,018	25,757	41,439	305,415	436,030
2015						
Singapore	12,312	261	2,475	12,476	135,860	163,384
Hong Kong	2,708	474	2,999	1,779	50,976	58,936
Rest of Greater China	4,199	16,054	1,966	3,907	45,129	71,255
South and Southeast Asia	2,892	3,011	1,124	4,669	26,443	38,139
Rest of the World	12,390	18,485	15,067	14,164	28,463	88,569
Total	34,501	38,285	23,631	36,995	286,871	420,283

(a) Based on the country 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	Due from banks	Derivatives	Bank and corporate debt securities	Loans and advances to customers (Gross)	
In \$ millions						
2016						
Manufacturing	-	-	457	2,632	31,235	34,324
Building and construction	-	-	414	3,215	58,358	61,987
Housing loans	-	-	-	-	64,465	64,465
General commerce	-	-	460	1,063	46,881	48,404
Transportation, storage and communications	-	-	669	2,509	31,964	35,142
Financial institutions, investment and holding companies	-	30,018	22,716	19,291	16,742	88,767
Government	33,401	-	-	-	-	33,401
Professionals and private individuals (excluding housing loans)	-	-	740	-	25,091	25,831
Others	-	-	301	12,729	30,679	43,709
Total	33,401	30,018	25,757	41,439	305,415	436,030
2015						
Manufacturing	-	-	1,038	2,849	30,874	34,761
Building and construction	-	-	330	2,976	55,584	58,890
Housing loans	-	-	-	-	58,569	58,569
General commerce	-	-	920	980	48,249	50,149
Transportation, storage and communications	-	-	801	2,192	26,357	29,350
Financial institutions, investment and holding companies	-	38,285	19,406	15,547	13,725	86,963
Government	34,501	-	-	-	-	34,501
Professionals and private individuals (excluding housing loans)	-	-	606	-	24,105	24,711
Others	-	-	530	12,451	29,408	42,389
Total	34,501	38,285	23,631	36,995	286,871	420,283

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) positions taken to manage the interest rate risk of the Group's Institutional Banking and Consumer Banking assets and liabilities, (ii) equity investments comprising of 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 SGD.

Market Risk Management

The Group's approach to market risk management comprises the following building blocks:

- **Policies**

The Market Risk Management Policy sets the Group's overall approach towards market risk management, while the Market Risk Management Standard establishes the basic requirements for the said management within the Group.

The Market Risk Management Guide complements the Market Risk Management Standard by providing more details regarding specific subject matters. Both the Market Risk Management Standard and Market Risk Management Guide facilitate the identification, measurement, control, monitoring and reporting of market risk in a consistent manner. They also set out the overall approach, standards 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**

Value-at-Risk (VaR) is a method that computes the potential losses of risk positions as a result of market movement over a specified time horizon and according to a given level of confidence.

The Group's VaR model is based on historical simulation with a one-day holding period. The Group uses Expected Shortfall (ES), which is the average of potential loss beyond a given level of confidence, to monitor and limit market risk exposures. The market risk economic capital that is allocated by the BRMC is linked to ES by a multiplier. ES is supplemented by risk control metrics such as sensitivities to risk factors and loss triggers for management action.

The Group conducts back-testing to verify the predictiveness of the VaR model. Back-testing compares VaR calculated for positions at the close of each business day with the profit and loss (P&L) that actually arises in those positions on the following business day. The back-testing P&L excludes fees and commissions, and revenues from intra-day trading.

For back-testing, VaR at the 99% level of confidence 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 back-testing does not impact the Group's regulatory capital for market risk.

VaR models allow the Group to estimate the aggregate portfolio market risk potential loss due to a range of market risk factors and instruments. However, 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 be understated.

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.

ES is the key risk metric used to manage the Group's assets and liabilities. As an exception, credit spread risk regarding loans and receivables is managed under the credit risk management framework. The Group also manages banking book interest rate risk arising from mismatches in the interest rate profiles of assets, liabilities and capital instruments (and associated hedges), which includes basis risk arising from different interest rate benchmarks, interest rate re-pricing risk, yield curve risk and embedded optionality. Behavioural assumptions are applied when managing the interest rate risk of banking book deposits with indeterminate maturities. The Group measures interest rate risk in the banking book on a weekly basis.

Credit derivatives are used in the trading book with single name or index underlying instruments to support the Group's business strategy to build a regional fixed income franchise. The Group actively monitors its counterparty credit risk in credit derivative contracts.

More than 90% of the gross notional value of the Group's credit derivative positions as at 31 December 2016 was to 19 established names, with which it maintains collateral agreements.

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• **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.

Market Risk

The Group level ES considers the market risks of both the trading and banking books. The Group's ES (based on a 97.5% level of confidence) is tabulated below. The period-end, average, high and low ES are shown.

In \$ millions	As at 31 Dec 2016	The Group 1 Jan 2016 to 31 Dec 2016		
		Average	High	Low
Total	89	98	112	84

In \$ millions	As at 31 Dec 2015	1 Jan 2015 to 31 Dec 2015		
		Average	High	Low
Total	101	117	147	75

The Group's major market risk driver is interest rate risk in the trading and banking books. The average ES for 2016 was lower than 2015 mainly due to drop-off of volatile rates scenarios for ES calculation and updates to models used to measure interest rate risks in banking book. The following table shows the period-end, average, high and low diversified ES and ES by risk class for Treasury's trading portfolios. The ES reported below are based on a 97.5% level of confidence.

In \$ millions	As at 31 Dec 2016	The Group 1 Jan 2016 to 31 Dec 2016		
		Average	High	Low
Diversified	26	21	31	14
Interest Rates	16	18	27	14
Foreign Exchange	10	12	18	7
Equity	1	2	3	1
Credit Spread	18	11	19	6
Commodity	#	#	1	#

In \$ millions	As at 31 Dec 2015	1 Jan 2015 to 31 Dec 2015		
		Average	High	Low
Diversified	16	20	32	15
Interest Rates	17	15	21	9
Foreign Exchange	11	8	19	3
Equity	3	3	5	2
Credit Spread	8	16	23	7
Commodity	#	1	2	#

Amount under \$500,000

The main risk factors driving Treasury's trading portfolios in 2016 were interest rates, foreign exchange and credit spreads. Treasury's trading portfolios' average diversified ES remained relatively flat compared to 2015.

Treasury's trading portfolios experienced five back-testing exceptions in 2016. The exceptions occurred in January, February, March, September and December. The four exceptions for the period from January to September were mainly due to (i) pronounced volatilities in SGD interest rates and SGD swap spreads; and (ii) basis risks in onshore/offshore Chinese foreign exchange and interest rate. The exception in December was due to valuation adjustments carried out at the month end.

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The key market risk drivers of the Group's non-trading portfolios are SGD and USD interest rate positions. The economic value changes were negative \$156 million and negative \$239 million (2015:negative \$250 million and negative \$425 million) based on interest rate changes of 100 basis points and 200 basis points respectively. The negative economic value impact declined in December 2016 mainly due to a refinement of the behavioural assumptions for current account balances.

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 in a manner that ensures that its liquidity obligations will continue to be honoured under normal as well as adverse circumstances.

Liquidity Risk Management

Liquidity Management and Funding Strategy

The Group strives to develop a diversified funding base with access to funding sources across retail and wholesale channels. The Group's funding strategy is anchored on strengthening its core deposit franchise as the foundation of the Group's long-term funding advantage.

With increasing diversification of funding sources, optimising the mismatch in fund deployment against sources with respect to pricing, size, currency and tenor remains challenging. To this end, where practicable and transferable without loss in value, the Group makes appropriate use of the swap markets for different 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 with us to support the continual funding of loans. The Group mitigates this risk by setting triggers on the number of swaps transacted with the market and making conservative assumptions on the cash flow behaviour of swaps under its cash flow maturity gap analysis.

Overseas locations are encouraged but not required to centralise the majority of their borrowing and deployment of funds with the Group's head office, taking into account the relevant regulatory restrictions while maintaining a commensurate level of presence and participation in the local funding markets. Intra-group funding transactions are priced with reference to the prevailing market rates and parameters set within the Group Funds Transfer Pricing policy.

During the Group's annual budget and planning process, each overseas location conducts an in-depth review of its projected loan and deposit growth as well as its net funding and liquidity profile for the next year. The consolidated Group funding and liquidity profiles are reviewed and revised as necessary by senior management. Each overseas location is required to provide justification if head office funding support is required.

The Group Assets and Liabilities Committee and respective Location Assets and Liabilities Committee regularly review the Group's balance sheet composition, the growth in loans and deposits, its

utilisation of wholesale funding, the momentum of its business activities, market competition, the economic outlook, market conditions and other factors that may affect liquidity in the continual refinement of the Group's funding strategy.

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 consistent application throughout the Group.

- **Risk Methodologies**

The primary measure used to manage liquidity within the tolerance defined by the 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.

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Liquidity risk stress testing is performed regularly using cash flow maturity mismatch analysis, and covers adverse scenarios involving shocks that are general market and/or name-specific in nature. Stress tests assess our 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.

Following enhancements on the in-house data platform made in the past two years, internal liquidity risk reporting was centralised in 2016, improving Group oversight of its liquidity positions across key locations and currencies.

The RMG Market and Liquidity Risk unit manages the day-to-day liquidity risk monitoring, control reporting and analysis.

Liquidity risk in 2016

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. In fact, they consistently exhibit stability even under historical periods of stress. 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.

The table below shows the Group's behavioural net and cumulative maturity mismatch between assets and liabilities over a one-year period, in a normal scenario without incorporating growth projections. The Group's liquidity was observed to remain adequate in the maturity mismatch analysis.

Loan growth in 2016 was supported largely by deposit growth, and diversified stable funding sources, which include covered bonds.

	The Group				
In \$ millions ^(a)	Less than 7 days	1 week to 1 month	1 to 3 months	3 to 6 months	6 months to 1 year
As at 31 Dec 2016^(b)					
Net liquidity mismatch	14,298	(1,763)	(7,108)	3,576	9,901
Cumulative mismatch	14,298	12,535	5,427	9,003	18,904
As at 31 Dec 2015^(b)					
Net liquidity mismatch	27,457	(102)	(9,456)	8,298	2,825
Cumulative mismatch	27,457	27,355	17,899	26,197	29,022

(a) Positive indicates a position of liquidity surplus. Negative indicates a liquidity shortfall that has to be funded

(b) As the behavioural assumptions used to determine the maturity mismatch between assets and liabilities are updated from time to time, the liquidity mismatches may not be directly comparable across past balance sheet dates

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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:

In \$ millions	The Group								Total
	Less than 7 days	1 week to 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	No specific maturity	
2016									
Cash and balances with central banks	15,674	6,853	2,394	1,300	619	-	-	-	26,840
Government securities and treasury bills	470	1,475	3,178	7,524	6,874	4,452	9,428	-	33,401
Due from banks	11,476	2,971	4,197	10,078	1,082	214	-	-	30,018
Derivatives ^(a)	25,757	-	-	-	-	-	-	-	25,757
Bank and corporate securities	23	1,196	919	4,183	14,889	12,213	8,016	3,978	45,417
Loans and advances to customers	27,832	39,568	28,797	44,478	54,008	39,447	67,386	-	301,516
Other assets	5,543	917	1,316	2,324	143	24	32	743	11,042
Associates	-	-	-	-	-	-	-	890	890
Properties and other fixed assets	-	-	-	-	-	-	-	1,572	1,572
Goodwill and intangibles	-	-	-	-	-	-	-	5,117	5,117
Total assets	86,775	52,980	40,801	69,887	77,615	56,350	84,862	12,300	481,570
Due to banks	10,660	2,877	1,094	926	179	179	-	-	15,915
Deposits and balances from customers	239,622	43,131	34,511	26,475	3,127	187	393	-	347,446
Derivatives ^(a)	24,497	-	-	-	-	-	-	-	24,497
Other liabilities	6,500	1,095	2,095	3,231	37	7	128	2,802	15,895
Other debt securities	1,074	3,516	8,891	4,058	5,972	2,168	2,066	-	27,745
Subordinated term debts	-	-	866	-	-	-	2,236	-	3,102
Total liabilities	282,353	50,619	47,457	34,690	9,315	2,541	4,823	2,802	434,600
Non-controlling interests	-	-	-	-	-	-	-	2,361	2,361
Shareholders' funds	-	-	-	-	-	-	-	44,609	44,609
Total equity	-	-	-	-	-	-	-	46,970	46,970
2015									
Cash and balances with central banks	14,209	1,064	595	1,935	1,026	-	-	-	18,829
Government securities and treasury bills	544	334	2,328	4,535	12,089	4,338	10,333	-	34,501
Due from banks	19,276	3,020	5,799	9,511	381	298	-	-	38,285
Derivatives ^(a)	23,631	-	-	-	-	-	-	-	23,631
Bank and corporate securities	117	241	988	5,148	13,384	9,083	8,034	3,078	40,073
Loans and advances to customers	24,711	36,063	28,343	45,259	51,893	34,646	62,374	-	283,289
Other assets	5,874	949	1,435	1,421	1,211	14	12	646	11,562
Associates	-	-	-	-	-	-	-	1,000	1,000
Properties and other fixed assets	-	-	-	-	-	-	-	1,547	1,547
Goodwill and intangibles	-	-	-	-	-	-	-	5,117	5,117
Total assets	88,362	41,671	39,488	67,809	79,984	48,379	80,753	11,388	457,834
Due to banks	13,575	2,634	1,835	98	36	73	-	-	18,251
Deposits and balances from customers	218,063	42,716	34,018	23,237	1,278	170	652	-	320,134
Derivatives ^(a)	22,145	-	-	-	-	-	-	-	22,145
Other liabilities	4,226	1,189	1,670	2,037	931	16	19	2,316	12,404
Other debt securities	1,765	6,622	13,278	5,174	5,195	4,022	2,022	-	38,078
Subordinated term debts	-	613	-	-	-	-	3,413	-	4,026
Total liabilities	259,774	53,774	50,801	30,546	7,440	4,281	6,106	2,316	415,038
Non-controlling interests	-	-	-	-	-	-	-	2,422	2,422
Shareholders' funds	-	-	-	-	-	-	-	40,374	40,374
Total equity	-	-	-	-	-	-	-	42,796	42,796

(a) Derivative financial assets and liabilities are included in the "Less than 7 days" bucket as they are mainly held for trading. Refer to the table in Note 44.2 on cash flows associated with these 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. On a behavioural basis for liquidity risk analysis, the assets and liabilities cash flows may differ from the contractual basis.

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44.2 Derivatives

The table below shows the contractual undiscounted cash flows for derivatives settled on net and gross settlement basis:

In \$ millions ^(a)	The Group					Total
	Less than 7 days	1 week to 1 month	1 to 3 months	3 to 12 months	More than 1 year	
2016						
Derivatives settled on a net basis	(461)	3	140	265	1,403	1,350
Derivatives settled on a gross basis						
- inflow	59,091	104,497	171,874	232,808	184,251	752,521
- outflow	(58,909)	(104,280)	(171,858)	(232,889)	(184,409)	(752,345)
2015						
Derivatives settled on a net basis	(398)	3	41	153	457	256
Derivatives settled on a gross basis						
- inflow	48,301	93,374	141,698	263,871	136,811	684,055
- outflow	(48,045)	(93,041)	(141,707)	(263,906)	(136,252)	(682,951)

(a) Positive indicates inflow and negative indicates outflow of funds

44.3 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	Over 5 years	
2016					
Guarantees, endorsements and other contingent liabilities	22,714	-	-	-	22,714
Undrawn credit commitments ^(a) and other facilities	206,183	11,970	13,028	4,152	235,333
Operating lease commitments	234	267	42	6	549
Capital commitments	54	12	3	-	69
Total	229,185	12,249	13,073	4,158	258,665
2015					
Guarantees, endorsements and other contingent liabilities	19,901	-	-	-	19,901
Undrawn credit commitments ^(a) and other facilities	197,676	8,985	10,389	2,732	219,782
Operating lease commitments	226	342	84	9	661
Capital commitments	33	8	7	-	48
Total	217,836	9,335	10,480	2,741	240,392

(a) Includes commitments that are unconditionally cancellable at any time by the Group

The Group expects that not all of the contingent liabilities and undrawn credit commitments will be drawn before expiry.

45 Operational Risk

Operational risk includes processing errors, fraudulent acts, inappropriate behaviour of staff, vendor misperformance, system failure and natural disasters. Operational risk is inherent in the Group's businesses and activities.

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.

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 terrorisms and sanctions, new product and outsourcing.

- **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, operational risk event management and key risk indicator monitoring. Risk and control self-assessment is used by each business or support unit to identify key operational risk and assess how effective the internal controls are. 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:

Technology risk

Information Technology (IT) risk is managed through an enterprise technology risk approach.

This covers risk governance, communication, monitoring, assessment, mitigation and acceptance, and is supported by a set of IT policies and standards, control processes and risk mitigation programmes.

The Group has also established policies and standards to manage and address cyber security risk. To enhance the management of this risk, the Group has appointed a Chief Information Security Officer who is responsible for its cyber security risk management strategy and programme.

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 and countering the financing of terrorism, 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.

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.

Fraud risk

The Group has established minimum standards for its business and support units to prevent, detect, investigate and remediate fraud and related events. This is based on the Fraud Management Programme, through which standards are implemented at the unit and geographical levels. These standards aim to provide end-to-end management for fraud and related issues within the Group.

Money laundering, financing of terrorism and sanctions risks

There are minimum standards for the Group's business and support units to mitigate and manage its actual and/or potential exposure to money laundering, terrorist financing, sanctions, corruption, or other illicit financial activities. Accountabilities have also been established for the protection of the Group's assets and reputation, as well as the interests of its customers and shareholders.

New product and outsourcing risks

Each new product, service or outsourcing initiative

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is subject to a risk review and sign-off process, where relevant risks are identified and assessed by departments independent of the risk-taking unit proposing the product or service. Variations of existing products or services and outsourcing initiatives are also subject to a similar process.

Other mitigation programmes

To manage business disruptions effectively, business continuity management is vital as part of the Group's risk mitigation programme.

A robust crisis management and business continuity management programme is in place within essential business services for unforeseen events. Planning for business resilience includes the identification of key business processes via Business Impact Analysis as well as the documentation and maintenance of the Group's Business Continuity Plan (BCP).

The Group's BCP aims to minimise the impact of business interruption stemming from severe loss scenarios, and provide a reasonable level of service until normal business operations are resumed. Within the crisis management structure, the Group has in place an incident management process. This contains the situation from the point it begins and the crisis is declared to when the relevant committees or teams are activated to manage the crisis.

Exercises are conducted annually, simulating different scenarios to test the Group's BCPs and crisis management protocol. These scenarios include incidents like technology issues affecting essential banking services across the Group, natural disasters with wide geographical impact, safety-at-risk incidents (e.g. terrorism) and other events leading to significant business disruption. The effectiveness of these exercises, as well as the Group's business continuity readiness, its alignment to regulatory guidelines and its disclosure of residual risks, are communicated and verified with the BRMC on an annual basis.

To mitigate losses from specific unexpected and significant event risks, the Group purchases group-wide insurance policies – under the Group Insurance Programme – from third-party insurers. The Group has acquired insurance policies relating to crime and professional indemnity; director and officer liability; property damage and business interruption; general liability; and terrorism.

- **Processes, Systems and Reports**

Robust internal control processes and systems are integral to identifying, monitoring, managing and reporting operational risk.

The Group has implemented a web-based system that supports multiple operational risk management processes and tools, including operational risk event reporting, risk and control self-assessment, key risk indicators, the tracking of issues or action plans and operational risk

reporting.

The Group's units 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 to determine the impact across the Group, and report and/or escalate key operational risks to relevant senior management and Board-level committees with recommendations on appropriate risk mitigation strategies.

46 Capital Management

The Board is responsible for setting the Group's capital management objective, which is to maintain a strong capital position consistent with regulatory requirements under MAS Notice 637 and the expectations of various stakeholders, e.g. customers, investors and rating agencies. The 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 our 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 position. A key tool for capital planning is the annual Internal Capital Adequacy Assessment Process (ICAAP) through which the Group assesses its forecast capital supply and demand relative to regulatory requirements and internal capital targets. The ICAAP 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 2016 have been subject to an external limited assurance review, pursuant to the MAS Notice 609 "Auditor's Report and Additional Information to be submitted with Annual Accounts".

47 Segment Reporting

47.1 Business segment reporting

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

Treasury provides treasury services to corporations, institutional and private investors, financial institutions and other market participants. It is primarily involved in sales, structuring, market-making and trading across a broad range of financial products including foreign exchange, interest rate, debt, credit, equity and other structured derivatives. Income from these financial products and services offered to the customers of Consumer Banking/Wealth Management and Institutional Banking, is reflected in the respective segments. Treasury is also responsible for managing surplus funds.

Others

Others encompass a range of activities from corporate decisions and include income and expenses not attributed to other business segments, including capital and balance sheet management, funding and liquidity. DBS Vickers Securities and Islamic Bank of Asia are 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	Others	
2016					
Net interest income	2,715	3,487	578	525	7,305
Non-interest income	1,564	1,729	551	340	4,184
Total income	4,279	5,216	1,129	865	11,489
Expenses	2,384	1,737	564	287	4,972
Allowances for credit and other losses	129	1,499	-	(194)	1,434
Profit before tax	1,766	1,980	565	772	5,083
Income tax expense					723
Net profit attributable to shareholders					4,238
Total assets before goodwill and intangibles	96,405	231,929	102,701	45,418	476,453
Goodwill and intangibles					5,117
Total assets					481,570
Total liabilities	187,387	167,598	47,836	31,779	434,600
Capital expenditure	87	19	17	198	321
Depreciation ^(a)	39	20	4	212	275
2015					
Net interest income	2,157	3,538	694	711	7,100
Non-interest income	1,390	1,752	446	249	3,837
Total income	3,547	5,290	1,140	960	10,937
Expenses	2,261	1,722	572	345	4,900
Allowances for credit and other losses	116	558	(38)	107	743
Profit before tax	1,170	3,010	606	508	5,294
Income tax expense					727
Net profit attributable to shareholders					4,454
Total assets before goodwill and intangibles	90,685	224,196	91,257	46,579	452,717
Goodwill and intangibles					5,117
Total assets					457,834
Total liabilities	172,723	155,231	43,354	43,730	415,038
Capital expenditure	75	28	12	219	334
Depreciation ^(a)	37	11	4	199	251

(a) Amounts for each business segment are shown before allocation of centralised costs

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47.2 Geographical segment reporting

Income and net profit attributable to shareholders (Net profit) are based on the country in which the transactions are booked. Total assets are shown by geographical area in which the assets are booked. The total assets, income and net profit are stated after elimination of inter-group assets and revenues.

In \$ millions	The Group					Total
	Singapore	Hong Kong	Rest of Greater China ^(a)	South and Southeast Asia ^(b)	Rest of the World ^(c)	
2016						
Net interest income	4,888	1,317	464	425	211	7,305
Non-interest income	2,652	785	370	292	85	4,184
Total income	7,540	2,102	834	717	296	11,489
Expenses	2,871	961	645	399	96	4,972
Allowances for credit and other losses	658	302	191	196	87	1,434
Profit before tax	4,011	839	(2)	122	113	5,083
Income tax expense	494	126	19	29	55	723
Net profit attributable to shareholders	3,396	713	(21)	92	58	4,238
Total assets before goodwill and intangibles	316,908	73,338	40,436	21,613	24,158	476,453
Goodwill and intangibles	5,083	34	-	-	-	5,117
Total assets	321,991	73,372	40,436	21,613	24,158	481,570
Non-current assets ^(d)	1,941	382	80	53	6	2,462
2015						
Net interest income	4,658	1,330	547	382	183	7,100
Non-interest income	2,151	959	485	179	63	3,837
Total income	6,809	2,289	1,032	561	246	10,937
Expenses	2,816	951	699	343	91	4,900
Allowances for credit and other losses	320	58	140	181	44	743
Profit before tax	3,673	1,280	193	37	111	5,294
Income tax expense	469	189	26	5	38	727
Net profit attributable to shareholders	3,091	1,091	167	32	73	4,454
Total assets before goodwill and intangibles	303,530	73,013	41,784	16,304	18,086	452,717
Goodwill and intangibles	5,083	34	-	-	-	5,117
Total assets	308,613	73,047	41,784	16,304	18,086	457,834
Non-current assets ^(d)	2,022	386	85	46	8	2,547

(a) Rest of Greater China includes branch, subsidiary and associate operations in Mainland China and Taiwan

(b) South and Southeast Asia includes branch, subsidiary and associate operations in India, Indonesia, Malaysia and Vietnam

(c) Rest of the World includes branch operations in South Korea, Japan, Dubai, United Kingdom and Australia

(d) Includes investments in associates, properties and other fixed assets

48 Subsequent Event

On 10 February 2017, the Company announced that the Bank had agreed to sell its entire equity interest in DBS China Square Limited (DCS) to an indirect subsidiary of Manulife Financial Corporation. The sale is expected to be completed by the end of March 2017 and will result in a net gain of approximately \$350 million to be recognised in the first quarter of 2017.

As at 31 December 2016, DCS' main asset, PWC Building, was classified as an asset held for sale (refer to Note 26.1). The remaining assets, liabilities and reserves of DCS were not material and hence not classified as held for sale.

DBS Group Holdings Ltd and its subsidiaries

Directors' Statement

The Directors are pleased to submit their statement to the Members, together with the audited balance sheet of DBS Group Holdings Ltd (the Company or DBSH) and the consolidated financial statements of the Company and its subsidiaries (the Group) for the financial year ended 31 December 2016. These have been prepared in accordance with the provisions of the Companies Act, Chapter 50 (the Companies Act) and the Singapore Financial Reporting Standards, as modified by the requirements of Notice to Banks No. 612 "Credit Files, Grading and Provisioning" issued by the Monetary Authority of Singapore.

In the opinion of the Directors, the balance sheet of the Company and the consolidated financial statements of the Group, together with the notes thereon, as set out on pages 5 to 73, are drawn up so as to give a true and fair view of the financial position of the Company and the Group as at 31 December 2016, and the performance, changes in equity and cash flows of the Group for the financial year ended on that date. As at the date of this statement, there are reasonable grounds to believe that the Company and the Group will be able to pay their debts as and when they fall due.

DBSH Share Plan

During the financial year, time-based awards in respect of an aggregate of 8,251,608 ordinary shares were granted pursuant to the DBSH Share Plan to selected employees of the Group. This included 487,626 ordinary shares comprised in awards granted to the executive Director, Mr Piyush Gupta, which formed part of his remuneration. During the financial year, certain non-executive Directors received an aggregate of 68,136 share awards, which formed part of their directors' fees. Details are set out below.

Directors of the Company	Share awards granted during the financial year under review	Share awards vested during the financial year under review
Peter Seah ⁽²⁾	36,253	43,892
Piyush Gupta	487,626 ⁽¹⁾	338,811
Bart Broadman ⁽²⁾	4,367	6,014
Euleen Goh ⁽²⁾	7,188	10,149
Ho Tian Yee ⁽²⁾	4,157	5,165
Nihal Kaviratne CBE ⁽²⁾	4,995	6,359
Andre Sekulic ⁽²⁾	5,284	5,284
Danny Teoh ⁽²⁾	5,892	8,148

⁽¹⁾ Mr Gupta's awards formed part of his remuneration for 2015.

⁽²⁾ The awards of these non-executive Directors formed part of their directors' fees for 2015, which had been approved by the shareholders at DBSH's annual general meeting held on 28 April 2016. All the awards granted to these non-executive Directors during the financial year under review vested immediately upon grant.

Information on the DBSH Share Plan is as follows:

- (i) Awards over DBSH's ordinary shares may be granted to Group executives who hold such rank as may be determined by the Compensation and Management Development Committee of DBSH 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 Compensation and Management Development Committee from time to time, and non-executive Directors of DBSH.

The participants of the DBSH Share Plan shall not be eligible to participate in the DBSH Employee Share Plan or other equivalent plans.

- (ii) Where time-based awards are granted, participants are awarded ordinary shares of DBSH or, at the Compensation and Management Development Committee'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. Dividends on unvested shares do not accrue to employees.
- (iii) The DBSH Share Plan shall continue to be in force at the discretion of the Compensation and Management Development Committee, subject to a maximum period of ten years. At an Extraordinary General Meeting held on 8 April 2009, the DBSH Share Plan was extended for another ten years, from 18 September 2009 to 17 September 2019, provided always that the DBSH Share Plan may continue beyond the above stipulated period with the approval of the shareholders of DBSH by ordinary resolution in general meeting and of any relevant authorities which may then be required.
- (iv) 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.
- (v) 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 the Company in treasury).
- (vi) 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.

Board of Directors

The Directors in office at the date of this statement are:

Peter Seah Lim Huat	-	Chairman
Piyush Gupta	-	Chief Executive Officer
Bart Joseph Broadman		
Euleen Goh Yiu Kiang		
Ho Tian Yee		
Nihal Vijaya Devadas Kaviratne CBE		
Andre Sekulic		
Danny Teoh Leong Kay		
Woo Foong Pheng (Mrs Ow Foong Pheng)		

Dr Bart Broadman, Mr Ho Tian Yee and Mrs Ow Foong Pheng will retire in accordance with Article 95 of the Company's Constitution at the forthcoming annual general meeting (AGM) and will offer themselves for re-election at the AGM.

Arrangements to enable Directors to acquire shares or debentures

Neither at the end of, nor at any time during the financial year, was the Company 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 Company or any other body corporate, save as disclosed in this statement.

Directors' interest in shares or debentures

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 Company 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 2016	As at 1 Jan 2016	As at 31 Dec 2016	As at 1 Jan 2016
DBSH ordinary shares				
Peter Seah	175,911	125,994	-	-
Piyush Gupta	962,007	623,196	318,000	118,000
Bart Broadman	109,876	28,862	-	-
Euleen Goh	45,209	34,245	-	-
Ho Tian Yee	38,591	12,017	-	-
Nihal Kaviratne CBE	16,224	9,865	-	-
Andre Sekulic	17,476	11,611	-	-
Danny Teoh	34,636	25,966	19,099	18,723
Ow Foong Pheng	25,464	24,466	-	-
Share awards (unvested) granted under the DBSH Share Plan				
Peter Seah	-	7,639	-	-
Piyush Gupta ⁽¹⁾	1,201,521	1,052,706	-	-
Bart Broadman	-	1,647	-	-
Euleen Goh	-	2,961	-	-
Ho Tian Yee	-	1,008	-	-
Nihal Kaviratne CBE	-	1,364	-	-
Danny Teoh	-	2,256	-	-
DBS Bank 4.7% non-cumulative non-convertible redeemable perpetual preference shares				
Euleen Goh	3,000	3,000	-	-

⁽¹⁾ Mr 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 2016 Company's financial statements

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2017.

Audit Committee

The Audit Committee comprises non-executive Directors Mr Danny Teoh (Chairman), Mr Nihal Kaviratne CBE, Mr Peter Seah, Mr Andre Sekulic and Mrs Ow Foong Pheng.

The Audit Committee performed its functions in accordance with the Companies Act, the SGX-ST Listing Manual, the Banking (Corporate Governance) Regulations 2005, the MAS Guidelines for

Corporate Governance and the Code of Corporate Governance 2012, which include, inter alia, the following:

- (i) reviewing the Group's consolidated financial statements and financial announcements prior to submission to the Board;
- (ii) reviewing the adequacy and effectiveness of the Group's internal controls;
- (iii) reviewing with the external auditor, its audit plan, its audit report, its evaluation of the internal accounting controls of DBS and assistance given by the management to the external auditor;
- (iv) reviewing the internal auditor's plans and the scope and results of audits; and
- (v) overseeing the adequacy and effectiveness of the internal audit function, and the effectiveness, independence and objectivity of the external auditor.

In its review of the audited financial statements for the financial year ended 31 December 2016, the Audit Committee had discussed with management and the external auditor the accounting principles that were applied and their judgement on the items that might affect the financials. Based on the review and discussions with management and the external auditor, the Audit Committee is of the view that the financial statements are fairly presented in conformity with generally accepted accounting principles in all material aspects.

The Audit Committee has received the requisite information from PricewaterhouseCoopers LLP (PwC) and has considered the financial, business and professional relationship between PwC and the Group. It is of the view that such relationship is compatible with maintaining PwC's independence.

The Audit Committee has recommended, to the Board of Directors, the re-appointment of PwC as independent external auditor at the forthcoming AGM of the Company on 27 April 2017.

INDEPENDENT AUDITOR

PricewaterhouseCoopers LLP has expressed its willingness to accept re-appointment as independent external auditor.

On behalf of the Directors



Peter Sean Lim Huat



Piyush Gupta

15 February 2017
Singapore

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD

Report on the Audit of the Financial Statements

Our opinion

In our opinion, the accompanying consolidated financial statements of DBS Group Holdings Ltd (the "Company") and its subsidiaries (the "Group") and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore ("FRSs"), including the modification of the requirements of FRS 39 Financial Instruments: Recognition and Measurement in respect of loan loss provisioning by Notice to Banks No. 612 "Credit Files, Grading and Provisioning" issued by the Monetary Authority of Singapore ("MAS 612") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2016 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

What we have audited

The financial statements of the Company and the Group, as set out on pages 1 to 73, comprise:

- the consolidated statement of financial position of the Group and statement of financial position of the Company as at 31 December 2016;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows of the Group for the year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

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.

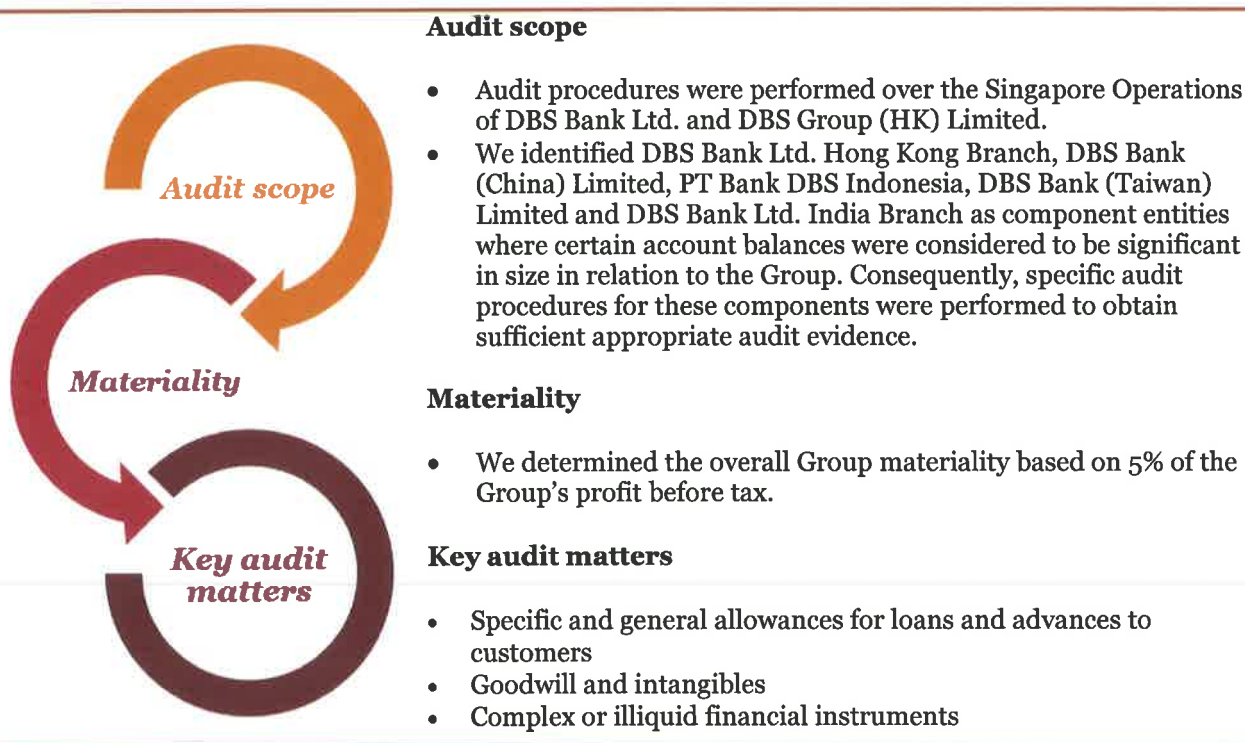
Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") 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 MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Our audit approach

Overview



As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated 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.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality together with qualitative considerations to help us 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.

INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Based on our professional judgement, we determined materiality for the financial statements as a whole as set out in the table below:

<i>How we determined overall Group materiality</i>	5% of the Group’s profit before tax
<i>Rationale for benchmark applied</i>	We chose ‘profit before tax’ as it is a commonly used benchmark for materiality. We selected 5% based on our professional judgement, noting that it is also within the range of commonly accepted profit-related thresholds.

In performing our audit, we allocated materiality levels to the significant components of the Group. These are less than the overall 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 consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

In establishing the overall Group audit approach, we determined the extent of audit procedures that are needed to be performed across the Group by us, or by other PwC network firms operating under our instruction who are familiar with the local laws and regulations in each of these territories (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 appropriate audit evidence had been obtained as a basis for our opinion on the Group financial statements as a whole.

In addition, we visited several of the Group’s key locations and held a Group audit planning meeting. We also held regular conference calls with the component auditors.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
DBS GROUP HOLDINGS 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 of the financial year ended 31 December 2016. 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.

Key audit matter	How our audit addressed the key audit matter
<p>Specific and general allowances for loans and advances to customers</p> <p>At 31 December 2016, the specific allowances for loans and advances to customers of the Group was S\$1,270 million, the majority of which related to Institutional Banking Group (“IBG”) customers. Apart from specific allowances, the Group also recognised general allowances for loans and advances to customers in accordance to the transitional provision set out in MAS 612 (“general provision”) of S\$2,629 million at that date.</p> <p>We focused on this area because of the subjective judgements by management in determining the necessity for, and then estimating the size of, allowances against loans and advances.</p> <p>In particular, we focused on specific allowances for loans and advances to IBG customers because any assessment of impairment can be inherently subjective and involve significant judgement over both timing of recognition of any impairment and the estimation of the size of such impairment. This includes:</p> <ul style="list-style-type: none"> • the principal assumptions underlying the calculation of specific allowances for loans and advances to IBG customers; and • how impairment events that have not yet resulted in a payment default are identified and measured. <p>In view of the current difficult economic conditions, we focused on borrowers with exposures to China, India and Indonesia, and</p>	<p>We assessed the design and evaluated the operating effectiveness of the controls over the specific allowances for loans and advances to IBG customers. These controls included:</p> <ul style="list-style-type: none"> • oversight of credit risk by the Credit Risk Committee; • timely review of credit risk; • watch-list identification and monitoring process; • timely identification of impairment events; • classification of loans and advances in line with MAS 612; and • the collateral monitoring and valuation processes. <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 we agreed with the classification of loans and advances in line with MAS 612 and, where there is evidence of an impairment loss, whether it had been identified in a timely manner including, where relevant, how forbearance had been considered.</p> <p>Where impairment had been identified, for a sample, we considered the latest developments in relation to the borrower; examined the forecasts of future cash flows prepared by management, the collateral valuation and other sources of repayment to support the calculation of the impairment; challenged the assumptions; tested the calculation; and compared estimates against external evidence where available.</p> <p>For a sample of performing loans and advances to IBG customers which had not been identified</p>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
DBS GROUP HOLDINGS LTD (continued)**

Key audit matter	How our audit addressed the key audit matter
<p>to the oil and gas support services and other commodities sectors. (Refer also to Note 18 to the financial statements)</p>	<p>by management as potentially impaired, considering the latest developments in relation to the borrower, we challenged management's assumptions on whether management's classification was appropriate, using external evidence where available in respect of the relevant borrower.</p> <p>In addition to the controls detailed above on the specific allowances for loans and advances to IBG customers, we also tested the key reconciliations of the underlying data used for the general loan loss provisioning. We determined that we could rely on these controls for the purposes of our audit.</p> <p>The key considerations used by management in assessing the general provision are historical data and management's assessment of the current economic and credit environment, country and portfolio risks as well as industry practices.</p> <p>We reviewed management's assessment of the overall calculation of the general provision, including testing management's calculation of the general provision as at 31 December 2016 in accordance with MAS 612. The amount of the general provision exceeded the minimum MAS 612 requirements.</p>
<p>Goodwill and intangibles</p> <p>As at 31 December 2016, the Group had S\$5,117 million of goodwill and intangibles as a result of acquisitions in previous years.</p> <p>We focused on this area as management makes significant judgements when estimating future cash flows and growth rates in undertaking its annual goodwill impairment testing.</p> <p>We specifically focused on the following key assumptions used in the discounted cash flow analyses:</p> <ul style="list-style-type: none"> • Cash flow forecasts; 	<p>We assessed the appropriateness of management's identification of the Group's cash generating units and the process by which indicators of impairment were identified. There were no significant issues noted.</p> <p>For DBS Bank (Hong Kong) Limited's franchise (goodwill of S\$4,631 million as at 31 December 2016), we evaluated management's cash flow forecasts and the process by which they were developed, including verifying the mathematical accuracy of the underlying calculations. Valuation specialists in our team critically assessed the assumptions and methodologies used to forecast the value-in-use and compared key inputs (such as the discount rates and long-term growth rates) to the Group's own historical</p>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
DBS GROUP HOLDINGS LTD (continued)**

Key audit matter	How our audit addressed the key audit matter
<ul style="list-style-type: none"> • Discount rate; and • Growth rate. (Refer also to Note 27 to the financial statements)	<p>data, performance and external available trend analysis, industry and economic indicators. Based on the evidence obtained, we found that the estimates used by management were within a reasonable range of expectations in the context of the value-in-use calculations.</p> <p>We reviewed management's stress test over the key assumptions to determine whether any reasonably possible change in these assumptions would not cause an impairment.</p> <p>Additionally, we considered whether the Group's disclosure of the application of judgement in estimating cash flow projections and the sensitivity of the results of those estimates adequately reflects the uncertainties and risks associated with goodwill impairment.</p>
<p>Complex or illiquid financial instruments</p> <p>At 31 December 2016, the Group had financial assets of S\$158 million and financial liabilities of S\$20 million carried at fair value which are classified as Level 3.</p> <p>We focused on the valuation of Level 3 financial assets and financial liabilities, as management makes significant judgements and assumptions (using valuation models) when valuing these financial instruments, as they are complex or illiquid and the external evidence supporting the Group's valuations is limited due to the lack of a liquid market.</p> <p>Management also makes significant judgements when calculating derivative valuation adjustments, including those made to reflect the cost of funding of uncollateralised derivatives and counterparty credit risk. The methods for calculating some of the adjustments continue to evolve across the banking industry.</p> (Refer also to Note 40 to the financial statements)	<p>We assessed the design and tested the operating effectiveness of the controls over the Group's complex or illiquid financial instrument valuation processes. These included the controls over:</p> <ul style="list-style-type: none"> • the completeness and accuracy of the data feeds and other inputs into valuation models; • management's testing and approval of new models or revalidation of existing models; and • follow-up on collateral disputes to identify possibly inappropriate valuations. <p>We determined that we could rely on the controls for the purposes of our audit.</p> <p>We assessed the reasonableness of the methodologies used and the assumptions made for a sample of financial instrument valuations with significant unobservable valuation inputs. We determined that the methodologies and assumptions made were appropriate.</p> <p>In addition, we assessed the appropriateness of the methodologies for the derivative valuation adjustments and did not note any exception.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS GROUP HOLDINGS LTD (continued)

Other Information

Management is responsible for the other information. The other information comprises the Directors' Statement included in pages 74 to 77 (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, and the other sections of the Annual Report ("the Other Sections") which are expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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.

When we read the Other Sections, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with SSAs.

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 FRs, 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 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 Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the 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 MEMBERS OF DBS GROUP HOLDINGS 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 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 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 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 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 MEMBERS OF
DBS GROUP HOLDINGS 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 Company 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 Karen Loon.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 15 February 2017

DBS BANK LTD.

(Incorporated in Singapore. Registration Number: 196800306E)

AND ITS SUBSIDIARIES

FINANCIAL STATEMENTS

For the financial year ended 31 December 2016

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**DBS BANK LTD. AND ITS SUBSIDIARIES
INCOME STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

In \$ millions	Note	The Group		Bank	
		2016	2015	2016	2015
Interest income		9,748	9,644	7,568	7,080
Interest expense		2,457	2,558	2,007	1,691
Net interest income	4	7,291	7,086	5,561	5,389
Net fee and commission income	5	2,334	2,144	1,700	1,536
Net trading income	6	1,352	1,202	818	274
Net income from investment securities	7	330	339	299	319
Other income	8	166	169	163	514
Non-interest income		4,182	3,854	2,980	2,643
Total income		11,473	10,940	8,541	8,032
Employee benefits	9	2,725	2,651	1,753	1,667
Other expenses	10	2,240	2,242	1,474	1,450
Total expenses		4,965	4,893	3,227	3,117
Profit before allowances		6,508	6,047	5,314	4,915
Allowances for credit and other losses	11	1,434	743	979	435
Profit before tax		5,074	5,304	4,335	4,480
Income tax expense	12	719	725	615	636
Net profit		4,355	4,579	3,720	3,844
Attributable to:					
Shareholders		4,254	4,503	3,720	3,844
Non-controlling interests		101	76	-	-
		4,355	4,579	3,720	3,844

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016**

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Net profit	4,355	4,579	3,720	3,844
Other comprehensive income^(a):				
Foreign currency translation differences for foreign operations	42	25	48	20
Share of other comprehensive income of associates	(6)	4	-	-
Available-for-sale financial assets and others				
Net valuation taken to equity	131	(218)	168	(222)
Transferred to income statement	(188)	61	(181)	58
Tax on items taken directly to or transferred from equity	12	7	4	7
Other comprehensive income, net of tax	(9)	(121)	39	(137)
Total comprehensive income	4,346	4,458	3,759	3,707
Attributable to:				
Shareholders	4,230	4,375	3,759	3,707
Non-controlling interests	116	83	-	-
	4,346	4,458	3,759	3,707

(a) Items recorded in "Other comprehensive income" above will be reclassified to the income statement when specific conditions are met (e.g. when foreign operations or available-for-sale financial assets are disposed of).

(See notes on pages 6 to 80, which form part of these financial statements)

DBS BANK LTD. AND ITS SUBSIDIARIES
BALANCE SHEETS AS AT 31 DECEMBER 2016

In \$ millions	Note	The Group		Bank	
		2016	2015	2016	2015
Assets					
Cash and balances with central banks	14	26,840	18,828	20,001	11,021
Government securities and treasury bills	15	33,401	34,501	27,281	29,181
Due from banks		30,000	38,274	24,971	32,704
Derivatives	37	25,778	23,631	23,994	22,791
Bank and corporate securities	16	45,417	40,073	41,700	35,978
Loans and advances to customers	17	301,516	283,289	249,744	229,287
Other assets	19	11,027	11,587	7,632	8,818
Associates	22	890	1,000	192	239
Subsidiaries	21	-	-	26,381	25,331
Properties and other fixed assets	25	1,572	1,547	670	635
Goodwill and intangibles	26	5,117	5,117	281	281
Total assets		481,558	457,847	422,847	396,266
Liabilities					
Due to banks		15,915	18,251	12,694	15,797
Deposits and balances from customers	27	347,446	320,134	266,934	250,082
Derivatives	37	24,525	22,191	22,944	21,386
Other liabilities	28	15,853	12,363	10,339	8,726
Other debt securities	29	25,345	36,194	24,393	34,554
Due to holding company		2,102	2,133	1,029	1,085
Due to subsidiaries	30	-	-	41,205	24,432
Subordinated term debts	31	2,457	4,026	2,457	4,026
Total liabilities		433,643	415,292	381,995	360,088
Net assets		47,915	42,555	40,852	36,178
Equity					
Share capital	32	24,146	23,496	24,146	23,496
Other equity instruments	33	1,813	-	1,813	-
Other reserves	34	(119)	2,265	114	2,435
Revenue reserves	34	19,552	14,486	14,779	10,247
Shareholders' funds		45,392	40,247	40,852	36,178
Non-controlling interests	35	2,523	2,308	-	-
Total equity		47,915	42,555	40,852	36,178

(See notes on pages 6 to 80, 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 2016**

The Group

In \$ millions	Share capital	Other equity instruments	Other reserves	Revenue reserves	Total Shareholders' funds	Non-controlling interests	Total equity
2016							
Balance at 1 January	23,496	-	2,265	14,486	40,247	2,308	42,555
Issue of ordinary shares	650	-	-	-	650	-	650
Issue of preference shares	-	-	-	-	-	261	261
Issue of perpetual capital securities	-	1,813	-	-	1,813	-	1,813
Transfers	-	-	(2,360)	2,360	-	-	-
Dividends paid to holding company	-	-	-	(1,510)	(1,510)	-	(1,510)
Dividends paid on preference shares	-	-	-	(38)	(38)	-	(38)
Dividends paid to non-controlling interests	-	-	-	-	-	(104)	(104)
Change of non-controlling interests	-	-	-	-	-	(58)	(58)
Total comprehensive income	-	-	(24)	4,254	4,230	116	4,346
Balance at 31 December	24,146	1,813	(119)	19,552	45,392	2,523	47,915
2015							
Balance at 1 January	22,096	-	2,471	11,521	36,088	1,695	37,783
Issue of ordinary shares	1,400	-	-	-	1,400	-	1,400
Issue of preference shares and perpetual loan	-	-	-	-	-	688	688
Dividends paid to holding company	-	-	-	(1,500)	(1,500)	-	(1,500)
Dividends paid on preference shares	-	-	-	(38)	(38)	-	(38)
Dividends paid to non-controlling interests	-	-	-	-	-	(86)	(86)
Acquisition of non-controlling interests	-	-	(78)	-	(78)	(72)	(150)
Total comprehensive income	-	-	(128)	4,503	4,375	83	4,458
Balance at 31 December	23,496	-	2,265	14,486	40,247	2,308	42,555

(See notes on pages 6 to 80, which form part of these financial statements)

DBS BANK LTD. AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016

Bank					
In \$ millions	Share capital	Other equity instruments	Other reserves	Revenue reserves	Total equity
2016					
Balance at 1 January	23,496	-	2,435	10,247	36,178
Issue of ordinary shares	650	-	-	-	650
Issue of perpetual capital securities	-	1,813	-	-	1,813
Transfers	-	-	(2,360)	2,360	-
Dividends paid to holding company	-	-	-	(1,510)	(1,510)
Dividends paid on preference shares	-	-	-	(38)	(38)
Total comprehensive income	-	-	39	3,720	3,759
Balance at 31 December	24,146	1,813	114	14,779	40,852
2015					
Balance at 1 January	22,096	-	2,572	7,941	32,609
Issue of ordinary shares	1,400	-	-	-	1,400
Dividends paid to holding company	-	-	-	(1,500)	(1,500)
Dividends paid on preference shares	-	-	-	(38)	(38)
Total comprehensive income	-	-	(137)	3,844	3,707
Balance at 31 December	23,496	-	2,435	10,247	36,178

(See notes on pages 6 to 80, which form part of these financial statements)

**DBS BANK LTD. AND ITS SUBSIDIARIES
CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2016**

The Group

In \$ millions	2016	2015
Cash flows from operating activities		
Net profit	4,355	4,579
Adjustments for non-cash items:		
Allowances for credit and other losses	1,434	743
Depreciation of properties and other fixed assets	275	251
Share of profits or losses of associates	47	(14)
Net gain on disposal (net of write-off) of properties and other fixed assets	(47)	(82)
Net income from investment securities	(330)	(339)
Interest expense on subordinated term debts	113	116
Income tax expense	719	725
Profit before changes in operating assets and liabilities	<u>6,566</u>	<u>5,979</u>
Increase/(Decrease) in:		
Due to banks	(2,354)	1,858
Deposits and balances from customers	25,659	(1,592)
Other liabilities	3,639	1,631
Other debt securities and borrowings	(10,942)	5,735
Due to holding company	(31)	(1,955)
(Increase)/Decrease in:		
Restricted balances with central banks	17	960
Government securities and treasury bills	1,616	(4,350)
Due from banks	8,250	4,359
Bank and corporate securities	(5,265)	(1,911)
Loans and advances to customers	(17,363)	(4,076)
Other assets	(805)	(5,189)
Tax paid	(805)	(731)
Net cash generated from operating activities (1)	<u>8,182</u>	<u>718</u>
Cash flows from investing activities		
Dividends from associates	36	32
Proceeds from disposal of interest in associates	3	-
Acquisition of interest in associate	-	(21)
Proceeds from disposal of properties and other fixed assets	76	140
Purchase of properties and other fixed assets	(321)	(334)
Acquisition of non-controlling interests	-	(150)
Net cash used in investing activities (2)	<u>(206)</u>	<u>(333)</u>
Cash flows from financing activities		
Interest paid on subordinated term debts	(125)	(108)
Redemption/purchase of subordinated term debts	(973)	(743)
Increase in share capital	650	1,400
Issue of perpetual capital securities	1,813	-
Issue of preference shares and perpetual loan	261	688
Dividends paid to shareholders of the Bank	(1,548)	(1,538)
Change in non-controlling interests	(58)	-
Dividends paid to non-controlling interests	(104)	(86)
Net cash used in financing activities (3)	<u>(84)</u>	<u>(387)</u>
Exchange translation adjustments (4)	<u>163</u>	<u>240</u>
Net change in cash and cash equivalents (1)+(2)+(3)+(4)	<u>8,055</u>	<u>238</u>
Cash and cash equivalents at 1 January	<u>12,077</u>	<u>11,839</u>
Cash and cash equivalents at 31 December (Note 14)	<u>20,132</u>	<u>12,077</u>

(See notes on pages 6 to 80, which form part of these financial statements)

DBS Bank Ltd. and its subsidiaries
Notes to the financial statements
Year ended 31 December 2016

These Notes are integral to the financial statements.

The consolidated financial statements for the year ended 31 December 2016 were authorised for issue by the Directors on 15 February 2017.

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.

2 Summary of Significant Accounting Policies

2.1 Basis of preparation

Compliance with Singapore Financial Reporting Standards (FRS)

The financial statements of the Bank and the consolidated financial statements of the Group are prepared in accordance with Singapore Financial Reporting Standards (FRS) and related Interpretations promulgated by the Accounting Standards Council (ASC). In accordance with Section 201(18) of the Companies Act (the Act), the requirements of FRS 39 Financial Instruments: Recognition and Measurement in respect of loan loss provisioning are modified by the requirements of Notice to Banks No. 612 "Credit Files, Grading and Provisioning" (MAS Notice 612) issued by the Monetary Authority of Singapore.

The financial statements are presented in Singapore dollars and rounded to the nearest million, unless otherwise stated.

Differences between International Financial Reporting Standards (IFRS) and FRS

Other than the above modification to FRS related to MAS Notice 612, there are no significant differences between IFRS and FRS in terms of their application to the Group. The consolidated financial statements and the notes thereon satisfy all necessary disclosures under IFRS and FRS.

The Group notes the intention, as announced by the ASC on 29 May 2014, for Singapore-incorporated companies listed on the Singapore Exchange to apply a new financial reporting framework identical to IFRS with effect from 1 January 2018. The implementation of FRS 109's credit impairment requirements will be dependent on any changes that could be made to the current regulatory specifications and the Group will continue to monitor developments on this front.

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 FRS and Interpretations effective for 2016 year-end

On 1 January 2016, the Group adopted the following revised FRS that are issued by the ASC and relevant for the Group. The adoption has no significant impact on the Group's financial statements.

- Amendments to FRS 1: Disclosure initiatives
- Amendments to FRS 27: Equity Method in Separate Financial Statements
- Amendments to FRS 111: Accounting for Acquisitions of Interests in Joint Operations
- Improvements to FRSs (issued in November 2014)

2.4 New or amended FRS and Interpretations effective for future periods

The significant new or amended FRS and Interpretations that are applicable to the Group in future reporting periods, and which have not been early-adopted, include:

- FRS 115 Revenue from Contracts with Customers (effective 1 January 2018) replaces the existing revenue recognition guidance and establishes a comprehensive framework for determining whether, how much and when revenue is recognised.
- FRS 116 Leases (effective 1 January 2019) replaces the existing lease accounting guidance and requires almost all leases to be recognised on the balance sheet. It also changes the way in which lease expenses are presented in the income statement.
- FRS109 Financial Instruments (effective 1 January 2018)

FRS 109: Financial Instruments

FRS 109 replaces the existing guidance in FRS 39 Financial Instruments: Recognition and Measurement. It includes revised guidance on the classification and measurement of financial instruments; requires a more timely recognition of expected credit losses arising from the impairment of financial assets; and introduces revised requirements for general hedge accounting.

It is currently not yet practicable to reliably estimate the financial impact of FRS 109 on the Group's financial statements.

Classification and measurement

FRS 109 will replace the classification and measurement model in FRS 39 with a new model that categorises financial assets based on the business model within which the assets are managed, and whether the contractual cash flows from the financial assets solely represent the payment of principal and interest.

The Group expects that the current measurement approach for most of its financial assets will remain unchanged. The Group is evaluating the impact on (a) a portfolio of financial assets that contains embedded derivatives, which may subsequently be measured at fair value through profit or loss (FVPL), as well as (b) a portfolio of quoted available-for-sale (AFS) debt securities that are held to collect contractual cash flows, which may subsequently be measured at amortised cost.

Subsequent changes in fair value from non-trading equity instruments can be taken through profit or loss or through other comprehensive income (FVOCI), as elected.

Impairment

Under FRS 109, expected credit losses (ECL) will be assessed using an approach which classifies financial assets into three categories or stages, each of which is associated with an ECL requirement that is reflective of the assessed credit risk profile in each instance.

- A financial asset is classified under Stage 1 if it was not credit-impaired upon origination and there has not been a significant increase in its credit risk since. A provision for 12-month ECL is required.
- A financial asset is classified under Stage 2 if it was not credit-impaired upon origination but has since suffered a significant increase in credit risk. A provision for life-time ECL is required.
- A financial asset which has been credit-impaired with objective evidence of default is classified under Stage 3. The assessed ECL is expected to be unchanged from the existing specific allowances taken for such assets.

ECL are probability-weighted amounts determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessments of future economic conditions, and will necessarily involve the use of management judgement.

Hedge accounting

FRS 109 will introduce a more principle-based approach to assess hedge effectiveness. The Group expects that all its existing hedges that are designated in effective hedging relationships will continue to qualify for hedge accounting under FRS 109.

A) General Accounting Policies

A summary of the most significant group 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. Refer to Note 2.13 for the Group's accounting policy on goodwill.

All intra-group transactions and balances are eliminated on consolidation.

Associates

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. Investments in associates are accounted for using the equity method.

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 are recognised in the income statement within trading income. For non-

DBS Bank Ltd. and its subsidiaries
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Year ended 31 December 2016

monetary financial assets such as equity investments classified as available-for-sale, unrealised foreign exchange differences are recorded in other comprehensive income and accumulated in equity until the assets are disposed of or become impaired, upon which they are reclassified to the income statement.

Subsidiaries and branches

The results and financial position of subsidiaries and branches 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 capital reserves in equity. When a foreign operation is partially or fully disposed of, or when share capital is repaid, 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. Please refer to Note 26 for an overview of goodwill recorded. 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.

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 income and interest expense as presented in Note 4 arise from all interest-bearing financial assets and financial liabilities regardless of their classification and measurement, with the exception of the Group's structured investment deposits which are carried at fair value through profit or loss. Interest expense on such

structured investment deposits is presented together with other fair value changes in 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.

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 is generally recognised on the completion of a transaction. Such fees include underwriting fees, brokerage fees, bancassurance sales commission and variable service fees and fees related to completion of corporate finance transactions.

For a service that is provided over a period of time, fee and commission income is recognised over the period during which the related service is provided or credit risk is undertaken. Such fees include the income from issuance of financial guarantees and bancassurance fixed service fees.

Fee and commission income is recorded net of expenses directly related to it. These 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. This is generally the ex-dividend date for listed equity securities, and the date when shareholders approve the dividend for unlisted equity securities. Dividend income arising from held-for-trading financial assets is recognised in "Net trading income", while those arising from available-for-sale 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, even if their classification and measurement are subsequently changed, 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.

DBS Bank Ltd. and its subsidiaries
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Financial assets are initially recognised at fair value, which is generally the transaction price.

Classification and subsequent measurement

The Group classifies and measures financial assets based on their nature and the purpose for which they are acquired. This generally corresponds to the business models in which they are applied and how management monitors performance, as follows:

- Non-derivative financial assets that are managed mainly for longer-term holding and collection of payments are classified as **loans and receivables**. These assets have fixed or determinable payments, are not quoted in an active market and are mainly in the “Consumer Banking/Wealth Management” and “Institutional Banking” segments. Loans and receivables are carried at amortised cost using the effective interest method.
- Non-derivative financial assets that are managed on a fair value basis, which are mainly in the “Treasury” segment, are classified as **financial assets at fair value through profit or loss**. Such assets include instruments held for the purpose of short-term selling and market-making (“**held for trading**”), or designated under the fair value option if doing so eliminates or significantly reduces measurement or recognition inconsistencies that would otherwise arise, or if the financial asset contains an embedded derivative that would otherwise need to be separately recorded (“**designated at fair value through profit or loss**”).

Realised or unrealised gains or losses on such financial assets, except interest income, are taken to “Net trading income” in the income statement in the period they arise.

Derivatives (including derivatives embedded in other contracts but separated for accounting purposes) are also categorised as **held for trading** unless they are designated as hedging instruments in accordance with 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”.

- Non-derivative financial assets that the Group intends to hold to maturity are classified as **held to maturity**. These are Singapore Government securities that the Group holds for satisfying regulatory liquidity requirements and are held within the “Others” segment. These assets are carried at amortised cost using the effective interest method.
- The Group also holds other non-derivative financial assets for the purpose of investment or satisfying regulatory liquidity requirements. Such assets are held for an indefinite period and may be sold in response to needs for liquidity or changes in interest rates, credit spreads, exchange rates or equity prices. Financial assets in this category are held in

all business segments as well as the liquidity management unit in the “Others” segment. These assets are classified as **available-for-sale** and initially and subsequently measured at fair value.

Unrealised gains or losses arising from changes in fair value are recognised in other comprehensive income and accumulated in available-for-sale revaluation reserves. When sold or impaired, the accumulated fair value adjustments in the available-for-sale revaluation reserves are reclassified to the income statement. Unquoted equity investments classified as available-for-sale for which fair values cannot be reliably determined are carried at cost, less impairment (if any).

Where the classification and measurement of financial assets do not reflect the management of the financial assets (or financial liabilities), the Group may apply hedge accounting where permissible and relevant to better reflect the management of the financial assets. Please refer to Note 2.19 for details on hedging and hedge accounting.

Please refer to Note 13 for further details on the types of financial assets classified and measured as above.

Reclassification

When the purpose for holding a financial asset changes, or when FRS otherwise requires it, non-derivative financial assets are reclassified accordingly. Financial assets may be classified out of the fair value through profit or loss or available-for-sale categories only in particular circumstances as prescribed by FRS 39. In 2008 and 2009, the Group reclassified certain financial assets between categories as a result of a change in its holding intention. The reclassifications did not have a material impact on the income statement and statement of comprehensive income for the current year.

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 discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. Where applicable, a valuation reserve or pricing adjustment is applied to arrive at the fair value. The determination of fair value is considered a significant accounting policy for the Group and further details are disclosed in Note 40.

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 transactions 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" 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

The Group assesses at each balance sheet date whether there is evidence that a financial asset or a group of financial assets is impaired.

(a) Financial assets classified as loans and receivables and held to maturity

The Group carries out regular and systematic reviews of all credit facilities extended to customers.

The criteria that the Group uses to determine whether there is evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor, including breach of covenants and/or financial conditions.
- A breach of contract, such as a default or delinquency in interest or principal payments.
- Granting of a concession to the borrower, for economic or legal reasons relating to the borrower's financial difficulty, that the Group would not otherwise consider.
- High probability of bankruptcy or other financial reorganisation of the borrower.

Specific allowances for credit losses

A specific allowance for credit losses is recognised if there is evidence that the Group will be unable to collect

all amounts due under a claim according to the original contractual terms or the equivalent value. A "claim" means a loan, debt security or a commitment such as financial guarantees and letters of credit.

A specific allowance for credit losses is recorded as a reduction in the carrying value of a claim on the balance sheet. For an off-balance sheet item such as a commitment, a specific allowance for credit loss is recorded as "provision for loss in respect of off-balance sheet credit exposures" within "Other liabilities". Specific allowances for credit losses are evaluated either individually or collectively for a portfolio.

Specific allowance for an individual credit exposure is made when existing facts, conditions or valuations indicate that the Group is not likely to collect the principal and interest due contractually on the claim. An allowance is reversed only when there has been an identifiable event that has led to an improvement in the collectability of the claim. The amount of specific allowance also takes into account the collateral value, which may be discounted to reflect the impact of a forced sale or untimely liquidation.

Overdue unsecured consumer loans which are homogenous in nature, such as credit card receivables, are pooled according to their delinquency behaviour and evaluated for impairment collectively as a group, taking into account the historical loss experience of such loans.

When a loan is uncollectible, it is written off against the related allowance for loan impairment. Such loans are written off after all the recovery procedures have been exhausted and the amount of the loss has been determined. Recoveries in full or in part of amounts previously written off are credited to the income statement in "Allowances for credit and other losses".

General allowances for credit losses

Apart from specific allowances, the Group also recognises general allowances for credit losses. The Group maintains a level of allowances that is deemed sufficient to absorb the estimated credit losses inherent in its loan portfolio (including off-balance sheet credit exposures). The Group maintains general allowances of at least 1% of credit exposures arising from both on and off-balance sheet items (against which specific allowances have not been made), adjusted for collateral held. This is in accordance with the transitional arrangements under MAS Notice 612.

(b) Financial assets classified as available-for-sale

The Group assesses at each balance sheet date whether there is evidence that an available-for-sale financial asset is impaired.

In the case of an equity investment, a significant or prolonged decline in the fair value of the security below its cost is a factor in determining whether the asset is impaired.

When there is evidence of an impairment of an available-for-sale financial asset, the cumulative loss – measured

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as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the income statement – is reclassified from the revaluation reserve within equity to the income statement as “Allowances for credit and other losses”.

For equity investments, impairment losses are not reversed until they are disposed of. For impaired debt instruments that subsequently recover in value, the impairment losses are reversed through the income statement if there has been an identifiable event that led to the recovery.

2.12 Repurchase agreements

Repurchase agreements (Repos) are treated as collateralised borrowings. The amount borrowed is reflected as a financial liability either as “Due to banks” or “Deposits and balances from customers”. The securities sold under repos are treated as pledged assets and remain on the balance sheet at amortised cost or fair value depending on their classification.

Reverse repurchase agreements (Reverse repos) are treated as collateralised lending. The amount lent is reflected as a financial asset as “Cash and balances with central banks”, “Due from banks” or “Loans and advances to customers”.

Amounts paid and received in excess of the amounts borrowed and lent on the repos and reverse repos are amortised as interest expense and interest income respectively using the effective interest method.

2.13 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 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.

2.14 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 over the estimated useful lives of the assets. Generally, the useful lives are as follows:

Buildings	50 years or over the remaining lease period, whichever is shorter.
Leasehold land	100 years or over the remaining lease period, whichever is shorter. Leasehold land where the unexpired lease period is more than 100 years is not depreciated.
Computer software	3 - 5 years
Office equipment, furniture and fittings	5 - 10 years

Please refer to Note 25 for the details of properties and other fixed assets and their movements during the year.

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. Financial liabilities in this classification are usually within the “Treasury” 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. Interest expense on structured investment deposits at fair value through profit or loss is also presented together with other fair value changes in “Net trading income”.

- Derivative liabilities are treated consistently with derivative assets. Please refer to Note 2.9 for the accounting policy on derivatives.

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- 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 also 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 typically not financial instruments and are not recognised on the balance sheet. They are disclosed in accordance with FRS 37 and form part of the disclosures in Note 36. Upon a loan draw-down, the amount of the loan is accounted for under "loans and receivables" as described in Note 2.9.

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-balance sheet upon acceptance of the underlying documents.

Financial guarantees

A financial guarantee is initially recognised in the financial statements at fair value on the date the guarantee is given. This is generally the amount (fee) paid by the counterparty. Subsequently, the fee is recognised over time as income in accordance with the principles in Note 2.8.

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 and other liabilities

Provisions for other liabilities of uncertain timing and amounts 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.

Dividends are recorded during the financial year in which they are approved by the Board of Directors and declared payable.

D) Other Specific Topics

2.19 Hedging and hedge accounting

The Group uses derivative contracts mainly as part of its risk management strategies for hedging interest rate risk arising from maturity mismatches or for hedging currency risk arising from currency mismatches and cash flows in foreign currencies.

In some cases, where the strict criteria in FRS 39 are met, hedge accounting is applied as set out in subsequent paragraphs. At the inception of each hedging relationship, the Group 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 documents its assessment of whether the hedging instrument is highly effective in offsetting changes in the fair value or cash flows of the hedged item.

Fair value hedge

The Group's fair value hedges consist principally of interest rate swaps used for managing the interest rate gaps that naturally arise from its purchases or issues of debt securities, and where a mismatch in the measurement between the hedging derivative and the hedged item exists. Such hedges are mainly used in the "Treasury" and "Others" segments.

For a qualifying fair value hedge, the changes in the fair value of the hedging derivatives 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 to the carrying amount of a hedged item is amortised to the income statement over its remaining maturity, using the effective interest method.

Cash flow hedge

For transactions with highly probable cash flows, derivatives are used to hedge against cash flow variability due to exchange rate movements in certain situations. Cash flow hedge accounting is principally applied in such cases.

The effective portion of changes in the fair value of a derivative designated and qualifying as a cash flow hedge is recognised in other comprehensive income and accumulated under the cash flow hedge reserve 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 reserve 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 reserve is reclassified from equity to the income statement.

Net investment hedge

Net investment hedge accounting is applied to hedged investments in foreign operations which comprise certain subsidiaries, branches and associates with a functional currency different from that of the Bank. Under the Group's hedging strategy, the carrying amount of these investments could be fully hedged, partially hedged or not hedged at all.

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 capital reserves is reclassified to the income statement as part of the gain or loss on disposal.

Economic hedges which do not qualify for hedge accounting

Some derivatives may be transacted as economic hedges as part of the Group's risk management but do not qualify for hedge accounting under FRS 39. These include swaps and other derivatives (e.g. futures and options) that the Group transacts to manage interest rate, foreign exchange or other risks. Such derivatives are treated in the same way as derivatives held for trading purposes, i.e. realised and unrealised gains and losses are recognised in "Net trading income". In some cases, the hedged exposures are designated at fair value through profit or loss, thereby achieving some measure of offset in the income statement.

Please refer to Note 37.2 for disclosures on hedging derivatives.

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 Ownership Scheme (the Scheme), the DBSH Share Plan and the DBSH Employee Share Plan (the Plans). The details of the Scheme and 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, with a corresponding adjustment to the share option/plan reserves. Monthly contributions to the Scheme are expensed off when incurred.

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 exist 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. 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 available-for-sale investments, which are recognised outside profit or loss, is also recognised outside profit or loss, i.e. in other comprehensive income and accumulated in the available-for-sale 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, specific and general allowances in respect of estimated and inherent credit losses in its portfolio as described in Note 2.11.

In estimating specific allowances, the Group assesses the gap between borrowers' obligations to the Group and their repayment ability. The assessment takes into account various factors, including the economic or business outlook, the future profitability of the borrowers and the liquidation value of collateral. Such assessment requires considerable judgement.

Another area requiring judgement is the calculation of general allowances, which are determined after taking into account historical data and management's assessment of the current economic and credit environment, country and portfolio risks, as well as industry practices. Please refer to Note 42 for a further description of the Group's credit risk management.

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 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" 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 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 numerous jurisdictions. Significant judgement is involved in determining the Group's provision for income taxes. The Group recognises liabilities for expected tax issues based on reasonable estimates of whether additional taxes will be due. Where uncertainty exists around the Group's tax position including resolution of any related appeals or litigation processes, appropriate provisions are provided based on technical merits of the positions with the same tax authority. Note 20 provides details of the Group's deferred tax assets/liabilities. In general, determination of the value of assets/liabilities relating to carry forward tax losses requires judgement.

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4 Net Interest Income

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Cash and balances with central banks and Due from banks	371	466	309	398
Customer non-trade loans	6,628	6,126	5,094	4,404
Trade assets	958	1,294	576	752
Securities and others	1,791	1,758	1,589	1,526
Total interest income	9,748	9,644	7,568	7,080
Deposits and balances from customers	1,726	1,940	1,126	948
Other borrowings	731	618	881	743
Total interest expense	2,457	2,558	2,007	1,691
Net interest income	7,291	7,086	5,561	5,389
Comprising:				
Interest income from financial assets at fair value through profit or loss	552	648	445	554
Interest income from financial assets not at fair value through profit or loss	9,196	8,996	7,123	6,526
Interest expense from financial liabilities at fair value through profit or loss	(193)	(204)	(188)	(203)
Interest expense from financial liabilities not at fair value through profit or loss	(2,264)	(2,354)	(1,819)	(1,488)
Total	7,291	7,086	5,561	5,389

5 Net Fee and Commission Income

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Brokerage	155	180	43	37
Investment banking	192	165	183	160
Transaction services ^{(a)(b)}	585	556	422	397
Loan-related	434	442	336	347
Cards ^(c)	483	434	353	316
Wealth management	714	599	494	412
Others	86	76	67	59
Fee and commission income	2,649	2,452	1,898	1,728
Less: fee and commission expense	315	308	198	192
Net fee and commission income^(a)	2,334	2,144	1,700	1,536

(a) Includes net fee and commission income of \$56 million (2015: \$51 million) and \$36 million (2015: \$34 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 \$793 million (2015: \$776 million) and \$637 million (2015: \$615 million) during the year for the Group and Bank respectively.

(b) Includes trade & remittances, guarantees and deposit-related fees

(c) Card fees are net of interchange fees paid

6 Net Trading Income

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Net trading income				
- Foreign exchange	815	989	435	212
- Interest rates, credit, equities and others ^(a)	540	222	384	62
Net gain/(loss) from financial assets designated at fair value	80	(89)	80	(89)
Net (loss)/gain from financial liabilities designated at fair value	(83)	80	(81)	89
Total	1,352	1,202	818	274

(a) Includes dividend income of \$24 million (2015: \$23 million) for both the Group and Bank

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7 Net Income from Investment Securities

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Debt securities				
- Available-for-sale	247	117	223	106
- Loans and receivables	5	#	5	#
Equity securities ^{(a)(b)}	78	222	71	213
Total ^(c)	330	339	299	319
Of which: net gains transferred from available-for-sale revaluation reserves	268	140	241	128

Amount under \$500,000

(a) Includes dividend income of \$60 million (2015: \$63 million) for the Group; and \$54 million (2015: \$56 million) for the Bank

(b) 2015 includes an amount of \$136 million for the Group and the Bank relating to gain from disposal of a property investment

(c) Includes fair value impact of hedges for the investment securities

8 Other Income

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Rental income	37	37	8	9
Net gain on disposal of properties and other fixed assets	54	90	#	#
Others ^{(a)(b)}	75	42	155	505
Total	166	169	163	514

Amount under \$500,000

(a) Includes share of profits or losses of associates for the Group

(b) Includes dividend income from subsidiaries and associates of \$14 million (2015: \$485 million) for the Bank

9 Employee Benefits

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Salaries and bonuses	2,203	2,149	1,403	1,351
Contributions to defined contribution plans	149	135	102	88
Share-based expenses	108	102	86	81
Others	265	265	162	147
Total	2,725	2,651	1,753	1,667

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10 Other Expenses

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Computerisation expenses ^(a)	877	883	680	682
Occupancy expenses ^(b)	402	398	219	209
Revenue-related expenses	273	301	161	166
Others ^(c)	688	660	414	393
Total	2,240	2,242	1,474	1,450

(a) Includes hire and maintenance costs of computer hardware and software

(b) Includes rental expenses of office and branch premises of \$247 million (2015: \$241 million) for the Group, and \$138 million (2015: \$134 million) for the Bank and amounts incurred in the maintenance and service of buildings

(c) Includes office administration expenses (e.g. printing, stationery, telecommunications, etc), legal and professional fees

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Depreciation expenses	275	251	187	168
Hire and maintenance costs of fixed assets, including building-related expenses	476	453	298	278
Expenses on investment properties	7	7	#	#
Audit fees payable to external auditors ^(a) :				
- Auditors of the Bank	3	3	3	3
- Associated firms of Auditors of the Bank	4	4	1	1
Non-audit fees payable to external auditors ^(a) :				
- Auditors of the Bank	1	1	1	1
- Associated firms of Auditors of the Bank	1	1	1	1

Amount under \$500,000

(a) PricewaterhouseCoopers network firms

11 Allowances for Credit and Other Losses

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Loans and advances to customers (Note 17)	1,000	676	634	409
Investment securities				
- Available-for-sale	7	19	2	5
- Loans and receivables	17	(8)	18	(9)
Properties and other fixed assets	-	(14)	-	-
Off-balance sheet credit exposures	157	8	160	22
Others	253	62	165	8
Total	1,434	743	979	435

12 Income Tax Expense

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Current tax expense				
- Current year	800	826	699	667
- Prior years' provision	(59)	(55)	(57)	(35)
Deferred tax expense				
- Prior years' provision	-	(10)	-	(1)
- Origination of temporary differences	(22)	(36)	(27)	5
Total	719	725	615	636

The deferred tax charge/(credit) in the income statement comprises the following temporary differences:

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Accelerated tax depreciation	3	5	1	15
Allowances for loan losses	(46)	(49)	(28)	(13)
Other temporary differences	21	(2)	-	2
Deferred tax (credit)/charge to income statement	(22)	(46)	(27)	4

The tax on the Group's and Bank's profit before tax differs from the theoretical amount that would arise using the Singapore basic tax rate as follows:

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Profit before tax	5,074	5,304	4,335	4,480
Prima facie tax calculated at a tax rate of 17% (2015: 17%)	863	902	737	762
Effect of different tax rates in other countries	(1)	9	(4)	7
Net income not subject to tax	(58)	(54)	(37)	(104)
Net income taxed at concessionary rate	(114)	(79)	(114)	(79)
Expenses not deductible for tax	15	16	11	15
Others	14	(69)	22	35
Income tax expense charged to income statement	719	725	615	636

Deferred income tax relating to available-for-sale financial assets and others of \$12 million (2015: \$7 million) was credited directly to equity for the Group. Deferred income tax relating to available-for-sale financial assets and others of \$4 million (2015: \$7 million) was credited to equity for the Bank.

Refer to Note 20 for further information on deferred tax assets/liabilities.

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13 Classification of Financial Instruments

In \$ millions	The Group						Total
	Held for trading	Designated at fair value through profit or loss	Loans and receivables /amortised cost	Available-for-sale	Held to maturity	Hedging derivatives	
2016							
Assets							
Cash and balances with central banks	2,822	-	20,783	3,235	-	-	26,840
Government securities and treasury bills	8,998	-	-	22,441	1,962	-	33,401
Due from banks	5,852	-	22,966	1,182	-	-	30,000
Derivatives	25,357	-	-	-	-	421	25,778
Bank and corporate securities	7,750	57	21,145	16,465	-	-	45,417
Loans and advances to customers	-	459	301,057	-	-	-	301,516
Other financial assets	-	-	10,694	-	-	-	10,694
Total financial assets	50,779	516	376,645	43,323	1,962	421	473,646
Other asset items outside the scope of FRS 39 ^(a)							7,912
Total assets							481,558
Liabilities							
Due to banks	481	-	15,434	-	-	-	15,915
Deposits and balances from customers	81	1,306	346,059	-	-	-	347,446
Derivatives	24,279	-	-	-	-	246	24,525
Other financial liabilities	2,303	-	12,410	-	-	-	14,713
Other debt securities	4,450	599	20,296	-	-	-	25,345
Due to holding company	-	-	2,102	-	-	-	2,102
Subordinated term debts	-	-	2,457	-	-	-	2,457
Total financial liabilities	31,594	1,905	398,758	-	-	246	432,503
Other liability items outside the scope of FRS 39 ^(b)							1,140
Total liabilities							433,643

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In \$ millions	The Group						Total
	Held for trading	Designated at fair value through profit or loss	Loans and receivables /amortised cost	Available -for-sale	Held to maturity	Hedging derivatives	
2015							
Assets							
Cash and balances with central banks	241	-	14,363	4,224	-	-	18,828
Government securities and treasury bills	7,569	-	-	25,267	1,665	-	34,501
Due from banks	4,961	-	32,560	753	-	-	38,274
Derivatives	23,236	-	-	-	-	395	23,631
Bank and corporate securities	9,035	77	17,380	13,581	-	-	40,073
Loans and advances to customers	-	1,269	282,020	-	-	-	283,289
Other financial assets	-	-	11,288	-	-	-	11,288
Total financial assets	45,042	1,346	357,611	43,825	1,665	395	449,884
Other asset items outside the scope of FRS 39 ^(a)							7,963
Total assets							457,847
Liabilities							
Due to banks	954	-	17,297	-	-	-	18,251
Deposits and balances from customers	91	1,254	318,789	-	-	-	320,134
Derivatives	22,017	-	-	-	-	174	22,191
Other financial liabilities	886	-	10,400	-	-	-	11,286
Other debt securities	4,114	1,424	30,656	-	-	-	36,194
Due to holding company	-	-	2,133	-	-	-	2,133
Subordinated term debts	-	-	4,026	-	-	-	4,026
Total financial liabilities	28,062	2,678	383,301	-	-	174	414,215
Other liability items outside the scope of FRS 39 ^(b)							1,077
Total liabilities							415,292

(a) Includes associates, goodwill and intangibles, properties and other fixed assets and deferred tax assets

(b) Includes current tax liabilities, deferred tax liabilities and provision for loss in respect of off-balance sheet credit exposures

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In \$ millions	Bank						Total
	Held for trading	Designated at fair value through profit or loss	Loans and receivables/ amortised cost	Available -for-sale	Held to maturity	Hedging derivatives	
2016							
Assets							
Cash and balances with central banks	2,822	-	15,999	1,180	-	-	20,001
Government securities and treasury bills	6,852	-	-	18,467	1,962	-	27,281
Due from banks	5,200	-	18,589	1,182	-	-	24,971
Derivatives	23,662	-	-	-	-	332	23,994
Bank and corporate securities	6,730	57	20,914	13,999	-	-	41,700
Loans and advances to customers	-	459	249,285	-	-	-	249,744
Other financial assets	-	-	7,428	-	-	-	7,428
Due from subsidiaries	-	-	14,910	-	-	-	14,910
Total financial assets	45,266	516	327,125	34,828	1,962	332	410,029
Other asset items outside the scope of FRS 39 ^(a)							12,818
Total assets							422,847
Liabilities							
Due to banks	71	-	12,623	-	-	-	12,694
Deposits and balances from customers	81	663	266,190	-	-	-	266,934
Derivatives	22,800	-	-	-	-	144	22,944
Other financial liabilities	832	-	8,405	-	-	-	9,237
Other debt securities	4,450	515	19,428	-	-	-	24,393
Due to holding company	-	-	1,029	-	-	-	1,029
Due to subsidiaries	-	-	41,205	-	-	-	41,205
Subordinated term debts	-	-	2,457	-	-	-	2,457
Total financial liabilities	28,234	1,178	351,337	-	-	144	380,893
Other liability items outside the scope of FRS 39 ^(b)							1,102
Total liabilities							381,995

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In \$ millions	Bank						Total
	Held for trading	Designated at fair value through profit or loss	Loans and receivables /amortised cost	Available -for-sale	Held to maturity	Hedging derivatives	
2015							
Assets							
Cash and balances with central banks	241	-	9,305	1,475	-	-	11,021
Government securities and treasury bills	6,202	-	-	21,314	1,665	-	29,181
Due from banks	4,550	-	27,401	753	-	-	32,704
Derivatives	22,430	-	-	-	-	361	22,791
Bank and corporate securities	7,264	77	16,789	11,848	-	-	35,978
Loans and advances to customers	-	1,269	228,018	-	-	-	229,287
Other financial assets	-	-	8,652	-	-	-	8,652
Due from subsidiaries	-	-	13,924	-	-	-	13,924
Total financial assets	40,687	1,346	304,089	35,390	1,665	361	383,538
Other asset items outside the scope of FRS 39 ^(a)							12,728
Total assets							396,266
Liabilities							
Due to banks	187	-	15,610	-	-	-	15,797
Deposits and balances from customers	91	941	249,050	-	-	-	250,082
Derivatives	21,224	-	-	-	-	162	21,386
Other financial liabilities	555	-	7,161	-	-	-	7,716
Other debt securities	4,114	1,344	29,096	-	-	-	34,554
Due to holding company	-	-	1,085	-	-	-	1,085
Due to subsidiaries	-	-	24,432	-	-	-	24,432
Subordinated term debts	-	-	4,026	-	-	-	4,026
Total financial liabilities	26,171	2,285	330,460	-	-	162	359,078
Other liability items outside the scope of FRS 39 ^(b)							1,010
Total liabilities							360,088

(a) Includes investments in subsidiaries, associates, properties and other fixed assets and deferred tax assets

(b) Includes current tax liabilities, deferred tax liabilities and provision for loss in respect of-balance sheet credit exposures

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

As at 31 December 2016, there was no offset of financial assets and liabilities. As at 31 December 2015, "Loans and advances to customers" of \$170 million were offset against "Deposits and balances from customers" of \$170 million because contractually there is a legally enforceable right to offset these amounts at both the Group and Bank, and intent to settle the loans and the deposits simultaneously at maturity or termination dates.

Financial assets and liabilities subject to netting agreement 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 collateral received and pledged under these agreements is generally conducted under terms that are in accordance with normal market practice. In these agreements, the counterparty is typically allowed to sell or re-pledge those non-cash collateral (i.e. securities) lent or transferred, but has an obligation to return the securities at maturity. If the securities decrease in value, the Group may, in certain circumstances, be required to place additional cash collateral, and typically the counterparty has recourse only to the securities.

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In addition, the Group receives cash and other collateral such as marketable securities to reduce its credit exposure. The Group also engages in a variety of counterparty credit mitigation arrangements in addition to netting and collateral arrangements.

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 enforceable master netting arrangement or similar agreement that covers 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.

The Group						
Types of financial assets/liabilities	Carrying amounts on balance sheet (A)	Financial instruments not in scope of offsetting disclosures (B)	Gross recognised financial instruments in scope (A – B = C + D + E)	Related amounts not offset on balance sheet		
				Financial instruments (C)	Financial collateral received/pledged (D)	Net amounts in scope (E)
In \$ millions						
2016						
Financial Assets						
Derivatives	25,778	8,720 ^(a)	17,058	14,788 ^(a)	1,575	695
Reverse repurchase agreements	6,845 ^(b)	228	6,617	-	6,617	-
Securities borrowings	74 ^(c)	-	74	57	-	17
Total	32,697	8,948	23,749	14,845	8,192	712
Financial Liabilities						
Derivatives	24,525	6,863 ^(a)	17,662	14,788 ^(a)	1,750	1,124
Repurchase agreements	1,423 ^(d)	1,343	80	-	80	-
Short sale of securities	2,303 ^(e)	845	1,458	1,458	-	-
Total	28,251	9,051	19,200	16,246	1,830	1,124
2015						
Financial Assets						
Derivatives	23,631	11,203 ^(a)	12,428	11,047 ^(a)	1,074	307
Reverse repurchase agreements	5,227 ^(b)	124	5,103	-	5,097	6
Securities borrowings	47 ^(c)	-	47	44	-	3
Total	28,905	11,327	17,578	11,091	6,171	316
Financial Liabilities						
Derivatives	22,191	8,551 ^(a)	13,640	11,047 ^(a)	2,066	527
Repurchase agreements	2,930 ^(d)	1,050	1,880	-	1,880	-
Short sale of securities	886 ^(e)	561	325	325	-	-
Total	26,007	10,162	15,845	11,372	3,946	527

(a) Related amounts under "Financial instruments" are prepared on the same basis as netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) as set out under MAS Notice 637 (unaudited), which incorporates a conservative stance on enforceable netting. Accordingly, the amounts shown under "Financial instruments not in scope of offsetting disclosures" are those where either no netting agreement exists or where the netting agreement has not been recognised for computation of CAR

(b) Reverse repurchase agreements are presented under separate line items on the balance sheet, namely "Cash and balances with central banks", "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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The Bank						
Types of financial assets/liabilities	Carrying amounts on balance sheet (A)	Financial instruments not in scope of offsetting disclosures (B)	Gross recognised financial instruments in scope (A - B = C + D + E)	Related amounts not offset on balance sheet		
				Financial instruments (C)	Financial collateral received/pledged (D)	Net amounts in scope (E)
In \$ millions						
2016						
Financial Assets						
Derivatives	23,994	6,377 ^(a)	17,617	15,104 ^(a)	1,575	938
Reverse repurchase agreements	6,832 ^(b)	228	6,604	-	6,604	-
Securities borrowings	74 ^(c)	-	74	57	-	17
Total	30,900	6,605	24,295	15,161	8,179	955
Financial Liabilities						
Derivatives	22,944	4,959 ^(a)	17,985	15,104 ^(a)	2,025	856
Repurchase agreements	1,003 ^(d)	932	71	-	71	-
Total	23,947	5,891	18,056	15,104	2,096	856
2015						
Financial Assets						
Derivatives	22,791	8,665 ^(a)	14,126	11,405 ^(a)	1,073	1,648
Reverse repurchase agreements	5,119 ^(b)	16	5,103	-	5,097	6
Securities borrowings	47 ^(c)	-	47	44	-	3
Total	27,957	8,681	19,276	11,449	6,170	1,657
Financial Liabilities						
Derivatives	21,386	7,389 ^(a)	13,997	11,405 ^(a)	2,070	522
Repurchase agreements	2,164 ^(d)	284	1,880	-	1,880	-
Total	23,550	7,673	15,877	11,405	3,950	522

(a) Related amounts under "Financial instruments" are prepared on the same basis as netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) as set out under MAS Notice 637 (unaudited), which incorporates a conservative stance on enforceable netting. Accordingly, the amounts shown under "Financial instruments not in scope of offsetting disclosures" are those where either no netting agreement exists or where the netting agreement has not been recognised for computation of CAR

(b) Reverse repurchase agreements are presented under separate line items on the balance sheet, namely "Cash and balances with central banks", "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"

14 Cash and Balances with Central Banks

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Cash on hand	2,938	3,069	2,697	2,869
Non-restricted balances with central banks	17,194	9,008	12,460	3,270
Cash and cash equivalents	20,132	12,077	15,157	6,139
Restricted balances with central banks ^(a)	6,708	6,751	4,844	4,882
Total	26,840	18,828	20,001	11,021

(a) Mandatory balances with central banks

15 Government Securities and Treasury Bills

In \$ millions	The Group			Total
	Held for trading	Available-for-sale	Held to maturity	
2016				
Singapore Government securities and treasury bills ^(a)	3,567	6,454	1,962	11,983
Other government securities and treasury bills ^(b)	5,431	15,987	-	21,418
Total	8,998	22,441	1,962	33,401
2015				
Singapore Government securities and treasury bills ^(a)	2,569	8,078	1,665	12,312
Other government securities and treasury bills ^(b)	5,000	17,189	-	22,189
Total	7,569	25,267	1,665	34,501

(a) Includes financial assets transferred of \$70 million (2015: \$579 million) (See Note 18)

(b) Includes financial assets transferred of \$2,740 million (2015: \$1,900 million) (See Note 18)

In \$ millions	Bank			Total
	Held for trading	Available-for-sale	Held to maturity	
2016				
Singapore Government securities and treasury bills ^(a)	3,567	6,454	1,962	11,983
Other government securities and treasury bills ^(b)	3,285	12,013	-	15,298
Total	6,852	18,467	1,962	27,281
2015				
Singapore Government securities and treasury bills ^(a)	2,569	8,078	1,665	12,312
Other government securities and treasury bills ^(b)	3,633	13,236	-	16,869
Total	6,202	21,314	1,665	29,181

(a) Includes financial assets transferred of \$70 million (2015: \$579 million) (See Note 18)

(b) Includes financial assets transferred of \$1,130 million (2015: \$1,550 million) (See Note 18)

16 Bank and Corporate Securities

In \$ millions	The Group				Total
	Held for trading	Designated at fair value through profit or loss	Loans and receivables	Available-for-sale	
2016					
Bank and corporate debt securities ^(a)	5,340	57	21,299	14,897	41,593
Less: Impairment allowances	-	-	(154)	-	(154)
Equity securities	2,410	-	-	1,568	3,978
Total	7,750	57	21,145	16,465	45,417
2015					
Bank and corporate debt securities ^(a)	7,654	77	17,530	11,884	37,145
Less: Impairment allowances	-	-	(150)	-	(150)
Equity securities	1,381	-	-	1,697	3,078
Total	9,035	77	17,380	13,581	40,073

(a) Includes financial assets transferred of \$414 million (2015: \$787 million) (See Note 18)

In \$ millions	Bank				Total
	Held for trading	Designated at fair value through profit or loss	Loans and receivables	Available-for-sale	
2016					
Bank and corporate debt securities	4,321	57	21,066	12,479	37,923
Less: impairment allowances	-	-	(152)	-	(152)
Equity securities	2,409	-	-	1,520	3,929
Total	6,730	57	20,914	13,999	41,700
2015					
Bank and corporate debt securities	5,883	77	16,936	10,220	33,116
Less: impairment allowances	-	-	(147)	-	(147)
Equity securities	1,381	-	-	1,628	3,009
Total	7,264	77	16,789	11,848	35,978

17 Loans and Advances to Customers

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Gross	305,415	286,871	252,784	232,047
Less: Specific allowances	1,270	821	845	469
General allowances	2,629	2,761	2,195	2,291
	301,516	283,289	249,744	229,287
Analysed by product				
Long-term loans	136,305	124,362	114,124	101,985
Short-term facilities	65,894	62,976	54,928	51,722
Housing loans	64,465	58,569	55,419	49,773
Trade loans	38,751	40,964	28,313	28,567
Gross total	305,415	286,871	252,784	232,047
Analysed by currency				
Singapore dollar	123,733	117,587	123,698	117,547
Hong Kong dollar	35,588	34,386	14,416	12,631
US dollar	102,120	89,283	90,242	77,150
Chinese yuan	11,577	19,516	3,089	8,628
Others	32,397	26,099	21,339	16,091
Gross total	305,415	286,871	252,784	232,047

Refer to Note 42.4 for breakdown of loans and advances to customers by geography and by industry.

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The table below shows the movements in specific and general allowances for loans and advances to customers during the year:

The Group					
In \$ millions	Balance at 1 January	Charge/(Write-back) to income statement	Net write-off during the year	Exchange and other movements	Balance at 31 December
2016					
Specific allowances					
Manufacturing	224	204	(143)	13	298
Building and construction	120	39	(26)	3	136
Housing loans	7	1	-	-	8
General commerce	157	239	(146)	21	271
Transportation, storage and communications	94	404	(261)	79	316
Financial institutions, investment and holding companies	60	13	(59)	1	15
Professionals and private individuals (excluding housing loans)	58	125	(116)	4	71
Others	101	86	(37)	5	155
Total specific allowances	821	1,111	(788)	126	1,270
Total general allowances	2,761	(111)	-	(21)	2,629
Total allowances	3,582	1,000	(788)	105	3,899
2015					
Specific allowances					
Manufacturing	331	185	(303)	11	224
Building and construction	115	43	(43)	5	120
Housing loans	8	(2)	-	1	7
General commerce	140	144	(133)	6	157
Transportation, storage and communications	153	25	(87)	3	94
Financial institutions, investment and holding companies	90	14	(48)	4	60
Professionals and private individuals (excluding housing loans)	53	102	(99)	2	58
Others	93	40	(35)	3	101
Total specific allowances	983	551	(748)	35	821
Total general allowances	2,583	125	-	53	2,761
Total allowances	3,566	676	(748)	88	3,582

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Bank					
In \$ millions	Balance at 1 January	Charge/(Write-back) to income statement	Net write-off during the year	Exchange and other movements	Balance at 31 December
2016					
Specific allowances					
Manufacturing	120	83	(66)	43	180
Building and construction	104	51	(25)	3	133
Housing loans	4	1	(1)	-	4
General commerce	56	45	(68)	21	54
Transportation, storage and communications	75	392	(245)	79	301
Financial institutions, investment and holding companies	2	9	-	-	11
Professionals and private individuals (excluding housing loans)	27	56	(48)	1	36
Others	81	77	(34)	2	126
Total specific allowances	469	714	(487)	149	845
Total general allowances	2,291	(80)	-	(16)	2,195
Total allowances	2,760	634	(487)	133	3,040
2015					
Specific allowances					
Manufacturing	205	61	(152)	6	120
Building and construction	87	40	(28)	5	104
Housing loans	4	-	-	-	4
General commerce	39	41	(27)	3	56
Transportation, storage and communications	127	27	(83)	4	75
Financial institutions, investment and holding companies	38	3	(39)	-	2
Professionals and private individuals (excluding housing loans)	22	52	(48)	1	27
Others	62	19	(4)	4	81
Total specific allowances	584	243	(381)	23	469
Total general allowances	2,096	166	-	29	2,291
Total allowances	2,680	409	(381)	52	2,760

Included in loans and advances to customers are loans designated at fair value, as follows:

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Fair value designated loans and advances and related credit derivatives/enhancements				
Maximum credit exposure	459	1,269	459	1,269
Credit derivatives/enhancements – protection bought	(459)	(1,269)	(459)	(1,269)
Cumulative change in fair value arising from changes in credit risk	(98)	(280)	(98)	(280)
Cumulative change in fair value of related credit derivatives/enhancements	98	280	98	280

Changes in fair value arising from changes in credit risk are determined as the amount of change in fair value that is not attributable to changes in market conditions that give rise to market risk. These changes in market conditions include changes in a benchmark interest rate, foreign exchange rate or index of prices or rates.

During the year, the amount of change in the fair value of the loans and advances attributable to credit risk was a gain of \$182 million (2015: loss of \$86 million) for both the Group and Bank. During the year, the amount of change in the fair value of the related credit derivatives/enhancements was a loss of \$182 million for both the Group and Bank (2015: gain of \$86 million).

18 Financial Assets Transferred

The Group transfers financial assets to third parties or structured entities in the course of business, for example when it pledges securities as collateral for repurchase agreements or when it undertakes securities lending arrangements.

Transferred assets are derecognised in the Group's financial statements when substantially all of their risks and rewards are also transferred. Among them is pledged collateral (mainly cash) for derivative transactions under credit support annexes agreements. Derecognised assets that were subject to the Group's partial continuing involvement were not material in 2016 and 2015.

Where the Group retains substantially all the risks and rewards of the transferred assets, they continue to be recognised in the Group's financial statements. These assets are described below.

Securities

Securities transferred under repurchase agreements and securities lending 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 cash collateral. The counterparty typically has no further recourse to the Group's other assets beyond the transferred securities.

For repurchase agreements, the securities transferred are either classified as "fair value through profit or loss" or "available-for-sale". The Group receives cash in exchange and records a financial liability for the cash received. The Group also pledged assets to secure its short position in securities and to facilitate settlement operations. The fair value of the associated liabilities approximates the carrying amount of \$2,881 million (2015: \$3,255 million) for the Group and \$1,003 million (2015: \$2,164 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 transactions, the securities lent are classified as "available-for-sale" or "loans and receivables" on the balance sheet, and the carrying amount approximates the fair value. As the Group mainly receives other financial assets in exchange, the associated liabilities recorded are not material.

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Securities pledged and transferred				
Singapore Government securities and treasury bills	70	579	70	579
Other government securities and treasury bills	2,740	1,900	1,130	1,550
Bank and corporate debt securities	414	787	-	-
Total securities pledged and transferred	3,224	3,266	1,200	2,129

Covered bonds

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.

As at 31 December 2016, the carrying value of the covered bonds in issue was \$2,227 million (2015: \$1,412 million), while the carrying value of assets assigned was \$8,636 million (2015: \$4,268 million). 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.

Other financial assets

The Group also enters into structured funding transactions where it retains the contractual rights to receive cash flows of financial assets extended to third parties, but assumes a contractual obligation to pay these cash flows under the issued notes. The carrying amounts and fair values of these financial assets and liabilities of the Group and the Bank both amount to \$516 million (2015: \$1,355 million).

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19 Other Assets

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Accrued interest receivable	1,165	1,258	912	941
Deposits and prepayments	423	317	179	189
Receivables from securities business	643	316	-	-
Sundry debtors and others	5,495	6,440	3,369	4,567
Cash collateral pledged ^(a)	2,968	2,957	2,968	2,955
Deferred tax assets (Note 20)	333	299	204	166
Total	11,027	11,587	7,632	8,818

(a) Mainly relates to cash collateral pledged in respect of derivative portfolios

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	
	2016	2015	2016	2015
Deferred income tax assets				
Allowances for loan losses	356	310	226	198
Available-for-sale financial assets and others	6	1	-	-
Other temporary differences	177	146	102	93
	539	457	328	291
Amounts offset against deferred tax liabilities	(206)	(158)	(124)	(125)
Total	333	299	204	166
Deferred income tax liabilities				
Accelerated tax depreciation	114	111	63	62
Available-for-sale financial assets and others	7	14	7	12
Other temporary differences	113	61	63	54
	234	186	133	128
Amounts offset against deferred tax assets	(206)	(158)	(124)	(125)
Total	28	28	9	3
Net deferred tax assets	305	271	195	163

21 Subsidiaries and Consolidated Structured Entities

In \$ millions	Bank	
	2016	2015
Investment in subsidiaries ^{(a)(b)}	11,471	11,407
Due from subsidiaries	14,910	13,924
Total	26,381	25,331

- (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
(b) The carrying amounts presented are net of impairment allowances

21.1 Main operating subsidiaries

The main operating subsidiaries within the Group are listed below:

Name of subsidiary	Country of incorporation	Effective shareholding %	
		2016	2015
Commercial Banking			
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
Stockbroking			
DBS Vickers Securities Holdings Pte Ltd	Singapore	100	100

* Audited by PricewaterhouseCoopers network firms outside Singapore

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 2015 and 2016.

Refer to Note 35 for information on non-controlling interests.

21.1.1 Subsidiary classified as asset held for sale

DBS China Square Limited (DCS), a wholly-owned subsidiary of the Bank, was held as an asset for sale. Its carrying amount was \$101 million as at 31 December 2016. Refer to Note 48 for further information on the sale transaction.

21.2 Consolidated structured entity

The structured entity consolidated by the Group is listed below:

Name of entity	Purpose of consolidated structured entity	Country of incorporation
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 10 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

In \$ millions	The Group	
	2016	2015
Quoted equity securities ^(a)	57	71
Unquoted equity securities ^(b)	812	800
Sub-total	869	871
Share of post-acquisition reserves	21	129
Total	890	1,000

(a) The market value of the quoted associate amounted to \$60 million (2015: \$51 million) and was based on the last traded price on 1 September 2016 prior to its trading suspension

(b) 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

In \$ millions	Bank	
	2016	2015
Quoted equity securities ^(a)	10	10
Unquoted equity securities ^(b)	182	229
Total	192	239

(a) The market value of the quoted associate amounted to \$9 million (2015: \$8 million) and was based on the last traded price on 1 September 2016 prior to trading suspension

(b) 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

The Group's share of income and expenses, assets and liabilities and off-balance sheet items of the associates at 31 December are as follows:

In \$ millions	The Group	
	2016	2015
Income statement		
Share of income	155	166
Share of expenses	(202)	(152)
Balance sheet		
Share of total assets	1,701	1,721
Share of total liabilities	811	721
Off-balance sheet		
Share of contingent liabilities and commitments	#	#

Amount under \$500,000

22.1 Main associates

The main associates of the Group are listed below:

Name of associate	Country of incorporation	Effective shareholding %	
		2016	2015
Unquoted			
Central Boulevard Development Pte Ltd**	Singapore	33.3	33.3
Network for Electronic Transfers (Singapore) Pte Ltd	Singapore	33.3	33.3
Changsheng Fund Management Company**	China	33.0	33.0

** Audited by other auditors

As of 31 December 2016 and 31 December 2015, no associate was individually material to the Group. As a non-controlling shareholder, the Group's ability to receive dividends is subject to agreement with other shareholders. The associates may also be subject to statutory, contractual or regulatory requirements restricting dividend payments or to repay loans or advances made.

The Group's share of commitments and contingent liabilities of the associates as well as its commitments to finance or otherwise provide resources to them are not material.

23 Unconsolidated Structured Entities

“Unconsolidated structured entities” are those structured entities as defined by FRS 112 and are not controlled by the Group. To facilitate customer transactions and for specific investment opportunities, the Group in the normal course of business enters into transactions with a range of counterparties, some of which would be defined as unconsolidated structured entities.

While the economic exposures may be the same as those to other type of entities, FRS 112 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 economically hedge the risks inherent in third party structured entities or risk-reducing effects of collateral or other credit enhancements.

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Derivatives	-	2	-	2
Bank and corporate securities	1,267	1,317	1,241	1,221
Loans and advances to customers	19	109	19	109
Other assets	#	1	#	1
Total assets	1,286	1,429	1,260	1,333
Commitments and guarantees	23	203	23	203
Maximum Exposure to Loss	1,309	1,632	1,283	1,536
Derivatives	107	85	107	85
Total liabilities	107	85	107	85

Amount under \$500,000

The Group also sponsors third party structured entities, primarily by acting as lead arranger, underwriter or book runner for the issuance of securities by clients or by providing nominee services. Income, in the nature of fees from and assets transferred by all parties to sponsored structured entities, was not material.

The total assets of the third party structured entities are not considered meaningful for the purposes of understanding the related risks since they are neither representative of the Group’s exposure nor the income earned, and so have not been presented.

The Group has not provided any specific non-contractual financial support during the year and does not expect to provide non-contractual support to these third party structured entities in the future.

24 Acquisition

On 31 October 2016, the Bank agreed to acquire the wealth management and retail banking business of Australia and New Zealand Banking Group Limited (ANZ) in five markets for approximately \$110 million above book value.

The portfolio of businesses being acquired is in Singapore, Hong Kong, China, Taiwan and Indonesia, representing total deposits of \$17 billion and loans of \$11 billion.

The acquisition of the businesses in each jurisdiction is independent of each other. Subject to obtaining regulatory approvals, the transaction is expected to be completed progressively from the second quarter of 2017 onwards, and the target is for full completion in all markets by early 2018. The transaction has no impact to 2016’s financial statements.

25 Properties and Other Fixed Assets

The Group					
In \$ millions	Investment properties	Owner- occupied properties	Other fixed assets ^(a)	Subtotal of owner-occupied properties and other fixed assets	Total
	(1)	(2)	(3)	(4)=(2)+(3)	(5)=(1)+(4)
2016					
Cost					
Balance at 1 January	627	529	1,840	2,369	2,996
Additions	-	4	317	321	321
Disposals	(25)	(2)	(115)	(117)	(142)
Exchange differences	1	14	14	28	29
Balance at 31 December	603	545	2,056	2,601	3,204
Less: Accumulated depreciation					
Balance at 1 January	172	139	1,111	1,250	1,422
Depreciation charge	7	13	255	268	275
Disposals	(15)	(2)	(96)	(98)	(113)
Exchange differences	1	10	9	19	20
Balance at 31 December	165	160	1,279	1,439	1,604
Less: Allowances for impairment	-	28	-	28	28
Net book value at 31 December	438	357	777	1,134	1,572
Market value at 31 December	848	856			
2015					
Cost					
Balance at 1 January	644	538	1,553	2,091	2,735
Additions	-	6	328	334	334
Disposals	(24)	(53)	(69)	(122)	(146)
Transfers	(2)	2	-	2	-
Exchange differences	9	36	28	64	73
Balance at 31 December	627	529	1,840	2,369	2,996
Less: Accumulated depreciation					
Balance at 1 January	170	120	913	1,033	1,203
Depreciation charge	7	12	232	244	251
Disposals	(6)	(11)	(58)	(69)	(75)
Transfers	(1)	1	-	1	-
Exchange differences	2	17	24	41	43
Balance at 31 December	172	139	1,111	1,250	1,422
Less: Allowances for impairment	-	27	-	27	27
Net book value at 31 December	455	363	729	1,092	1,547
Market value at 31 December	868	831			

(a) Refers to computer hardware, software, office equipment, furniture and fittings and other fixed assets

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In \$ millions	Bank				Total
	Investment properties	Owner-occupied properties	Other fixed assets ^(a)	Subtotal of owner-occupied properties and other fixed assets	
	(1)	(2)	(3)	(4)=(2)+(3)	(5)=(1)+(4)
2016					
Cost					
Balance at 1 January	38	156	1,289	1,445	1,483
Additions	-	2	227	229	229
Disposals	-	-	(37)	(37)	(37)
Exchange differences	-	-	#	-	-
Balance at 31 December	38	158	1,479	1,637	1,675
Less: Accumulated depreciation					
Balance at 1 January	16	70	762	832	848
Depreciation charge	1	4	182	186	187
Disposals	-	-	(30)	(30)	(30)
Exchange differences	-	-	#	-	-
Balance at 31 December	17	74	914	988	1,005
Net book value at 31 December	21	84	565	649	670
Market value at 31 December	85	319			
2015					
Cost					
Balance at 1 January	37	155	1,078	1,233	1,270
Additions	-	2	240	242	242
Disposals	-	-	(32)	(32)	(32)
Transfers	1	(1)	-	(1)	-
Exchange differences	-	-	3	3	3
Balance at 31 December	38	156	1,289	1,445	1,483
Less: Accumulated depreciation					
Balance at 1 January	14	67	620	687	701
Depreciation charge	1	4	163	167	168
Disposals	-	-	(23)	(23)	(23)
Transfers	1	(1)	-	(1)	-
Exchange differences	-	-	2	2	2
Balance at 31 December	16	70	762	832	848
Net book value at 31 December	22	86	527	613	635
Market value at 31 December	81	302			

Amount under \$500,000

(a) Refers to computer hardware, software, office equipment, furniture and fittings and other fixed assets

25.1 PWC Building was held as an asset for sale. Its net book value was \$380 million as at 31 December 2016 (2015: \$386 million) and its fair value based on the agreed property value in the sale of DBS China Square Limited (DCS), which owns PWC Building, was \$747 million. As at 31 December 2015, its fair value was independently appraised at \$711 million. Refer to Note 48 for the subsequent event disclosure on the sale of DCS.

25.2 The market values of the other properties are determined using an investment method, or using a combination of comparable sales and investment methods. The properties are classified under Level 3 of the fair value hierarchy and the significant unobservable input used for valuation is market yields. As at 31 December 2016, there were no transfers into or out of Level 3.

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The Group leases out investment properties under operating leases. The leases typically run for an initial period of one to five years, and may contain an option to renew the lease after that date at which time all terms will be renegotiated.

The minimum lease receivables as at the balance sheet date are as follows:

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Minimum lease receivables^(a)				
Not later than 1 year	31	33	2	3
Later than 1 year but not later than 5 years	44	34	2	1
Total	75	67	4	4

Amount under \$500,000

(a) Includes lease receivables from operating leases under PWC Building, an asset held for sale. Refer to Note 48 for subsequent event disclosure on the sale of DBS China Square Limited, which owns PWC Building

26 Goodwill and Intangibles

The carrying amounts of the Group's and Bank's goodwill and intangibles arising from business acquisitions are as follows:

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
DBS Bank (Hong Kong) Limited	4,631	4,631	-	-
Others	486	486	281	281
Total	5,117	5,117	281	281

The carrying amounts of the CGUs are reviewed at least once a year to determine if the goodwill associated with them should be impaired. If a CGU's carrying amount exceeds its recoverable value, a goodwill impairment charge is recognised in the income statement.

The recoverable value is determined based on a value-in-use calculation. The CGU's five-year projected cash flows, taking into account projected regulatory capital requirements, 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 4.5% (2015: 4.5%) and discount rate of 9.0% (2015: 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. Management believes that any reasonably possible change in the key assumptions would not cause the carrying amount of the operating unit to exceed its recoverable amount at 31 December 2016. However, if conditions in Hong Kong and the banking industry deteriorate and turn out to be significantly worse than anticipated in the Group's performance forecast, the goodwill may be further impaired in future periods.

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27 Deposits and Balances from Customers

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Analysed by currency				
Singapore dollar	152,115	140,772	151,792	140,525
US dollar	112,107	101,298	87,620	84,815
Hong Kong dollar	36,234	31,849	5,434	5,787
Chinese yuan	9,822	14,500	496	1,470
Others	37,168	31,715	21,592	17,485
Total	347,446	320,134	266,934	250,082
Analysed by product				
Savings accounts	140,617	131,065	115,000	110,440
Current accounts	73,984	65,989	62,134	55,852
Fixed deposits	130,178	120,269	88,553	82,007
Other deposits	2,667	2,811	1,247	1,783
Total	347,446	320,134	266,934	250,082

28 Other Liabilities

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Cash collateral received ^(a)	1,710	981	1,348	908
Accrued interest payable	414	453	251	254
Provision for loss in respect of off-balance sheet credit exposures	453	324	434	309
Payable in respect of securities business	641	318	-	-
Sundry creditors and others ^(b)	9,645	8,648	6,806	5,999
Current tax liabilities	659	725	659	698
Short sale of securities	2,303	886	832	555
Deferred tax liabilities (Note 20)	28	28	9	3
Total	15,853	12,363	10,339	8,726

(a) Mainly relates to cash collateral received in respect of derivative portfolios

(b) Includes income received in advance of \$1,493 million (2015: \$800 million) and \$1,141 million (2015: \$800 million) for the Group and Bank respectively arising from a 15-year regional distribution agreement entered with Manulife

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29 Other Debt Securities

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Negotiable certificates of deposit (Note 29.1)	2,137	1,200	1,496	165
Senior medium term notes (Note 29.2)	4,010	7,986	4,010	7,986
Commercial papers (Note 29.3)	11,586	19,174	11,586	19,174
Covered bonds (Note 29.4)	2,227	1,412	2,227	1,412
Other debt securities (Note 29.5)	5,385	6,422	5,074	5,817
Total	25,345	36,194	24,393	34,554
Due within 1 year	17,539	26,736	17,296	25,838
Due after 1 year	7,806	9,458	7,097	8,716
Total	25,345	36,194	24,393	34,554

29.1 Negotiable certificates of deposit issued and outstanding at 31 December are as follows:

In \$ millions		The Group		Bank	
Currency	Interest Rate and Repayment Terms	2016	2015	2016	2015
Issued by the Bank and other subsidiaries					
HKD	2.25 % to 4.22%, payable quarterly	314	503	-	-
HKD	3M HIBOR + 0.25%, payable quarterly	-	46	-	-
HKD	3M HIBOR +0.2%, payable quarterly	-	70	-	-
HKD	2.5% to 4.2%, payable annually	118	156	-	-
HKD	Zero-coupon, payable on maturity	84	-	-	-
AUD	1.74% to 2.51%, payable on maturity	1,455	165	1,455	165
USD	0.7%, payable on maturity	-	42	-	-
IDR	10.4% to 10.65%, payable on maturity	-	46	-	-
TWD	0.438% to 0.468%, payable on maturity	-	172	-	-
INR	Zero-coupon, payable on maturity	41	-	41	-
CNY	2.97%, payable on maturity	125	-	-	-
Total		2,137	1,200	1,496	165

The outstanding negotiable certificates of deposit as at 31 December 2016 were issued between 22 August 2008 and 22 December 2016 (2015: 22 August 2008 and 15 December 2015) and mature between 5 January 2017 and 16 March 2021 (2015: 5 January 2016 and 16 March 2021).

29.2 Senior medium term notes issued and outstanding at 31 December are as follows:

In \$ millions		The Group		Bank	
Currency	Interest Rate and Repayment Terms	2016	2015	2016	2015
Issued by the Bank					
USD	1.27% to 1.41%, payable quarterly	984	-	984	-
GBP	Floating rate note, payable quarterly	-	3,604	-	3,604
USD	2.35%, payable semi-annually	1,447	1,418	1,447	1,418
USD	Floating rate note, payable quarterly	1,273	2,658	1,273	2,658
USD	1.454%, payable annually	145	141	145	141
HKD	2.24%, payable quarterly	93	92	93	92
CNH	4.4%, payable annually	68	73	68	73
Total		4,010	7,986	4,010	7,986

The senior medium term notes were issued by the Bank under its USD 30 billion Global Medium Term Note Programme. The outstanding senior medium term notes as at 31 December 2016 were issued between 21 February 2012 and 7 September 2016 (2015: 21 February 2012 and 10 September 2015) and mature between 20 January 2017 and 15 January 2020 (2015: 14 January 2016 and 15 January 2020).

29.3 The zero-coupon commercial papers which are payable on maturity were issued by the Bank under its USD 5 billion Euro Commercial Paper Programme and USD 15 billion US Commercial Paper Programme. The outstanding notes as at 31 December 2016 were issued between 21 September 2016 and 16 December 2016 (2015: 2 July 2015 and 30 December 2015) and mature between 3 January 2017 and 12 April 2017 (2015: 4 January 2016 and 24 May 2016).

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29.4 To augment its sources of wholesale funding, the Bank established a USD 10 billion Global Covered Bond Programme on 16 June 2015. 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 has provided an unconditional and irrevocable guarantee, which is secured over the cover pool, to the covered bond holders.

The outstanding covered bonds as at 31 December 2016 were issued between 6 August 2015 and 3 June 2016 (2015: on 6 August 2015) and mature between 6 August 2018 and 3 June 2019 (2015: on 6 August 2018).

29.5 Other debt securities issued and outstanding at 31 December are as follows:

In \$ millions Type	The Group		Bank	
	2016	2015	2016	2015
Issued by the Bank and other subsidiaries				
Equity linked notes	1,521	1,603	1,501	1,600
Credit linked notes	1,202	2,058	1,202	2,058
Interest linked notes	2,042	1,817	2,042	1,737
Foreign exchange linked notes	220	63	220	63
Fixed rate bonds	400	881	109	359
Total	5,385	6,422	5,074	5,817

The outstanding securities as at 31 December 2016 were issued between 4 October 2011 and 30 December 2016 (2015: 31 March 2006 and 31 December 2015) and mature between 3 January 2017 and 30 August 2046 (2015: 4 January 2016 and 13 November 2045).

30 Due to Subsidiaries

In \$ millions	Bank	
	2016	2015
Subordinated term debts issued to DBS Capital Funding Corporation II (Note 30.1)	1,500	1,500
Due to subsidiaries	39,705	22,932
Total	41,205	24,432

30.1 The \$1,500 million 5.75% subordinated note was issued on 27 May 2008 by the Bank to DBS Capital Funding II Corporation, both wholly-owned subsidiaries of DBSH. Interest is payable in arrears on 15 June and 15 December each year at a fixed rate of 5.75% per annum up to 15 June 2018. Thereafter, interest is payable quarterly in arrears on 15 March, 15 June, 15 September and 15 December each year at a floating rate of three-month Singapore Dollar Swap Offer Rate + 3.415% per annum.

31 Subordinated Term Debts

The following subordinated term debts issued by the Bank are classified as liabilities. These term debt instruments have a junior or lower priority claim on the issuing entity's assets in the event of a default or liquidation. These instruments are in the first instance ineligible as capital instruments under Basel III rules as they lack provisions for conversion to ordinary shares or write-down at the point of non-viability as determined by the Monetary Authority of Singapore, but are accorded partial eligibility as Tier 2 capital (subject to a cap) for calculating capital adequacy ratios under the Basel III transitional arrangements for capital instruments issued prior to 1 January 2013.

In \$ millions					The Group		Bank	
Instrument	Note	Issue Date	Maturity Date	Interest payment	2016	2015	2016	2015
Issued by the Bank								
US\$900m Floating Rate Subordinated Notes Callable with Step-up in 2016	31.1	16 Jun 2006	15 Jul 2021	Jan/Apr/ Jul/Oct	-	495	-	495
S\$500m 4.47% Subordinated Notes Callable with Step-up in 2016	31.1	11 Jul 2006	15 Jul 2021	Jan/Jul	-	500	-	500
S\$1,000m 3.30% Subordinated Notes Callable in 2017	31.2	21 Feb 2012	21 Feb 2022	Feb/Aug	866	991	866	991
US\$750m 3.625% Subordinated Notes Callable in 2017	31.3	21 Mar 2012	21 Sep 2022	Mar/Sep	1,085	1,064	1,085	1,064
S\$1,000m 3.10% Subordinated Notes Callable in 2018	31.4	14 Aug 2012	14 Feb 2023	Feb/Aug	506	976	506	976
Total					2,457	4,026	2,457	4,026
Due within 1 year					866	-	866	-
Due after 1 year					1,591	4,026	1,591	4,026
Total					2,457	4,026	2,457	4,026

31.1 These notes have been fully redeemed on 15 July 2016.

31.2 Interest on the notes is payable at 3.30% per annum up to 21 February 2017. Thereafter, the interest rate resets to the then-prevailing five-year Singapore Dollar Swap Offer Rate plus 2.147% per annum. Interest is paid semi-annually on 21 February and 21 August each year. The notes are redeemable on 21 February 2017 or on any interest payment date thereafter. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the six-month Singapore Dollar Swap Offer Rate. On 11 January 2016, the holding company purchased \$134.25 million of the notes. Pursuant to a notice of redemption issued on 11 January 2017, all of the outstanding notes will be redeemed on 21 February 2017.

31.3 Interest on the notes is payable at 3.625% per annum up to 21 September 2017. Thereafter, the interest rate resets to the then-prevailing five-year U.S. Dollar Swap Rate plus 2.229% per annum. Interest is paid semi-annually on 21 March and 21 September each year. The notes are redeemable on 21 September 2017 or on any interest payment date thereafter. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the three-month U.S. Dollar London Interbank Offered Rate.

31.4 Interest on the notes is payable at 3.10% per annum up to 14 February 2018. Thereafter, the interest rate resets to the then-prevailing 5-year Singapore Dollar Swap Offer Rate plus 2.085% per annum. Interest is paid semi-annually on 14 February and 14 August each year. The notes are redeemable on 14 February 2018 or on any interest payment date thereafter. Swaps have been entered into to exchange the fixed rate payments on the notes to floating rate payments based on the six-month Singapore Dollar Swap Offer Rate. On 11 January 2016, the holding company purchased \$491.75 million of the notes.

For more information on each instrument, please refer to the "Capital Disclosures" section (unaudited) at the Group's website (<http://www.dbs.com/investor/capital-disclosures.html>).

32 Share Capital

	The Group and Bank		In \$ millions	
	Shares ('000)		2016	2015
	2016	2015	2016	2015
Ordinary shares				
Balance at 1 January	2,574,643	2,489,381	22,697	21,297
Issue of shares (Note 32.1)	36,599	85,262	650	1,406
Balance at 31 December	2,611,242	2,574,643	23,347	22,697
Non-cumulative preference shares				
S\$800m 4.70% Non-Cumulative, Non-Convertible, Non-Voting Preference Shares Callable in 2020 (Note 32.2)	8,000	8,000	799	799
Issued share capital at 31 December			24,146	23,496

32.1 The ordinary shares are fully paid-up and do not have par value. In 2016, the Bank issued 37 million ordinary (2015: 85 million) shares to its holding company, DBS Group Holdings Ltd, for a total cash consideration of \$650 million (2015: \$1.4 billion). The newly issued shares rank pari passu in all respect with the previously issued shares.

32.2 The preference shares were issued on 22 November 2010 with a liquidation preference of \$100 each. Dividends, if declared by the Board of Directors of the Bank, are payable semi-annually on 22 May and 22 November each year at 4.70% per annum. They are redeemable on 22 November 2020 or on any date thereafter. The preference shares are in the first instance ineligible as capital instruments under Basel III rules as they lack provisions for conversion to ordinary shares or write-off at the point of non-viability as determined by the Monetary Authority of Singapore, but are accorded partial eligibility as Additional Tier 1 capital (subject to a cap) for calculating capital adequacy ratios under the Basel III transitional arrangements for capital instruments issued prior to 1 January 2013.

33 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. Their terms require them to be written-off if and when the Monetary Authority of Singapore 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 would become non-viable. These instruments qualify as Additional Tier 1 capital under MAS Notice 637.

In \$ millions	Note	Issue Date	Distribution Payment	The Group 2016	2015
Issued by the Bank					
S\$550m 3.85% Non-Cumulative Non-Convertible Perpetual Capital Securities First Callable in 2021	33.1	1 Sep 2016	Sep	550	-
US\$185m 4.0% Non-Cumulative Non-Convertible Perpetual Capital Securities First Callable in 2021	33.2	1 Sep 2016	Sep	252	-
US\$750m 3.60% Non-Cumulative Non-Convertible Perpetual Capital Securities First Callable in 2021	33.3	7 Sep 2016	Mar/Sep	1,011	-
Total				1,813	-

33.1 Distributions are payable at 3.85% per annum up to 1 September 2021. Thereafter, the distribution rate resets every 5 years to the then-prevailing five-year Singapore Dollar Swap Offer Rate plus 2.13% per annum. Distributions are paid annually on 1 September each year, unless cancelled by the Bank. The capital securities are redeemable on 1 September 2021 or on any date thereafter.

33.2 Distributions are payable at 4.0% per annum up to 1 September 2021. Thereafter, the distribution rate resets every 5 years to the then-prevailing five-year U.S. Dollar Swap Rate plus 2.84% per annum. Distributions are paid annually on 1 September each year, unless cancelled by the Bank. The capital securities are redeemable on 1 September 2021 or on any date thereafter.

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33.3 Distributions are payable at 3.60% per annum up to 7 September 2021. Thereafter, the distribution rate resets every 5 years to the then-prevailing five-year U.S. Dollar Swap Rate plus 2.39% per annum. Distributions are paid semi-annually on 7 March and 7 September each year, unless cancelled by the Bank. The capital securities are redeemable on 7 September 2021 or on any distribution payment date thereafter.

34 Other Reserves and Revenue Reserves

34.1 Other reserves

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Available-for-sale revaluation reserves	26	96	66	92
Cash flow hedge reserves	20	8	21	6
General reserves	95	2,453	-	2,360
Capital reserves	(182)	(214)	27	(23)
Others	(78)	(78)	-	-
Total	(119)	2,265	114	2,435

Movements in other reserves for the Group during the year are as follows:

In \$ millions	The Group					Total
	Available-for-sale revaluation reserves	Cash flow hedge reserves	General reserves ^(a)	Capital reserves ^(b)	Other reserves	
2016						
Balance at 1 January	96	8	2,453	(214)	(78)	2,265
Transfer to revenue reserves (Note 34.2)	-	-	(2,360)	-	-	(2,360)
Net exchange translation adjustments	(5)	-	2	30	-	27
Share of associates' reserves	(3)	(5)	-	2	-	(6)
Available-for-sale (AFS) financial assets and others:						
- net valuation taken to equity	185	(54)	-	-	-	131
- transferred to income statement	(261) ^(c)	73	-	-	-	(188)
- tax on items taken directly to or transferred from equity	14	(2)	-	-	-	12
Balance at 31 December	26	20	95	(182)	(78)	(119)
2015						
Balance at 1 January	284	(33)	2,453	(233)	-	2,471
Net exchange translation adjustments	1	1	-	18	-	20
Acquisition of non-controlling interests	-	-	-	-	(78)	(78)
Share of associates' reserves	(1)	2	-	1	-	2
Available-for-sale (AFS) financial assets and others:						
- net valuation taken to equity	(74)	(144)	-	-	-	(218)
- transferred to income statement	(125) ^(c)	186	-	-	-	61
- tax on items taken directly to or transferred from equity	11	(4)	-	-	-	7
Balance at 31 December	96	8	2,453	(214)	(78)	2,265

(a) During the year, the Bank transferred \$2.36 billion of general reserves to revenue reserves

(b) Capital reserves include net exchange translation adjustments arising from translation differences on net investments in foreign subsidiaries, associates and branches, and the related foreign currency financial instruments designated as a hedge

(c) Include impairment of AFS financial assets of \$7 million (2015: \$15 million)

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Movements in other reserves for the Bank during the year are as follows:

In \$ millions	The Bank				Total
	Available-for-sale revaluation reserves	Cash flow hedge reserves	General reserves ^(a)	Capital reserves ^(b)	
2016					
Balance at 1 January	92	6	2,360	(23)	2,435
Net exchange translation adjustments	(2)	-	-	50	48
Transfer to revenue reserves (Note 34.2)	-	-	(2,360)	-	(2,360)
Available-for-sale financial assets and others:					
- net valuation taken to equity	210	(42)	-	-	168
- transferred to income statement	(240) ^(c)	59	-	-	(181)
- tax on items taken directly to or transferred from equity	6	(2)	-	-	4
Balance at 31 December	66	21	-	27	114
2015					
Balance at 1 January	288	(33)	2,360	(43)	2,572
Net exchange translation adjustments	-	1	-	20	21
Available-for-sale financial assets and others:					
- net valuation taken to equity	(79)	(144)	-	-	(223)
- transferred to income statement	(128) ^(c)	186	-	-	58
- tax on items taken directly to or transferred from equity	11	(4)	-	-	7
Balance at 31 December	92	6	2,360	(23)	2,435

(a) During the year, the Bank transferred \$2.36 billion of general reserves to revenue reserves

(b) Capital reserves include net exchange translation adjustments arising from translation differences on net investments in foreign branches and the related foreign currency instruments designated as a hedge

(c) Include impairment of AFS financial assets of \$1 million (2015: Nil)

34.2 Revenue reserves

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Balance at 1 January	14,486	11,521	10,247	7,941
Transfer from general reserves (Note 34.1)	2,360	-	2,360	-
Net profit attributable to shareholders	4,254	4,503	3,720	3,844
Amount available for distribution	21,100	16,024	16,327	11,785
Less: Dividends paid to holding company	1,510	1,500	1,510	1,500
Dividends paid on preference shares	38	38	38	38
Balance at 31 December	19,552	14,486	14,779	10,247

35 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. The instruments are in the first instance ineligible as capital instruments under Basel III rules as they lack provisions for conversion to ordinary shares or write-off at the point of non-viability as determined by the Monetary Authority of Singapore, but are accorded eligibility as Additional Tier 1 capital (subject to a cap) for calculating capital adequacy ratios under the Basel III transitional arrangements for capital instruments issued prior to 1 January 2013.

In \$ millions					The Group	
Instrument	Note	Issue Date	Liquidation Preference	Distribution Payment	2016	2015
Issued by DBS Capital Funding II Corporation						
S\$ 1,500m 5.75% Non-Cumulative, Non-Convertible, Non-Voting, Guaranteed Preference Shares Callable with Step-up in 2018	35.1	27 May 2008	S\$ 250,000	Jun/Dec	1,500	1,500
Issued by Heedum Pte Ltd						
S\$ 344m 1.6% Perpetual Subordinated Loan		12 Nov 2015		Nov	344	344
Issued by DBS Bank (Taiwan) Ltd						
TW\$ 8,000m 4% Non-Cumulative and Perpetual Preferred Shares		20 Jan 2015			359	344
Issued by DBS Bank (Hong Kong) Limited						
HK\$ 1,400m 3.9% Non-Cumulative Preference Shares		13 Oct 2016	HK\$ 10,000,000	Mar	261	-
Non-controlling interests in subsidiaries					59	120
Total					2,523	2,308

35.1 Dividends are payable if declared by the Board of Directors of DBS Capital Funding II Corporation. They are payable semi-annually on 15 June and 15 December each year at 5.75% per annum up to 15 June 2018, and thereafter quarterly on 15 March, 15 June, 15 September and 15 December each year at a floating rate of the three-month Singapore Dollar Swap Offer Rate plus 3.415% per annum. The preference shares are redeemable on 15 June 2018 or any dividend payment date thereafter.

For more information on each instrument, please refer to the "Capital Disclosures" section (unaudited) at the Group's website (<http://www.dbs.com/investor/capital-disclosures.html>).

36 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 third parties.

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 nominal amount.

Endorsements are residual liabilities of the Group in respect of bills of exchange, which have been paid and subsequently rediscounted.

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Guarantees on account of customers	15,078	13,605	14,930	13,285
Endorsements and other obligations on account of customers	7,636	6,296	5,488	4,345
Undrawn credit commitments ^(a)	235,324	219,773	191,783	178,132
Undisbursed and underwriting commitments in securities	9	9	9	9
Sub-total	258,047	239,683	212,210	195,771
Operating lease commitments (Note 36.2)	549	661	262	339
Capital commitments	69	48	37	25
Total	258,665	240,392	212,509	196,135
Analysed by industry (excluding operating lease and capital commitments)				
Manufacturing	42,718	38,188	33,135	28,541
Building and construction	23,436	17,210	20,753	15,545
Housing loans	7,155	9,239	6,942	9,060
General commerce	50,338	52,695	36,810	38,678
Transportation, storage and communications	13,933	13,203	11,796	11,819
Financial institutions, investment and holding companies	22,686	22,007	22,380	21,480
Professionals and private individuals (excluding housing loans)	75,615	67,140	59,940	52,802
Others	22,166	20,001	20,454	17,846
Total	258,047	239,683	212,210	195,771
Analysed by geography (excluding operating lease and capital commitments)^(b)				
Singapore	105,141	101,521	104,256	101,002
Hong Kong	48,334	48,550	20,342	21,069
Rest of Greater China	22,533	18,073	10,339	6,812
South and Southeast Asia	25,750	22,732	24,003	20,697
Rest of the World	56,289	48,807	53,270	46,191
Total	258,047	239,683	212,210	195,771

(a) Include commitments that are unconditionally cancellable at any time by the Group (2016: \$193,016 million, 2015: \$183,125 million) and Bank (2016: \$152,153 million, 2015: \$143,141 million)

(b) Based on the country of incorporation of the counterparty or borrower

36.1 The Group has existing outsourcing agreements for the provision of information technology and related support to the Group's operations. There are various termination clauses in the agreements that could require the Group to pay termination fees on early termination of the contract or part thereof. The termination fees are stipulated in the agreements and are determined based on the year when the agreements or part thereof are terminated.

36.2 The Group has existing significant operating lease commitments including the leasing of office premises in Changi Business Park and Marina Bay Financial Centre in Singapore; and One Island East in Hong Kong. These include lease commitments for which the payments will be determined in the future based on the prevailing market rates in accordance with the lease agreements, of which the related amounts have not been included. The leases have varying terms, escalation clauses and renewal rights.

37 Financial Derivatives

Financial derivatives are financial instruments whose characteristics are derived from the underlying assets, or from interest and exchange rates or indices. These include forwards, swaps, futures and options. The following sections outline the nature and terms of the most common types of derivatives used by the Group.

Interest rate derivatives

Forward rate agreements give the buyer the ability to determine the underlying rate of interest for a specified period commencing on a specified future date (the settlement date). There is no exchange of principal and settlement is effected on the settlement date. The settlement amount is the difference between the contracted rate and the market rate prevailing on the settlement date.

Interest rate swaps involve the exchange of interest obligations with a counterparty for a specified period without exchanging the underlying (or notional) principal.

Interest rate futures are exchange-traded agreements to buy or sell a standard amount of a specified fixed income security or time deposit at an agreed interest rate on a standard future date.

Interest rate options give the buyer on payment of a premium the right, but not the obligation, to fix the rate of interest on a future deposit or loan, for a specified period and commencing on a specified future date.

Interest rate caps and floors give the buyer the ability to fix the maximum or minimum rate of interest. There is no facility to deposit or draw down funds, instead the writer pays to the buyer the amount by which the market rate exceeds or is less than the cap rate or the floor rate respectively. This category includes combinations of interest rate caps and floors, which are known as interest rate collars.

Foreign exchange derivatives

Forward foreign exchange contracts are agreements to buy or sell fixed amounts of currency at agreed rates of exchange on a specified future date.

Cross currency swaps are agreements to exchange, and on termination of the swap, re-exchange principal amounts denominated in different currencies. Cross currency swaps may involve the exchange of interest payments in one specified currency for interest payments in another specified currency for a specified period.

Currency options give the buyer, on payment of a premium, the right but not the obligation, to buy or sell specified amounts of currency at agreed rates of exchange on or before a specified future date.

Equity derivatives

Equity options give the buyer, on payment of a premium, the right but not the obligation, either to purchase or sell a specified stock or stock index at a specified price or level on or before a specified date.

Equity swaps involve the exchange of a set of payments whereby one of these payments is based on an equity-linked return while the other is typically based on an interest reference rate.

Credit derivatives

Credit default swaps involve the transfer of credit risk of a reference asset from the protection buyer to the protection seller. The protection buyer makes one or more payments to the seller in exchange for an undertaking by the seller to make a payment to the buyer upon the occurrence of a predefined credit event.

Commodity derivatives

Commodity contracts are agreements between two parties to exchange cash flows which are dependent on the price of the underlying physical assets.

Commodity futures are exchange-traded agreements to buy or sell a standard amount of a commodity at an agreed price on a standard future date.

Commodity options give the buyer, on payment of a premium, the right but not the obligation, to buy or sell a specific amount of commodity at an agreed contract price on or before a specified date.

37.1 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.

37.2 Hedging derivatives

The accounting treatment of the hedge derivative transactions varies according to the nature of the hedge and whether the hedge meets the specified criteria to qualify for hedge accounting. Derivatives transacted as economic hedges but do not qualify for

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hedge accounting are treated in the same way as derivative instruments held for trading purposes.

Fair value hedges

The Group's fair value hedges consist principally of interest rate swaps used for managing interest rate gaps. For the year ended 31 December 2016, the gain on hedging instruments was \$77 million (2015: \$4 million). The total loss on hedged items attributable to the hedged risk amounted to \$81 million (2015: \$4 million).

At the Bank, for the year ended 31 December 2016, the gain on hedging instruments was \$66 million (2015: loss of \$60 million). The total loss on hedged items attributable to the hedged risk amounted to \$69 million (2015: gain of \$60 million).

Cash flow hedges

The Group's cash flow hedges consist principally of currency forwards and currency swaps transacted to hedge highly probable forecast transactions expected to occur at various future dates against variability in exchange rates. The currency forwards and currency

swaps have maturity dates that coincide within the expected occurrence of these transactions. The forecast transactions are expected to occur within five years from the balance sheet date, and are expected to affect income statement in the same period these cash flows occur.

The ineffectiveness arising from these hedges was insignificant.

Net investment hedges

The Group hedges part of the currency translation risk of investments through financial derivatives and borrowings. The ineffectiveness arising from hedging of investments was insignificant. The Group regularly reviews its hedging strategy and rebalance based on long-term outlook of the currency fundamentals.

The tables below analyses the currency exposure of Group by functional currency at 31 December:

In \$ millions	The Group		
	Net investments in foreign operations ^(a)	Financial instruments which hedge the net investments	Remaining unhedged currency exposures
2016			
Hong Kong dollar	10,161	9,065	1,096
US dollar	866	865	1
Others	6,600	1,648	4,952
Total	17,627	11,578	6,049
2015			
Hong Kong dollar	8,398	8,392	6
US dollar	934	943	(9)
Others	6,047	1,867	4,180
Total	15,379	11,202	4,177

(a) Refer to net tangible assets of subsidiaries, associates and overseas operations

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.

In the financial statements, trading 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. There was no offset of derivative assets and liabilities in 2016 and 2015.

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In \$ millions	The Group					
	Underlying notional	2016		Underlying notional	2015	
		Assets	Liabilities		Assets	Liabilities
Derivatives held for trading						
Interest rate derivatives						
Forward rate agreements	1,000	#	#	-	-	-
Interest rate swaps	1,084,216	6,767	6,630	973,276	6,504	6,414
Interest rate futures	14,554	5	3	25,240	4	8
Interest rate options	8,002	72	84	8,270	85	120
Interest rate caps/floors	27,707	510	953	20,662	275	730
Sub-total	1,135,479	7,354	7,670	1,027,448	6,868	7,272
Foreign exchange (FX) derivatives						
FX contracts	576,932	8,227	8,070	580,433	6,445	5,951
Currency swaps	208,102	8,373	7,109	187,677	7,394	6,332
Currency options	94,173	983	1,008	198,269	1,774	1,629
Sub-total	879,207	17,583	16,187	966,379	15,613	13,912
Equity derivatives						
Equity options	2,934	29	69	2,798	43	80
Equity swaps	1,766	21	33	903	7	25
Sub-total	4,700	50	102	3,701	50	105
Credit derivatives						
Credit default swaps and others	31,969	191	192	46,132	284	389
Sub-total	31,969	191	192	46,132	284	389
Commodity derivatives						
Commodity contracts	1,072	115	52	2,078	335	154
Commodity futures	1,217	52	62	3,062	70	173
Commodity options	742	12	14	366	16	12
Sub-total	3,031	179	128	5,506	421	339
Total derivatives held for trading	2,054,386	25,357	24,279	2,049,166	23,236	22,017
Derivatives held for hedging						
Interest rate swaps held for fair value hedge	11,081	112	79	9,917	76	133
Interest rate swaps held for cash flow hedge	900	5	1	100	-	#
FX contracts held for cash flow hedge	3,630	106	133	5,755	100	8
FX contracts held for hedge of net investment	1,332	7	15	1,857	24	4
Currency swaps held for fair value hedge	-	-	-	1,924	120	13
Currency swaps held for cash flow hedge	1,966	191	18	839	75	16
Currency swaps held for hedge of net investment	-	-	-	1,441	#	#
Total derivatives held for hedging	18,909	421	246	21,833	395	174
Total derivatives	2,073,295	25,778	24,525	2,070,999	23,631	22,191
Impact of netting arrangements recognised for computation of Capital Adequacy Ratio (CAR)(unaudited)						
		(14,788)	(14,788)		(11,047)	(11,047)
		10,990	9,737		12,584	11,144
Of which derivatives with holding company	2,743	22	29	1,405	-	46

Amount under \$500,000

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In \$ millions	Bank					
	2016			2015		
	Underlying notional	Assets	Liabilities	Underlying notional	Assets	Liabilities
Derivatives held for trading						
Interest rate derivatives						
Forward rate agreements	1,000	#	#	1,990	33	13
Interest rate swaps	954,852	6,459	6,328	861,216	6,314	6,241
Interest rate futures	14,535	4	3	24,680	4	8
Interest rate options	8,002	72	84	8,270	85	120
Interest rate caps/floors	27,707	510	953	20,665	275	730
Sub-total	1,006,096	7,045	7,368	916,821	6,711	7,112
Foreign exchange (FX) derivatives						
FX contracts	499,642	7,043	7,026	550,454	6,102	5,467
Currency swaps	205,281	8,235	7,039	186,967	7,174	6,248
Currency options	85,555	919	945	183,166	1,687	1,564
Sub-total	790,478	16,197	15,010	920,587	14,963	13,279
Equity derivatives						
Equity options	2,829	29	69	2,697	43	80
Equity swaps	1,766	21	33	918	7	25
Sub-total	4,595	50	102	3,615	50	105
Credit derivatives						
Credit default swaps and others	31,969	191	192	46,132	284	389
Sub-total	31,969	191	192	46,132	284	389
Commodity derivatives						
Commodity contracts	1,072	115	52	2,078	336	154
Commodity futures	1,217	52	62	3,062	70	173
Commodity options	742	12	14	366	16	12
Sub-total	3,031	179	128	5,506	422	339
Total derivatives held for trading	1,836,169	23,662	22,800	1,892,661	22,430	21,224
Derivatives held for hedging						
Interest rate swaps held for fair value hedge	10,298	93	64	9,103	44	124
Interest rate swaps held for cash flow hedge	900	5	1	100	-	#
FX contracts held for fair value hedge	1,090	6	8	1,570	20	1
FX contracts held for cash flow hedge	1,604	37	52	5,755	100	8
FX contracts held for hedge of net investment	93	-	1	131	2	-
Currency swaps held for fair value hedge	-	-	-	2,124	120	13
Currency swaps held for cash flow hedge	1,966	191	18	839	75	16
Currency swaps held for hedge of net investment	-	-	-	670	#	#
Total derivatives held for hedging	15,951	332	144	20,292	361	162
Total derivatives	1,852,120	23,994	22,994	1,912,953	22,791	21,386
Impact of netting arrangements recognised for computation of Capital Adequacy Ratio (CAR) (unaudited)						
		(15,104)	(15,104)		(11,405)	(11,405)
		8,890	7,890		11,386	9,981
Of which derivatives with subsidiaries and holding company	60,304	634	375	113,009	1,801	429

Amount under \$500,000

The contractual or underlying principal amounts of derivative financial instruments of bank and non-bank counterparties amounted to \$1,127 billion (2015: \$1,084 billion) and \$946 billion (2015: \$987 billion) respectively for the Group and \$933 billion (2015: \$989 billion) and \$919 billion (2015: \$924 billion) respectively for the Bank. These positions are mainly booked in Singapore. For purpose of managing its credit exposures, the Group maintains collateral agreements and enters into master netting agreements with most of these counterparties. For those arrangements that comply with the regulatory requirements as set out in MAS Notice 637, the Group recognises the netting arrangements in the computation of its Capital Adequacy Ratios.

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 bank's performance and enhance talent retention.

Main Scheme/Plan	Note
DBSH Share Plan (Share Plan)	
<ul style="list-style-type: none"> • The Share Plan is granted to Group executives as determined by the Committee appointed to administer the Share Plan from time to time. • Participants are awarded shares of DBSH or, at the Committee's discretion, their equivalent cash value or a combination. • Awards consist of main award and retention award (20% of main award). Dividends on unvested shares do not accrue to employees. • The vesting of main award is staggered between 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. • The market price of shares on the grant date is used to estimate the fair value of the shares awarded. • Vested and unvested shares are subject to clawback/malus. Conditions that trigger such clawback/malus are in the Corporate Governance section of DBSH's Annual Report. • 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. 	38.1
DBSH Employee Share Plan (ESP)	
<ul style="list-style-type: none"> • The ESP caters to employees not eligible to participate in the above listed Share Plan. Eligible employees are awarded ordinary shares of DBSH, their equivalent cash value or a combination of both (at the discretion of the Committee), when time-based conditions are met. • The awards structure and vesting conditions are similar to DBSH Share Plan. • There are no additional retention awards for shares granted to top performers and key employees. • However, in specific cases where the award forms part of an employee's annual performance remuneration, the retention award which constitutes 20% of the shares given in the main award will be granted. The shares in the retention award will vest 4 years after the date of grant. For such cases, vested and unvested shares are subject to clawback/malus. Conditions that trigger such clawback/malus are in the Corporate Governance section of DBSH's Annual Report. 	38.1
DBSH Share Ownership Scheme	
<ul style="list-style-type: none"> • All Singapore-based employees with at least one year of service who hold the rank of Assistant Vice President and below are eligible. • Participants contribute up to 10% of monthly salary and the Group will match up to 5% of monthly base salary to buy units of the DBSH's ordinary shares. 	38.2
DBSH Share Option Plan (Option Plan)	
<ul style="list-style-type: none"> • The Option Plan expired on 19 June 2009. Any outstanding unexercised options as of 1 March 2015 had lapsed following the expiry of all options granted under the plan. 	38.3

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			
	2016		2015	
	Share Plan	ESP	Share Plan	ESP
Balance at 1 January	17,368,488	1,998,781	17,216,431	1,777,193
Granted	8,251,608	1,067,078	5,718,522	889,166
Vested	(5,507,188)	(551,646)	(5,154,074)	(471,393)
Forfeited	(449,630)	(226,799)	(412,391)	(196,185)
Balance at 31 December	19,663,278	2,287,414	17,368,488	1,998,781
Weighted average fair value of the shares granted during the year	\$13.72	\$13.69	\$19.50	\$19.51

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Number of shares	Bank			
	2016		2015	
	Share Plan	ESP	Share Plan	ESP
Balance at 1 January	14,193,645	1,125,508	14,027,407	994,298
Granted	6,925,578	593,951	4,606,805	485,645
Vested	(4,575,466)	(310,599)	(4,220,134)	(264,206)
Transferred	438,701	(1,657)	(29,769)	5,581
Forfeited	(310,380)	(109,193)	(190,664)	(95,810)
Balance at 31 December	16,672,078	1,298,010	14,193,645	1,125,508
Weighted average fair value of the shares granted during the year	\$13.71	\$13.69	\$19.49	\$19.51

38.2 DBSH Share Ownership Scheme

The outstanding shares held under DBSH Share Ownership Scheme are as follows:

	The Group and Bank			
	Ordinary shares		Market value (In \$ millions)	
	Number		2016	2015
Balance at 1 January	7,282,740	6,593,283	122	136
Balance at 31 December	8,388,820	7,282,740	145	122

38.3 DBSH Share Option Plan

The following table sets out movements of the unissued ordinary shares of DBSH under outstanding options.

	The Group			
	Unissued number of ordinary shares under outstanding options		Weighted average exercise price (\$)	
	2016	2015	2016	2015
Balance at 1 January	-	354,877	-	12.81
Movements during the year:				
- Exercised	-	(350,623)	-	12.81
- Forfeited/Expired	-	(4,254)	-	12.81
Balance at 31 December	-	-	-	-

In 2015, 350,623 options were exercised at their contractual exercise prices and the corresponding weighted average market price of the DBSH's shares was \$19.63.

	Bank			
	Unissued number of ordinary shares under outstanding options		Weighted average exercise price (\$)	
	2016	2015	2016	2015
Balance at 1 January	-	307,202	-	12.81
Movements during the year:				
- Exercised	-	(305,652)	-	12.81
- Transferred	-	470	-	12.81
- Forfeited/Expired	-	(2,020)	-	12.81
Balance at 31 December	-	-	-	-

In 2015, 305,652 options were exercised at their contractual exercise prices and the corresponding weighted average market price of the DBSH's shares was \$19.61.

39 Related Party Transactions

39.1 Transactions between the Bank and its subsidiaries, including consolidated structured entities, associates 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 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^(a) are as follows:

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Short-term benefits ^(b)	37	43	30	35
Share-based payments ^(c)	30	26	27	24
Total	67	69	57	59
Of which: Bank Directors' remuneration and fees	11	12	11	12

(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 FRS 102

39.4 Income received and expenses paid to related parties

In \$ millions	The Group		Bank	
	2016	2015	2016	2015
Income received from:				
-Holding company	3	#	3	#
-Subsidiaries	-	-	280	746
-Associates	44	41	57	52
Total	47	41	340	798
Expenses paid to:				
-Holding company	51	26	19	-
-Subsidiaries	-	-	401	278
-Associates	73	70	73	70
Total	124	96	493	348

Amount under \$500,000

39.5 Amounts due to and from related parties

In \$ millions	Bank	
	2016	2015
Amounts due from:		
-Subsidiaries	14,910	13,924
-Associates	981	973
Total	15,891	14,897
Amounts due to:		
-Holding company	1,029	1,085
-Subsidiaries	41,205	24,432
-Associates	167	148
Total	42,401	25,665

39.6 Guarantees to related parties

Guarantees granted to and from subsidiaries amounted to \$1,952 million (2015: \$1,045 million) and \$1,455 million (2015: \$2,188 million) respectively.

The Bank also finances customer through discounting bills issued by related parties. As at 31 December 2016, outstanding amount of such bills was \$93 million (2015: \$437 million).

40 Fair Value of Financial Instruments

40.1 Valuation Process

The valuation processes within the Group are governed by the Valuation Policy and supporting Standards, which are approved by the Board Risk Management Committee and the Group Market and Liquidity Risk Committee respectively. The policy and standards apply to financial assets and liabilities where mark-to-market or model valuation is required.

The Valuation Policy and supporting Standards govern the revaluation of 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 market prices or by using reliable and independent market parameters (as model inputs) in conjunction with a valuation model. Products with a liquid market or those traded via an exchange will fall under the former while most over-the-counter (OTC) products will form the latter. Market parameters include interest rate yield curves, credit spreads, exchange prices, dividend yields, option volatilities and foreign exchange rates.

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.

The majority of OTC derivatives are traded in active markets. Valuations are determined using generally accepted models (for example discounted cash flows, Black-Scholes model, interpolation techniques) based on quoted market prices for similar instruments or underlyings or market parameters.

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 sources or market consensus providers. The results of the IPV are reviewed by independent control functions on a monthly basis.

For illiquid financial instruments where mark-to-market is not possible, the Group will value these products using an approved valuation model. Prices and parameters used as inputs to the model or to any intermediate technique involving a transformation process must be derived using approved market sources. Where possible, the inputs must be checked against multiple sources for reliability and accuracy.

Reliance will be placed on the model assurance process established by RMG for assurance of valuation models as fit for purpose.

The Group uses various market accepted benchmark interest rates such as LIBOR and Swap Offer Rates to determine the fair value of the financial instruments.

Where significant unobservable inputs are used in these models, the financial instruments are classified as Level 3 in the fair value hierarchy and valuation adjustments or reserves are taken to provide for any uncertainty in valuations. Valuation adjustments or reserve methodologies are also used to substantiate the significance of unobservable inputs. Such methodologies are approved by the Group Market and Liquidity Risk Committee and governed by the Valuation Policy and supporting Standards.

The main valuation adjustments and reserves are described below:

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

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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 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 OTC derivatives.

The Group classifies financial instruments as Level 3 when there is reliance on unobservable inputs to the 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, as well as unquoted equity securities. The fair value of unquoted equity securities is measured based on the net asset value of the investments. Level 3 inputs also include all quoted security prices that have not been updated for more than 3 months, quoted proxies in active markets for non-similar asset classes (e.g. bonds valued using credit default swap spreads), as well as prices/valuations that are obtained from counterparties. Valuation reserves or pricing adjustments where applicable are used to converge to fair value.

The following table presents assets and liabilities measured at fair value, classified by level within the fair value hierarchy:

In \$ millions	The Group							
	2016				2015			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Financial assets at fair value through profit or loss (FVPL)								
- Government securities and treasury bills	7,713	1,285	-	8,998	4,897	2,672	-	7,569
- Bank and corporate securities	5,022	2,743	42	7,807	4,416	3,858	838	9,112
- Other financial assets	-	9,133	-	9,133	-	6,471	-	6,471
Available-for-sale (AFS) financial assets								
- Government securities and treasury bills	21,352	1,089	-	22,441	24,094	1,173	-	25,267
- Bank and corporate securities ^(a)	14,510	1,598	115	16,223	10,364	2,487	156	13,007
- Other financial assets	-	4,417	-	4,417	-	4,977	-	4,977
Derivatives	57	25,720	1	25,778	76	23,535	20	23,631
Liabilities								
Financial liabilities at fair value through profit or loss (FVPL)								
- Other debt securities	-	5,045	4	5,049	-	5,521	17	5,538
- Other financial liabilities	2,290	1,881	-	4,171	886	2,226	73	3,185
Derivatives	66	24,443	16	24,525	181	21,887	123	22,191

(a) Excludes unquoted equities stated at cost of \$242 million (2015: \$574 million)

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In \$ millions	Bank							
	2016				2015			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Financial assets at fair value through profit or loss (FVPL)								
- Government securities and treasury bills	5,983	869	-	6,852	4,312	1,890	-	6,202
- Bank and corporate securities	4,742	2,003	42	6,787	4,071	2,432	838	7,341
- Other financial assets	-	8,481	-	8,481	-	6,060	-	6,060
Available-for-sale (AFS) financial assets								
- Government securities and treasury bills	18,093	374	-	18,467	21,050	264	-	21,314
- Bank and corporate securities ^(a)	12,533	1,160	96	13,789	9,199	1,952	156	11,307
- Other financial assets	-	2,362	-	2,362	-	2,228	-	2,228
Derivatives	57	23,936	1	23,994	76	22,691	24	22,791
Liabilities								
Financial liabilities at fair value through profit or loss (FVPL)								
- Other debt securities	-	4,965	4	4,969	-	5,441	17	5,458
- Other financial liabilities	832	815	-	1,647	555	1,146	73	1,774
Derivatives	66	22,862	16	22,944	181	21,082	123	21,386

(a) Excludes unquoted equities stated at cost of \$210 million (2015: \$541 million)

The following table presents the changes in Level 3 instruments for the financial year ended for the Group:

In \$ millions	The Group					
	Financial assets			Financial liabilities		
	FVPL	AFS	Derivatives	FVPL	Derivatives	
	Bank and corporate securities	Bank and corporate securities		Other debt securities	Other financial liabilities	
2016						
Balance at 1 January	838	156	20	(17)	(73)	(123)
Purchases/ Issues	68	20	-	(4)	-	-
Settlements	(747)	(35)	(24)	16	-	137
Transfers:						
- Transfers into Level 3	14	1	3	-	-	(16)
- Transfers out of Level 3	(127)	(20)	(4)	1	72	2
Gains/(losses) recorded in the income statement	(4)	6	6	-	1	(16)
Gains/(losses) recognised in other comprehensive income	-	(13)	-	-	-	-
Balance at 31 December	42	115	1	(4)	-	(16)

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In \$ millions	The Group					
	Financial assets			Financial liabilities		
	FVPL	AFS	Derivatives	FVPL	Derivatives	
	Bank and corporate securities	Bank and corporate securities		Other debt securities	Other financial liabilities	
2015						
Balance at 1 January	692	144	11	(8)	-	(135)
Purchases/ Issues	8	1	-	(4)	(48)	-
Settlements	(19)	(18)	(2)	9	-	2
Transfers:						
- Transfers into Level 3	144	21	4	(14)	(49)	(2)
- Transfers out of Level 3	-	(3)	(8)	1	24	14
Gains/(losses) recorded in the income statement	13	10	15	(1)	-	(2)
Gains/(losses) recognised in other comprehensive income	-	1	-	-	-	-
Balance at 31 December	838	156	20	(17)	(73)	(123)

The following table presents the changes in Level 3 instruments for the financial year ended for the Bank:

In \$ millions	Bank					
	Financial assets			Financial liabilities		
	FVPL	AFS	Derivatives	FVPL	Derivatives	
	Bank and corporate securities	Bank and corporate securities		Other debt securities	Other financial liabilities	
2016						
Balance at 1 January	838	156	24	(17)	(73)	(123)
Purchases/ Issues	68	1	-	(4)	-	-
Settlements	(747)	(35)	(24)	16	-	137
Transfers:						
- Transfers into Level 3	14	1	3	-	-	(16)
- Transfers out of Level 3	(127)	(20)	(8)	1	72	2
Gains/(losses) recorded in the income statement	(4)	6	6	-	1	(16)
Gains/(losses) recognised in other comprehensive income	-	(13)	-	-	-	-
Balance at 31 December	42	96	1	(4)	-	(16)
2015						
Balance at 1 January	692	144	11	(8)	-	(135)
Purchases/ Issues	8	1	-	(4)	(48)	-
Settlements	(19)	(18)	(2)	9	-	2
Transfers:						
- Transfers into Level 3	144	21	5	(14)	(49)	(2)
- Transfers out of Level 3	-	(3)	(8)	1	24	14
Gains/(losses) recorded in the income statement	13	10	18	(1)	-	(2)
Gains/(losses) recognised in other comprehensive income	-	1	-	-	-	-
Balance at 31 December	838	156	24	(17)	(73)	(123)

Economic hedges entered into for Level 2 exposures may be classified within a different category (i.e. Level 1) and similarly, hedges entered for Level 3 exposures may also be classified within a different category (i.e. Level 1 and/or Level 2). The effects are presented gross in the table.

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During the year, the Group transferred financial assets and liabilities from Level 1 to Level 2 due to reduced market activity and from Level 2 to Level 1 arising from increased market activity.

Gains and losses on Level 3 financial assets and liabilities measured at fair value for the Group and the Bank

In \$ millions			
The Group	Net trading Income	Net income from investment securities	Total
2016			
Total gain/(loss) for the period included in income statement	(13)	6	(7)
<i>Of which:</i>			
<i>Change in unrealised gain/(loss) for assets and liabilities held at the end of the reporting period</i>	(8)	-	(8)
2015			
Total gain/(loss) for the period included in income statement	25	10	35
<i>Of which:</i>			
<i>Change in unrealised gain/(loss) for assets and liabilities held at the end of the reporting period</i>	25	-	25

In \$ millions			
Bank	Net trading Income	Net income from investment securities	Total
2016			
Total gain/(loss) for the period included in income statement	(13)	6	(7)
<i>Of which:</i>			
<i>Change in unrealised gain/(loss) for assets and liabilities held at the end of the reporting period</i>	(8)	-	(8)
2015			
Total gain/(loss) for the period included in income statement	28	10	38
<i>Of which:</i>			
<i>Change in unrealised gain/(loss) for assets and liabilities held at the end of the reporting period</i>	28	-	28

Fair value gains or losses taken to other comprehensive income are reported in the Statement of Comprehensive Income as "Net valuation taken to equity".

Effect of changes in significant unobservable inputs to reflect reasonably possible alternatives

As at 31 December 2016, financial instruments measured with valuation techniques using significant unobservable inputs (Level 3) included equity investments, bank and corporate debt securities, interest rate, equity and credit derivatives and financial liabilities from structured product issuances.

There are limited inter-relationships between unobservable inputs as the financial instruments are usually categorised as Level 3 because of a single unobservable input.

In estimating significance, the Group performed sensitivity analysis based on methodologies applied for fair value adjustments. These adjustments reflect the values which the Group estimates to be appropriate to reflect uncertainties in the inputs used (e.g. based on stress testing methodologies on the unobservable input). The methodologies used can be statistical or based on other relevant approved techniques.

The movement in fair value arising from reasonably possible changes to the significant unobservable inputs is assessed as not significant.

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The Group In \$ millions	2016	2015	Classification	Valuation technique	Unobservable Input
Assets					
Bank and corporate debt securities	42	815	FVPL	Discounted cash flows	Credit spreads
Bank and corporate debt securities	20	46	AFS	Discounted cash flows	Credit spreads
Equity securities	-	23	FVPL	Equity pricing model	Prices
Equity securities (Unquoted)	95	110	AFS	Net asset value	Net asset value of securities
Derivatives	1	20	FVPL	Discounted cash flows / CDS models / Option & interest rate pricing models	Credit spreads / Correlations / Volatility
Total	158	1,014			

Liabilities					
Other debt securities	4	17	FVPL	Discounted cash flows / Option pricing model	Credit spreads / Correlations
Other financial liabilities	-	73	FVPL	CDS models / Option & interest rate pricing model	Credit spreads / Correlations
Derivatives	16	123	FVPL	Discounted cash flows / CDS models / Option & interest rate pricing model	Credit spreads / Correlations / Volatility
Total	20	213			

Bank In \$ millions	2016	2015	Classification	Valuation technique	Unobservable Input
Assets					
Bank and corporate debt securities	42	815	FVPL	Discounted cash flows	Credit spreads
Bank and corporate debt securities	1	46	AFS	Discounted cash flows	Credit spreads
Equity securities	-	23	FVPL	Equity pricing model	Prices
Equity securities (Unquoted)	95	110	AFS	Net asset value	Net asset value of securities
Derivatives	1	24	FVPL	Discounted cash flows / CDS models / Option & interest rate pricing model	Credit spreads / Correlations / Volatility
Total	139	1,018			

Liabilities					
Other debt securities	4	17	FVPL	Discounted cash flows / Option pricing model	Credit spreads / Correlations
Other financial liabilities	-	73	FVPL	CDS models / Option & interest rate pricing model	Credit spreads / Correlations
Derivatives	16	123	FVPL	Discounted cash flows / CDS models / Option & interest rate pricing model	Credit spreads / Correlations / Volatility
Total	20	213			

40.3 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 subordinated term 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.

For unquoted equities not carried at fair value, fair values have been estimated by referencing to the net tangible asset backing of the investee. Unquoted equities of \$242 million as at 31 December 2016 (2015: \$574 million) for the Group and \$210 million as at 31 December 2016 (2015: \$541 million) for the Bank were stated at cost less accumulated impairment losses because the fair value cannot be reliably estimated using valuation techniques supported by observable market data. The Group intends to dispose of such instruments through public listing or trade sale.

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 Board, various Board committees oversee specific responsibilities based on clearly defined terms of reference.

Under the Group's risk management frameworks, the 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 sets risk limits to guide risk-taking within the Group.

The BRMC oversees the identification, monitoring, management and reporting of credit, market, liquidity, operational and reputational risks. To facilitate the BRMC's risk oversight, the following risk management committees have been established:

1. Risk Executive Committee (Risk ExCo);
2. Product Approval Committee (PAC);
3. Group Credit Risk Models Committee (GCRMC);
4. Group Credit Policy Committee (GCPC);
5. Group Scenario and Stress Testing Committee (GSSTC);
6. Group Credit Risk Committee (GCRC);
7. Group Market and Liquidity Risk Committee (GMLRC);
8. Group Operational Risk Committee (GORC);

As the overall executive body regarding risk matters, the Risk ExCo oversees the Group's risk management as a whole.

The PAC oversees new product approvals, which are vital for mitigating risk within the Group.

Other than the PAC, the committees as a whole serve 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;
- Identify specific concentrations of risk; and

- Recommend scenarios and the resulting macroeconomic variable projections used for enterprise-wide stress tests.

The members in these committees comprise representatives from the Risk Management Group (RMG) as well as key business and support units.

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 the 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 Board is adhered to.

42 Credit Risk

The most significant measurable risk the Group faces is credit risk, which arises from borrowers or counterparties failing to meet their debt or contractual obligations. The activities which give rise to credit risk include lending to retail, corporate and institutional customers; trading endeavors such as foreign exchange, derivatives and debt securities; and the settlement of transactions.

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 established for Consumer Banking/Wealth Management and Institutional Banking (herein referred to as CCRPs) set forth the principles by which the Group conducts its credit risk management and control activities. These policies, supplemented by a number of operational policies and standards, 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 policies and standards 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 considered and approved by GCPC.

• **Risk Methodologies**

Credit risk is managed by thoroughly understanding the Group's customers – the businesses they are in, as well as the economies in which they operate.

The usage of credit ratings and lending limits is an integral part of the Group's credit risk management process, and it uses an array of rating models for its corporate 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 (TMRAC).

The wholesale borrowers are assessed individually using both judgmental credit models and statistical credit models. They are 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 scoring models, credit bureau records, and internally and externally available customer behaviour records. These are supplemented by the Group's Risk Acceptance Criteria.

Credit extensions are proposed by the business unit, and these are approved by the credit risk function after taking into account independent credit assessments and the business strategies set by senior management.

Pre-settlement credit risk for derivatives arising from a counterparty potentially defaulting on its obligations is quantified by a mark-to-market evaluation, as well as any potential exposure in the future. This is used to calculate the Group's regulatory capital under the Current Exposure Method (CEM), and is included under the Group's overall credit limits to counterparties for internal risk management.

Issuer default risk that may also arise from derivatives and securities are generally measured based on jump-to-default computations.

The Group actively monitors and manages its exposure to counterparties in over-the-counter (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 exposure to a counterparty positively correlates with the probability of defaulting due to the nature of the transactions.

The Group has a policy 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.

Concentration Risk Management

The Group's risk management processes, which are aligned with its Risk Appetite, ensure that an acceptable level of risk diversification is maintained across the Group.

For credit risk, the Group uses Economic Capital (EC) as its measurement tool, since it combines the individual risk factors of Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD), as well as portfolio concentration factors. Granular EC thresholds are set to ensure that the allocated EC stays within its Risk Appetite.

Thresholds regarding major industry groups and single counterparty exposures are monitored regularly, and notional limits for country exposures are set as well. Governance processes also exist to ensure that the Group's exposures are regularly monitored with these thresholds in mind, and appropriate action is taken when the thresholds are breached.

The Group continually examines how it can enhance the scope of its thresholds to effect better risk management.

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 Group Credit Risk Management Policy and CCRP, and the said risk is part of its concentration risk management. The way the Group manages transfer risk 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 its Risk Appetite Policy.

Limits for strategic and non-strategic countries are set based on country-specific strategic business considerations as well as the acceptable potential loss according to the Group's Risk Appetite. Senior management and credit management actively evaluate what the right transfer risk exposures for the Group should be, taking into account the risks and rewards, as well as whether they are in line with the Group's strategic intent. Limits for all other countries are set using a model-based approach.

All country limits are subject to approval by the BRMC.

Stress testing

The Group engages in various types of credit stress testing, and these are driven either by regulators or our internal requirements and management.

The Group's credit stress tests are performed at total portfolio or sub-portfolio level, and are generally meant 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 all major functions and areas of business.

The Group typically performs the following types of credit stress testing at a minimum and others as necessary:

Pillar 1 credit stress testing	The Group conducts Pillar 1 credit stress testing regularly as required by regulators. Under Pillar 1 credit stress testing, the Group assesses the impact of a mild stress scenario (at least two consecutive quarters of zero GDP 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 credit stress test is to assess the robustness of internal credit risk models and the cushion above
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	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, internal and regulatory capital. The results of the credit stress tests form an input 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.
Industry-wide stress testing	The Group participates in the annual industry-wide stress test (IWST) conducted by the Monetary Authority of Singapore (MAS) to facilitate its ongoing assessment of 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.
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.

- **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 the business units, the operations unit, the RMG 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, risk reporting on credit trends, which may include industry analysis, early warning alerts and significant weak credits, is submitted to the various credit committees, allowing key strategies and action plans to be formulated and evaluated. Credit control functions also ensure that any credit risk taken complies with group-wide credit policies and guidelines. 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 by management and regulators are monitored.

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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 612.

These guidelines require credit portfolios to be 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.

Classification grade	Description
Performing Assets	
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.
Classified or NPA	
Substandard	Indicates that the borrower exhibits definable weaknesses in its business, cash flow or financial position that may jeopardise repayment on existing terms. These credit facilities may be non-defaulting.
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.
Loss	Indicates that the amount of recovery is assessed to be insignificant.

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 actions such as realising security (if held)
- Technical default: Borrower is more than 90 days past due on any credit obligation to the Group

This is consistent with the guidance provided under the MAS Notice 637.

Credit facilities are classified as restructured assets when the Group grants non-commercial concessions to a borrower because it is in a worse financial position 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. Apart from what has been described, the Group does not grant concessions to borrowers in the normal course of business. Any restructuring of credit facilities are reviewed on a case-by-case basis and conducted only on commercial terms.

In addition, it is not within the Group's business model to acquire debts that have been restructured at inception (e.g. distressed debts).

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 sub-standard and below.

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.

Reposessed collateral is classified in the balance sheet as other assets. The amounts of such other assets for 2016 and 2015 were not material.

Credit Risk Mitigants

Collateral received

Where possible, the Group takes collateral as a secondary recourse to the borrower. This includes cash, marketable securities, properties, trade receivables, inventory and equipment and other physical and financial collateral. The Group may also take fixed and floating charges on the assets of borrowers.

Policies have been put in place to determine the eligibility of collateral for credit risk mitigation. These include requiring specific collateral to meet minimum operational requirements in order to be considered as effective risk mitigants. The Group's collateral is generally diversified and valued periodically. Properties constitute the bulk of its collateral, while marketable securities and cash are immaterial.

For derivatives, repurchase agreements (repo) and other repo-style transactions with financial market

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counterparties, collateral arrangements are typically covered under market-standard documentation, such as the Master Repurchase Agreements and the International Swaps and Derivatives Association (ISDA) Agreements. The collateral received is mark-to-market on a frequency which the Group and the counterparties mutually agreed upon. This is governed by internal guidelines with respect to the eligibility of the collateral. In the event of a default, the credit risk exposure is reduced by master-netting arrangements where the Group is allowed to offset what it owes a counterparty against what is due from that counterparty in a netting-eligible jurisdiction.

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 limited to 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 customer's specific situation and circumstances to assist them in restructuring their repayment liabilities. However, should the need arise, disposal and recovery processes are in place to dispose of collateral held by the Group. The Group also maintains a panel of agents and solicitors that helps it to dispose of non-liquid assets and specialised equipment quickly.

Other Risk Mitigants

The Group uses guarantees as credit risk mitigants. Internal thresholds for considering eligibility of guarantors for credit risk mitigation are in place.

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	
	2016	2015
On-balance sheet		
Cash and balances with central banks (excluding cash on hand)	23,902	15,759
Government securities and treasury bills	33,401	34,501
Due from banks	30,000	38,274
Derivatives	25,778	23,631
Bank and corporate debt securities	41,439	36,995
Loans and advances to customers	301,516	283,289
Other assets (excluding deferred tax assets)	10,694	11,288
	466,730	443,737
Off-balance sheet		
Contingent liabilities and commitments (excluding operating lease and capital commitments)	258,047	239,683
Total	724,777	683,420

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 Basel II Pillar 3 Disclosures. 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.

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Derivatives

The Group maintains collateral agreements and enters into master netting agreements with most of the counterparties for derivative transactions. Please refer to Note 37 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 II-eligible collateral, besides real estate, after the application of the requisite regulatory hair-cuts, is shown in the Group's Basel II Pillar 3 Disclosures. The amounts are a sub-set of the actual collateral arrangements entered by the Group as Basel II 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.

42.2 Loans and advances to customers

In \$ millions	The Group	
	2016	2015
Loans and advances to customers		
Performing Loans		
- Neither past due nor impaired (i)	299,602	282,946
- Past due but not impaired (ii)	1,397	1,313
Non-Performing Loans		
- Impaired (iii)	4,416	2,612
Total gross loans (Note 17)	305,415	286,871

(i) Neither past due nor impaired loans by grading and industry

The credit quality of the portfolio of loans and advances that are neither past due nor impaired can be assessed by reference to the loan gradings in MAS Notice 612:

In \$ millions	The Group		
	Pass	Special Mention	Total
2016			
Manufacturing	29,184	1,053	30,237
Building and construction	57,416	514	57,930
Housing loans	63,859	3	63,862
General commerce	44,873	1,005	45,878
Transportation, storage and communications	28,815	1,585	30,400
Financial institutions, investment and holding companies	16,535	71	16,606
Professionals and private individuals (excluding housing loans)	24,387	37	24,424
Others	29,941	324	30,265
Total	295,010	4,592	299,602
2015			
Manufacturing	29,409	791	30,200
Building and construction	54,646	530	55,176
Housing loans	58,023	-	58,023
General commerce	46,459	891	47,350
Transportation, storage and communications	25,541	451	25,992
Financial institutions, investment and holding companies	13,602	18	13,620
Professionals and private individuals (excluding housing loans)	23,492	13	23,505
Others	28,740	340	29,080
Total	279,912	3,034	282,946

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(ii) Past due but not impaired loans by past due period and industry

In \$ millions	The Group			Total
	Less than 30 days past due	30 to 59 days past due	60 to 90 days past due	
2016				
Manufacturing	87	3	4	94
Building and construction	45	1	1	47
Housing loans	370	76	23	469
General commerce	108	10	5	123
Transportation, storage and communications	104	24	9	137
Financial institutions, investment and holding companies	53	-	-	53
Professionals and private individuals (excluding housing loans)	298	65	24	387
Others	82	4	1	87
Total	1,147	183	67	1,397
2015				
Manufacturing	55	18	41	114
Building and construction	63	4	7	74
Housing loans	346	55	23	424
General commerce	158	16	20	194
Transportation, storage and communications	52	4	2	58
Financial institutions, investment and holding companies	5	-	-	5
Professionals and private individuals (excluding housing loans)	328	59	10	397
Others	30	5	12	47
Total	1,037	161	115	1,313

(iii) Non-performing assets (NPAs)

Non-performing assets by grading and industry

In \$ millions	The Group							
	NPAs				Specific allowances			
	Sub-standard	Doubtful	Loss	Total	Sub-standard	Doubtful	Loss	Total
2016								
Manufacturing	661	142	101	904	73	124	101	298
Building and construction	263	111	7	381	29	100	7	136
Housing loans	121	8	5	134	-	3	5	8
General commerce	523	310	47	880	48	176	47	271
Transportation, storage and communications	1,147	44	236	1,427	37	43	236	316
Financial institutions, investment and holding companies	62	21	-	83	11	4	-	15
Professional and private individuals (excluding housing loans)	254	18	8	280	46	17	8	71
Others	238	29	60	327	71	24	60	155
Total non-performing loans	3,269	683	464	4,416	315	491	464	1,270
Debt securities, contingent liabilities and others	170	109	161	440	23	87	161	271
Total	3,439	792	625	4,856	338	578	625	1,541
Of which: restructured assets	467	139	7	613	91	93	7	191

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In \$ millions	NPA's				Specific allowances			
	Sub-standard	Doubtful	Loss	Total	Sub-standard	Doubtful	Loss	Total
2015								
Manufacturing	367	121	72	560	53	99	72	224
Building and construction	219	87	28	334	19	73	28	120
Housing loans	112	5	5	122	-	2	5	7
General commerce	497	165	43	705	14	100	43	157
Transportation, storage and communications	223	25	59	307	10	25	59	94
Financial institutions, investment and holding companies	36	50	14	100	10	36	14	60
Professional and private individuals (excluding housing loans)	176	19	8	203	34	16	8	58
Others	206	52	23	281	40	38	23	101
Total non-performing loans	1,836	524	252	2,612	180	389	252	821
Debt securities, contingent liabilities and others	88	70	22	180	26	46	22	94
Total	1,924	594	274	2,792	206	435	274	915
Of which: restructured assets	236	142	8	386	30	82	8	120

Non-performing assets by geography^(a)

In \$ millions	The Group	
	NPA's	Specific allowances
2016		
Singapore	1,725	383
Hong Kong	687	187
Rest of Greater China	432	136
South and Southeast Asia	1,188	425
Rest of the World	384	139
Total non-performing loans	4,416	1,270
Debt securities, contingent liabilities and others	440	271
Total	4,856	1,541
2015		
Singapore	506	115
Hong Kong	433	99
Rest of Greater China	387	96
South and Southeast Asia	856	415
Rest of the World	430	96
Total non-performing loans	2,612	821
Debt securities, contingent liabilities and others	180	94
Total	2,792	915

(a) Based on the country of incorporation of the borrower

Non-performing assets by past due period

In \$ millions	The Group	
	2016	2015
Not overdue	705	520
Less than 90 days past due	698	508
91 to 180 days past due	1,215	424
More than 180 days past due	2,238	1,340
Total past due assets	4,151	2,272
Total	4,856	2,792

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Secured non-performing assets by collateral type

In \$ millions	The Group	
	2016	2015
Properties	973	670
Shares and debentures	312	268
Fixed deposits	11	21
Others	1,318	467
Total	2,614	1,426

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 rating agency designation as at 31 December:

Analysed by issue ratings	The Group		
	Singapore Government securities and treasury bills	Other government securities and treasury bills	Bank and corporate debt securities
In \$ millions			
2016			
AAA	11,983	5,454	16,158
AA- to AA+	-	10,715	5,116
A- to A+	-	1,283	4,141
Lower than A-	-	3,966	4,001
Unrated	-	-	12,023
Total	11,983	21,418	41,439
2015			
AAA	12,312	5,812	11,024
AA- to AA+	-	12,466	4,845
A- to A+	-	1,016	5,272
Lower than A-	-	2,895	4,296
Unrated	-	-	11,558
Total	12,312	22,189	36,995

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42.4 Credit risk by geography^(a) and industry

Analysed by geography	The Group					Total
	Government securities and treasury bills	Due from banks	Derivatives	Bank and corporate debt securities	Loans and advances to customers (Gross)	
In \$ millions						
2016						
Singapore	11,983	569	2,373	13,310	145,025	173,260
Hong Kong	3,845	148	1,744	1,717	50,223	57,677
Rest of Greater China	2,440	15,576	2,903	2,595	43,060	66,574
South and Southeast Asia	3,964	2,817	1,498	4,580	27,389	40,248
Rest of the World	11,169	10,890	17,260	19,237	39,718	98,274
Total	33,401	30,000	25,778	41,439	305,415	436,033
2015						
Singapore	12,312	261	2,475	12,476	135,860	163,384
Hong Kong	2,708	474	2,999	1,779	50,976	58,936
Rest of Greater China	4,199	16,054	1,966	3,907	45,129	71,255
South and Southeast Asia	2,892	3,011	1,124	4,669	26,443	38,139
Rest of the World	12,390	18,474	15,067	14,164	28,463	88,558
Total	34,501	38,274	23,631	36,995	286,871	420,272

(a) Based on the country 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

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Analysed by industry	The Group					Total
	Government securities and treasury bills	Due from banks	Derivatives	Bank and corporate debt securities	Loans and advances to customers (Gross)	
In \$ millions						
2016						
Manufacturing	-	-	457	2,632	31,235	34,324
Building and construction	-	-	414	3,215	58,358	61,987
Housing loans	-	-	-	-	64,465	64,465
General commerce	-	-	460	1,063	46,881	48,404
Transportation, storage and communications	-	-	669	2,509	31,964	35,142
Financial institutions, investment and holding companies	-	30,000	22,737	19,291	16,742	88,770
Government	33,401	-	-	-	-	33,401
Professionals and private individuals (excluding housing loans)	-	-	740	-	25,091	25,831
Others	-	-	301	12,729	30,679	43,709
Total	33,401	30,000	25,778	41,439	305,415	436,033
2015						
Manufacturing	-	-	1,038	2,849	30,874	34,761
Building and construction	-	-	330	2,976	55,584	58,890
Housing loans	-	-	-	-	58,569	58,569
General commerce	-	-	920	980	48,249	50,149
Transportation, storage and communications	-	-	801	2,192	26,357	29,350
Financial institutions, investment and holding companies	-	38,274	19,406	15,547	13,725	86,952
Government	34,501	-	-	-	-	34,501
Professionals and private individuals (excluding housing loans)	-	-	606	-	24,105	24,711
Others	-	-	530	12,451	29,408	42,389
Total	34,501	38,274	23,631	36,995	286,871	420,272

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) positions taken to manage the interest rate risk of the Group's Institutional Banking and Consumer Banking assets and liabilities, (ii) equity investments comprising of 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 SGD.

Market Risk Management

The Group's approach to market risk management comprises the following building blocks:

- **Policies**
The Market Risk Management Policy sets the Group's overall approach towards market risk management, while the Market Risk Management Standard establishes the basic requirements for the said management within the Group. The Market Risk Management Guide complements the Market Risk Management Standard by providing more details regarding specific subject matters. Both the Market Risk Management Standard and Market Risk Management Guide facilitate the identification, measurement, control, monitoring and reporting of market risk in a consistent manner. They also set out the overall approach, standards 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**
Value-at-Risk (VaR) is a method that computes the potential losses of risk positions as a result of market movement over a specified time horizon and according to a given level of confidence.

The Group's VaR model is based on historical simulation with a one-day holding period. The Group uses Expected Shortfall (ES), which is the average of potential loss beyond a given level of confidence, to monitor and limit market risk exposures. The market risk economic capital that is allocated by the BRMC is linked to ES by a multiplier. ES is supplemented by risk control metrics such as sensitivities to risk factors and loss triggers for management action.

The Group conducts back-testing to verify the predictiveness of the VaR model. Back-testing compares VaR calculated for positions at the close of each business day with the profit and loss (P&L) that actually arises in those positions on the following business day. The back-testing P&L

excludes fees and commissions, and revenues from intra-day trading.

For back-testing, VaR at the 99% level of confidence 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 back-testing does not impact the Group's regulatory capital for market risk.

VaR models allow the Group to estimate the aggregate portfolio market risk potential loss due to a range of market risk factors and instruments. However, 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 be understated.

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.

ES is the key risk metric used to manage the Group's assets and liabilities. As an exception, credit spread risk regarding loans and receivables is managed under the credit risk management framework. The Group also manages banking book interest rate risk arising from mismatches in the interest rate profiles of assets, liabilities and capital instruments (and associated hedges), which includes basis risk arising from different interest rate benchmarks, interest rate re-pricing risk, yield curve risk and embedded optionality. Behavioural assumptions are applied when managing the interest rate risk of banking book deposits with indeterminate maturities. The Group measures interest rate risk in the banking book on a weekly basis.

Credit derivatives are used in the trading book with single name or index underlying instruments to support the Group's business strategy to build a regional fixed income franchise. The Group actively monitors its counterparty credit risk in credit derivative contracts.

More than 90% of the gross notional value of the Group's credit derivative positions as at 31 December 2016 was to 19 established names, with which it maintains collateral agreements.

- **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

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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.

Market Risk

The Group level ES considers the market risks of both the trading and banking books. The Group's ES (based on a 97.5% level of confidence) is tabulated below. The period-end, average, high and low ES are shown.

In \$ millions	The Group 1 Jan 2016 to 31 Dec 2016			
	As at 31 Dec 2016	Average	High	Low
Total	89	98	112	84

In \$ millions	The Group 1 Jan 2015 to 31 Dec 2015			
	As at 31 Dec 2015	Average	High	Low
Total	101	117	147	75

The Group's major market risk driver is interest rate risk in the trading and banking books. The average ES for 2016 was lower than 2015 mainly due to drop-off of volatile rates scenarios for ES calculation and updates to models used to measure interest rate risks in banking book. The following table shows the period-end, average, high and low diversified ES and ES by risk class for Treasury's trading portfolios. The ES reported below are based on a 97.5% level of confidence.

In \$ millions	The Group 1 Jan 2016 to 31 Dec 2016			
	As at 31 Dec 2016	Average	High	Low
Diversified	26	21	31	14
Interest Rates	16	18	27	14
Foreign Exchange	10	12	18	7
Equity	1	2	3	1
Credit Spread	18	11	19	6
Commodity	#	#	1	#

In \$ millions	The Group 1 Jan 2015 to 31 Dec 2015			
	As at 31 Dec 2015	Average	High	Low
Diversified	16	20	32	15
Interest Rates	17	15	21	9
Foreign Exchange	11	8	19	3
Equity	3	3	5	2
Credit Spread	8	16	23	7
Commodity	#	1	2	#

Amount under \$500,000

The main risk factors driving Treasury's trading portfolios in 2016 were interest rates, foreign exchange and credit spreads. Treasury's trading portfolios' average diversified ES remained relatively flat compared to 2015.

Treasury's trading portfolios experienced five back-testing exceptions in 2016. The exceptions occurred in January, February, March, September and December. The four exceptions for the period from January to September were mainly due to (i) pronounced volatilities in SGD interest rates and SGD swap spreads; and (ii) basis risks in onshore/offshore Chinese foreign exchange and interest rate. The exception in December was due to valuation adjustments carried out at the month end.

The key market risk drivers of the Group's non-trading portfolios are SGD and USD interest rate positions. The economic value changes were negative \$156 million and negative \$239 million (2015: negative \$250 million and negative \$425 million) based on interest rate changes of 100 basis points and 200 basis points respectively. The negative economic value impact declined in December 2016 mainly due to a refinement of the behavioural assumptions for current account balances.

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 in a manner that ensures that its liquidity obligations will continue to be honoured under normal as well as adverse circumstances.

Liquidity Risk Management

Liquidity Management and Funding Strategy

The Group strives to develop a diversified funding base with access to funding sources across retail and wholesale channels. The Group's funding strategy is anchored on strengthening its core deposit franchise as the foundation of the Group's long-term funding advantage.

With increasing diversification of funding sources, optimising the mismatch in fund deployment against sources with respect to pricing, size, currency and tenor remains challenging. To this end, where practicable and transferable without loss in value, the Group makes appropriate use of the swap markets for different 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 with us to support the continual funding of loans. The Group mitigates this risk by setting triggers on the number of swaps transacted with the market and making conservative assumptions on the cash flow behaviour of swaps under its cash flow maturity gap analysis.

Overseas locations are encouraged but not required to centralise the majority of their borrowing and deployment of funds with the Group's head office, taking into account the relevant regulatory restrictions while maintaining a commensurate level of presence and participation in the local funding markets. Intra-group funding transactions are priced with reference to the prevailing market rates and parameters set within

the Group Funds Transfer Pricing policy. During the Group's annual budget and planning process, each overseas location conducts an in-depth review of its projected loan and deposit growth as well as its net funding and liquidity profile for the next year. The consolidated Group funding and liquidity profiles are reviewed and revised as necessary by senior management. Each overseas location is required to provide justification if head office funding support is required.

The Group Assets and Liabilities Committee and respective Location Assets and Liabilities Committee regularly review the Group's balance sheet composition, the growth in loans and deposits, its utilisation of wholesale funding, the momentum of its business activities, market competition, the economic outlook, market conditions and other factors that may affect liquidity in the continual refinement of the Group's funding strategy.

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 consistent application throughout the Group.

- **Risk Methodologies**

The primary measure used to manage liquidity within the tolerance defined by the 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 involving shocks that are general market and/or name-specific in nature. 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.

Following enhancements on the in-house data platform made in the past two years, internal liquidity risk reporting was centralised in 2016, improving Group oversight of its liquidity positions across key locations and currencies.

The RMG Market and Liquidity Risk unit manages the day-to-day liquidity risk monitoring, control reporting and analysis.

Liquidity risk in 2016

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. In fact, they consistently exhibit stability even under historical periods of stress. 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:

The Group	Less than 7 days	1 week to 1 month	1 to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	No specific maturity	Total
2016									
Cash and balances with central banks	15,674	6,853	2,394	1,300	619	-	-	-	26,840
Government securities and treasury bills	470	1,475	3,178	7,524	6,874	4,452	9,428	-	33,401
Due from banks	11,458	2,971	4,197	10,078	1,082	214	-	-	30,000
Derivatives ^(a)	25,778	-	-	-	-	-	-	-	25,778
Bank and corporate securities	23	1,196	919	4,183	14,889	12,213	8,016	3,978	45,417
Loans and advances to customers	27,832	39,568	28,797	44,478	54,008	39,447	67,386	-	301,516
Other assets	5,540	917	1,315	2,322	143	24	32	734	11,027
Associates	-	-	-	-	-	-	-	890	890
Properties and other fixed assets	-	-	-	-	-	-	-	1,572	1,572
Goodwill and intangibles	-	-	-	-	-	-	-	5,117	5,117
Total assets	86,775	52,980	40,800	69,885	77,615	56,350	84,862	12,291	481,558
Due to banks	10,660	2,877	1,094	926	179	179	-	-	15,915
Deposits and balances from customers	239,622	43,131	34,511	26,475	3,127	187	393	-	347,446
Derivatives ^(a)	24,525	-	-	-	-	-	-	-	24,525
Other liabilities	6,502	1,082	2,080	3,229	37	7	128	2,788	15,853
Other debt securities	1,074	3,516	8,891	4,058	4,155	1,584	2,067	-	25,345
Due to holding company	413	-	134	-	-	781	774	-	2,102
Subordinated term debts	-	-	866	-	-	-	1,591	-	2,457
Total liabilities	282,796	50,606	47,576	34,688	7,498	2,738	4,953	2,788	433,643
Non-controlling interests	-	-	-	-	-	-	-	2,523	2,523
Shareholders' funds	-	-	-	-	-	-	-	45,392	45,392
Total equity	-	-	-	-	-	-	-	47,915	47,915
2015									
Cash and balances with central banks	14,208	1,064	595	1,935	1,026	-	-	-	18,828
Government securities and treasury bills	544	334	2,328	4,535	12,089	4,338	10,333	-	34,501
Due from banks	19,265	3,020	5,799	9,511	381	298	-	-	38,274
Derivatives ^(a)	23,631	-	-	-	-	-	-	-	23,631
Bank and corporate securities	117	241	988	5,148	13,384	9,083	8,034	3,078	40,073
Loans and advances to customers	24,711	36,063	28,343	45,259	51,893	34,646	62,374	-	283,289
Other assets	5,884	952	1,437	1,422	1,217	14	12	649	11,587
Associates	-	-	-	-	-	-	-	1,000	1,000
Properties and other fixed assets	-	-	-	-	-	-	-	1,547	1,547
Goodwill and intangibles	-	-	-	-	-	-	-	5,117	5,117
Total assets	88,360	41,674	39,490	67,810	79,990	48,379	80,753	11,391	457,847
Due to banks	13,575	2,634	1,835	98	36	73	-	-	18,251
Deposits and balances from customers	218,063	42,716	34,018	23,237	1,278	170	652	-	320,134
Derivatives ^(a)	22,191	-	-	-	-	-	-	-	22,191
Other liabilities	4,222	1,174	1,678	2,032	928	16	19	2,294	12,363
Other debt securities	1,765	6,622	13,279	5,070	5,195	2,241	2,022	-	36,194
Due to holding company	1,087	-	-	-	-	763	283	-	2,133
Subordinated term debts	-	-	-	-	-	-	4,026	-	4,026
Total liabilities	260,903	53,146	50,810	30,437	7,437	3,263	7,002	2,294	415,292
Non-controlling interests	-	-	-	-	-	-	-	2,308	2,308
Shareholders' funds	-	-	-	-	-	-	-	40,247	40,247
Total equity	-	-	-	-	-	-	-	42,555	42,555

(a) Derivative financial assets and liabilities are included in the "Less than 7 days" bucket as they are mainly held for trading. Refer to the table in Note 44.2 on cash flows associated with these derivatives

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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. On a behavioural basis for liquidity risk analysis, the assets and liabilities cash flows may differ from contractual basis.

44.2 Derivatives

The table below shows the contractual undiscounted cash flows for derivatives settled on net and gross settlement basis:

In \$ millions ^(a)	The Group					Total
	Less than 7 days	1 week to 1 month	1 to 3 months	3 to 12 months	More than 1 year	
2016						
Derivatives settled on a net basis	(475)	(12)	140	262	1,406	1,321
Derivatives settled on a gross basis						
- inflow	59,091	104,505	171,874	232,827	184,404	752,701
- outflow	(58,909)	(104,280)	(171,858)	(232,889)	(184,541)	(752,477)
2015						
Derivatives settled on a net basis	(402)	(3)	41	151	450	237
Derivatives settled on a gross basis						
- inflow	48,301	93,374	141,698	263,973	136,811	684,157
- outflow	(48,045)	(93,041)	(141,708)	(264,009)	(136,252)	(683,055)

(a) Positive indicates inflow and negative indicates outflow of funds

44.3 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	Over 5 years	
2016					
Guarantees, endorsements and other contingent liabilities	22,714	-	-	-	22,714
Undrawn credit commitments ^(a) and other facilities	206,183	11,970	13,028	4,152	235,333
Operating lease commitments	234	267	42	6	549
Capital commitments	54	12	3	-	69
Total	229,185	12,249	13,073	4,158	258,665
2015					
Guarantees, endorsements and other contingent liabilities	19,901	-	-	-	19,901
Undrawn credit commitments ^(a) and other facilities	197,676	8,985	10,389	2,732	219,782
Operating lease commitments	226	342	84	9	661
Capital commitments	33	8	7	-	48
Total	217,836	9,335	10,480	2,741	240,392

(a) Includes commitments that are unconditionally cancellable at any time by the Group

The Group expects that not all of the contingent liabilities and undrawn credit commitments will be drawn before expiry.

45 Operational Risk

Operational risk includes processing errors, fraudulent acts, inappropriate behaviour of staff, vendor misperformance, system failure and natural disasters. Operational risk is inherent in the Group's businesses and activities.

The Group's objective is to keep operational risk at appropriate levels, taking into account the markets the Group operates in, the characteristics of the businesses as well as its economic and regulatory environment.

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 terrorisms and sanctions, new product and outsourcing.

- **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, operational risk event management and key risk indicator monitoring. Risk and control self-assessment is used by each business or support unit to identify key operational risk and assess how effective the internal controls are. 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:

Technology risk

Information Technology (IT) risk is managed through an enterprise technology risk approach.

This covers risk governance, communication, monitoring, assessment, mitigation and acceptance, and is supported by a set of IT policies and standards, control processes and risk mitigation programmes.

The Group has also established policies and standards to manage and address cyber security risk. To enhance the management of this risk, the Group has appointed a Chief Information Security Officer who is responsible for its cyber security risk management strategy and programme.

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 and countering the financing of terrorism, 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.

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.

Fraud risk

The Group has established minimum standards for its business and support units to prevent, detect, investigate and remediate fraud and related events. This is based on the Fraud Management Programme, through which standards are implemented at the unit and geographical levels. These standards aim to provide end-to-end management for fraud and related issues within the Group.

Money laundering, financing of terrorism and sanctions risks

There are minimum standards for the Group's business and support units to mitigate and manage its actual and/or potential exposure to money laundering, terrorist financing, sanctions, corruption, or other illicit financial activities. Accountabilities have also been established for the protection of the Group's assets and reputation, as well as the interests of its customers and shareholders.

New product and outsourcing risks

Each new product, service or outsourcing initiative

is subject to a risk review and sign-off process, where relevant risks are identified and assessed by departments independent of the risk-taking unit proposing the product or service. Variations of existing products or services and outsourcing initiatives are also subject to a similar process.

Other mitigation programmes

To manage business disruptions effectively, business continuity management is vital as part of the Group's risk mitigation programme.

A robust crisis management and business continuity management programme is in place within essential business services for unforeseen events. Planning for business resilience includes the identification of key business processes via Business Impact Analysis as well as the documentation and maintenance of the Group's Business Continuity Plan (BCP).

The Group's BCP aims to minimise the impact of business interruption stemming from severe loss scenarios, and provide a reasonable level of service until normal business operations are resumed. Within the crisis management structure, the Group has in place an incident management process. This contains the situation from the point it begins and the crisis is declared to when the relevant committees or teams are activated to manage the crisis.

Exercises are conducted annually, simulating different scenarios to test the Group's BCPs and crisis management protocol. These scenarios include incidents like technology issues affecting essential banking services across the Group, natural disasters with wide geographical impact, safety-at-risk incidents (e.g. terrorism) and other events leading to significant business disruption. The effectiveness of these exercises, as well as the Group's business continuity readiness, its alignment to regulatory guidelines and its disclosure of residual risks, are communicated and verified with the BRMC on an annual basis.

To mitigate losses from specific unexpected and significant event risks, the Group purchases group-wide insurance policies – under the Group Insurance Programme – from third-party insurers. The Group has acquired insurance policies relating to crime and professional indemnity; director and officer liability; property damage and business interruption; general liability; and terrorism.

- **Processes, Systems and Reports**

Robust internal control processes and systems are integral to identifying, monitoring, managing and reporting operational risk.

The Group has implemented a web-based system that supports multiple operational risk management processes and tools, including operational risk event reporting, risk and control

self-assessment, key risk indicators, the tracking of issues or action plans and operational risk reporting.

The Group's units 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 to determine the impact across the Group, and report and/or escalate key operational risks to relevant senior management and Board-level committees with recommendations on appropriate risk mitigation strategies.

46 Capital Management

The Board is responsible for setting the Group's capital management objective, which is to maintain a strong capital position consistent with regulatory requirements under MAS Notice 637 and the expectations of various stakeholders, e.g. customers, investors and rating agencies. The 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 position. A key tool for capital planning is the annual Internal Capital Adequacy Assessment Process (ICAAP) through which the Group assesses its forecast capital supply and demand relative to regulatory requirements and internal capital targets. The ICAAP 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 2016 have been subject to an external limited assurance review, pursuant to MAS Notice 609 "Auditors' Reports and Additional Information to be submitted with Annual Accounts".

47 Segment Reporting

47.1 Business segment reporting

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

Treasury provides treasury services to corporations, institutional and private investors, financial institutions and other market participants. It is primarily involved in sales, structuring, market-making and trading across a broad range of financial products including foreign exchange, interest rate, debt, credit, equity and other structured derivatives. Income from these financial products and services offered to the customers of Consumer Banking/Wealth Management and Institutional Banking, is reflected in the respective segments. Treasury is also responsible for managing surplus funds.

Others

Others encompass a range of activities from corporate decisions and include income and expenses not attributed to other business segments, including capital and balance sheet management, funding and liquidity. DBS Vickers Securities and Islamic Bank of Asia are 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	Others	
2016					
Net interest income	2,715	3,487	578	511	7,291
Non-interest income	1,564	1,729	551	338	4,182
Total income	4,279	5,216	1,129	849	11,473
Expenses	2,384	1,737	564	280	4,965
Allowances for credit and other losses	129	1,499	-	(194)	1,434
Profit before tax	1,766	1,980	565	763	5,074
Income tax expense					719
Net profit attributable to shareholders					4,254
Total assets before goodwill and intangibles	96,405	231,929	102,701	45,406	476,441
Goodwill and intangibles					5,117
Total assets					481,558
Total liabilities	187,387	167,598	47,836	30,822	433,643
Capital expenditure	87	19	17	198	321
Depreciation ^(a)	39	20	4	212	275
2015					
Net interest income	2,157	3,538	694	697	7,086
Non-interest income	1,390	1,752	446	266	3,854
Total income	3,547	5,290	1,140	963	10,940
Expenses	2,261	1,722	572	338	4,893
Allowances for credit and other losses	116	558	(38)	107	743
Profit before tax	1,170	3,010	606	518	5,304
Income tax expense					725
Net profit attributable to shareholders					4,503
Total assets before goodwill and intangibles	90,685	224,196	91,257	46,592	452,730
Goodwill and intangibles					5,117
Total assets					457,847
Total liabilities	172,723	155,231	43,354	43,984	415,292
Capital expenditure	75	28	12	219	334
Depreciation ^(a)	37	11	4	199	251

(a) Amounts for each business segment are shown before allocation of centralised costs

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47.2 Geographical segment reporting

Income and net profit attributable to shareholders (Net profit) are based on the country in which the transactions are booked. Total assets are shown by geographical area in which the assets are booked. The total assets, income and net profit are stated after elimination of inter-group assets and revenues.

In \$ millions	The Group					Total
	Singapore	Hong Kong	Rest of Greater China ^(a)	South and Southeast Asia ^(b)	Rest of the World ^(c)	
2016						
Net interest income	4,874	1,317	464	425	211	7,291
Non-interest income	2,650	785	370	292	85	4,182
Total income	7,524	2,102	834	717	296	11,473
Total expenses	2,864	961	645	399	96	4,965
Allowances for credit and other losses	658	302	191	196	87	1,434
Profit before tax	4,002	839	(2)	122	113	5,074
Income tax expense	490	126	19	29	55	719
Net profit attributable to shareholders	3,412	713	(21)	92	58	4,254
Total assets before goodwill and intangibles	316,896	73,338	40,436	21,613	24,158	476,441
Goodwill and intangibles	5,083	34	-	-	-	5,117
Total assets	321,979	73,372	40,436	21,613	24,158	481,558
Non-current assets ^(d)	1,941	382	80	53	6	2,462
2015						
Net interest income	4,644	1,330	547	382	183	7,086
Non-interest income	2,168	959	485	179	63	3,854
Total income	6,812	2,289	1,032	561	246	10,940
Total expenses	2,809	951	699	343	91	4,893
Allowances for credit and other losses	320	58	140	181	44	743
Profit before tax	3,683	1,280	193	37	111	5,304
Income tax expense	467	189	26	5	38	725
Net profit attributable to shareholders	3,140	1,091	167	32	73	4,503
Total assets before goodwill and intangibles	303,543	73,013	41,784	16,304	18,086	452,730
Goodwill and intangibles	5,083	34	-	-	-	5,117
Total assets	308,626	73,047	41,784	16,304	18,086	457,847
Non-current assets ^(d)	2,022	386	85	46	8	2,547

(a) Rest of Greater China includes branch, subsidiary and associate operations in Mainland China and Taiwan

(b) South and Southeast Asia includes branch, subsidiary and associate operations in India, Indonesia, Malaysia and Vietnam

(c) Rest of the World includes branch operations in South Korea, Japan, Dubai, United Kingdom and Australia.

(d) Includes investments in associates, properties and other fixed assets

48 Subsequent Event

On 10 February 2017, DBSH announced that the Bank had agreed to sell its entire equity interest in DBS China Square Limited (DCS) to an indirect subsidiary of Manulife Financial Corporation. The sale is expected to be completed by the end of March 2017 and will result in a net gain of approximately \$350 million to be recognised in the first quarter of 2017.

As at 31 December 2016, DCS' main asset, PWC Building, was classified as an asset held for sale (refer to Note 25.1). The remaining assets, liabilities and reserves of DCS were not material and hence not classified as held for sale.

DBS Bank Ltd. and its subsidiaries

Directors' Statement

The Directors are pleased to submit their statement to the Members, 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 2016. These have been prepared in accordance with the provisions of the Companies Act, Chapter 50 (the Companies Act) and the Singapore Financial Reporting Standards, as modified by the requirements of Notice to Banks No. 612 "Credit Files, Grading and Provisioning" issued by the Monetary Authority of Singapore.

In the opinion of the Directors, 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 80, are drawn up so as to give a true and fair view of the financial position of the Bank and Bank Group, as at 31 December 2016, and the performance and changes in equity of the Bank and Bank Group, and cash flow statement of the Bank Group for the financial year ended on that date. As at the date of this statement, there are reasonable grounds to believe that the Bank and the Bank Group will be able to pay their debts as and when they fall due.

DBSH Share Plan

During the financial year, time-based awards in respect of an aggregate of 8,251,608 ordinary shares were granted pursuant to the DBSH Share Plan to selected employees of the Bank Group. This included 487,626 ordinary shares comprised in awards granted to the executive Director, Mr Piyush Gupta, which formed part of his remuneration. During the financial year, certain non-executive Directors received an aggregate of 68,136 share awards, which formed part of their directors' fees for acting as Directors of DBSH. Details are set out below.

Directors of the Bank	Share awards granted during the financial year under review	Share awards vested during the financial year under review
Peter Seah ⁽²⁾	36,253	43,892
Piyush Gupta	487,626 ⁽¹⁾	338,811
Bart Broadman ⁽²⁾	4,367	6,014
Euleen Goh ⁽²⁾	7,188	10,149
Ho Tian Yee ⁽²⁾	4,157	5,165
Nihal Kaviratne CBE ⁽²⁾	4,995	6,359
Andre Sekulic ⁽²⁾	5,284	5,284
Danny Teoh ⁽²⁾	5,892	8,148

(1) Mr Gupta's awards formed part of his remuneration for 2015

(2) The awards of these non-executive Directors formed part of their directors' fees for acting as Directors of DBSH in 2015. All the awards granted to these non-executive Directors during the financial year under review vested immediately upon grant.

Information on the DBSH Share Plan is as follows:

- (i) Awards over DBSH's ordinary shares may be granted to Bank Group executives who hold such rank as may be determined by the Compensation and Management Development Committee of DBSH from time to time. Awards may also be granted to (amongst others) executives of associated companies of the Bank who hold such rank as may be determined by the Compensation and Management Development Committee from time to time, and non-executive Directors of DBSH.

The participants of the DBSH Share Plan shall not be eligible to participate in the DBSH Employee Share Plan or other equivalent plans.

- (ii) Where time-based awards are granted, participants are awarded ordinary shares of DBSH or, at the Compensation and Management Development Committee'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 Compensation and Management Development Committee. Dividends on unvested shares do not accrue to employees.
- (iii) The DBSH Share Plan shall continue to be in force at the discretion of the Compensation and Management Development Committee, subject to a maximum period of ten years. At an Extraordinary General Meeting of DBSH held on 8 April 2009, the DBSH Share Plan was extended for another ten years, from 18 September 2009 to 17 September 2019, provided always that the DBSH Share Plan may continue beyond the above stipulated period with the approval of the shareholders of DBSH by ordinary resolution in general meeting and of any relevant authorities which may then be required.
- (iv) 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.
- (v) 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).

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.

Board of Directors

The Directors in office at the date of this statement are:

Peter Seah Lim Huat - Chairman
Piyush Gupta - Chief Executive Officer
Bart Joseph Broadman
Euleen Goh Yiu Kiang
Ho Tian Yee
Nihal Vijaya Devadas Kaviratne CBE
Andre Sekulic
Danny Teoh Leong Kay
Woo Foong Pheng (Mrs Ow Foong Pheng)

Dr Bart Broadman, Mr Ho Tian Yee and Mrs Ow Foong Pheng will retire in accordance with Article 95 of the Bank's Constitution at the forthcoming annual general meeting (AGM) and will offer themselves for re-election at the AGM.

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.

Directors' interest in shares or debentures

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 2016	As at 1 Jan 2016	As at 31 Dec 2016	As at 1 Jan 2016
DBSH ordinary shares				
Peter Seah	175,911	125,994	-	-
Piyush Gupta	962,007	623,196	318,000	118,000
Bart Broadman	109,876	28,862	-	-
Euleen Goh	45,209	34,245	-	-
Ho Tian Yee	38,591	12,017	-	-
Nihal Kaviratne CBE	16,224	9,865	-	-
Andre Sekulic	17,476	11,611	-	-
Danny Teoh	34,636	25,966	19,099	18,723
Ow Foong Pheng	25,464	24,466	-	-
Share awards (unvested) granted under the DBSH Share Plan				
Peter Seah	-	7,639	-	-
Piyush Gupta ⁽¹⁾	1,201,521	1,052,706	-	-
Bart Broadman	-	1,647	-	-
Euleen Goh	-	2,961	-	-
Ho Tian Yee	-	1,008	-	-
Nihal Kaviratne CBE	-	1,364	-	-
Danny Teoh	-	2,256	-	-
DBS Bank 4.7% non-cumulative non-convertible redeemable perpetual preference shares				
Euleen Goh	3,000	3,000	-	-

(1) Mr Gupta's share awards form part of his remuneration. Details of the DBSH Share Plan are set out in Note Note 38 of the Notes to the 2016 Bank Group's financial statements

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2017.

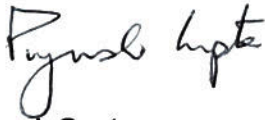
Independent Auditor

PricewaterhouseCoopers LLP has expressed its willingness to accept re-appointment as independent external auditor.

On behalf of the Directors



Peter Seah Lim Huat



Piyush Gupta

15 February 2017
Singapore

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS 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 statement of financial position of the Bank are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore ("FRSs"), including the modification of the requirements of FRS 39 Financial Instruments: Recognition and Measurement in respect of loan loss provisioning by Notice to Banks No. 612 "Credit Files, Grading and Provisioning" issued by the Monetary Authority of Singapore ("MAS 612") 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 2016 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Bank Group for the financial year ended on that date.

What we have audited

The financial statements of the Bank and the Bank Group, as set out on pages 1 to 80, comprise:

- the consolidated statement of financial position of the Bank Group and statement of financial position of the Bank as at 31 December 2016;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows of the Bank Group for the year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

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.

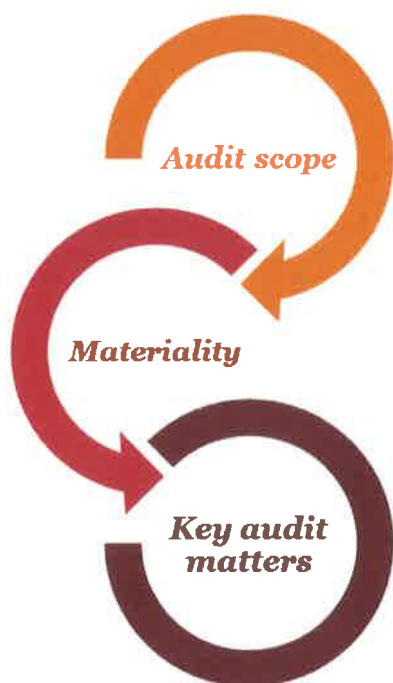
Independence

We are independent of the Bank Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") 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 MEMBERS OF DBS BANK LTD. (continued)

Our audit approach

Overview



Audit scope

- Audit procedures were performed over the Singapore Operations of DBS Bank Ltd. and DBS Group (HK) Limited.
- We identified DBS Bank Ltd. Hong Kong Branch, DBS Bank (China) Limited, PT Bank DBS Indonesia, DBS Bank (Taiwan) Limited and DBS Bank Ltd. India Branch as component entities where certain account balances were considered to be significant in size in relation to the Bank Group. Consequently, specific audit procedures for these components were performed to obtain sufficient appropriate audit evidence.

Materiality

- We determined the overall Bank Group materiality based on 5% of the Bank Group's profit before tax.

Key audit matters

- Specific and general allowances for loans and advances to customers
- Goodwill and intangibles
- Complex or illiquid financial instruments

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated 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.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality together with qualitative considerations to help us 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.

**INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF
DBS BANK LTD. (continued)**

Based on our professional judgement, we determined materiality for the financial statements as a whole as set out in the table below:

<i>How we determined overall Group materiality</i>	5% of the Bank Group’s profit before tax
<i>Rationale for benchmark applied</i>	We chose ‘profit before tax’ as it is a commonly used benchmark for materiality. We selected 5% based on our professional judgement, noting that it is also within the range of commonly accepted profit-related thresholds.

In performing our audit, we allocated materiality levels to the significant components of the Bank Group. These are less than the overall 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 consolidated 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.

In establishing the overall Bank Group audit approach, we determined the extent of audit procedures that are 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 of these territories (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 appropriate audit evidence had been obtained as a basis for our opinion on the Bank Group financial statements as a whole.

In addition, we visited several of the Bank Group’s key locations and held a Group audit planning meeting. We also held regular conference calls with the component auditors.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS 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 of the financial year ended 31 December 2016. 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.

Key audit matter	How our audit addressed the key audit matter
<p>Specific and general allowances for loans and advances to customers</p> <p>At 31 December 2016, the specific allowances for loans and advances to customers of the Bank Group was S\$1,270 million, the majority of which related to Institutional Banking Group (“IBG”) customers. Apart from specific allowances, the Bank Group also recognised general allowances for loans and advances to customers in accordance to the transitional provision set out in MAS 612 (“general provision”) of S\$2,629 million at that date.</p> <p>We focused on this area because of the subjective judgements by management in determining the necessity for, and then estimating the size of, allowances against loans and advances.</p> <p>In particular, we focused on specific allowances for loans and advances to IBG customers because any assessment of impairment can be inherently subjective and involve significant judgement over both timing of recognition of any impairment and the estimation of the size of such impairment. This includes:</p> <ul style="list-style-type: none"> • the principal assumptions underlying the calculation of specific allowances for loans and advances to IBG customers; and • how impairment events that have not yet resulted in a payment default are identified and measured. <p>In view of the current difficult economic conditions, we focused on borrowers with exposures to China, India and Indonesia, and to the oil and gas support services and other commodities sectors. (Refer also to Note 17 to the financial statements)</p>	<p>We assessed the design and evaluated the operating effectiveness of the controls over the specific allowances for loans and advances to IBG customers. These controls included:</p> <ul style="list-style-type: none"> • oversight of credit risk by the Credit Risk Committee; • timely review of credit risk; • watch-list identification and monitoring process; • timely identification of impairment events; • classification of loans and advances in line with MAS 612; and • the collateral monitoring and valuation processes. <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 we agreed with the classification of loans and advances in line with MAS 612 and, where there is evidence of an impairment loss, whether it had been identified in a timely manner including, where relevant, how forbearance had been considered.</p> <p>Where impairment had been identified, for a sample, we considered the latest developments in relation to the borrower; examined the forecasts of future cash flows prepared by management, the collateral valuation and other sources of repayment to support the calculation of the impairment; challenged the assumptions; tested the calculation; and compared estimates against external evidence where available.</p> <p>For a sample of performing loans and advances to IBG customers which had not been identified by management as potentially impaired, considering the latest developments in relation to the borrower, we challenged management’s assumptions on whether management’s classification was appropriate, using external</p>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
DBS BANK LTD. (continued)**

Key audit matter	How our audit addressed the key audit matter
	<p>evidence where available in respect of the relevant borrower.</p> <p>In addition to the controls detailed above on the specific allowances for loans and advances to IBG customers, we also tested the key reconciliations of the underlying data used for the general loan loss provisioning. We determined that we could rely on these controls for the purposes of our audit.</p> <p>The key considerations used by management in assessing the general provision are historical data and management's assessment of the current economic and credit environment, country and portfolio risks as well as industry practices.</p> <p>We reviewed management's assessment of the overall calculation of the general provision, including testing management's calculation of the general provision as at 31 December 2016 in accordance with MAS 612. The amount of the general provision exceeded the minimum MAS 612 requirements.</p>
<p>Goodwill and intangibles</p> <p>As at 31 December 2016, the Bank Group had S\$5,117 million of goodwill and intangibles as a result of acquisitions in previous years.</p> <p>We focused on this area as management makes significant judgements when estimating future cash flows and growth rates in undertaking its annual goodwill impairment testing.</p> <p>We specifically focused on the following key assumptions used in the discounted cash flow analyses:</p> <ul style="list-style-type: none">• Cash flow forecasts;• Discount rate; and• Growth rate. <p>(Refer also to Note 26 to the financial statements)</p>	<p>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. There were no significant issues noted.</p> <p>For DBS Bank (Hong Kong) Limited's franchise (goodwill of S\$4,631 million as at 31 December 2016), we evaluated management's cash flow forecasts and the process by which they were developed, including verifying the mathematical accuracy of the underlying calculations. Valuation specialists in our team critically assessed the assumptions and methodologies used to forecast the value-in-use and compared key inputs (such as the discount rates and long-term growth rates) to the Bank Group's own historical data, performance and external available trend analysis, industry and economic indicators. Based on the evidence obtained, we found that the estimates used by management were within a reasonable range of expectations in the context of the value-in-use calculations.</p> <p>We reviewed management's stress test over the key assumptions to determine whether any</p>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
DBS BANK LTD. (continued)**

Key audit matter	How our audit addressed the key audit matter
Complex or illiquid financial instruments At 31 December 2016, the Bank Group had financial assets of S\$158 million and financial liabilities of S\$20 million carried at fair value which are classified as Level 3. We focused on the valuation of Level 3 financial assets and financial liabilities, as management makes significant judgements and assumptions (using valuation models) when valuing these financial instruments, as they are complex or illiquid and the external evidence supporting the Bank Group's valuations is limited due to the lack of a liquid market. Management also makes significant judgements when calculating derivative valuation adjustments, including those made to reflect the cost of funding of uncollateralised derivatives and counterparty credit risk. The methods for calculating some of the adjustments continue to evolve across the banking industry. (Refer also to Note 40 to the financial statements)	<p>reasonably possible change in these assumptions would not cause an impairment.</p> <p>Additionally, we considered whether the Bank Group's disclosure of the application of judgement in estimating cash flow projections and the sensitivity of the results of those estimates adequately reflects the uncertainties and risks associated with goodwill impairment.</p> <p>We assessed the design and tested the operating effectiveness of the controls over the Bank Group's complex or illiquid financial instrument valuation processes. These included the controls over:</p> <ul style="list-style-type: none">• the completeness and accuracy of the data feeds and other inputs into valuation models;• management's testing and approval of new models or revalidation of existing models; and• follow-up on collateral disputes to identify possibly inappropriate valuations. <p>We determined that we could rely on the controls for the purposes of our audit.</p> <p>We assessed the reasonableness of the methodologies used and the assumptions made for a sample of financial instrument valuations with significant unobservable valuation inputs. We determined that the methodologies and assumptions made were appropriate.</p> <p>In addition, we assessed the appropriateness of the methodologies for the derivative valuation adjustments and did not note any exception.</p>

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DBS BANK LTD. (continued)

Other Information

Management is responsible for the other information. The other information comprises the Directors' Statement included in pages 81 to 84 but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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 FRSs, 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 MEMBERS 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 Bank 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 MEMBERS 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 Karen Loon.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 15 February 2017

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