

渣打國際商業銀行股份有限公司 113 年度無擔保長期次順位金融債券發行條件

**TERMS AND CONDITIONS OF STANDARD CHARTERED BANK (TAIWAN) LIMITED
2024 LONG-TERM SUBORDINATED BANK BONDS**

1. 渣打國際商業銀行股份有限公司（以下稱「本行」）113 年度無擔保長期次順位金融債券(以下稱「本債券」)係奉金融監督管理委員會 113 年 10 月 18 日金管銀外字第 1130231521 號函核准發行。
The Long-Term Subordinated Bonds (the “Bond”) issued by Standard Chartered Bank (Taiwan) Limited (the “Bank”) according to FSC approval letter number 1130231521 issued date 18 Oct 2024.
2. 發行金額：美金參億元整。
Issue Amount: USD 300 million.
3. 債權順位：本債券為無擔保次順位金融債券，本債券持有人之受償順位次於本行所有存款人及其他債權人(含主順位債券之持有人)。惟本行發生經主管機關派員接管、勒令停業清理、清算時，債券持有人就本債券及其利息之清償順位與本行普通股股東相同。
The Bond is an unsecured and subordinated note. The rights of the holder of the Bond are subordinated to depositors, and other general creditors (including the senior bondholders). However, claims in respect of the Bond and any interest accrued thereon will rank pari passu with the holders of the Bank’s common shares where the competent authority puts the Bank under receivership, appoints administrators to take over the Bank, or orders the Bank to suspend its business for special liquidation or to commence liquidation.
4. 投資風險：本債券非銀行存款，不受中央存款保險公司存款保險之保障。
Investment Risk: The Bond is not considered deposits eligible for coverage by the Central Deposit Insurance Corporation (CDIC).
5. 發行對象：本債券發行對象為渣打銀行(香港)有限公司。
Specific investor: The Bond is issued and sold to Standard Chartered Bank (Hong Kong) Limited.
6. 票面金額：本債券票面金額為美金參億元。
Face Value: The amount of the face value is USD 300,000,000
7. 發行價格：本債券於發行日依票面金額十足發行。
Issue Price: 100% of Face Value
8. 發行期間：本債券發行期限為 10 年，自 113 年 12 月 6 日發行，123 年 12 月 6 日到期。
Issue Period: 10 years. Issuance date is 6 December 2024 and maturity date is 6 December 2034.

9. 還本及付息方式：本債券按 Compounded Daily SOFR 加上 2.04%利率加碼(Margin)計息，每季付息乙次，並於到期或提前贖回時一次還本，有關本債券之還本及付息事宜將由本行自行辦理。除法規另有要求，本行應支付的所有利息不應為任何之扣減或扣繳。如扣減或扣繳之金額係由債權持有人負擔時，本行應支付額外之金額以確保債券持有人所收到之金額等於未被要求扣減或扣繳前之全部金額。

Interest Payment and Principal Repayment Method: Interest Rate is Compounded Daily SOFR+ 2.04%Margin. Interest on the Bond will be payable quarterly. The principal will be repaid in full upon maturity or early redemption. The process of interest payment and principal repayment will be conducted by the Bank All interests payable by the Bank shall be paid free and clear of all deductions or withholdings unless and to the extent that deductions or withholding is required by law, in which event such deductions or withholding should be borne by the Bondholders, but the Bank shall pay such additional amount as shall be required to ensure that the net amount received by the Bondholders will equal the full amount which would have been received by it had no such deduction or withholding been required to be made.

10. 本行應準時配合辦理利息支付及到期兌償事宜。
The Bank shall ensure the interest payment and principal repayment are made on the agreed Interest Payment Date, Redemption Date or Maturity Date as applicable.
11. 本債券為記名債券及無實體發行，並於臺灣集中保管結算所股份有限公司登錄。
The Bond shall be issued in registered and scripless form and shall be registered with the Taiwan Depository & Clearing Corporation (TDCC).
12. 提前贖回條款：本債券發行屆滿 5.5 年後，在符合下列條件之一，且經主管機關事前核准前提下，本行可以 100%價格加上應計利息行使提前贖回權（若遇假日則順延至次營業日，且以不過月為原則）；若發行期間未行使提前贖回權，則於到期日一次返還本金加上應計利息。
- a. 計算提前贖回後本行自有資本與風險性資產之比率仍符合「銀行資本適足性及資本等級管理辦法」(及其後之修訂)規定之最低比率；或
- b. 以同等或更高品質之資本工具替換原資本工具。
- 本行若欲行使提前贖回權，將於預定贖回日前 14 日通知投資人，按面額加計應付利息，全數贖回。

Early Redemption: After 5.5 years of issuance, the Bank can redeem the Bond with principal and accrued interest (postpone to the next business day if the redemption date is not a business day, but not exceed the next month) if one of the following conditions are met and the Bank obtains prior approval from the competent authority. On the Maturity Date of the Bond, the Bank shall repay principal together with accrued interest if the Bank does not exercise the right of early redemption during the Issue Period.

- a. The ratio of regulatory capital to risk-weighted assets after being redeemed shall meet the minimum rate stated in the “Regulations Governing the Capital Adequacy and Capital Category of Bank” and any amendment thereof; or
- b. Replacing the original capital instrument with a capital instrument with equivalent or higher quality.

The Bank will inform the holder of the Bond 14 days prior to the redemption date to exercise the right to redeem the Bond with aggregate principal and accrued interest.

13. 本債券之準據法為中華民國法。
The Bond shall be governed by the laws of the Republic of China.