

## EXECUTION VERSION

**MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

### PRICING SUPPLEMENT

#### **NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC FOR THE ISSUE OF NOTES DESCRIBED BELOW**

9 March 2018

#### **HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LIMITED (IN ITS CAPACITY AS TRUSTEE-MANAGER OF RCS TRUST)**

**Company Registration Number: 194900022R**  
*(incorporated in Singapore with limited liability)*

**Issue of S\$275,000,000 3.20 per cent. Fixed Rate Notes due 2025**

**under the**  
**U.S.\$2,000,000,000**  
**Euro 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 Terms and Conditions (the **Conditions**) set forth in the Offering Circular dated 22 March 2017 (the **Offering Circular**). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement (including Annex 1) and the Offering Circular.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Notes by any *person* who (i) is not resident in Singapore and (ii) 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.

1. Issuer: HSBC Institutional Trust Services (Singapore) Limited

(in its capacity as trustee-manager of RCS Trust)

2. (a) Series Number: 002
- (b) Tranche Number: 001
- (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Singapore Dollars (S\$)
4. Aggregate Nominal Amount:
  - (a) Series: S\$275,000,000
  - (b) Tranche: S\$275,000,000
5. (a) Issue Price: 100 per cent. of the Aggregate Nominal Amount
- (b) Private banking rebates: Not Applicable
6. (a) Specified Denominations: S\$250,000 and integral multiples in excess thereof
- (b) Calculation Amount: S\$250,000
7. (a) Issue Date: 14 March 2018
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 14 March 2025
9. Interest Basis: 3.20 per cent. Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. Status of the Notes: Senior Dated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. Fixed Rate Note Provisions: Applicable
  - (a) Rate(s) of Interest: 3.20 per cent. per annum payable semi-annually in arrear
  - (b) Interest Payment Date(s): 14 March and 14 September in each year up to and including the Maturity Date, with the first Interest

Payment Date being 14 September 2018

- (c) Fixed Coupon Amount(s): Not Applicable
- (d) Broken Amount(s): Not Applicable
- (e) Day Count Fraction: Actual/365 (Fixed)
- (f) Determination Date(s): Not Applicable
- (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: None

- 15. Floating Rate Note Provisions Not Applicable
- 16. Zero Coupon Note Provisions Not Applicable
- 17. Dual Currency Interest Note Provisions Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

- 18. Issuer Call: Not Applicable
- 19. Investor Put: Not Applicable
- 20. Final Redemption Amount: S\$250,000 per Calculation Amount
- 21. Early Redemption 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 Condition 7.5 (*Redemption and Purchase – Early Redemption Amounts*)) S\$250,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 22. Form of Notes: Registered Notes: Registered Global Note (S\$275,000,000) nominal amount exchangeable for Registered Notes in definitive form only upon the occurrence of an Exchange Event
- 23. Governing Law of Notes: Singapore Law
- 24. Additional Financial Centre(s) or other special provisions relating to Payment Days: Not Applicable
- 25. Offshore Renminbi Centre(s): Not Applicable

26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No.
27. 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 of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
28. Details relating to Instalment Notes:
- (a) Instalment Amount(s): Not Applicable
- (b) Instalment Date(s): Not Applicable
29. Other terms or special conditions: Not Applicable

## **DISTRIBUTION**

30. Method of distribution: Non-syndicated
31. If syndicated, names of Managers: Not Applicable
- (a) Date of Subscription Agreement: Not Applicable
- (b) Stabilising Manager (s) (if any): DBS Bank Ltd.
32. If non-syndicated, name of relevant Dealer: DBS Bank Ltd.
33. U.S. Selling Restrictions: Reg. S Compliance Category 1
34. Additional selling restrictions: Not Applicable
35. Prohibition of Sales to EEA Retail Investors: Not Applicable

## **OPERATIONAL INFORMATION**

36. Any clearing system(s) other than CDP, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
37. Delivery: Delivery free of payment

- |     |                                      |                                                                                                                                                                                                                                                                                                                                                    |
|-----|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 38. | Additional Paying Agent(s) (if any): | Not Applicable                                                                                                                                                                                                                                                                                                                                     |
| 39. | ISIN Code:                           | SG7ND1000009                                                                                                                                                                                                                                                                                                                                       |
| 40. | Common Code:                         | 179146142                                                                                                                                                                                                                                                                                                                                          |
| 41. | Ratings:                             | The Notes to be issued will be rated “A–” by Standard & Poor’s.                                                                                                                                                                                                                                                                                    |
| 42. | Registrar:                           | The Bank of New York Mellon, Singapore Branch                                                                                                                                                                                                                                                                                                      |
| 43. | Listing:                             | Singapore Exchange Securities Trading Limited                                                                                                                                                                                                                                                                                                      |
| 44. | Use of Proceeds:                     | The Issuer will use the proceeds from the Notes to refinance the existing borrowings of RCS Trust and its subsidiaries (if any) (together, the <b>Group</b> ), to finance or refinance any asset enhancement works or capital expenditure of the Group, and to finance the general corporate and working capital purposes in respect of the Group. |

## **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the final terms required for issue and admission to trading on the Singapore Exchange Securities Trading Limited of the Notes described herein pursuant to the U.S.\$2,000,000,000 Euro Medium Term Note Programme of HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee-manager of RCS Trust).

## **RESPONSIBILITY**

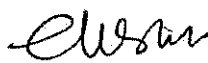
The Issuer accepts responsibility for the information contained in this Pricing Supplement.

The Singapore Exchange Securities Trading Limited (the **SGX-ST**) assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this Pricing Supplement. The approval in-principle from, and the admission of the Notes to the Official List of, the SGX-ST are not to be taken as an indication of the merits of the Issuer, RCS Trust, the Programme or the Notes.

Signed on behalf of HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee-manager of RCS Trust):

By:   
.....  
*Duly authorised*

TAN Ling Cher  
Authorised Signatory

By:   
.....  
*Duly authorised*

PNG Pei Ling  
Authorised Signatory

## ANNEX 1

### SUPPLEMENTARY INFORMATION

*The Issuer accepts responsibility for the information contained in this Annex 1. To the best of its knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Annex 1 is in accordance with the facts and does not omit anything likely to affect the import of such information.*

*To the fullest extent permitted by law, DBS Bank Ltd. (the **relevant Dealer**) does not accept any responsibility or liability for the contents of this Annex 1, for the information incorporated by reference into the Offering Circular, or for any other statement, made or purported to be made by the relevant Dealer or on its behalf in connection with the Issuer or the issue and offering of the Notes. The relevant Dealer accordingly disclaims all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this Annex 1 or any such statement.*

#### **DOCUMENTS INCORPORATED BY REFERENCE**

For the avoidance of the doubt, the audited financial statements in respect of RCS Trust for the financial year ended 31 December 2017 is incorporated by reference in, and forms part of, the Offering Circular.

#### **RISK FACTORS**

The following words:

“It was announced in the Singapore Budget Statement 2018 that the qualifying debt securities scheme will be extended until 31 December 2023, subject to details to be announced by MAS.”

shall be inserted as the last sentence of the sub-section “Risk Factors – Risks Relating to the Notes – Singapore Taxation Risk” appearing on page 12 of the Offering Circular.

#### **TAXATION**

(i) The following words:

“In the Singapore Budget Statement 2018, it was announced that the QDS scheme will be extended till 31 December 2023. However, the QDS Plus Scheme will be allowed to lapse after 31 December 2018. Debt securities that are issued on or before 31 December 2018 can continue to enjoy the tax concessions under the QDS Plus Scheme if the conditions under the QDS Plus Scheme are satisfied for such debt securities. The MAS is anticipated to release further details of the changes by May 2018.”

shall be inserted as the last paragraph of the sub-section “Taxation – Singapore Taxation — Interest and Other Payments” appearing on pages 100 to 104 of the Offering Circular.

(ii) The sub-section “Taxation – Singapore Taxation – Capital Gains” appearing on page 104 of the Offering Circular shall be deemed to be deleted in its entirety and substituted with the following:

#### **“2. Gains on disposal of the Notes**

Singapore does not impose tax on gains of a capital nature. 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 which are gains derived from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

There are no specific laws or regulations which deal with the characterisation of gains. The characterisation of gains arising from the sale of the Notes will depend on the facts and circumstances of each holder.

Holders of the Notes who have adopted or are adopting Singapore Financial Reporting Standard 39 – Financial Instruments: Recognition and Measurement (**FRS 39**) or Financial Reporting Standard 109 – Financial Instruments (**FRS 109**) may, for Singapore income tax purposes, be required to recognise gains or losses (not being gains or losses in the nature of capital) on the Notes, irrespective of disposal, in accordance with FRS 39 or FRS 109. Please see the section below on “Adoption of FRS 39 or FRS 109 - Treatment for Singapore Income Tax Purposes”.

- (iii) The sub-section “Taxation – Singapore Taxation – Adoption of FRS 39 Treatment for Singapore Income Tax Purposes” appearing on page 104 of the Offering Circular shall be deemed to be deleted in its entirety and substituted with the following:

**“3. Adoption of FRS 39 or FRS 109 - Treatment for Singapore Income Tax Purposes**

The IRAS has issued an e-Tax Guide entitled “Income Tax Implications arising from the adoption of FRS 39 – Financial Instruments: Recognition & Measurement” (the **FRS 39 e-Tax Guide**) which generally aligns the tax treatment of financial assets and financial liabilities to the accounting treatment. Legislative amendments to give effect to the tax treatment set out in the FRS 39 e-Tax Guide have been enacted in Section 34A of the ITA.

The FRS 39 e-Tax Guide and Section 34A of the ITA generally apply, subject to certain “opt-out” provisions, to taxpayers who are required to comply with FRS 39 for financial reporting purposes.

The Accounting Standards Council has issued a new financial reporting standard for financial instruments, FRS 109 – Financial Instruments, which replaces FRS 39 and is effective for annual periods beginning on or after 1 January 2018. Section 34AA of the ITA has been enacted to provide for the tax treatment of gains or losses in respect of financial instruments recognised under FRS 109. The IRAS has also issued an e-Tax Guide entitled “Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments”. For taxpayers who adopt FRS 109 for accounting purposes, the tax treatment of their financial assets and financial liabilities will generally follow the accounting treatment, except for certain circumstances. Unlike in the case of FRS 39, there is no “opt-out” provision for taxpayers i.e. taxpayers who adopt FRS 109 for accounting purposes cannot opt out of the tax treatment provided under Section 34AA of the ITA.

Holders of the Notes who may be subject to the tax treatment under Section 34A and/or Section 34AA of the ITA should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Notes.”