

Pricing Supplement



ARA ASSET MANAGEMENT LIMITED
(Registration No. 32276)
(Incorporated with limited liability in Bermuda)

S\$1,500,000,000
Multicurrency Debt Issuance Programme

SERIES NO: 002
TRANCHE NO: 001

S\$300,000,000 5.65 Per Cent. Subordinated Perpetual Securities
Issue Price: 100 per cent.

Oversea-Chinese Banking Corporation Limited

Issuing and Paying Agent/ Registrar
DBS Bank Ltd.
10 Toh Guan Road
#04-11 (Level 4B)
DBS Asia Gateway
Singapore 608838

The date of this Pricing Supplement is 9 March 2018.

This Pricing Supplement relates to the Tranche of Perpetual Securities referred to above.

This Pricing Supplement, under which the Perpetual Securities described herein (the “**Perpetual Securities**”) are issued, is supplemental to, and should be read in conjunction with, the Information Memorandum dated 12 February 2018 (as revised, supplemented, amended, updated or replaced from time to time, the “**Information Memorandum**”) issued in relation to the S\$1,500,000,000 Multicurrency Debt Issuance Programme of ARA Asset Management Limited (the “**Issuer**”). Terms defined in the Information Memorandum have the same meaning in this Pricing Supplement. The Perpetual Securities will be issued on the terms of this Pricing Supplement read together with the Information Memorandum. The Issuer accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Information Memorandum, contains all information that is material in the context of the issue and offering of the Perpetual Securities .

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Perpetual Securities or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

An advance tax ruling will be requested from the Inland Revenue Authority of Singapore (“**IRAS**”) to confirm, amongst other things, whether the IRAS would regard the Perpetual Securities as “debt securities” for the purposes of the Income Tax Act, Chapter 134 of Singapore (the “**Income Tax Act**”) and the distributions (including Arrears of Distribution and any Additional Distribution Amounts) made under the Perpetual Securities as interest payable on indebtedness such that holders of the Perpetual Securities may enjoy the tax concessions and exemptions available for qualifying debt securities under the qualifying debt securities scheme, as set out in the section “Taxation – A. Singapore Taxation” of the Information Memorandum provided that the relevant conditions are met.

There is no guarantee that a favourable ruling will be obtained from the IRAS. In addition, no assurance is given that the Issuer can provide all information or documents requested by IRAS for the purpose of the ruling request, and a ruling may not therefore be issued.

If the Perpetual Securities are 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.

No assurance, warranty or guarantee is given on the tax treatment to holders of the Perpetual Securities in respect of the distributions payable to them (including Arrears of Distribution and Additional Distribution Amounts). Investors should therefore consult their own accounting and tax advisers regarding the Singapore income tax consequence of their acquisition, holding and disposal of the Perpetual Securities.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Perpetual Securities 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 (if applicable and subject to certain conditions) under the Income Tax Act shall not apply if such person acquires such Perpetual 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 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.

Signed: 
Lim Hwee Chiang
Director

The terms of the Perpetual Securities and additional provisions relating to their issue are as follows:

1.	Series No.:	002
2.	Tranche No.:	001
3.	Currency:	Singapore Dollars (“S\$”)
4.	Principal Amount of Series:	S\$300,000,000
5.	Principal Amount of Tranche:	S\$300,000,000
6.	Denomination Amount:	S\$250,000
7.	Calculation Amount (if different from Denomination Amount):	Not Applicable
8.	Issue Date:	14 March 2018
9.	Redemption Amount (including early redemption):	Denomination Amount
10.	Status of the Perpetual Securities:	Subordinated Perpetual Securities
11.	Distribution Basis:	Fixed Rate
12.	Distribution Commencement Date:	14 March 2018
13.	Fixed Rate Perpetual Security	
	(a) Day Count Fraction:	Actual/365 (Fixed)
	(b) Distribution Payment Date(s):	Semi-annually, payable in arrear on 14 March and 14 September each year, commencing on 14 September 2018
	(c) Initial Broken Amount:	Not applicable
	(d) Final Broken Amount:	Not applicable
	(e) Distribution Rate:	5.65 per cent. per annum
	(f) First Reset Date:	14 March 2028
	(g) Reset Date:	The First Reset Date and each date falling every 10 years after the First Reset Date

(h)	Change of Control Margin:	3.00 per cent.
(i)	Relevant Rate:	SGD Swap Offer Rate
(j)	Initial Spread:	3.128 per cent.
(k)	Step-Up Margin:	3.00 per cent.
(l)	Reset Period:	10 years
(m)	Comparable Period:	Not applicable
(n)	Reference Banks:	DBS Bank Ltd. Oversea-Chinese Banking Corporation Limited United Overseas Bank Limited
14.	Floating Rate Perpetual Security	Not applicable
15.	Optional Payment	Yes
16.	Dividend Pusher and Reference Period	Applicable; 12 months
17.	Dividend Stopper	Applicable
18.	Non-Cumulative Deferral	Not applicable
19.	Cumulative Deferral	Applicable
20.	Additional Distribution	Applicable
21.	Issuer's Redemption Option (Condition 5(b)): Issuer's Redemption Option Period less	Yes The Issuer may, on giving not than 30 days' nor more than 60 days' prior notice to the Perpetual Securityholders, redeem all or some of the Perpetual Securities on 14 March 2023 or any Distribution Payment Date thereafter. Any partial redemption of the Perpetual Securities pursuant to Condition 5(b) shall be made (i) on a <i>pro rata</i> basis, (ii) by a drawing by ballot or (iii) in any other manner which may be agreed between the Issuer and the Trustee.

22.	Redemption for Taxation Reasons:	Yes
23.	Redemption for Accounting Reasons:	Yes
24.	Redemption for Tax Deductibility:	Yes
25.	Redemption upon a Change of Control: (Condition 5(f)):	Yes The Issuer may redeem in whole, but not in part, at any time giving no less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at the Redemption Amount (together with distribution (including any Arrears of Distribution and any Additional Distribution Amount) accrued to the date fixed for redemption), following the occurrence of a Change of Control Event.
26.	Redemption for in the case of Minimal Outstanding Amount: (Condition 5(g)):	Yes
27.	Form of Perpetual Securities:	Registered Global Certificate exchangeable for Definitive Perpetual Securities in the limited circumstances specified in the Global Certificate
28.	Talons for future Coupons to be attached to Definitive Perpetual Securities:	No
29.	Applicable TEFRA exemption:	Not Applicable
30.	Listing:	Singapore Exchange Securities Trading Limited
31.	ISIN Code:	SG7ND7000003
32.	Common Code:	179209896
33.	Clearing System(s):	The Central Depository (Pte) Limited

34.	Depository:	The Central Depository (Pte) Limited
35.	Delivery:	Delivery free of payment
36.	Method of issue of Perpetual Securities:	Individual Dealer
37.	The following Dealer is subscribing the Perpetual Securities:	Oversea-Chinese Banking Corporation Limited
38.	Stabilising Manager:	Oversea-Chinese Banking Corporation Limited
39.	Use of Proceeds:	For general corporate purposes and financing investments
40.	Private Bank Rebate/Commission:	Private bank selling commission of 0.25 per cent. of the principal amount of the Perpetual Securities allocated to private bank investors
41.	Other terms:	Please see the Appendix to this Pricing Supplement
	Details of any additions or variations to terms and conditions of the Perpetual Securities as set out in the Information Memorandum:	Not applicable
	Any additions or variations to the selling restrictions:	Not applicable

APPENDIX

The Information Memorandum shall be amended as follows:

1. The following paragraph be inserted as the last paragraph of the risk factor “*Singapore taxation risk*” appearing on page 62 of the Information Memorandum:

“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.”.

2. The following paragraph be inserted as a new paragraph after the sentence “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 is required to include such income in a return of income made under the ITA.” in the sub-section “*Taxation – Singapore Taxation – Interest and Other Payments*” appearing on page 195 of the Information Memorandum:

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

3. The following paragraph be inserted as the last paragraph of the sub-section “*Taxation – Singapore Taxation – Interest and Other Payments*” appearing on pages 192 to 197 of the Information Memorandum:

“It was announced in the Singapore Budget Statement 2018 that the QDS Plus Scheme will be allowed to lapse after 31 December 2018, but debt securities with tenures of at least 10 years which are issued on or before 31 December 2018 can continue to enjoy the tax concessions under the QDS Plus Scheme if the conditions of such scheme as set out above are satisfied.”.