



**BNP PARIBAS**

**BNP Paribas**

*(a public limited company (société anonyme) incorporated in France, the liability of its member is limited, primarily regulated by the Autorité de contrôle prudentiel et de résolution, and is a licensed bank regulated by the Hong Kong Monetary Authority and registered under the Securities and Futures Ordinance of Hong Kong for types 1, 4, 6 and 9 regulated activities)*

*as Issuer and Product Arranger*

**Product Booklet for  
Unlisted BNP Paribas  
Equity Linked Investments  
Linked to a Single Security with  
Potential Upside Return and  
Minimum Redemption at Maturity  
(BNP Paribas Single PUR MR ELIs)  
issued under  
Unlisted Equity Linked  
Investment Programme (Programme)**

**The BNP Paribas Single PUR MR ELIs are NOT equivalent to time deposits and are NOT capital protected. They are unlisted structured investment products embedded with derivatives. You may sustain a total loss in your investment.**

**If you are in any doubt about any of the contents of the BNP Paribas Single PUR MR ELI offering documents, you should seek independent professional advice.**

**The Securities and Futures Commission (SFC) has authorised the BNP Paribas Single PUR MR ELIs under Section 104A(1) of the Securities and Futures Ordinance (SFO) (Cap. 571, Laws of Hong Kong) and the issue of this product booklet and the indicative term sheet based on the standard format set out in Appendix A to this product booklet as part of the offering documents for the BNP Paribas Single PUR MR ELIs under Section 105(1) of the SFO. The SFC takes no responsibility for the BNP Paribas Single PUR MR ELIs or the contents of this product booklet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this product booklet. The SFC's authorisation does not imply the SFC's endorsement or recommendation of the BNP Paribas Single PUR MR ELIs referred to in this product booklet, nor does it imply that the SFC guarantees the commercial merits of the BNP Paribas Single PUR MR ELIs or their performance. The SFC's authorisation does not mean the BNP Paribas Single PUR MR ELIs are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors. Interested persons should consider obtaining independent professional advice before investing in the BNP Paribas Single PUR MR ELIs.**

## IMPORTANT

The BNP Paribas Single PUR MR ELIs are complex products. You should exercise caution in relation to the BNP Paribas Single PUR MR ELIs. You are warned that the market value of the BNP Paribas Single PUR MR ELIs may fluctuate and you may sustain a total loss of your investment. You should therefore ensure that you understand the nature of the BNP Paribas Single PUR MR ELIs and carefully study the risk warnings set out in this product booklet and other documents comprising the BNP Paribas Single PUR MR ELI offering documents (as defined below) and, where necessary, seek independent professional advice, before you decide whether to invest in the BNP Paribas Single PUR MR ELIs.

The programme memorandum (as amended and supplemented from time to time), the financial disclosure document (as amended and supplemented from time to time), this product booklet (as amended and supplemented from time to time) and the relevant indicative term sheet (together, the BNP Paribas Single PUR MR ELI offering documents) include particulars given in compliance with the Code on Unlisted Structured Investment Products (the Code) issued by the SFC for the purpose of giving information with regard to us (BNP Paribas, being the issuer and the product arranger of the BNP Paribas Single PUR MR ELIs), the programme and the BNP Paribas Single PUR MR ELIs. We (as the issuer and the product arranger) accept full responsibility for the contents of, and the completeness and accuracy of the information contained in the BNP Paribas Single PUR MR ELI offering documents and confirm, having made all reasonable enquiries, that to the best of our knowledge and belief there is no untrue or misleading statement, or other facts the omission of which would make any statement therein, untrue or misleading.

We (as the issuer and the product arranger) confirm that we meet the applicable eligibility requirements of issuers and product arrangers respectively under the Code and the BNP Paribas Single PUR MR ELIs comply with the Code.

The BNP Paribas Single PUR MR ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. If you purchase the BNP Paribas Single PUR MR ELIs, you are relying upon our creditworthiness and have no rights under the terms of the BNP Paribas Single PUR MR ELIs against the issuers of the reference stock.

**Post-sale cooling-off period pursuant to Part IV of the Code applies to the BNP Paribas Single PUR MR ELIs with an investment period of more than one year. For further details, please refer to pages 127 to 128 of this product booklet.**

All references to “we” in this product booklet mean BNP Paribas as the issuer of the BNP Paribas Single PUR MR ELIs, and the words “our” and “us” shall be construed accordingly. All references to “PRC” in this product booklet are to the People’s Republic of China, all references to “Hong Kong” in this product booklet are to the Hong Kong Special Administrative Region of the PRC, and all references to “RMB” in this product booklet are to Renminbi, the lawful currency of the PRC.

A Chinese version of this product booklet is also available from the distributor(s) and/or from our offices at 60/F., 61/F. and 63/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong. 本產品手冊的中文版本可於分銷商及／或我們之辦事處（地址為香港中環金融街8號國際金融中心二期60樓、61樓及63樓）索取。

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## KEY FACTS STATEMENT (A)

### Unlisted BNP Paribas Single PUR MR ELIs with Potential Bonus Enhancement issued by BNP Paribas ("BNP Paribas Single MR BEN ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR BEN ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR BEN ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

#### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR BEN ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR BEN ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR BEN ELIs until expiry and the BNP Paribas Single MR BEN ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR BEN ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR BEN ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR BEN ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR BEN ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR BEN ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR BEN ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **No Collateral**

The BNP Paribas Single MR BEN ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR BEN ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR BEN ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back to us your BNP Paribas Single MR BEN ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR BEN ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR BEN ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR BEN ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR BEN ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR BEN ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR BEN ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR BEN ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR BEN ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“BRRD”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR BEN ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the BNP Paribas Single MR BEN ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR BEN ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR BEN ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR BEN ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR BEN ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“FIRO”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR BEN ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR BEN ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR BEN ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP Paribas Single MR BEN ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR BEN ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR BEN ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR BEN ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR BEN ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR BEN ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR BEN ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR BEN ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR BEN ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR BEN ELIs, and/or the BNP Paribas Single MR BEN ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR BEN ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR BEN ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR BEN ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

### **Commissions**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR BEN ELIs.

### **BNP Paribas Single PUR MR ELI offering documents**

**The following documents contain detailed information about us and constitute the offering documents of the BNP Paribas Single PUR MR ELIs. You should read all of these documents before deciding whether to invest:**

- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR BEN ELIs you would like to buy;
- (ii) the programme memorandum dated 18 January 2024;
- (iii) the financial disclosure document; and
- (iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

## What are BNP Paribas Single MR BEN ELIs?

### A. Overview

- The BNP Paribas Single MR BEN ELI is an unlisted structured investment product which has a series of embedded options including an embedded put option over the reference stock.
- Potential payout under the BNP Paribas Single MR BEN ELI is linked to the performance of the reference stock on the expiry date. The reference stock can be shares in a company or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“HKD”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR BEN ELIs — please ask your distributor what reference stock is available.
- You can buy a BNP Paribas Single MR BEN ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR BEN ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR BEN ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR BEN ELIs. In both cases, the finalised terms of the BNP Paribas Single MR BEN ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

### B. At expiry — cash settlement only

- If the BNP Paribas Single MR BEN ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR BEN ELIs, the settlement amount will depend on the closing price of the reference stock on the expiry date compared to the coupon barrier price and exercise price. The coupon barrier price and exercise price of the reference stock may be expressed as a specified percentage of the initial spot price in the relevant indicative term sheet. The coupon barrier price of the reference stock will always be set at a price equal to or higher than the exercise price, and the exercise price of the reference stock will always be set at a price equal to or lower than the initial spot price.
- (1) If the closing price of the reference stock on the expiry date is **at or above** the coupon barrier price, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the potential bonus enhancement amount (less any cash settlement expenses).

The potential bonus enhancement amount for each BNP Paribas Single MR BEN ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Bonus enhancement rate}$$

The bonus enhancement rate is the higher of:

- (i) the bonus coupon rate as specified in the relevant term sheet; and
- (ii) the performance coupon rate as calculated as follows:

$$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$$

The bonus coupon rate will be a percentage as set out in the relevant term sheet, and will be set at a rate which is higher than or equal to 0%.

**You should note that you will not receive any potential bonus enhancement amount on the settlement date (i) if the closing price of the reference stock on the expiry date is below the coupon barrier price or (ii) in the case where the coupon barrier price is set at a level equal to or lower than the initial spot price and the bonus coupon rate is set at 0%, if the closing price of the reference stock on the expiry date is at or below the initial spot price.**

- (2) If the closing price of the reference stock on the expiry date is **below** the coupon barrier price but is **at or above** the exercise price, you will receive on the settlement date a cash amount equal to the nominal amount (less any cash settlement expenses).

This scenario will not occur if the coupon barrier price of the reference stock is set at a price equal to the exercise price.

- (3) If the closing price of the reference stock on the expiry date is **below** the exercise price, you will receive on the settlement date a cash amount equal to the redemption amount calculated as follows:

$$\text{Nominal amount} \times \text{Alternate redemption level}$$

The alternate redemption level is the higher of:

- (i) the minimum redemption level as specified in the relevant term sheet; and
- (ii) the percentage calculated in accordance with the following formula:

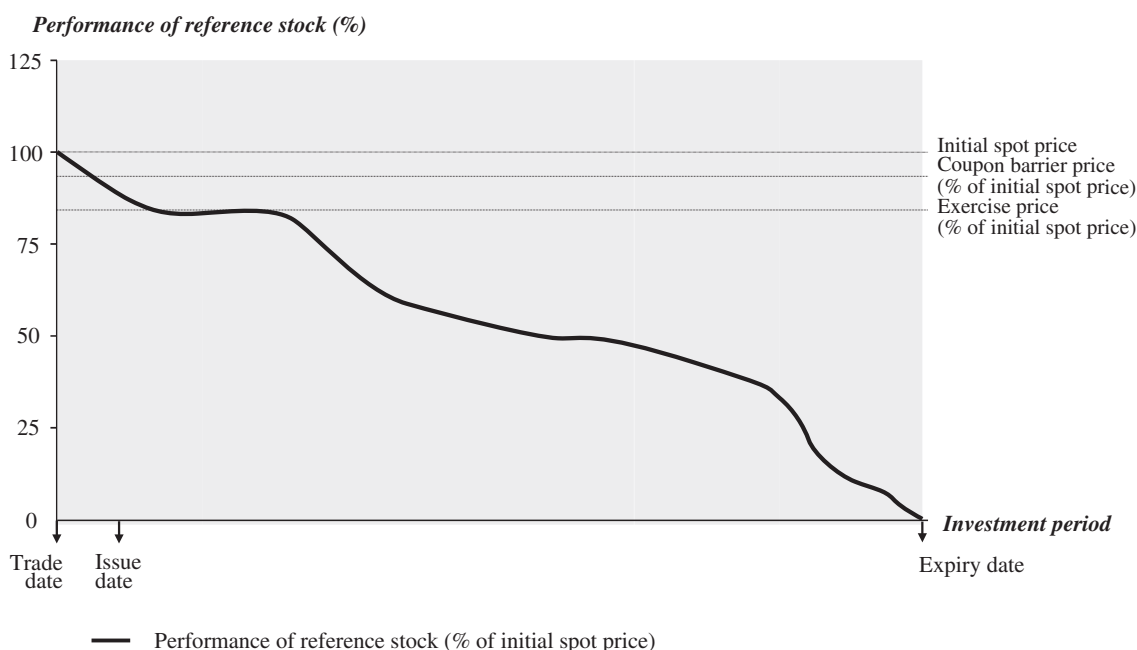
$$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$$

**The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

### Worst case scenario

*The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR BEN ELIs.*





The above scenario assumes that the minimum redemption level is 50%.

The above scenario illustrates that the reference stock on the expiry date closes below the exercise price and has dropped to zero. Accordingly, you will receive, on the settlement date, a cash amount equal to the redemption amount (being the nominal amount multiplied by the alternate redemption level, which in this case is equal to the minimum redemption level).

**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR BEN ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR BEN ELIs work.

### **Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR BEN ELIs**

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR BEN ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR BEN ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

### **What charges do I have to pay?**

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR BEN ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**

### **How can I buy the BNP Paribas Single MR BEN ELIs?**

If you would like to buy the BNP Paribas Single MR BEN ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR BEN ELIs we offer and the application procedures. Please refer to the sub-section headed "How Can I Buy the BNP Paribas Single PUR MR ELIs?" on page 126 of this product booklet.

### **Is there a post-sale cooling-off period for the BNP Paribas Single MR BEN ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR BEN ELIs purchase order for BNP Paribas Single MR BEN ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR BEN ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR BEN ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR BEN ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the "post-sale cooling-off period"). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.

If you submit your instructions to cancel the BNP Paribas Single MR BEN ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.

If you submit your instructions to unwind the BNP Paribas Single MR BEN ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR BEN ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.

**Is there any market making arrangement for the BNP Paribas Single MR BEN ELIs before expiry?**

If you have purchased a BNP Paribas Single MR BEN ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR BEN ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR BEN ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR BEN ELIs (on a per BNP Paribas Single MR BEN ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR BEN ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR BEN ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR BEN ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR BEN ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

**Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR BEN ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## KEY FACTS STATEMENT (B)

### Unlisted BNP Paribas Single PUR MR ELIs with Potential Bonus Enhancement and Without Exercise Price issued by BNP Paribas ("BNP Paribas Single MR BEN WOEP ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR BEN WOEP ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR BEN WOEP ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

#### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR BEN WOEP ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR BEN WOEP ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR BEN WOEP ELIs until expiry and the BNP Paribas Single MR BEN WOEP ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR BEN WOEP ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR BEN WOEP ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR BEN WOEP ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR BEN WOEP ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR BEN WOEP ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR BEN WOEP ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **You may not receive any potential bonus enhancement amount and payment of a potential bonus enhancement amount does not automatically result in a gain scenario**

The potential bonus enhancement amount is only payable if certain conditions are met and may not be payable at all. You will not receive any potential bonus enhancement amount on the settlement date (i) if the closing price of the reference stock on the expiry date is below the coupon barrier price or (ii) in the case where the coupon barrier price is set at a level equal to or lower than the initial spot price and the bonus coupon rate is set at 0%, if the closing price of the reference stock on the expiry date is at or below the initial spot price. **You should also note that payment of a potential bonus enhancement amount does not automatically result in a gain scenario. You will still suffer a loss if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential bonus enhancement amount (if any) is less than your initial investment amount.**

- **No Collateral**

The BNP Paribas Single MR BEN WOEP ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR BEN WOEP ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR BEN WOEP ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back to us your BNP Paribas Single MR BEN WOEP ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR BEN WOEP ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR BEN WOEP ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR BEN WOEP ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR BEN WOEP ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR BEN WOEP ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR BEN WOEP ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR BEN WOEP ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR BEN WOEP ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“**BRRD**”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR BEN WOEP ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the BNP Paribas Single MR BEN WOEP ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR BEN WOEP ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR BEN WOEP ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR BEN WOEP ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR BEN WOEP ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“**FIRO**”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR BEN WOEP ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR BEN WOEP ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR BEN WOEP ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP Paribas Single MR BEN WOEP ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR BEN WOEP ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR BEN WOEP ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR BEN WOEP ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR BEN WOEP ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR BEN WOEP ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR BEN WOEP ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR BEN WOEP ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR BEN WOEP ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR BEN WOEP ELIs, and/or the BNP Paribas Single MR BEN WOEP ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR BEN WOEP ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR BEN WOEP ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR BEN WOEP ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

## Commissions

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR BEN WOEP ELIs.

## BNP Paribas Single PUR MR ELI offering documents

**The following documents contain detailed information about us and constitute the offering documents of the BNP Paribas Single PUR MR ELIs. You should read all of these documents before deciding whether to invest:**

- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR BEN WOEP ELIs you would like to buy;
- (ii) the programme memorandum dated 18 January 2024;
- (iii) the financial disclosure document; and
- (iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

## What are BNP Paribas Single MR BEN WOEP ELIs ?

### A. Overview

- The BNP Paribas Single MR BEN WOEP ELI is an unlisted structured investment product which has a series of embedded options including an embedded call option over the reference stock.
- Potential payout under the BNP Paribas Single MR BEN WOEP ELI is linked to the performance of the reference stock on the expiry date. The reference stock can be shares in a company or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“HKD”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR BEN WOEP ELIs — please ask your distributor what reference stock is available.
- You can buy a BNP Paribas Single MR BEN WOEP ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR BEN WOEP ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR BEN WOEP ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR BEN WOEP ELIs. In both cases, the finalised terms of the BNP Paribas Single MR BEN WOEP ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

## B. At expiry — cash settlement only

- If the BNP Paribas Single MR BEN WOEP ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR BEN WOEP ELIs, the settlement amount will depend on the closing price of the reference stock on the expiry date compared to the coupon barrier price. The coupon barrier price of the reference stock may be expressed as a specified percentage of the initial spot price in the relevant indicative term sheet.
- (1) If the closing price of the reference stock on the expiry date is **at or above** the coupon barrier price, you will receive on the settlement date a cash amount equal to the sum of (i) the redemption amount and (ii) the potential bonus enhancement amount (less any cash settlement expenses).

The redemption amount for each BNP Paribas Single MR BEN WOEP ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Minimum redemption level}$$

**The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.**

The potential bonus enhancement amount for each BNP Paribas Single MR BEN WOEP ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Bonus enhancement rate}$$

The bonus enhancement rate is the higher of:

- (i) the bonus coupon rate as specified in the relevant term sheet; and
- (ii) the performance coupon rate as calculated as follows:

$$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$$

The bonus coupon rate will be a percentage as set out in the relevant term sheet, and will be set at a rate which is higher than or equal to 0%.

**You should note that you will not receive any potential bonus enhancement amount on the settlement date (i) if the closing price of the reference stock on the expiry date is below the coupon barrier price or (ii) in the case where the coupon barrier price is set at a level equal to or lower than the initial spot price and the bonus coupon rate is set at 0%, if the closing price of the reference stock on the expiry date is at or below the initial spot price.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the bonus enhancement rate are set. The payment of a potential bonus enhancement amount (if any) does not automatically result in a gain scenario. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss in this scenario if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential bonus enhancement amount (if any) is less than your original investment amount.**

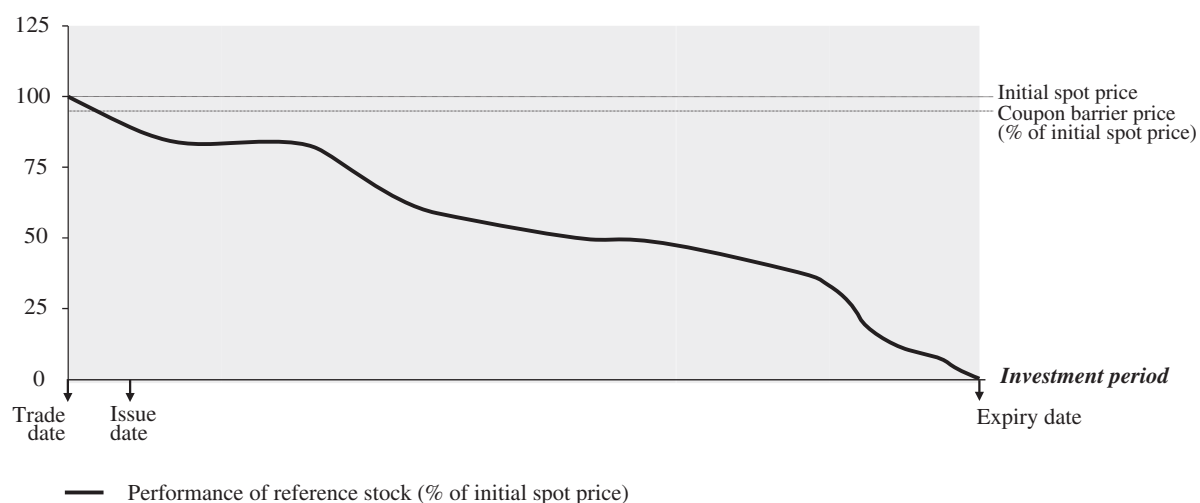
- (2) If the closing price of the reference stock on the expiry date is **below** the coupon barrier price, you will receive on the settlement date a cash amount equal to the redemption amount (less any cash settlement expenses).

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

## Worst case scenario

The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR BEN WOEP ELIs.

### Performance of reference stock (%)



The above scenario assumes that the minimum redemption level is 50%.

The above scenario illustrates that the reference stock on the expiry date closes below the coupon barrier price and has dropped to zero. Accordingly, you will receive, on the settlement date, a cash amount equal to the redemption amount (being the nominal amount multiplied by the minimum redemption level).

**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR BEN WOEP ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR BEN WOEP ELIs work.

## Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR BEN WOEP ELIs

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR BEN WOEP ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR BEN WOEP ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

## What charges do I have to pay?

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR BEN WOEP ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**



### **How can I buy the BNP Paribas Single MR BEN WOEP ELIs?**

If you would like to buy the BNP Paribas Single MR BEN WOEP ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR BEN WOEP ELIs we offer and the application procedures. Please refer to the sub-section headed “How Can I Buy the BNP Paribas Single PUR MR ELIs?” on page 126 of this product booklet.

### **Is there a post-sale cooling-off period for the BNP Paribas Single MR BEN WOEP ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR BEN WOEP ELIs purchase order for BNP Paribas Single MR BEN WOEP ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR BEN WOEP ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR BEN WOEP ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR BEN WOEP ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the “post-sale cooling-off period”). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.

If you submit your instructions to cancel the BNP Paribas Single MR BEN WOEP ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.

If you submit your instructions to unwind the BNP Paribas Single MR BEN WOEP ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR BEN WOEP ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.

### **Is there any market making arrangement for the BNP Paribas Single MR BEN WOEP ELIs before expiry?**

If you have purchased a BNP Paribas Single MR BEN WOEP ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR BEN WOEP ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR BEN WOEP ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR BEN WOEP ELIs (on a per BNP Paribas Single MR BEN WOEP ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR BEN WOEP ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR BEN WOEP ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR BEN WOEP ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR BEN WOEP ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

#### **Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR BEN WOEP ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## KEY FACTS STATEMENT (C)

### Unlisted BNP Paribas Single PUR MR ELIs with Potential Bonus Enhancement and Daily Knock-in Feature issued by BNP Paribas ("BNP Paribas Single MR BEN DKI ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR BEN DKI ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR BEN DKI ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

#### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR BEN DKI ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR BEN DKI ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR BEN DKI ELIs until expiry and the BNP Paribas Single MR BEN DKI ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR BEN DKI ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR BEN DKI ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR BEN DKI ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR BEN DKI ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR BEN DKI ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR BEN DKI ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **No Collateral**

The BNP Paribas Single MR BEN DKI ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR BEN DKI ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR BEN DKI ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back to us your BNP Paribas Single MR BEN DKI ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR BEN DKI ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR BEN DKI ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR BEN DKI ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR BEN DKI ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR BEN DKI ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR BEN DKI ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR BEN DKI ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR BEN DKI ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“BRRD”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR BEN DKI ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the BNP Paribas Single MR BEN DKI ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR BEN DKI ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR BEN DKI ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR BEN DKI ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR BEN DKI ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“FIRO”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR BEN DKI ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR BEN DKI ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR BEN DKI ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP Paribas Single MR BEN DKI ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR BEN DKI ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR BEN DKI ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR BEN DKI ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR BEN DKI ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR BEN DKI ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR BEN DKI ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR BEN DKI ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR BEN DKI ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR BEN DKI ELIs, and/or the BNP Paribas Single MR BEN DKI ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR BEN DKI ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR BEN DKI ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR BEN DKI ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

## **Commissions**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR BEN DKI ELIs.

## **BNP Paribas Single PUR MR ELI offering documents**

**The following documents contain detailed information about us and constitute the offering documents of the BNP Paribas Single PUR MR ELIs. You should read all of these documents before deciding whether to invest:**

- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR BEN DKI ELIs you would like to buy;
- (ii) the programme memorandum dated 18 January 2024;
- (iii) the financial disclosure document; and
- (iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

## **What are BNP Paribas Single MR BEN DKI ELIs ?**

### **A. Overview**

- The BNP Paribas Single MR BEN DKI ELI is an unlisted structured investment product which has a series of embedded options including an embedded conditional put option over the reference stock.
- Potential payout under the BNP Paribas Single MR BEN DKI ELI is linked to the performance of the reference stock on each relevant scheduled trading day. The reference stock can be shares in a company or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“**HKD**”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR BEN DKI ELIs — please ask your distributor what reference stock is available.
- You can buy a BNP Paribas Single MR BEN DKI ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR BEN DKI ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR BEN DKI ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR BEN DKI ELIs. In both cases, the finalised terms of the BNP Paribas Single MR BEN DKI ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

**B. At expiry — cash settlement only**

- If the BNP Paribas Single MR BEN DKI ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR BEN DKI ELIs, the settlement amount will depend on:
  - (i) whether a daily knock-in event has occurred. A daily knock-in event occurs if the closing price of the reference stock on **any** knock-in event date, which is set as each scheduled trading day during the period as specified in the relevant term sheet, is **below** the knock-in price. The knock-in price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The knock-in price will always be set at a level which is lower than or equal to the exercise price; and
  - (ii) if a daily knock-in event has occurred, the closing price of the reference stock on the expiry date compared to the exercise price. The exercise price of the reference stock may be expressed as a specified percentage of the initial spot price in the relevant indicative term sheet. The exercise price of the reference stock will always be set at a price equal to or lower than the initial spot price.
- (1) If a daily knock-in event **has not occurred** on any knock-in event date, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the potential bonus enhancement amount (less any cash settlement expenses).

The potential bonus enhancement amount for each BNP Paribas Single MR BEN DKI ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Bonus enhancement rate}$$

The bonus enhancement rate is the higher of:

- (i) the bonus coupon rate as specified in the relevant term sheet; and
- (ii) the performance coupon rate.

The performance coupon rate is the higher of:

- (i) 0; and
- (ii) the rate calculated as follows:

$$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$$

The bonus coupon rate will be a percentage as set out in the relevant term sheet, and will be set at a rate which is higher than or equal to 0%.

**You should note that you will not receive any potential bonus enhancement amount on the settlement date (i) if a daily knock-in event has occurred on a knock-in event date or (ii) if a daily knock-in event has not occurred on a knock-in event date, the closing price of the reference stock on the expiry date is at or below the initial spot price and the bonus coupon rate is set at 0%.**

- (2) If a daily knock-in event **has occurred** on a knock-in event date and the closing price of the reference stock on the expiry date is **above** the initial spot price, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the potential performance coupon amount (if any) (less any cash settlement expenses).

The potential performance coupon amount for each BNP Paribas Single MR BEN DKI ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Performance coupon rate}$$

**You should note that you will not receive any potential performance coupon amount on the settlement date if the closing price of the reference stock on the expiry date is equal to or below the initial spot price.**

- (3) If a daily knock-in event **has occurred** on a knock-in event date and the closing price of the reference stock on the expiry date is **at or below** the initial spot price but is **at or above** the exercise price, you will receive on the settlement date a cash amount equal to the nominal amount (less any cash settlement expenses).
- (4) If a daily knock-in event **has occurred** on a knock-in event date and the closing price of the reference stock on the expiry date is **below** the exercise price, you will receive on the settlement date a cash amount equal to the redemption amount calculated as follows:

$$\text{Nominal amount} \times \text{Alternate redemption level}$$

The alternate redemption level is the higher of:

- (i) the minimum redemption level as specified in the relevant term sheet; and
- (ii) the percentage calculated in accordance with the following formula:

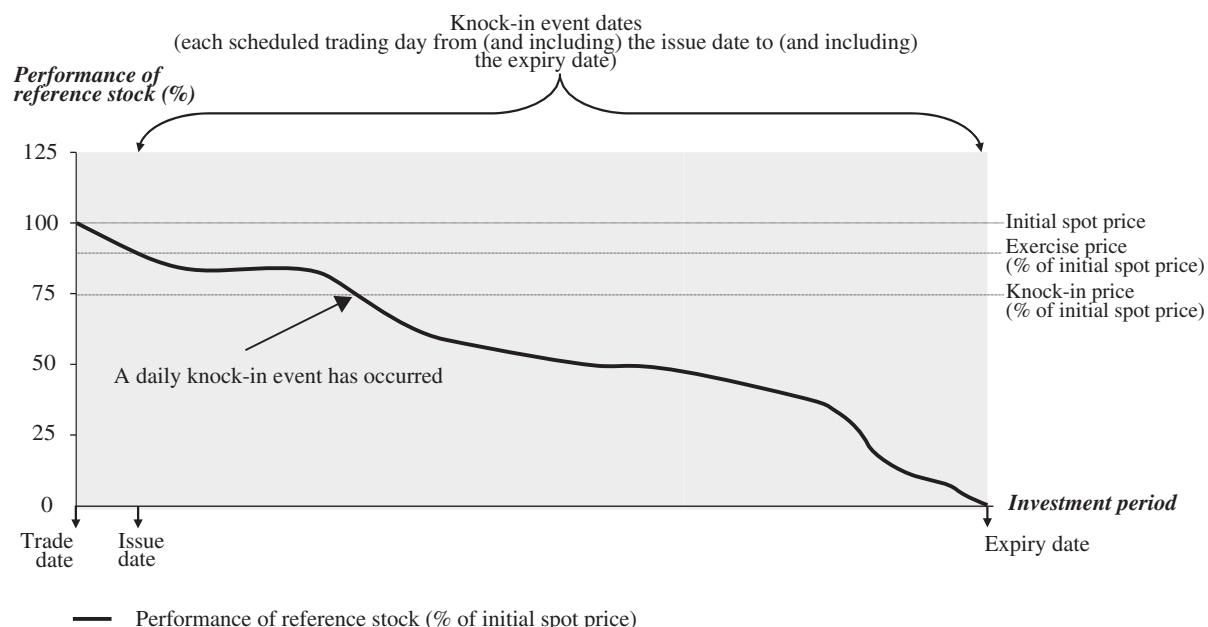
$$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$$

**The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

### Worst case scenario

*The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR BEN DKI ELLs.*



The above scenario assumes that the minimum redemption level is 50%.

The above scenario illustrates that the reference stock on certain knock-in event dates closes below the knock-in price, therefore a daily knock-in event occurs and the reference stock on the expiry date closes below the exercise price and has dropped to zero. Accordingly, you will receive, on the settlement date, a cash amount equal to the redemption amount (being the nominal amount multiplied by the alternate redemption level, which in this case is equal to the minimum redemption level).



**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR BEN DKI ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR BEN DKI ELIs work.

### **Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR BEN DKI ELIs**

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR BEN DKI ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR BEN DKI ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

### **What charges do I have to pay?**

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR BEN DKI ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**

### **How can I buy the BNP Paribas Single MR BEN DKI ELIs?**

If you would like to buy the BNP Paribas Single MR BEN DKI ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR BEN DKI ELIs we offer and the application procedures. Please refer to the sub-section headed "How Can I Buy the BNP Paribas Single PUR MR ELIs?" on page 126 of this product booklet.

### **Is there a post-sale cooling-off period for the BNP Paribas Single MR BEN DKI ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR BEN DKI ELIs purchase order for BNP Paribas Single MR BEN DKI ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR BEN DKI ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR BEN DKI ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR BEN DKI ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the "post-sale cooling-off period"). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.

If you submit your instructions to cancel the BNP Paribas Single MR BEN DKI ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.

If you submit your instructions to unwind the BNP Paribas Single MR BEN DKI ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR BEN DKI ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.

**Is there any market making arrangement for the BNP Paribas Single MR BEN DKI ELIs before expiry?**

If you have purchased a BNP Paribas Single MR BEN DKI ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR BEN DKI ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR BEN DKI ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR BEN DKI ELIs (on a per BNP Paribas Single MR BEN DKI ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR BEN DKI ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR BEN DKI ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR BEN DKI ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR BEN DKI ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

**Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR BEN DKI ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## KEY FACTS STATEMENT (D)

### Unlisted BNP Paribas Single PUR MR ELIs with Potential Bonus Enhancement and At-Expiry Knock-in Feature issued by BNP Paribas ("BNP Paribas Single MR BEN EKI ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR BEN EKI ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR BEN EKI ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

#### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR BEN EKI ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR BEN EKI ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR BEN EKI ELIs until expiry and the BNP Paribas Single MR BEN EKI ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR BEN EKI ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR BEN EKI ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR BEN EKI ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR BEN EKI ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR BEN EKI ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR BEN EKI ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **No Collateral**

The BNP Paribas Single MR BEN EKI ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR BEN EKI ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR BEN EKI ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back to us your BNP Paribas Single MR BEN EKI ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR BEN EKI ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR BEN EKI ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR BEN EKI ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR BEN EKI ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR BEN EKI ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR BEN EKI ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR BEN EKI ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR BEN EKI ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“BRRD”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR BEN EKI ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the BNP Paribas Single MR BEN EKI ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR BEN EKI ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR BEN EKI ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR BEN EKI ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR BEN EKI ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“FIRO”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR BEN EKI ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR BEN EKI ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR BEN EKI ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP Paribas Single MR BEN EKI ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR BEN EKI ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR BEN EKI ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR BEN EKI ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR BEN EKI ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR BEN EKI ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR BEN EKI ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR BEN EKI ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR BEN EKI ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR BEN EKI ELIs, and/or the BNP Paribas Single MR BEN EKI ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR BEN EKI ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR BEN EKI ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR BEN EKI ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

### **Commissions**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR BEN EKI ELIs.

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- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR BEN EKI ELIs you would like to buy;
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- (iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

### **What are BNP Paribas Single MR BEN EKI ELIs ?**

#### **A. Overview**

- The BNP Paribas Single MR BEN EKI ELI is an unlisted structured investment product which has a series of embedded options including an embedded conditional put option over the reference stock.
- Potential payout under the BNP Paribas Single MR BEN EKI ELI is linked to the performance of the reference stock on the expiry date. The reference stock can be shares in a company or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“**HKD**”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR BEN EKI ELIs — please ask your distributor what reference stock is available.
- You can buy a BNP Paribas Single MR BEN EKI ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR BEN EKI ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR BEN EKI ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR BEN EKI ELIs. In both cases, the finalised terms of the BNP Paribas Single MR BEN EKI ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

#### **B. At expiry — cash settlement only**

- If the BNP Paribas Single MR BEN EKI ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR BEN EKI ELIs, the settlement amount will depend on whether an at-expiry knock-in event has occurred. An at-expiry knock-in event occurs if the closing price of the reference stock on the knock-in event date, which is set as the expiry date, is **below** the knock-in price. The knock-in price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The knock-in price will always be set at a level which is lower than or equal to the exercise price.
- (1) If an at-expiry knock-in event **has not occurred** on the knock-in event date (i.e. the expiry date), you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the potential bonus enhancement amount (less any cash settlement expenses).

The potential bonus enhancement amount for each BNP Paribas Single MR BEN EKI ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Bonus enhancement rate}$$

The bonus enhancement rate is the higher of:

- (i) the bonus coupon rate as specified in the relevant term sheet; and
- (ii) the performance coupon rate as calculated as follows:

$$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$$

The bonus coupon rate will be a percentage as set out in the relevant term sheet, and will be set at a rate which is higher than or equal to 0%.

**You should note that you will not receive any potential bonus enhancement amount on the settlement date (i) if an at-expiry knock-in event has occurred on the knock-in event date or (ii) if an at-expiry knock-in event has not occurred, the closing price of the reference stock on the expiry date is at or below the initial spot price and the bonus coupon rate is set at 0%.**

- (2) If an at-expiry knock-in event **has occurred** on the knock-in event date (i.e. the expiry date), you will receive on the settlement date a cash amount equal to the redemption amount calculated as follows:

$$\text{Nominal amount} \times \text{Alternate redemption level}$$

The alternate redemption level is the higher of:

- (i) the minimum redemption level as specified in the relevant term sheet; and
- (ii) the percentage calculated in accordance with the following formula:

$$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$$

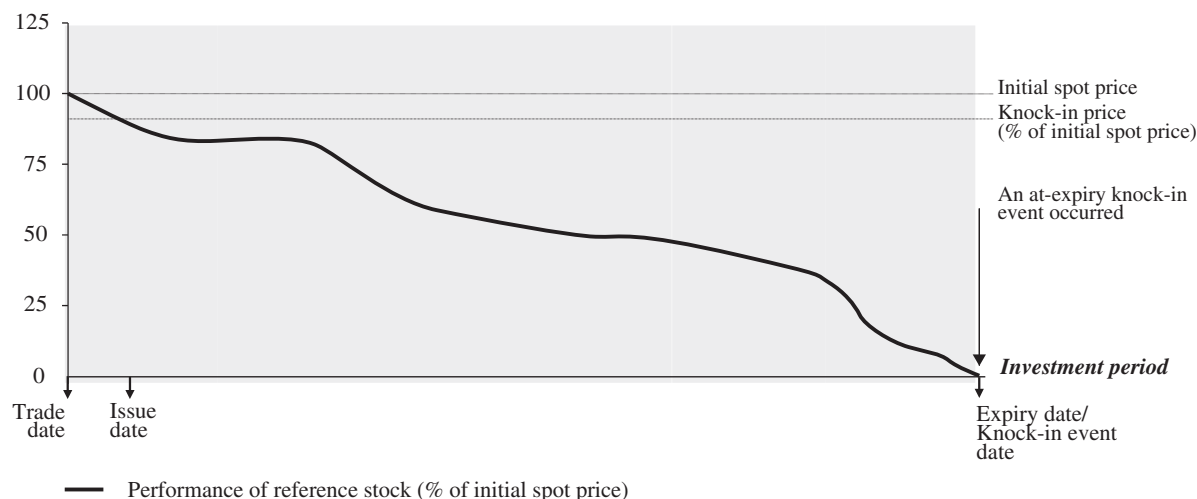
**The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

### Worst case scenario

*The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR BEN EKI ELIs.*

**Performance of reference stock (%)**



The above scenario assumes that the minimum redemption level is 50%.

The above scenario illustrates that the reference stock on the knock-in event date, also being the expiry date, closes below the knock-in price and has dropped to zero, therefore an at-expiry knock-in event occurs. Accordingly, you will receive, on the settlement date, a cash amount equal to the redemption amount (being the nominal amount multiplied by the alternate redemption level, which in this case is equal to the minimum redemption level).

**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR BEN EKI ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR BEN EKI ELIs work.

### **Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR BEN EKI ELIs**

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR BEN EKI ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR BEN EKI ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

### **What charges do I have to pay?**

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR BEN EKI ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**

### **How can I buy the BNP Paribas Single MR BEN EKI ELIs?**

If you would like to buy the BNP Paribas Single MR BEN EKI ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR BEN EKI ELIs we offer and the application procedures. Please refer to the sub-section headed "How Can I Buy the BNP Paribas Single PUR MR ELIs?" on page 126 of this product booklet.

### **Is there a post-sale cooling-off period for the BNP Paribas Single MR BEN EKI ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR BEN EKI ELIs purchase order for BNP Paribas Single MR BEN EKI ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR BEN EKI ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR BEN EKI ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR BEN EKI ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the "post-sale cooling-off period"). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.



If you submit your instructions to cancel the BNP Paribas Single MR BEN EKI ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.

If you submit your instructions to unwind the BNP Paribas Single MR BEN EKI ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR BEN EKI ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.

### **Is there any market making arrangement for the BNP Paribas Single MR BEN EKI ELIs before expiry?**

If you have purchased a BNP Paribas Single MR BEN EKI ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR BEN EKI ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR BEN EKI ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR BEN EKI ELIs (on a per BNP Paribas Single MR BEN EKI ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR BEN EKI ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR BEN EKI ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR BEN EKI ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR BEN EKI ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

### **Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR BEN EKI ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## KEY FACTS STATEMENT (E)

### Unlisted BNP Paribas Single PUR MR ELIs with Knock-out Barrier Feature issued by BNP Paribas ("BNP Paribas Single MR Knock Out ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR Knock Out ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR Knock Out ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR Knock Out ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR Knock Out ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR Knock Out ELIs until expiry and the BNP Paribas Single MR Knock Out ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR Knock Out ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR Knock Out ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR Knock Out ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR Knock Out ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR Knock Out ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR Knock Out ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **Capped maximum potential gain**

The maximum potential gain under the BNP Paribas Single MR Knock Out ELIs is capped regardless of how well the reference stock performs. It is possible that you will not receive any potential gain at all. For more information, please refer to the "Risk Warnings" section of this product booklet.

- **No Collateral**

The BNP Paribas Single MR Knock Out ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR Knock Out ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR Knock Out ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back to us your BNP**

**Paribas Single MR Knock Out ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR Knock Out ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR Knock Out ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR Knock Out ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR Knock Out ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR Knock Out ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR Knock Out ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR Knock Out ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR Knock Out ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“**BRRD**”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR Knock Out ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the BNP Paribas Single MR Knock Out ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR Knock Out ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR Knock Out ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR Knock Out ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR Knock Out ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“**FIRO**”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR Knock Out ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR Knock Out ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR Knock Out ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP

Paribas Single MR Knock Out ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR Knock Out ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR Knock Out ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR Knock Out ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR Knock Out ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR Knock Out ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR Knock Out ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR Knock Out ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR Knock Out ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR Knock Out ELIs, and/or the BNP Paribas Single MR Knock Out ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR Knock Out ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR Knock Out ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR Knock Out ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

### **Commissions**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR Knock Out ELIs.

### **BNP Paribas Single PUR MR ELI offering documents**

**The following documents contain detailed information about us and constitute the offering documents of the BNP Paribas Single PUR MR ELIs. You should read all of these documents before deciding whether to invest:**

- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR Knock Out ELIs you would like to buy;

(ii) the programme memorandum dated 18 January 2024;

(iii) the financial disclosure document; and

(iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

## **What are BNP Paribas Single MR Knock Out ELIs?**

### **A. Overview**

- The BNP Paribas Single MR Knock Out ELI is an unlisted structured investment product which has a series of embedded options including an embedded conditional call option over the reference stock.
- Potential payout under the BNP Paribas Single MR Knock Out ELI is linked to the performance of the reference stock on each relevant scheduled trading day. The reference stock can be shares in a company or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“**HKD**”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR Knock Out ELIs — please ask your distributor what reference stock is available.
- You can buy a BNP Paribas Single MR Knock Out ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR Knock Out ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR Knock Out ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR Knock Out ELIs. In both cases, the finalised terms of the BNP Paribas Single MR Knock Out ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

### **B. At expiry — cash settlement only**

- If the BNP Paribas Single MR Knock Out ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR Knock Out ELIs, the settlement amount will depend on:
  - (i) whether a knock-out barrier event has occurred. A knock-out barrier event occurs if the closing price of the reference stock on **any** knock-out barrier event date, which is set as each scheduled trading day during the period as specified in the relevant term sheet, is (i) **above**, or (ii) **at or above**, as the case may be as specified in the relevant term sheet, the knock-out barrier price. The knock-out barrier price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The knock-out barrier price will always be set at a level which is higher than the initial spot price; and
  - (ii) if a knock-out barrier event has not occurred, the closing price of the reference stock on the expiry date compared to the exercise price. The exercise price of the reference stock is set at a specified percentage of the initial spot price in the relevant indicative term sheet. The exercise price of the reference stock will always be set at a price equal to or lower than the initial spot price.

- (1) If a knock-out barrier event **has occurred** on a knock-out barrier event date, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the knock-out barrier coupon amount (less any cash settlement expenses).

The knock-out barrier coupon amount for each BNP Paribas Single MR Knock Out ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Knock-out barrier coupon rate}$$

The knock-out barrier coupon rate will be a percentage as set out in the relevant indicative term sheet, and will be set at a rate which is higher than or equal to 0%. **You should note that you will not receive any knock-out barrier coupon amount if the knock-out barrier coupon rate is set as 0%.**

- (2) If a knock-out barrier event **has not occurred** on any knock-out barrier event date and the closing price of the reference stock on the expiry date is **at or above** the exercise price, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the potential performance coupon amount (less any cash settlement expenses).

The potential performance coupon amount for each BNP Paribas Single MR Knock Out ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Performance coupon rate}$$

The performance coupon rate is the higher of:

- (i) 0; and  
(ii) the rate calculated as follows:

$$\frac{(\text{Closing price of the reference stock on the expiry date}^* - \text{participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

The participation strike price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The participation strike price will always be set at a level which is equal to or higher than the exercise price.

The participation ratio will be a rate as set out in the relevant term sheet, and will be set at a level which is above 0%. You should note that if the participation ratio is set at a rate below 100%, the potential performance coupon amount will be less than the amount calculated based on the division between (i) the price difference between the closing price of the reference stock on the expiry date and the participation strike price and (ii) the initial spot price.

**You should note that you will not receive any potential performance coupon amount on the settlement date if a knock-out barrier event has occurred on a knock-out barrier event date or if the closing price of the reference stock on the expiry date is equal to or below the participation strike price.**

**\* You should also note that in this scenario, the closing price of the reference stock on the expiry date will always be (i) below, or (ii) at or below, as the case may be, the knock-out barrier price (otherwise a knock-out barrier event will occur and no potential performance coupon amount will be payable). Therefore, the maximum potential performance coupon amount will be capped at an amount calculated based on the multiple of (i) the division between (a) the price difference between the knock-out barrier price and the participation strike price and (b) the initial spot price, (ii) the nominal amount and (iii) the applicable participation ratio.**

- (3) If a knock-out barrier event **has not occurred** on any knock-out barrier event date and the closing price of the reference stock on the expiry date is **below** the exercise price, you will receive on the settlement date a cash amount equal to the redemption amount calculated as follows:

$$\text{Nominal amount} \times \text{Alternate redemption level}$$

The alternate redemption level is the higher of:

- (i) the minimum redemption level as specified in the relevant term sheet; and

(ii) the percentage calculated in accordance with the following formula:

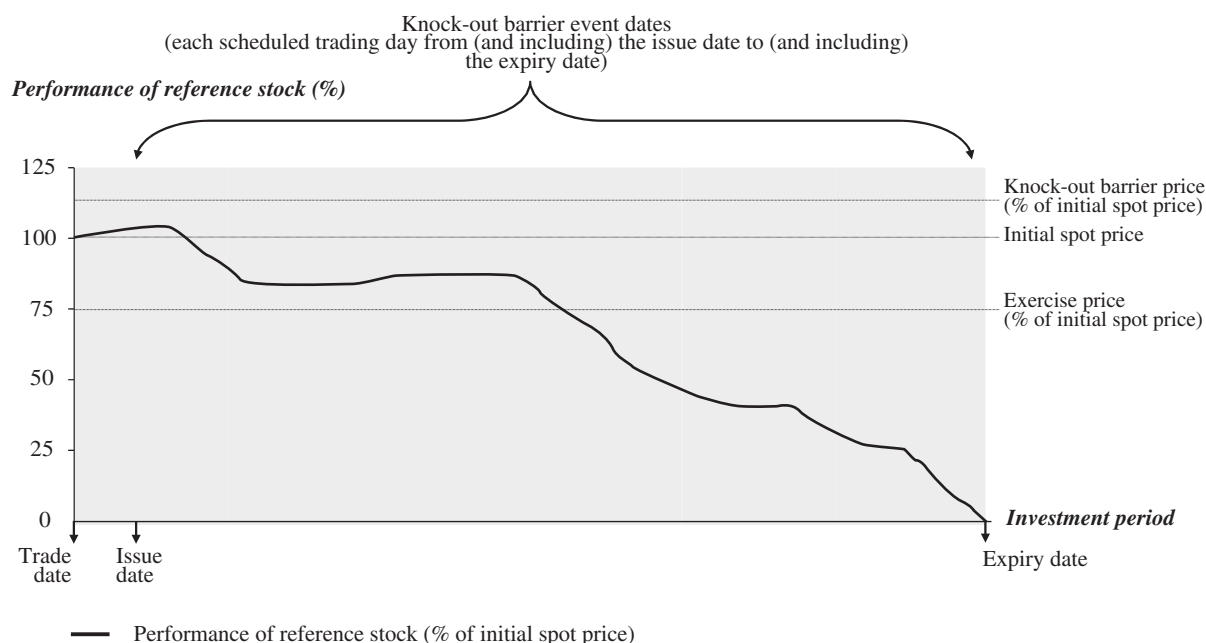
$$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$$

**The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

### Worst case scenario

*The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR Knock Out ELIs.*



The above scenario assumes that the minimum redemption level is 50%.

The above scenario illustrates that a knock-out barrier event has not occurred on any knock-out barrier event date and the closing price of the reference stock on the expiry date is below the exercise price and has dropped to zero. Accordingly, you will only receive a cash amount equal to the redemption amount (being the nominal amount multiplied by the alternate redemption level, which in this case is equal to the minimum redemption level) on the settlement date.

**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR Knock Out ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR Knock Out ELIs work.

## **Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR Knock Out ELIs**

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR Knock Out ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR Knock Out ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

## **What charges do I have to pay?**

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR Knock Out ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**

## **How can I buy the BNP Paribas Single MR Knock Out ELIs?**

If you would like to buy the BNP Paribas Single MR Knock Out ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR Knock Out ELIs we offer and the application procedures. Please refer to the sub-section headed "How Can I Buy the BNP Paribas Single PUR MR ELIs?" on page 126 of this product booklet.

## **Is there a post-sale cooling-off period for the BNP Paribas Single MR Knock Out ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR Knock Out ELIs purchase order for BNP Paribas Single MR Knock Out ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR Knock Out ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR Knock Out ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR Knock Out ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the "post-sale cooling-off period"). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.

If you submit your instructions to cancel the BNP Paribas Single MR Knock Out ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.

If you submit your instructions to unwind the BNP Paribas Single MR Knock Out ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR Knock Out ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.



**Is there any market making arrangement for the BNP Paribas Single MR Knock Out ELIs before expiry?**

If you have purchased a BNP Paribas Single MR Knock Out ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR Knock Out ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR Knock Out ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR Knock Out ELIs (on a per BNP Paribas Single MR Knock Out ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR Knock Out ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR Knock Out ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR Knock Out ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR Knock Out ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

**Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR Knock Out ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## KEY FACTS STATEMENT (F)

### Unlisted BNP Paribas Single PUR MR ELIs with Knock-out Barrier Feature and Without Exercise Price issued by BNP Paribas ("BNP Paribas Single MR Knock Out WOEP ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR Knock Out WOEP ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR Knock Out WOEP ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

#### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR Knock Out WOEP ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR Knock Out WOEP ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR Knock Out WOEP ELIs until expiry and the BNP Paribas Single MR Knock Out WOEP ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR Knock Out WOEP ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR Knock Out WOEP ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR Knock Out WOEP ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR Knock Out WOEP ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR Knock Out WOEP ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR Knock Out WOEP ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **Capped maximum potential gain**

The maximum potential gain under the BNP Paribas Single MR Knock Out WOEP ELIs is capped regardless of how the reference stock performs. It is possible that you will not receive any potential gain at all. For more information, please refer to the "Risk Warnings" section of this product booklet.

- **You may not receive any potential performance coupon amount and payment of a potential performance coupon amount does not automatically result in a gain scenario**

The potential performance coupon amount is only payable if certain conditions are met and may not be payable at all. You will not receive any potential performance coupon amount on the settlement date if a knock-out barrier event has occurred on a knock-out barrier event date or if the closing price of the reference stock on the expiry date is equal to or below the participation strike price. **You should also note that payment of a potential performance coupon amount**

**does not automatically result in a gain scenario. You will still suffer a loss if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential performance coupon amount (if any) is less than your initial investment amount.**

- **Occurrence of a knock-out barrier event does not automatically result in a gain scenario**

If a knock-out barrier event has occurred, you will receive on the settlement date a cash amount equal to the sum of (i) the redemption amount (subject to the minimum redemption level) and (ii) the knock-out barrier coupon amount (if any). In this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the knock-out barrier coupon rate are set. **You should note that you will suffer a loss if the sum of (i) the redemption amount (subject to the minimum redemption level) and (ii) the knock-out barrier coupon amount (if any) is less than your initial investment amount.**

- **No Collateral**

The BNP Paribas Single MR Knock Out WOEP ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR Knock Out WOEP ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR Knock Out WOEP ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back to us your BNP Paribas Single MR Knock Out WOEP ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR Knock Out WOEP ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR Knock Out WOEP ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR Knock Out WOEP ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR Knock Out WOEP ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR Knock Out WOEP ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR Knock Out WOEP ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR Knock Out WOEP ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR Knock Out WOEP ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“**BRRD**”) the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR Knock Out WOEP ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the

BNP Paribas Single MR Knock Out WOEP ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR Knock Out WOEP ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR Knock Out WOEP ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR Knock Out WOEP ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR Knock Out WOEP ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“**FIRO**”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR Knock Out WOEP ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR Knock Out WOEP ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR Knock Out WOEP ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP Paribas Single MR Knock Out WOEP ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR Knock Out WOEP ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR Knock Out WOEP ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR Knock Out WOEP ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR Knock Out WOEP ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR Knock Out WOEP ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR Knock Out WOEP ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR Knock Out WOEP ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR Knock Out WOEP ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR Knock Out WOEP ELIs, and/or the BNP Paribas Single MR Knock Out WOEP ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR Knock Out WOEP ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR Knock Out WOEP ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR Knock Out WOEP ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

### **Commissions**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR Knock Out WOEP ELIs.

### **BNP Paribas Single PUR MR ELI offering documents**

**The following documents contain detailed information about us and constitute the offering documents of the BNP Paribas Single PUR MR ELIs. You should read all of these documents before deciding whether to invest:**

- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR Knock Out WOEP ELIs you would like to buy;
- (ii) the programme memorandum dated 18 January 2024;
- (iii) the financial disclosure document; and
- (iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

### **What are BNP Paribas Single MR Knock Out WOEP ELIs ?**

#### **A. Overview**

- The BNP Paribas Single MR Knock Out WOEP ELI is an unlisted structured investment product which has a series of embedded options including an embedded conditional call option over the reference stock.
- Potential payout under the BNP Paribas Single MR Knock Out WOEP ELI is linked to the performance of the reference stock on each relevant scheduled trading day. The reference stock can be shares in a company and/or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“**HKD**”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR Knock Out WOEP ELIs — please ask your distributor what reference stock is available.

- You can buy a BNP Paribas Single MR Knock Out WOEP ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR Knock Out WOEP ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR Knock Out WOEP ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR Knock Out WOEP ELIs. In both cases, the finalised terms of the BNP Paribas Single MR Knock Out WOEP ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

#### **B. At expiry — cash settlement only**

- If the BNP Paribas Single MR Knock Out WOEP ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR Knock Out WOEP ELIs, the settlement amount will depend on whether a knock-out barrier event has occurred. A knock-out barrier event occurs if the closing price of the reference stock on **any** knock-out barrier event date, which is set as each scheduled trading day during the period as specified in the relevant term sheet, is (i) **above**, or (ii) **at or above**, as the case may be as specified in the relevant term sheet, the knock-out barrier price. The knock-out barrier price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The knock-out barrier price will always be set at a level which is higher than the initial spot price.
- (1) If a knock-out barrier event **has occurred** on a knock-out barrier event date, you will receive on the settlement date a cash amount equal to the sum of (i) the redemption amount and (ii) the knock-out barrier coupon amount (less any cash settlement expenses).

The redemption amount for each BNP Paribas Single MR Knock Out WOEP ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Minimum redemption level}$$

**The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.**

The knock-out barrier coupon amount for each BNP Paribas Single MR Knock Out WOEP ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Knock-out barrier coupon rate}$$

The knock-out barrier coupon rate will be a percentage as set out in the relevant indicative term sheet, and will be set at a rate which is higher than or equal to 0%. **You should note that you will not receive any knock-out barrier coupon amount if the knock-out barrier coupon rate is set as 0%.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the knock-out barrier coupon rate are set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss in this scenario if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the knock-out barrier coupon amount (if any) is less than your initial investment amount.**

- (2) If a knock-out barrier event **has not occurred** on any knock-out barrier event date, you will receive on the settlement date a cash amount equal to the sum of (i) the redemption amount and (ii) the potential performance coupon amount (less any cash settlement expenses).

The potential performance coupon amount for each BNP Paribas Single MR Knock Out WOEP ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Performance coupon rate}$$

The performance coupon rate is the higher of:

- (i) 0; and
- (ii) the rate calculated as follows:
 
$$\frac{(\text{Closing price of the reference stock on the expiry date}^* - \text{participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

The participation strike price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet.

The participation ratio will be a rate as set out in the relevant term sheet, and will be set at a level which is above 0%. You should note that if the participation ratio is set at a rate below 100%, the potential performance coupon amount will be less than the amount calculated based on the division between (i) the price difference between the closing price of the reference stock on the expiry date and the participation strike price and (ii) the initial spot price.

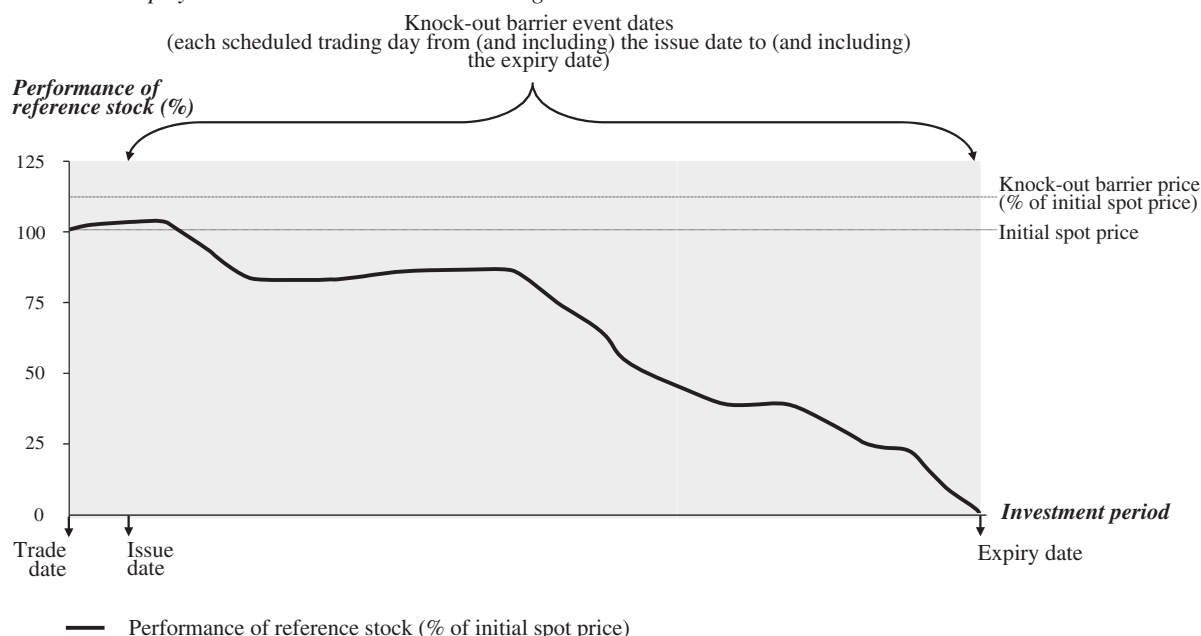
**You should note that you will not receive any potential performance coupon amount on the settlement date if a knock-out barrier event has occurred on a knock-out barrier event date or if the closing price of the reference stock on the expiry date is equal to or below the participation strike price.**

**\* You should also note that in this scenario, the closing price of the reference stock on the expiry date will always be (i) below, or (ii) at or below, as the case may be, the knock-out barrier price (otherwise a knock-out barrier event will occur and no potential performance coupon amount will be payable). Therefore, the maximum potential performance coupon amount will be capped at an amount calculated based on the multiple of (i) the division between (a) the price difference between the knock-out barrier price and the participation strike price and (b) the initial spot price, (ii) the nominal amount and (iii) the applicable participation ratio.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the performance coupon rate are set. The payment of a potential performance coupon amount does not automatically result in a gain scenario. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss in this scenario if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential performance coupon amount (if any) is less than your initial investment amount.**

### Worst case scenario

*The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR Knock Out WOEP ELIs.*



The above scenario assumes that the minimum redemption level is 50%.

The above scenario illustrates that a knock-out barrier event has not occurred on any knock-out barrier event date. You will not receive any potential performance coupon amount on the settlement date since the closing price of the reference stock on the expiry date has dropped to zero. Accordingly, you will only receive the redemption amount (being the nominal amount multiplied by the minimum redemption level) on the settlement date.

**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR Knock Out WOEP ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR Knock Out WOEP ELIs work.

### **Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR Knock Out WOEP ELIs**

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR Knock Out WOEP ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR Knock Out WOEP ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

### **What charges do I have to pay?**

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR Knock Out WOEP ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**

### **How can I buy the BNP Paribas Single MR Knock Out WOEP ELIs?**

If you would like to buy the BNP Paribas Single MR Knock Out WOEP ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR Knock Out WOEP ELIs we offer and the application procedures. Please refer to the sub-section headed "How Can I Buy the BNP Paribas Single PUR MR ELIs?" on page 126 of this product booklet.

### **Is there a post-sale cooling-off period for the BNP Paribas Single MR Knock Out WOEP ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR Knock Out WOEP ELIs purchase order for BNP Paribas Single MR Knock Out WOEP ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR Knock Out WOEP ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR Knock Out WOEP ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR Knock Out WOEP ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the "post-sale cooling-off period"). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.



If you submit your instructions to cancel the BNP Paribas Single MR Knock Out WOEP ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.

If you submit your instructions to unwind the BNP Paribas Single MR Knock Out WOEP ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR Knock Out WOEP ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.

### **Is there any market making arrangement for the BNP Paribas Single MR Knock Out WOEP ELIs before expiry?**

If you have purchased a BNP Paribas Single MR Knock Out WOEP ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR Knock Out WOEP ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR Knock Out WOEP ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR Knock Out WOEP ELIs (on a per BNP Paribas Single MR Knock Out WOEP ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR Knock Out WOEP ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR Knock Out WOEP ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR Knock Out WOEP ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR Knock Out WOEP ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

### **Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR Knock Out WOEP ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## KEY FACTS STATEMENT (G)

### Unlisted BNP Paribas Single PUR MR ELIs with Knock-out Barrier Feature and Daily Knock-in Feature issued by BNP Paribas ("BNP Paribas Single MR Knock Out DKI ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR Knock Out DKI ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR Knock Out DKI ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

#### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR Knock Out DKI ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR Knock Out DKI ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR Knock Out DKI ELIs until expiry and the BNP Paribas Single MR Knock Out DKI ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR Knock Out DKI ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR Knock Out DKI ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR Knock Out DKI ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR Knock Out DKI ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR Knock Out DKI ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR Knock Out DKI ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **Capped maximum potential gain**

The maximum potential gain under the BNP Paribas Single MR Knock Out DKI ELIs is capped regardless of how well the reference stock performs. It is possible that you will not receive any potential gain at all. For more information, please refer to the "Risk Warnings" section of this product booklet.

- **No Collateral**

The BNP Paribas Single MR Knock Out DKI ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR Knock Out DKI ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR Knock Out DKI ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back**

**to us your BNP Paribas Single MR Knock Out DKI ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR Knock Out DKI ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR Knock Out DKI ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR Knock Out DKI ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR Knock Out DKI ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR Knock Out DKI ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR Knock Out DKI ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR Knock Out DKI ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR Knock Out DKI ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“BRRD”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR Knock Out DKI ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the BNP Paribas Single MR Knock Out DKI ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR Knock Out DKI ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR Knock Out DKI ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR Knock Out DKI ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR Knock Out DKI ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“FIRO”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR Knock Out DKI ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR Knock Out DKI ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR Knock Out DKI ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP Paribas Single MR Knock Out DKI ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR Knock Out DKI ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR Knock Out DKI ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR Knock Out DKI ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR Knock Out DKI ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR Knock Out DKI ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR Knock Out DKI ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR Knock Out DKI ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR Knock Out DKI ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR Knock Out DKI ELIs, and/or the BNP Paribas Single MR Knock Out DKI ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR Knock Out DKI ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR Knock Out DKI ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR Knock Out DKI ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

## **Commissions**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR Knock Out DKI ELIs.

## **BNP Paribas Single PUR MR ELI offering documents**

**The following documents contain detailed information about us and constitute the offering documents of the BNP Paribas Single PUR MR ELIs. You should read all of these documents before deciding whether to invest:**

- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR Knock Out DKI ELIs you would like to buy;
- (ii) the programme memorandum dated 18 January 2024;
- (iii) the financial disclosure document; and
- (iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

## **What are BNP Paribas Single MR Knock Out DKI ELIs ?**

### **A. Overview**

- The BNP Paribas Single MR Knock Out DKI ELI is an unlisted structured investment product which has a series of embedded options including an embedded conditional call option and an embedded conditional put option over the reference stock.
- Potential payout under the BNP Paribas Single MR Knock Out DKI ELI is linked to the performance of the reference stock on each relevant scheduled trading day. The reference stock can be shares in a company or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“**HKD**”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR Knock Out DKI ELIs — please ask your distributor what reference stock is available.
- You can buy a BNP Paribas Single MR Knock Out DKI ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR Knock Out DKI ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR Knock Out DKI ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR Knock Out DKI ELIs. In both cases, the finalised terms of the BNP Paribas Single MR Knock Out DKI ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

### **B. At expiry — cash settlement only**

- If the BNP Paribas Single MR Knock Out DKI ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR Knock Out DKI ELIs, the settlement amount will depend on:
  - (i) whether a knock-out barrier event has occurred. A knock-out barrier event occurs if the closing price of the reference stock on **any** knock-out barrier event date, which is set as

each scheduled trading day during the period as specified in the relevant term sheet, is (i) **above**, or (ii) **at or above**, as the case may be as specified in the relevant term sheet, the knock-out barrier price. The knock-out barrier price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The knock-out barrier price will always be set at a level which is higher than the initial spot price; and

(ii) if a knock-out barrier event has not occurred, whether a daily knock-in event has occurred. A daily knock-in event occurs if the closing price of the reference stock on **any** knock-in event date, which is set as each scheduled trading day during the period as specified in the relevant term sheet, is **below** the knock-in price. The knock-in price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The knock-in price will always be set at a level which is lower than or equal to the exercise price.

(1) If a knock-out barrier event **has occurred** on a knock-out barrier event date, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the knock-out barrier coupon amount (less any cash settlement expenses).

The knock-out barrier coupon amount for each BNP Paribas Single MR Knock Out DKI ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Knock-out barrier coupon rate}$$

The knock-out barrier coupon rate will be a percentage as set out in the relevant indicative term sheet, and will be set at a rate which is higher than or equal to 0%. **You should note that you will not receive any knock-out barrier coupon amount if the knock-out barrier coupon rate is set as 0%.**

(2) If:

- (a) **both** knock-out barrier event and daily knock-in event **have not occurred, or**
- (b) a knock-out barrier event **has not occurred** on any knock-out barrier event date but a knock-in event **has occurred** on a knock-in event date, and the closing price of the reference stock on the expiry date is **at or above** the exercise price,

you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the potential performance coupon amount (less any cash settlement expenses).

The potential performance coupon amount for each BNP Paribas Single MR Knock Out DKI ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Performance coupon rate}$$

The performance coupon rate is the higher of:

- (i) 0; and
- (ii) the rate calculated as follows:

$$\frac{(\text{Closing price of the reference stock on the expiry date}^* - \text{participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

The participation strike price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The participation strike price will always be set at a level which is equal to or higher than the exercise price.

The participation ratio will be a rate as set out in the relevant term sheet, and will be set at a level which is above 0%. You should note that if the participation ratio is set at a rate below 100%, the potential performance coupon amount will be less than the amount calculated based on the division between (i) the price difference between the closing price of the reference stock on the expiry date and the participation strike price and (ii) the initial spot price.

You should note that you will not receive any potential performance coupon amount on the settlement date if a knock-out barrier event has occurred on a knock-out barrier event date or if the closing price of the reference stock on the expiry date is equal to or below the participation strike price.

\* You should also note that in this scenario, the closing price of the reference stock on the expiry date will always be (i) below, or (ii) at or below, as the case may be, the knock-out barrier price (otherwise a knock-out barrier event will occur and no potential performance coupon amount will be payable). Therefore, the maximum potential performance coupon amount will be capped at an amount calculated based on the multiple of (i) the division between (a) the price difference between the knock-out barrier price and the participation strike price and (b) the initial spot price, (ii) the nominal amount and (iii) the applicable participation ratio.

- (3) If a knock-out barrier event **has not occurred** on any knock-out barrier event date but a knock-in event **has occurred** on a knock-in event date, and the closing price of the reference stock on the expiry date is **below** the exercise price, you will receive on the settlement date a cash amount equal to the redemption amount calculated as follows:

$$\text{Nominal amount} \times \text{Alternate redemption level}$$

The alternate redemption level is the higher of:

- (i) the minimum redemption level as specified in the relevant term sheet; and
- (ii) the percentage calculated in accordance with the following formula:

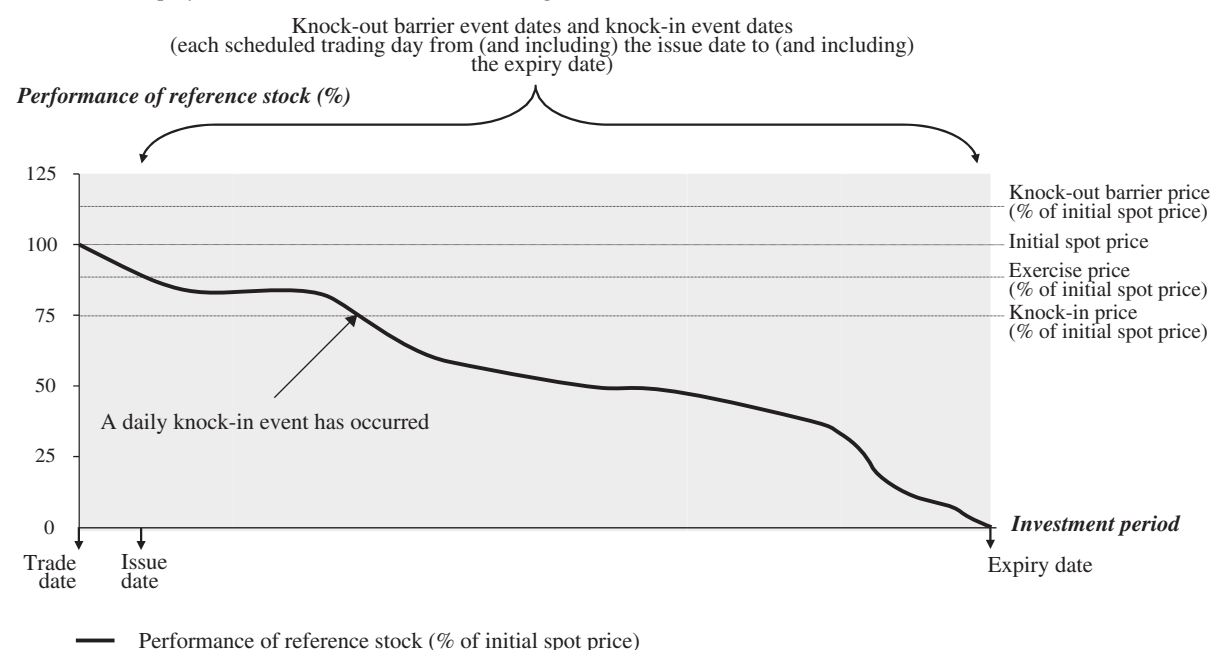
$$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$$

The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).

### Worst case scenario

The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR Knock Out DKI ELIs.



The above scenario assumes that the minimum redemption level is 50%.

The above scenario illustrates that: (i) a knock-out barrier event has not occurred on any knock-out barrier event date, (ii) the reference stock on certain knock-in event dates closes below the knock-in price, therefore a daily knock-in event occurs and (iii) the reference stock on the expiry date closes below the exercise price and has dropped to zero. Accordingly, you will only receive a cash amount equal to the redemption amount (being the nominal amount multiplied by the alternate redemption level, which in this case is equal to the minimum redemption level) on the settlement date.

**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR Knock Out DKI ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR Knock Out DKI ELIs work.

### **Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR Knock Out DKI ELIs**

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR Knock Out DKI ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR Knock Out DKI ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

### **What charges do I have to pay?**

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR Knock Out DKI ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**

### **How can I buy the BNP Paribas Single MR Knock Out DKI ELIs?**

If you would like to buy the BNP Paribas Single MR Knock Out DKI ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR Knock Out DKI ELIs we offer and the application procedures. Please refer to the sub-section headed "How Can I Buy the BNP Paribas Single PUR MR ELIs?" on page 126 of this product booklet.

### **Is there a post-sale cooling-off period for the BNP Paribas Single MR Knock Out DKI ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR Knock Out DKI ELIs purchase order for BNP Paribas Single MR Knock Out DKI ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR Knock Out DKI ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR Knock Out DKI ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR Knock Out DKI ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the "post-sale cooling-off period"). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.



If you submit your instructions to cancel the BNP Paribas Single MR Knock Out DKI ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.

If you submit your instructions to unwind the BNP Paribas Single MR Knock Out DKI ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR Knock Out DKI ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.

### **Is there any market making arrangement for the BNP Paribas Single MR Knock Out DKI ELIs before expiry?**

If you have purchased a BNP Paribas Single MR Knock Out DKI ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR Knock Out DKI ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR Knock Out DKI ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR Knock Out DKI ELIs (on a per BNP Paribas Single MR Knock Out DKI ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR Knock Out DKI ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR Knock Out DKI ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR Knock Out DKI ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR Knock Out DKI ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

### **Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR Knock Out DKI ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## KEY FACTS STATEMENT (H)

### Unlisted BNP Paribas Single PUR MR ELIs with Knock-out Barrier Feature and At-Expiry Knock-in Feature issued by BNP Paribas ("BNP Paribas Single MR Knock Out EKI ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR Knock Out EKI ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR Knock Out EKI ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

#### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR Knock Out EKI ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR Knock Out EKI ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR Knock Out EKI ELIs until expiry and the BNP Paribas Single MR Knock Out EKI ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR Knock Out EKI ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR Knock Out EKI ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR Knock Out EKI ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR Knock Out EKI ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR Knock Out EKI ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR Knock Out EKI ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **Capped maximum potential gain**

The maximum potential gain under the BNP Paribas Single MR Knock Out EKI ELIs is capped regardless of how well the reference stock performs. It is possible that you will not receive any potential gain at all. For more information, please refer to the "Risk Warnings" section of this product booklet.

- **No Collateral**

The BNP Paribas Single MR Knock Out EKI ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR Knock Out EKI ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR Knock Out EKI ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back**

**to us your BNP Paribas Single MR Knock Out EKI ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR Knock Out EKI ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR Knock Out EKI ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR Knock Out EKI ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR Knock Out EKI ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR Knock Out EKI ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR Knock Out EKI ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR Knock Out EKI ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR Knock Out EKI ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“**BRRD**”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR Knock Out EKI ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the BNP Paribas Single MR Knock Out EKI ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR Knock Out EKI ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR Knock Out EKI ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR Knock Out EKI ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR Knock Out EKI ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“**FIRO**”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR Knock Out EKI ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR Knock Out EKI ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR Knock Out EKI ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP

Paribas Single MR Knock Out EKI ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR Knock Out EKI ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR Knock Out EKI ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR Knock Out EKI ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR Knock Out EKI ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR Knock Out EKI ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR Knock Out EKI ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR Knock Out EKI ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR Knock Out EKI ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR Knock Out EKI ELIs, and/or the BNP Paribas Single MR Knock Out EKI ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR Knock Out EKI ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR Knock Out EKI ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR Knock Out EKI ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

### **Commissions**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR Knock Out EKI ELIs.

### **BNP Paribas Single PUR MR ELI offering documents**

**The following documents contain detailed information about us and constitute the offering documents of the BNP Paribas Single PUR MR ELIs. You should read all of these documents before deciding whether to invest:**

- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR Knock Out EKI ELIs you would like to buy;

- (ii) the programme memorandum dated 18 January 2024;
- (iii) the financial disclosure document; and
- (iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

## **What are BNP Paribas Single MR Knock Out EKI ELIs ?**

### **A. Overview**

- The BNP Paribas Single MR Knock Out EKI ELI is an unlisted structured investment product which has a series of embedded options including an embedded conditional call option and an embedded conditional put option over the reference stock.
- Potential payout under the BNP Paribas Single MR Knock Out EKI ELI is linked to the performance of the reference stock on each relevant scheduled trading day. The reference stock can be shares in a company or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“**HKD**”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR Knock Out EKI ELIs — please ask your distributor what reference stock is available.
- You can buy a BNP Paribas Single MR Knock Out EKI ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR Knock Out EKI ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR Knock Out EKI ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR Knock Out EKI ELIs. In both cases, the finalised terms of the BNP Paribas Single MR Knock Out EKI ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

### **B. At expiry — cash settlement only**

- If the BNP Paribas Single MR Knock Out EKI ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR Knock Out EKI ELIs, the settlement amount will depend on:
  - (i) whether a knock-out barrier event has occurred. A knock-out barrier event occurs if the closing price of the reference stock on **any** knock-out barrier event date, which is set as each scheduled trading day during the period as specified in the relevant term sheet, is (i) **above**, or (ii) **at or above**, as the case may be as specified in the relevant term sheet, the knock-out barrier price. The knock-out barrier price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The knock-out barrier price will always be set at a level which is higher than the initial spot price; and
  - (ii) if a knock-out barrier event has not occurred, whether an at-expiry knock-in event has occurred. An at-expiry knock-in event occurs if the closing price of the reference stock on

the knock-in event date, which is set as the expiry date, is **below** the knock-in price. The knock-in price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The knock-in price will always be set at a level which is lower than or equal to the exercise price.

- (1) If a knock-out barrier event **has occurred** on a knock-out barrier event date, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the knock-out barrier coupon amount (less any cash settlement expenses).

The knock-out barrier coupon amount for each BNP Paribas Single MR Knock Out EKI ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Knock-out barrier coupon rate}$$

The knock-out barrier coupon rate will be a percentage as set out in the relevant indicative term sheet, and will be set at a rate which is higher than or equal to 0%. **You should note that you will not receive any knock-out barrier coupon amount if the knock-out barrier coupon rate is set as 0%.**

- (2) If **both** knock-out barrier event and at-expiry knock-in event **have not occurred**, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the potential performance coupon amount (less any cash settlement expenses).

The potential performance coupon amount for each BNP Paribas Single MR Knock Out EKI ELI will be calculated according to the following formula:

$$\text{Nominal amount} \times \text{Performance coupon rate}$$

The performance coupon rate is the higher of:

- (i) 0; and  
(ii) the rate calculated as follows:

$$\frac{(\text{Closing price of the reference stock on the expiry date}^* - \text{participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

The participation strike price of the reference stock is set at a specified percentage of the initial spot price in the relevant term sheet. The participation strike price will always be set at a level which is equal to or higher than the exercise price.

The participation ratio will be a rate as set out in the relevant term sheet, and will be set at a level which is above 0%. You should note that if the participation ratio is set at a rate below 100%, the potential performance coupon amount will be less than the amount calculated based on the division between (i) the price difference between the closing price of the reference stock on the expiry date and the participation strike price and (ii) the initial spot price.

**You should note that you will not receive any potential performance coupon amount on the settlement date if a knock-out barrier event has occurred on a knock-out barrier event date or if the closing price of the reference stock on the expiry date is equal to or below the participation strike price.**

**\* You should also note that in this scenario, the closing price of the reference stock on the expiry date will always be (i) below, or (ii) at or below, as the case may be, the knock-out barrier price (otherwise a knock-out barrier event will occur and no potential performance coupon amount will be payable). Therefore, the maximum potential performance coupon amount will be capped at an amount calculated based on the multiple of (i) the division between (a) the price difference between the knock-out barrier price and the participation strike price and (b) the initial spot price, (ii) the nominal amount and (iii) the applicable participation ratio.**

- (3) If a knock-out barrier event **has not occurred** on any knock-out barrier event date but an at-expiry knock-in event has occurred on the knock-in event date (i.e. the expiry date), you will receive on the settlement date a cash amount equal to the redemption amount calculated as follows:

$$\text{Nominal amount} \times \text{Alternate redemption level}$$

The alternate redemption level is the higher of:

- (i) the minimum redemption level as specified in the relevant term sheet; and
- (ii) the percentage calculated in accordance with the following formula:

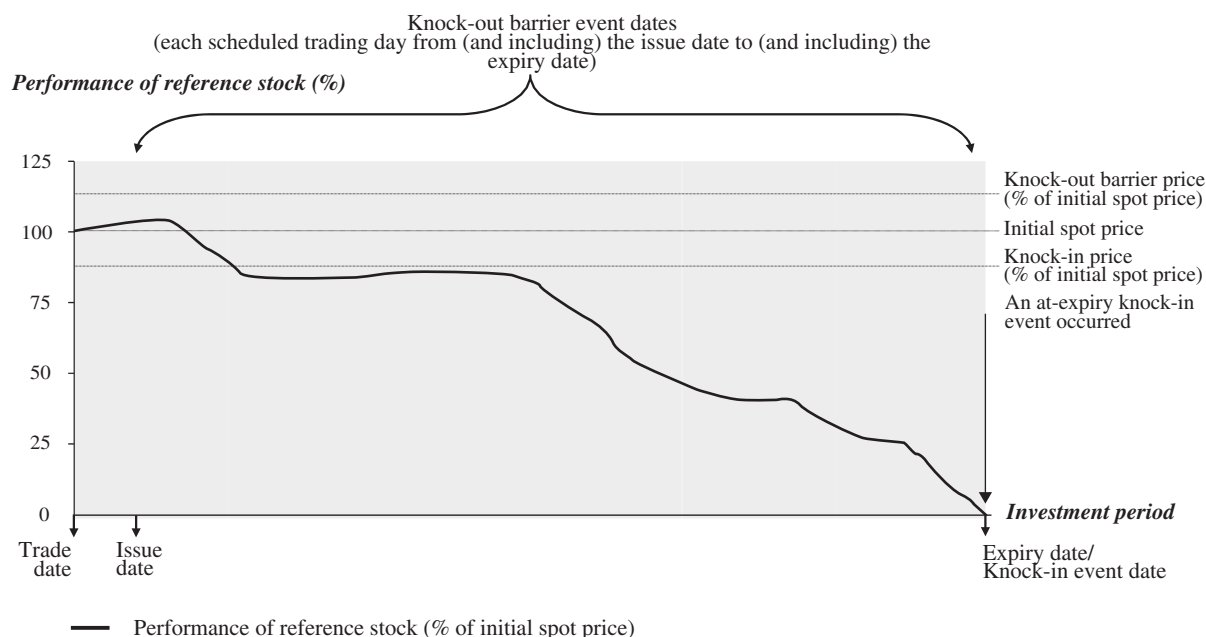
$$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$$

**The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

### Worst case scenario

*The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR Knock Out EKI ELIs.*



The above scenario assumes that the minimum redemption level is 50%.

The above scenario illustrates that a knock-out barrier event has not occurred on any knock-out barrier event date and the reference stock on the knock-in event date, also being the expiry date, closes below the knock-in price and has dropped to zero, therefore an at-expiry knock-in event occurs. Accordingly, you will only receive a cash amount equal to the redemption amount (being the nominal amount multiplied by the alternate redemption level, which in this case is equal to the minimum redemption level) on the settlement date.

**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR Knock Out EKI ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR Knock Out EKI ELIs work.

## **Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR Knock Out EKI ELIs**

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR Knock Out EKI ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR Knock Out EKI ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

### **What charges do I have to pay?**

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR Knock Out EKI ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**

### **How can I buy the BNP Paribas Single MR Knock Out EKI ELIs?**

If you would like to buy the BNP Paribas Single MR Knock Out EKI ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR Knock Out EKI ELIs we offer and the application procedures. Please refer to the sub-section headed "How Can I Buy the BNP Paribas Single PUR MR ELIs?" on page 126 of this product booklet.

### **Is there a post-sale cooling-off period for the BNP Paribas Single MR Knock Out EKI ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR Knock Out EKI ELIs purchase order for BNP Paribas Single MR Knock Out EKI ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR Knock Out EKI ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR Knock Out EKI ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR Knock Out EKI ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the "post-sale cooling-off period"). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.

If you submit your instructions to cancel the BNP Paribas Single MR Knock Out EKI ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.

If you submit your instructions to unwind the BNP Paribas Single MR Knock Out EKI ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR Knock Out EKI ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.



**Is there any market making arrangement for the BNP Paribas Single MR Knock Out EKI ELIs before expiry?**

If you have purchased a BNP Paribas Single MR Knock Out EKI ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR Knock Out EKI ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR Knock Out EKI ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR Knock Out EKI ELIs (on a per BNP Paribas Single MR Knock Out EKI ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR Knock Out EKI ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR Knock Out EKI ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR Knock Out EKI ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR Knock Out EKI ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

**Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR Knock Out EKI ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## KEY FACTS STATEMENT (I)

### Unlisted BNP Paribas Single PUR MR ELIs with Potential Capped Return issued by BNP Paribas ("BNP Paribas Single MR PCR ELIs")

*We may issue nine variations of BNP Paribas Single PUR MR ELIs under this product booklet. This key facts statement provides you with key information about one variation of BNP Paribas Single PUR MR ELIs that we may issue: BNP Paribas Single MR PCR ELIs.*

*This key facts statement does not contain all the information that may be important to you as an investor in the BNP Paribas Single MR PCR ELIs and your investment decision should not be made solely on the basis of the information contained in this key facts statement. You should read the remaining sections of this product booklet (in particular, the section headed "Risk Warnings") and the other BNP Paribas Single PUR MR ELI offering documents before deciding whether to invest.*

#### IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The BNP Paribas Single MR PCR ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum Redemption at Maturity only**

The BNP Paribas Single MR PCR ELIs are not capital protected. Provided that you hold the BNP Paribas Single MR PCR ELIs until expiry and the BNP Paribas Single MR PCR ELIs are not otherwise early terminated, the payout at maturity under the BNP Paribas Single MR PCR ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The BNP Paribas Single MR PCR ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single MR PCR ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single MR PCR ELIs, the potential gain may likely be lower.

**If the BNP Paribas Single MR PCR ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the BNP Paribas Single MR PCR ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

- **Capped maximum potential gain**

The maximum potential gain under the BNP Paribas Single MR PCR ELIs is capped regardless of how well the reference stock performs. It is possible that you will not receive any potential gain at all. For more information, please refer to the "Risk Warnings" section of this product booklet.

- **No Collateral**

The BNP Paribas Single MR PCR ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The BNP Paribas Single MR PCR ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the BNP Paribas Single MR PCR ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back to us your BNP Paribas Single MR PCR ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the BNP Paribas Single MR PCR ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the BNP Paribas Single MR PCR ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single MR PCR ELIs.

- **Not Covered by Investor Compensation Fund**

The BNP Paribas Single MR PCR ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The BNP Paribas Single MR PCR ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single MR PCR ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the BNP Paribas Single MR PCR ELIs, in the worst case scenario, **you could lose all of your investment.**

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single MR PCR ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“BRRD”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the BNP Paribas Single MR PCR ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the BNP Paribas Single MR PCR ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the BNP Paribas Single MR PCR ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Consent to Bail-In Power**

By investing in the BNP Paribas Single MR PCR ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single MR PCR ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the BNP Paribas Single MR PCR ELIs.** For more information, please refer to the “Risk Warnings” section of this product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“FIRO”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single MR PCR ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single MR PCR ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

Each series of the BNP Paribas Single MR PCR ELIs will be held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the issuer). To assert your rights as an investor in the BNP Paribas Single MR PCR ELIs against us (as the issuer), you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English Version of the Terms and Conditions May Prevail**

If the BNP Paribas Single MR PCR ELIs are held through international securities clearing systems, the terms and conditions of the BNP Paribas Single MR PCR ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single MR PCR ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the BNP Paribas Single MR PCR ELIs from the Trade Date**

As you will be subject to the terms and conditions of the BNP Paribas Single MR PCR ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single MR PCR ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single MR PCR ELIs. Our economic interests in each role may be adverse to your interests in the BNP Paribas Single MR PCR ELIs.

- **Additional risks for RMB-denominated BNP Paribas Single MR PCR ELIs, and/or the BNP Paribas Single MR PCR ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the BNP Paribas Single MR PCR ELIs is RMB, and/or the reference stock is denominated and traded in RMB, the performance of such BNP Paribas Single MR PCR ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated BNP Paribas Single MR PCR ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

## **Commissions**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the BNP Paribas Single MR PCR ELIs.

## **BNP Paribas Single PUR MR ELI offering documents**

**The following documents contain detailed information about us and constitute the offering documents of the BNP Paribas Single PUR MR ELIs. You should read all of these documents before deciding whether to invest:**

- (i) the relevant indicative term sheet for a series of the BNP Paribas Single MR PCR ELIs you would like to buy;
- (ii) the programme memorandum dated 18 January 2024;
- (iii) the financial disclosure document; and
- (iv) this product booklet,

including any addendum to this product booklet, the programme memorandum and/or the financial disclosure document, as stated in the relevant term sheet.

**The distributor(s) has an obligation to distribute to you ALL of the above documents in either an English or Chinese language version, as you may prefer.**

### **What are BNP Paribas Single MR PCR ELIs?**

#### **A. Overview**

- The BNP Paribas Single MR PCR ELI is an unlisted structured investment product which has a series of embedded options including embedded call options and put options over the reference stock.
- Potential payout under the BNP Paribas Single MR PCR ELI is linked to the performance of the reference stock on the expiry date. The reference stock can be shares in a company or units or shares of a fund listed on The Stock Exchange of Hong Kong Limited and quoted in Hong Kong dollars (“**HKD**”), RMB, United States dollars or such other currencies as specified in the relevant term sheet. Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single MR PCR ELIs — please ask your distributor what reference stock is available.
- You can buy a BNP Paribas Single MR PCR ELI at the issue price, which is equal to or at a discount to the nominal amount of the BNP Paribas Single MR PCR ELIs. The issue price and the minimum investment amount of the BNP Paribas Single MR PCR ELI will be specified in the relevant indicative term sheet.
- The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single MR PCR ELIs. In both cases, the finalised terms of the BNP Paribas Single MR PCR ELIs will be set out in the relevant final term sheet which will be sent to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet.

#### **B. At expiry — cash settlement only**

- If the BNP Paribas Single MR PCR ELIs are not otherwise early terminated, you will receive the settlement amount on the settlement date (being a date falling no later than the third business day after the expiry date). For the BNP Paribas Single MR PCR ELIs, the settlement amount will depend on the closing price of the reference stock on the expiry date compared to the upper call exercise price, lower call exercise price and exercise price. The upper call exercise price, the lower call exercise price and the exercise price of the reference stock may be expressed as a specified percentage of the initial spot price in the relevant indicative term sheet. The upper call exercise price of the reference stock will always be set at a price higher than the lower call exercise price and the lower call exercise price of the reference stock will always be set at a price equal to or higher than the exercise price.

- (1) If the closing price of the reference stock on the expiry date is **at or above** the lower call exercise price, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount, (ii) the potential return amount and (iii) the additional return amount (if any) (less any cash settlement expenses).

The potential return amount for each BNP Paribas Single MR PCR ELI will be calculated according to the following formula:

- (i) Where the closing price of the reference stock on the expiry date is **at or above** the upper call exercise price, the potential return amount shall be calculated as follows:

$$\text{Nominal Amount} \times \frac{\text{Upper call exercise price of the reference stock} - \text{Lower call exercise price of the reference stock}}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

- (ii) Where the closing price of the reference stock on the expiry date is **below** the upper call exercise price but is **at or above** the lower call exercise price, the potential return amount shall be calculated as follows:

$$\text{Nominal Amount} \times \frac{\text{Closing price of the reference stock on the expiry date} - \text{Lower call exercise price of the reference stock}}{\text{Initial spot price of reference stock}} \times \text{Participation ratio}$$

The participation ratio will be a rate as set out in the relevant term sheet, and will be set at a level which is above 0%. You should note that if the participation ratio is set at a rate below 100%, the potential return amount will be less than the nominal amount, multiplied by either (i) the difference between the upper call exercise price of the reference stock and the lower call exercise price, divided by the initial spot price, or (ii) the difference between the closing price of the reference stock on the expiry date and the lower call exercise price, divided by the initial spot price.

**You should note that you will not receive any potential return amount on the settlement date if the closing price of the reference stock on the expiry date is at or below the lower call exercise price. You should also note that the maximum potential return amount will be capped at an amount calculated based on the price difference between the upper call exercise price and the lower call exercise price, divided by the initial spot price, multiplied by the nominal amount and the applicable participation ratio.**

The additional return amount for each BNP Paribas Single MR PCR ELI will be calculated as follows:

$$\text{Nominal amount} \times \text{Additional return rate}$$

The additional return rate will be specified in the relevant indicative term sheet and will always be set at a rate higher than or equal to 0%. **You should note that you will not receive any additional return amount if the additional return rate is set at 0%.**

- (2) If the closing price of the reference stock on the expiry date is **below** the lower call exercise price but is **at or above** the exercise price\*, you will receive on the settlement date a cash amount equal to the sum of (i) the nominal amount and (ii) the additional return amount (if any) (less any cash settlement expenses).

\*This scenario will not occur if the exercise price of the reference stock is set at a price equal to the lower call exercise price.

- (3) If the closing price of the reference stock on the expiry date is **below** the exercise price, you will receive on the settlement date a cash amount equal to the sum of (i) the redemption amount and (ii) the additional return amount (if any).

The redemption amount for each BNP Paribas Single MR PCR ELI will be calculated as follows:

$$\text{Nominal amount} \times \text{Alternate redemption level}$$

The alternate redemption level is the higher of:

- (i) the minimum redemption level as specified in the relevant term sheet; and
- (ii) the percentage calculated in accordance with the following formula:

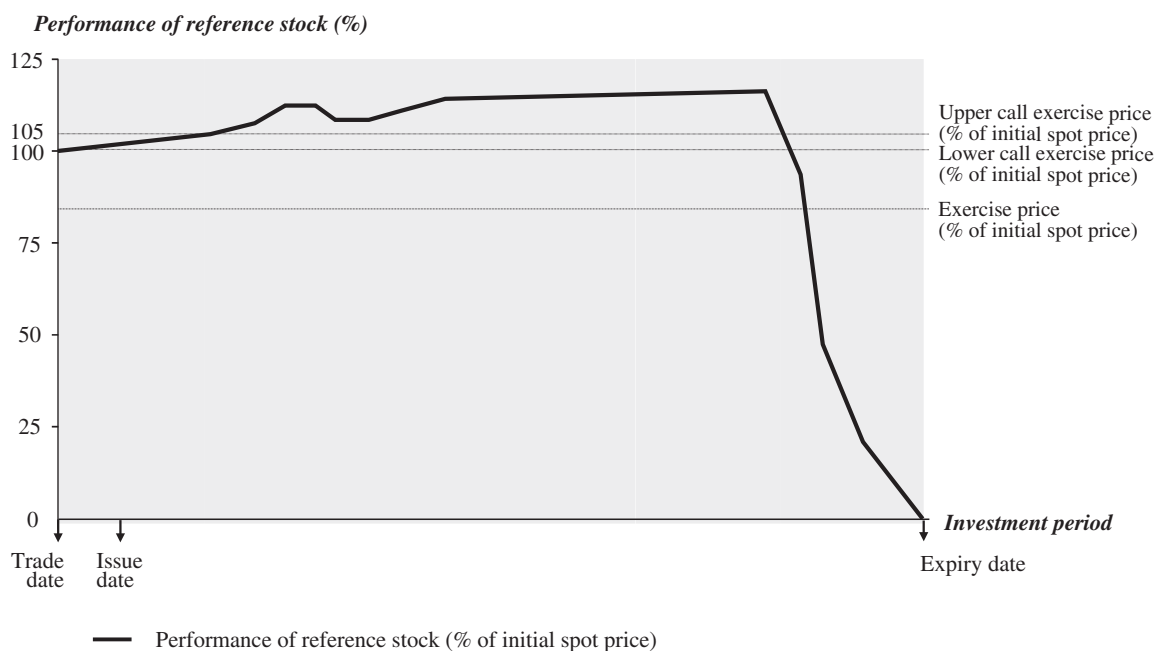
$$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$$

**The minimum redemption level will be a percentage as set out in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.**

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the additional return rate are set. You should note that you will suffer a loss in this case if the sum of (i) the redemption amount (subject to the minimum redemption level) and (ii) the additional return amount (if any) is less than the initial investment amount.**

### Worst case scenario

*The hypothetical example below does not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on it as an indication of the actual performance of the reference stock or the total payout on the BNP Paribas Single MR PCR ELIs.*



The above scenario assumes that the minimum redemption level is 50% and the additional return rate is 0%.

The above scenario illustrates that the reference stock on the expiry date closes below the exercise price and has dropped to zero. Accordingly, you will receive, on the settlement date, a cash amount equal to the redemption amount (being the nominal amount multiplied by the alternate redemption level, which in this case is equal to the minimum redemption level).

**In this case, you will suffer a loss which is the difference between: (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level, i.e. 50%) (less any cash settlement expenses).**

**If the Issuer becomes insolvent or defaults on its obligations under the BNP Paribas Single MR PCR ELIs, you could lose all of your investment.**

Please also refer to Appendix C to this product booklet for more illustrative examples of how the BNP Paribas Single MR PCR ELIs work.

### **Adjustment to the terms and conditions or early termination of the BNP Paribas Single MR PCR ELIs**

We may adjust some of the terms and conditions (including but not limited to adjusting the initial spot price or adjusting certain key dates) of the BNP Paribas Single MR PCR ELIs upon the occurrence of certain events (such as rights issue). We may early terminate the BNP Paribas Single MR PCR ELIs upon the occurrence of certain events (such as delisting).

Please refer to the summary table on pages 117 to 120 of this product booklet for further details.

### **What charges do I have to pay?**

- **Cash settlement expenses** which, if applicable, will be deducted from any settlement amount in cash that you may receive. Currently, no cash settlement expenses are payable.
- **Distributor's charges.** Please contact your distributor for details of any charges you need to pay if you buy the BNP Paribas Single MR PCR ELIs from your distributor.

**You should note that any cash settlement expenses and distributor's charges will affect the potential gain/loss you get on your investment. Please contact your distributor for details.**

### **How can I buy the BNP Paribas Single MR PCR ELIs?**

If you would like to buy the BNP Paribas Single MR PCR ELIs, you can contact the appointed distributor(s) to enquire about the range of BNP Paribas Single MR PCR ELIs we offer and the application procedures. Please refer to the sub-section headed "How Can I Buy the BNP Paribas Single PUR MR ELIs?" on page 126 of this product booklet.

### **Is there a post-sale cooling-off period for the BNP Paribas Single MR PCR ELIs?**

There is no post-sale cooling-off period for you to cancel or unwind the BNP Paribas Single MR PCR ELIs purchase order for BNP Paribas Single MR PCR ELIs with an investment period of one year or less.

If you have purchased a BNP Paribas Single MR PCR ELI with an investment period of more than one year, you have the right to cancel or unwind (as the case may be) the BNP Paribas Single MR PCR ELI purchase order during the period from (and including) the date you place the BNP Paribas Single MR PCR ELI purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the "post-sale cooling-off period"). To exercise such right, you must submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period.

If you submit your instructions to cancel the BNP Paribas Single MR PCR ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date.



If you submit your instructions to unwind the BNP Paribas Single MR PCR ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and we will pay to you (via your distributor) the order unwind price (being a cash amount equal to the issue price less any market value adjustments) **which is capped at and may be substantially less than the issue price. You may suffer a loss on your investment by unwinding your purchase order in this case.**

Your distributor may charge you a handling fee when you cancel or unwind (as the case may be) the BNP Paribas Single MR PCR ELI purchase order during the post-sale cooling-off period. Please ask your distributor for further details of any handling fees that it may charge.

Please refer to pages 127 to 128 of this product booklet for further details.

**Is there any market making arrangement for the BNP Paribas Single MR PCR ELIs before expiry?**

If you have purchased a BNP Paribas Single MR PCR ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single MR PCR ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after the issue date up to the third Hong Kong business day before the expiry date (each, a market making day).

On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single MR PCR ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single MR PCR ELIs (on a per BNP Paribas Single MR PCR ELI basis) upon your request, provided that your request for a firm bid price is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day.

The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single MR PCR ELIs.

**You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor. If you early terminate your BNP Paribas Single MR PCR ELIs by selling back to us on a market making day, the actual amount you receive may be substantially less than your original investment amount.**

**Please also note that market making arrangements may not be available on a scheduled market making day if certain events occur.** Your distributor may also charge you a fee when you sell the BNP Paribas Single MR PCR ELIs back to us on a market making day and such fees or charges will reduce the amount you receive.

**There is no market making arrangement for the BNP Paribas Single MR PCR ELIs with an investment period of six months or less.**

Please refer to pages 128 to 129 of this product booklet for further details.

**Continuing disclosure**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single MR PCR ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

## RISK WARNINGS

- **The BNP Paribas Single PUR MR ELIs are not capital protected and are not protected deposits: you may receive minimum redemption at maturity only**

The BNP Paribas Single PUR MR ELIs are not capital protected. The BNP Paribas Single PUR MR ELIs are not protected deposits under the Deposit Protection Scheme in Hong Kong. They are unlisted structured investment products embedded with derivatives and are not equivalent to time deposits. The settlement at expiry of the BNP Paribas Single PUR MR ELIs will depend on the performance of the reference stock on the relevant scheduled trading day(s). You may not receive any potential bonus enhancement amount (if applicable), potential performance coupon amount (if applicable) or the knock-out barrier coupon amount (if applicable) on the settlement date. **Provided that you hold the BNP Paribas Single PUR MR ELIs until expiry and the BNP Paribas Single PUR MR ELIs are not otherwise early terminated, the payout that you receive at maturity is subject to a minimum redemption level, which may be less than your initial investment amount. The BNP Paribas Single PUR MR ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the BNP Paribas Single PUR MR ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the BNP Paribas Single PUR MR ELIs, the potential gain may likely be lower.**

**If the BNP Paribas Single PUR MR ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

**Please note that the BNP Paribas Single PUR MR ELIs are also subject to other risks including the Issuer's creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.**

- **Capped maximum potential gain for BNP Paribas Single PUR MR ELIs with knock-out barrier feature**

In respect of BNP Paribas Single PUR MR ELIs with knock-out barrier feature, depending on how the knock-out barrier coupon rate and the participation strike price are set, the maximum potential gain will be capped, regardless of how well the reference stock performs, at the difference between the initial investment amount and a cash amount equal to the sum of:

- (i) (a) (in the case of BNP Paribas Single MR Knock Out ELIs, BNP Paribas Single MR Knock Out DKI ELIs and BNP Paribas Single MR Knock Out EKI ELIs) the nominal amount, or (b) (in the case of BNP Paribas Single MR Knock Out WOEP ELIs) the redemption amount (which is subject to the minimum redemption level); and
- (ii) (a) (if a knock-out barrier event has occurred) the knock-out barrier coupon amount (which is calculated based on the nominal amount multiplied by the applicable knock-out barrier coupon rate), or (b) (if a knock-out barrier event has not occurred) the potential performance coupon amount (which is capped at an amount calculated based on the price difference between the knock-out barrier price and the participation strike price divided by the initial spot price, multiplied by the nominal amount and the applicable participation ratio).

It is possible that you will not receive any potential gain at all.

- **Capped maximum potential gain for BNP Paribas Single MR PCR ELIs**

In respect of BNP Paribas Single MR PCR ELIs, the maximum potential gain will be capped, regardless of how well the reference stock performs, at the difference between the initial investment amount and a cash amount equal to the sum of (i) the nominal amount, (ii) the potential return amount (which is capped at an amount calculated based on the price difference

between the upper call exercise price and the lower call exercise price, divided by the initial spot price, multiplied by the nominal amount and the applicable participation ratio) and (iii) the additional return amount (if any). It is possible that you will not receive any potential gain at all.

- **In respect of BNP Paribas Single MR BEN WOEP ELIs, you may not receive any potential bonus enhancement amount and payment of a potential bonus enhancement amount does not automatically result in a gain scenario**

In respect of BNP Paribas Single MR BEN WOEP ELIs, the potential bonus enhancement amount is only payable if certain conditions are met and may not be payable at all. You will not receive any potential bonus enhancement amount on the settlement date (i) if the closing price of the reference stock on the expiry date is below the coupon barrier price or (ii) in the case where the coupon barrier price is set at a level equal to or lower than the initial spot price and the bonus coupon rate is set at 0%, if the closing price of the reference stock on the expiry date is at or below the initial spot price. **You should also note that payment of a potential bonus enhancement amount does not automatically result in a gain scenario. You should note that if the minimum redemption level is set at a level below 100%, you will still suffer a loss if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential bonus enhancement amount (if any) is less than your initial investment amount.**

- **In respect of BNP Paribas Single MR Knock Out WOEP ELIs, you may not receive any potential performance coupon amount and payment of a potential performance coupon amount does not automatically result in a gain scenario**

In respect of BNP Paribas Single MR Knock Out WOEP ELIs, the potential performance coupon amount is only payable if certain conditions are met and may not be payable at all. You will not receive any potential performance coupon amount on the settlement date if a knock-out barrier event has occurred on a knock-out barrier event date or if the closing price of the reference stock on the expiry date is equal to or below the participation strike price. **You should also note that payment of a potential performance coupon amount does not automatically result in a gain scenario. You should note that if the minimum redemption level is set at a level below 100%, you will still suffer a loss if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential performance coupon amount (if any) is less than your initial investment amount.**

- **In respect of BNP Paribas Single MR Knock Out WOEP ELIs, occurrence of a knock-out barrier event does not automatically result in a gain scenario**

In respect of BNP Paribas Single MR Knock Out WOEP ELIs, if a knock-out barrier event has occurred, you will receive on the settlement date a cash amount equal to the sum of (i) the redemption amount (subject to the minimum redemption level) and (ii) the knock-out barrier coupon amount (if any). In this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the knock-out barrier coupon rate are set. **You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss if the sum of (i) the redemption amount (subject to the minimum redemption level) and (ii) the knock-out barrier coupon amount (if any) is less than your initial investment amount.**

- **The BNP Paribas Single PUR MR ELIs are designed to be held to their expiry date. There will only be limited market making arrangements for some of the BNP Paribas Single PUR MR ELIs**

The limited market making arrangements only apply to the BNP Paribas Single PUR MR ELIs with an investment period of more than six months. Any indicative bid prices provided under the market making arrangements are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single PUR MR ELIs. **You should note that any firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor.**

Also, you should note that market making arrangements may not be available on a scheduled market making day if the relevant BNP Paribas Single PUR MR ELI is affected by any market disruption events or if the market agent experiences any technical problems beyond its control affecting its ability to provide a bid price for our BNP Paribas Single PUR MR ELIs, including any power failure or breakdown of its computer system. If that happens, we will postpone the relevant market making day to the next business day on which The Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”) and the related exchange are open for trading which is not affected by any of such event or problem.

In addition, if the settlement currency is RMB and an RMB disruption event occurs on, or prior to and is continuing on, the relevant date of payment, such payment will be postponed and may be made in a HKD equivalent amount.

**Please note that the amount you receive from selling your BNP Paribas Single PUR MR ELIs on a market making day may be substantially less than the minimum redemption at maturity and your original investment amount. You could lose part or all of your investment and may receive an amount less than the minimum redemption at maturity if you choose to sell the BNP Paribas Single PUR MR ELIs prior to the expiry date.** Your distributor may also charge you a fee for handling the market-making arrangement applications when you sell the BNP Paribas Single PUR MR ELIs back to us on a market making day and such fees or charges will reduce the amount you receive. Please contact your distributor for details.

You should note that the market making arrangements **DO NOT** apply to the BNP Paribas Single PUR MR ELIs with an investment period of six months or less.

Please see pages 128 to 129 for further details on the market making arrangements.

- **Post-sale cooling-off period only applies to the BNP Paribas Single PUR MR ELIs with an investment period of more than one year**

Post-sale cooling-off period only applies to a BNP Paribas Single PUR MR ELI with an investment period of more than one year. If you cancel or unwind (as the case may be) the BNP Paribas Single PUR MR ELI purchase order during the post-sale cooling-off period, the market agent is obliged to cancel the BNP Paribas Single PUR MR ELI purchase order (if you submit your instructions to cancel the BNP Paribas Single PUR MR ELI purchase order to your distributor before the trade date) or unwind the BNP Paribas Single PUR MR ELIs at the order unwind price (if you submit your instructions to unwind the BNP Paribas Single PUR MR ELI purchase order to your distributor on or after the trade date). However, in both cases, your distributor may charge you a handling fee when you cancel or unwind the BNP Paribas Single PUR MR ELI purchase order and (if you unwind your BNP Paribas Single PUR MR ELI purchase order) such handling fee will be deducted from the order unwind price payable to you. If you unwind your BNP Paribas Single PUR MR ELI purchase order, **the order unwind price is capped at and may be substantially less than the issue price.** In addition, if the settlement currency is RMB and an RMB disruption event occurs on, or prior to and is continuing on, the relevant date of payment, such payment will be postponed and may be made in a HKD equivalent amount. Please refer to pages 127 to 128 of this product booklet for further details of how this order unwind price is calculated.

**You should also note that the right to cancel or unwind the BNP Paribas Single PUR MR ELI purchase order during the post-sale cooling-off period DOES NOT apply to BNP Paribas Single PUR MR ELIs with an investment period of one year or less.**

- **The BNP Paribas Single PUR MR ELIs are not listed on any stock exchange, they are not covered by the Investor Compensation Fund**

As the BNP Paribas Single PUR MR ELIs are not listed, the BNP Paribas Single PUR MR ELIs are not covered by the Investor Compensation Fund in Hong Kong if your distributor or any other intermediary defaults.

- **There is no collateral for the BNP Paribas Single PUR MR ELIs. When you buy the BNP Paribas Single PUR MR ELIs, you will be relying on our creditworthiness**

The BNP Paribas Single PUR MR ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the BNP Paribas Single PUR MR ELIs, you will be relying on our creditworthiness and have no rights under the terms of the BNP Paribas Single PUR MR ELIs against the issuer of reference stock. If we become insolvent or default on our obligations under the BNP Paribas Single PUR MR ELIs, in the worst case scenario, **you could lose all of your investment.**

The BNP Paribas Single PUR MR ELIs are not secured on any of our assets or any collateral. There is no assurance of protection against a default by us in respect of our payment obligations under the BNP Paribas Single PUR MR ELIs.

- **Enforcement of judgments**

We are a company incorporated under the laws of France and operate on a global basis. A large portion of our business, assets and operations are located outside Hong Kong.

We have submitted to the non-exclusive jurisdiction of the courts of Hong Kong on matters relating to the BNP Paribas Single PUR MR ELIs. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the BNP Paribas Single PUR MR ELIs, you or your distributor or its custodian(s) (as the case may be) may enforce such judgment against our assets in Hong Kong in accordance with applicable laws and procedures to seek to recover any amount due under the BNP Paribas Single PUR MR ELIs.

However, to the extent that our assets in Hong Kong are not sufficient to satisfy all the claims under the BNP Paribas Single PUR MR ELIs, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets located outside Hong Kong. Enforcement of a Hong Kong judgment in an overseas jurisdiction is subject to the local laws and regulations of the relevant jurisdiction and may depend on, among other factors, whether there is any reciprocal arrangement for the enforcement of judgment between Hong Kong and the relevant jurisdiction (and even if there is such reciprocal arrangement, whether the relevant conditions and requirements are satisfied in order for the judgement to be enforced) and is subject to compliance with the local procedures and requirements. You or your distributor or its custodian(s) (as the case may be) may therefore experience difficulties or delay in enforcing the judgment or may not be able to enforce it at all, and as a result may not be able to recover all or any of the amount due under the BNP Paribas Single PUR MR ELIs. **In the worst case scenario, you may get nothing back and lose your entire investment amount.**

This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.

- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the BNP Paribas Single PUR MR ELIs**

We are a credit institution incorporated in France and is subject to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“**BRRD**”), and the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended. The BRRD provides for the establishment of a European Union framework for the recovery and resolution of credit institutions and investment firms falling under the scope of BRRD. The BRRD requires the governments of all EU member states to provide their relevant resolution authorities with a set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of that institution’s critical financial and economic functions, while minimising the impact of that institution’s failure on the broader economy and financial system.

Under the relevant French regulation, the *Autorité de contrôle prudentiel et de résolution* (ACPR) and/or certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of actions or powers in respect of the relevant entities (including, such as, us) if the relevant resolution authorities consider the failure of the relevant entity has become likely and certain other conditions are satisfied.

These powers include share transfer powers, property transfer powers (including powers for the partial transfer of property, rights and liabilities), and resolution instrument powers (including powers to make special bail-in provisions) over the relevant affected financial institution(s). In connection with the exercise of these powers under the BRRD, the relevant resolution authorities may take various actions in relation to any securities issued by us (including the BNP Paribas Single PUR MR ELIs) without your consent, including (among other things):

- transferring the BNP Paribas Single PUR MR ELIs to another person (such as a parent undertaking or a bridge institution) notwithstanding any restrictions on transfer under the current terms of the BNP Paribas Single PUR MR ELIs;
- the reduction of all, or a portion, of the amounts payable by us under the terms of the BNP Paribas Single PUR MR ELIs (**including a reduction to zero**);
- the conversion of all, or a portion, of our potential liabilities under the BNP Paribas Single PUR MR ELIs (including any amounts payable by us under the terms of the BNP Paribas Single PUR MR ELIs) into shares or other securities or our other obligations or obligations of another person, including by means of an amendment, modification or variation of the contractual terms, in which case you agree to accept in lieu of your contractual rights under the terms of the BNP Paribas Single PUR MR ELIs;
- the cancellation of the BNP Paribas Single PUR MR ELIs; and/or
- the amendment or alteration of the maturity of the BNP Paribas Single PUR MR ELIs or amendment of the amount payable under the BNP Paribas Single PUR MR ELIs, or the date on which the amount becomes payable, including by suspending payment for a temporary period.

The exercise of any resolution power or any suggestion of any such exercise under the BRRD over us could adversely affect our creditworthiness and your rights under, and the market value of, and the potential payout under the BNP Paribas Single PUR MR ELIs. **You may therefore lose all or a substantial part of your investment in the BNP Paribas Single PUR MR ELIs.**

In addition, the resolution powers could be exercised (i) prior to the commencement of any insolvency proceedings in respect of us, and (ii) by the relevant resolution authorities without your consent or any prior notice to you. It is also uncertain how the relevant resolution authorities would assess triggering conditions in different pre-insolvency scenarios affecting us under the BRRD. Accordingly, you may not be able to anticipate a potential exercise of any such resolution powers over us and/or the BNP Paribas Single PUR MR ELIs.

- **By investing in the BNP Paribas Single PUR MR ELIs, you acknowledge, accept, consent and agree to be bound by the exercise of any Bail-In Power by the relevant resolution authorities**

By investing in the BNP Paribas Single PUR MR ELIs, you acknowledge, accept, consent and agree to be bound by the exercise of any Bail-In Power (as defined in the terms and conditions of the BNP Paribas Single PUR MR ELIs) by the relevant resolution authorities. You further acknowledge, accept, consent and agree that your rights under the BNP Paribas Single PUR MR ELIs are subject to, and will be varied, if necessary, so as to give effect to, the exercise of any Bail-In Power by the relevant resolution authorities. **Accordingly, if any Bail-In Power is exercised over us, you may lose all or a substantial part of your investment in the BNP Paribas Single PUR MR ELIs, or receive a different security issued by us (or another**

person) in place of your BNP Paribas Single PUR MR ELIs, which may be worth significantly less than the BNP Paribas Single PUR MR ELIs. Moreover, the relevant resolution authorities may exercise the Bail-In Power without providing any advance notice to, or requiring your further consent.

- **Financial Institutions (Resolution) Ordinance**

The Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (the “**FIRO**”) provides a regime for the orderly resolution of financial institutions with a view to avoiding or mitigating the risks otherwise posed by their non-viability to the stability and effective working of the financial system of Hong Kong, including the continued performance of critical financial functions. The FIRO seeks to provide the relevant resolution authorities with a range of powers to bring about timely and orderly resolution in order to stabilise and secure continuity for a failing authorised institution in Hong Kong. In particular, it is envisaged that subject to certain safeguards, the relevant resolution authority would be provided with powers to affect contractual and property rights as well as payments (including in respect of any priority of payment) that creditors would receive in resolution, including but not limited to powers to write off, or convert into equity, all or a part of the liabilities of the failing financial institution.

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the FIRO. The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the BNP Paribas Single PUR MR ELIs, and as a result, you may not be able to recover all or any amount due under the BNP Paribas Single PUR MR ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.

- **You have no direct contractual rights against us**

The BNP Paribas Single PUR MR ELIs are held either (i) through the clearing system or (ii) outside the clearing system through a distributor. Your distributor (or its custodian) will be given direct contractual rights of enforcement against us as the issuer under the deed of covenant. In the event of a default in payment on the BNP Paribas Single PUR MR ELIs on our part (as the issuer), you will have to rely on your distributor (where applicable, through its custodian) to take action against us as the issuer on your behalf and you will be exposed to their credit risk. Accordingly, if your distributor fails to enforce any rights against us as the issuer on your behalf, or if your distributor becomes insolvent or defaults on its obligations, you will not have any direct contractual rights against your distributor’s custodian (if applicable) and us as the issuer but you will need to take action directly against your distributor in accordance with terms of arrangement between you and your distributor to establish your interest in the BNP Paribas Single PUR MR ELIs before you could assert your right of claim against your distributor’s custodian (if applicable) and us as the issuer. You may experience difficulties in taking such legal proceedings.

This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.

- **You have no rights in the reference stock. Buying the BNP Paribas Single PUR MR ELIs is not the same as buying the reference stock**

The BNP Paribas Single PUR MR ELIs are unlisted structured investment products embedded with derivatives. Buying the BNP Paribas Single PUR MR ELIs is not the same as buying the reference stock and you have no rights in the reference stock, including without limitation, the right to receive dividends or other distributions. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the BNP Paribas Single PUR MR ELIs.

- **You will also be relying on the creditworthiness of the distributors, any custodian or intermediary and the nominee and/or operators of the relevant clearing system through which you hold the BNP Paribas Single PUR MR ELIs**

There are risks associated with the custodial arrangements under which the BNP Paribas Single PUR MR ELIs are held. Your distributor may become insolvent or default on its obligations under the terms of the relevant account keeping or custodian agreement with you. Any custodian or intermediary (including any accountholder) and the nominee and/or operators of the relevant clearing system may also become insolvent or default on their obligations under the terms of the account keeping or custodian agreements they have with your distributor and/or any other custodians or intermediaries. Your remedies as an unsecured creditor against your distributor, and your remedies and your distributor's remedies as an unsecured creditor against any custodian or intermediary (including any accountholder) and the nominee and/or operators of the clearing system, will depend on factors such as the terms of the relevant account keeping or custodian agreements, the location of the accounts in which the BNP Paribas Single PUR MR ELIs are held by your distributor or any custodian or intermediary (including any accountholder) (this is because such accounts may be located in jurisdictions other than Hong Kong or the jurisdiction of the relevant clearing system and may, therefore, be subject to the laws and procedures of such other jurisdictions) and whether or not the BNP Paribas Single PUR MR ELIs have been segregated from any other assets.

Even if the BNP Paribas Single PUR MR ELIs you purchased do not form part of the pool of assets which is applied towards satisfying the claims of the general unsecured creditors of the insolvent or defaulted distributor, custodian or intermediary (including any accountholder) or nominee or operator of the relevant clearing system, there could still be substantial delay before you could receive the cash paid under the BNP Paribas Single PUR MR ELIs if your distributor, any custodian or intermediary (including any accountholder) or the nominee or operator of the relevant clearing system becomes insolvent or defaults under its obligations. **In the worst case scenario, you could lose all of your investment.**

- **The market value of the BNP Paribas Single PUR MR ELIs may fluctuate**

The market value of the BNP Paribas Single PUR MR ELIs may fluctuate depending on factors such as market interest rate movements, our financial condition, the market's view of our credit quality, the price performance and price volatility of the reference stock, the value of the embedded options and the market for similar securities. **In extreme circumstances, you may lose a substantial part of your initial investment.**

- **You are exposed to the risks in respect of the BNP Paribas Single PUR MR ELIs from the trade date**

As you will be subject to the terms and conditions of the BNP Paribas Single PUR MR ELIs from the trade date, you will be exposed to the risks in respect of the BNP Paribas Single PUR MR ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **The English version of the terms and conditions of the BNP Paribas Single PUR MR ELIs prevails over the Chinese version**

If the BNP Paribas Single PUR MR ELIs are held through international securities clearing system, the terms and conditions of the BNP Paribas Single PUR MR ELIs are issued in English only for the purposes of lodgement with the relevant clearing system. If there is any inconsistency between the Chinese version of the terms and conditions of the BNP Paribas Single PUR MR ELIs and the English version, the terms and conditions of the BNP Paribas Single PUR MR ELIs provide that the English version will prevail over the Chinese version. If you do not understand the English version, you should obtain independent professional advice.



- **Your potential gain/loss on the BNP Paribas Single PUR MR ELIs is affected by distributor(s)' charges and settlement expenses**

Your potential gain/loss on the BNP Paribas Single PUR MR ELIs will be affected by any handling fee your distributor charges when you make your application and any fees it charges to open and maintain your securities or investment account. Please contact your distributor for more information about the amount of the relevant charges payable. Your potential gain/loss on the BNP Paribas Single PUR MR ELIs will also be affected by any cash settlement expenses payable on settlement. For further details on the cash settlement expenses payable for the BNP Paribas Single PUR MR ELIs, please refer to the relevant term sheet.

Your distributor may also charge you a handling fee when you cancel or unwind your BNP Paribas Single PUR MR ELI purchase order during the post-sale cooling-off period or sell your BNP Paribas Single PUR MR ELIs back to us on a market making day, and such fees or charges will reduce the amount you receive when you cancel or unwind your BNP Paribas Single PUR MR ELI purchase order or sell the BNP Paribas Single PUR MR ELIs back to us. Please contact your distributor for further details.

- **There could be conflicts of interest arising out of our other activities which may affect the BNP Paribas Single PUR MR ELIs**

We and our subsidiaries and affiliates may engage in transactions involving, and may provide investment banking and other services to, any company or fund that issues the reference stock in respect of the BNP Paribas Single PUR MR ELIs or their securities. Those transactions may have a positive or negative impact on the market value and/or potential payout of the BNP Paribas Single PUR MR ELIs. We and our subsidiaries and affiliates may have officers who serve as directors of any of the companies which the BNP Paribas Single PUR MR ELIs reference. We may issue other competing financial products which may affect the market value and/or potential payout of the BNP Paribas Single PUR MR ELIs.

We are the issuer, the product arranger, the market agent and the calculation agent for the BNP Paribas Single PUR MR ELIs. Our other subsidiaries or affiliates may be a distributor for the BNP Paribas Single PUR MR ELIs. You should note that potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the BNP Paribas Single PUR MR ELIs. Although our economic interests in each role may be adverse to your interests in the BNP Paribas Single PUR MR ELIs, we maintain regulatorily required information barriers between our different business areas as well as regulatorily required policies and procedures designed to minimise and manage such potential conflicts of interest to comply with applicable laws and regulations, and to ensure our transactions and/or dealings will be transacted at arm's length.

- **Investing in the BNP Paribas Single PUR MR ELIs may involve exchange rate risk**

If the BNP Paribas Single PUR MR ELIs are not denominated in your home currency, the amount you receive when converting the foreign currency payments you receive under the BNP Paribas Single PUR MR ELIs back to your home currency will be affected by the prevailing exchange rate between the settlement currency and your home currency. You should note that fluctuations in the exchange rate may have an adverse impact on your potential gain/loss on the BNP Paribas Single PUR MR ELIs.

- **Some of the terms of the BNP Paribas Single PUR MR ELIs may only be determined after you purchased the BNP Paribas Single PUR MR ELIs**

The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you place your BNP Paribas Single PUR MR ELIs order on the trade date) and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms for the relevant series such as the initial spot price, the exercise price (if applicable), the coupon barrier price (if applicable), the knock-in price (if applicable), the knock-out barrier price (if applicable), the participation

strike price (if applicable), the upper call exercise price (if applicable) and the lower call exercise price (if applicable) of the reference stock will not be known at the time you place your BNP Paribas Single PUR MR ELIs order and will only be determined on the trade date after you purchased the BNP Paribas Single PUR MR ELIs.

- **We, as the calculation agent, may adjust the terms and conditions of the BNP Paribas Single PUR MR ELIs or early terminate the BNP Paribas Single PUR MR ELIs in our sole and absolute discretion acting in good faith and a commercially reasonable manner**

If we, as the calculation agent, determine that (i) an event which has a diluting or concentrative effect on the theoretical value of the reference stock has occurred (including but not limited to, a subdivision or consolidation of that reference stock, a bonus or rights issue); or (ii) a merger event or a tender offer affecting the reference stock or a company or fund issuing the reference stock has occurred, we, as calculation agent, will seek to adjust some of the terms and conditions of the relevant series of BNP Paribas Single PUR MR ELIs to account for that event so as to preserve the economic equivalence of the BNP Paribas Single PUR MR ELIs.

If we, as the calculation agent, determine that any corresponding adjustments to the terms and conditions of the relevant series of BNP Paribas Single PUR MR ELIs is unable to account for the relevant merger event or tender offer (as described above) so as to preserve the economic equivalence of the BNP Paribas Single PUR MR ELIs or an additional disruption event, including (i) an insolvency; (ii) a nationalisation; (iii) a delisting; (iv) a change in law; (v) an increase in the cost of hedging; (vi) an insolvency filing; or (vii) a fund termination event, affecting the reference stock or a company or fund issuing the reference stock has occurred, we, as the calculation agent, will early terminate the BNP Paribas Single PUR MR ELIs and we will pay you a fair market value of the BNP Paribas Single PUR MR ELIs. **Depending on the then prevailing market conditions, this fair market value may be less, or substantially less, than the minimum redemption at maturity and the original amount you invested.**

You should refer to the section headed “The BNP Paribas Single PUR MR ELIs — Extraordinary Unforeseeable Events, Adjustments to Terms and Conditions, Early Termination, Adjustments to Key Dates and Arrangement Upon the Occurrence of an RMB Disruption Event” on pages 117 to 124 of this product booklet and the general terms and conditions as set out in Appendix B to this product booklet for further details. **Any adjustments of the reference stock or early termination of the BNP Paribas Single PUR MR ELIs will be made by us (as the calculation agent) in our sole and absolute discretion acting in good faith and a commercially reasonable manner.**

- **Investing in the BNP Paribas Single PUR MR ELIs may have taxation implications**

Investing in the BNP Paribas Single PUR MR ELIs may have taxation implications, please refer to the section headed “Taxation” in the programme memorandum for a summary of the tax laws on current law and practice in Hong Kong and the United States that may affect you. Such summary is intended to give you an overview of what Hong Kong and the United States tax you might have to pay if you hold the BNP Paribas Single PUR MR ELIs. **You should consult your own tax adviser about the tax consequences of investing in the BNP Paribas Single PUR MR ELIs, particularly if you are subject to special tax rules.**

- **The unwinding of hedging arrangements relating to the BNP Paribas Single PUR MR ELIs may affect the price of the reference stock**

We, as the issuer, may enter into hedging transactions with counterparties in the market in order to hedge our exposure under the BNP Paribas Single PUR MR ELIs, which would typically involve contracts for the purchase and/or sale of the reference stock and the establishment of long and/or short positions in the reference stock which may be constantly adjusted. The unwinding or adjustment of the positions in the reference stock may itself affect the market price of the reference stock, particularly if there is otherwise low trading volume in the reference stock

at that time. It is possible that this activity could affect the closing price of the reference stock on the expiry date, a knock-in event date (if applicable) or a knock-out barrier event date (if applicable), which may have an adverse impact on the market value and/or potential payout of the BNP Paribas Single PUR MR ELIs.

- **We or our group companies may buy and sell the BNP Paribas Single PUR MR ELIs**

We or our group companies may at any time and at any price buy the BNP Paribas Single PUR MR ELIs whether in the open market or by private arrangement. If purchases are made by tender, we or our group companies will allow all ELI holders of the series to take part. Any BNP Paribas Single PUR MR ELIs that we or our group companies purchased may be held or resold or cancelled. So long as there is sufficient trading volume in the reference stock of the BNP Paribas Single PUR MR ELIs at that time, we do not expect such buying or selling of the BNP Paribas Single PUR MR ELIs by us or our group companies to affect the market value of the BNP Paribas Single PUR MR ELIs. However, if there is low trading volume in the reference stock at that time, it is possible that this activity could affect the closing price of the reference stock on each scheduled trading day during the investment period.

- **Risk factors related to BNP Paribas Single PUR MR ELIs linked to the reference stock that is a unit or share of a fund or trust in general**

Where the BNP Paribas Single PUR MR ELIs are linked to the performance of a unit or share in a fund or trust (being units or shares of an exchange traded fund or a real estate investment trust), you should note that we are not able to control or predict the actions of the trustee or the manager of a fund or trust and that such fund or trust will have its own terms and conditions, which have not been issued or approved by us.

The trustee(s) and/or manager(s) of the fund or trust is/are responsible for making investment, trading and/or other asset management decisions with respect to the fund or trust consistent with its investment objectives, investment restrictions and/or strategy as set out in its constitutive documents. The manner in which the fund or trust is managed and the timing of any such action may have a significant impact on the performance of the fund or trust which in turn affects the market value and/or potential payout of the BNP Paribas Single PUR MR ELIs. We do not in any way guarantee the performance of the fund or trust or the amount payable under the BNP Paribas Single PUR MR ELIs. Neither the trustee, the manager nor any other service provider of the fund or trust (i) is involved in the offer of the BNP Paribas Single PUR MR ELIs in any way, or (ii) has any obligation to consider your interest or the interest of any distributor (as our counterparty) in taking any actions that might affect the market price of the reference stock and, in turn, affect the market value of and/or the potential payout of the BNP Paribas Single PUR MR ELIs.

- **Risk factors specific to BNP Paribas Single PUR MR ELIs linked to a unit or share of an exchange traded fund**

Where the reference stock is a unit or share in an exchange traded fund (“ETF”), you should note that an ETF is exposed to the political, economic, currency and other risks related to the underlying asset pool or index that the ETF is designed to track. There may also be disparity between the performance of the ETF and the performance of the underlying asset pool or index that the ETF is designed to track as a result of, for example, failure of the tracking strategy, currency differences, fees and expenses. In addition, where the index or market that the ETF tracks is subject to restricted access, the efficiency in the unit or share creation or redemption to keep the price of the ETF in line with its net asset value may be disrupted, causing the ETF to trade at a premium or discount to its net asset value. Such risks may have a negative impact on the performance of the reference stock and the market value and/or potential payout of BNP Paribas Single PUR MR ELIs.

If an ETF adopts a **synthetic replication investment strategy** to achieve its investment objectives by investing in financial derivative instruments linked to the performance of an underlying asset pool or index that the ETF is designed to track, you should also note that:

- (a) investments in financial derivative instruments will expose the ETF to the credit, potential contagion and concentration risks of the counterparties who issued such financial derivative instruments. As such counterparties are predominantly international financial institutions, the failure of one such counterparty may have a negative effect on other counterparties of the ETF. Even if the ETF has collateral to reduce the counterparty risk, there may still be a risk that the market value of the collateral has fallen substantially when the ETF seeks to sell the collateral; and
- (b) the ETF may be exposed to higher liquidity risk if the ETF invests in financial derivative instruments which do not have an active secondary market. Such derivatives may have to be valued or sold at a much lower price than those with an active secondary market given a wider bid-offer spread in the price of the derivatives. This may result in losses in the ETF and may adversely affect the market value and/or potential payout of the BNP Paribas Single PUR MR ELIs in which case you may suffer a loss in your investment.

You should read the offering document of the ETF for further information about the risks applicable to the ETF.

- **Risk factors specific to BNP Paribas Single PUR MR ELIs linked to an ETF investing through QFI regimes and/or China Connect (“China ETF”)**

Where the reference stock is the unit or share of an ETF investing through the Qualified Foreign Institutional Investor regime and the RMB Qualified Foreign Institutional Investor regime (collectively, “**QFI regimes**”) and/or the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively, “**China Connect**”), you should note that:

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

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

Although the units or shares of such China ETF are listed on the Hong Kong Stock Exchange, there is no guarantee that an active trading market for such units or shares will sustain or, if an active market does develop, liquidity of that market can be sustained. Also, the price and trading volume of the units or shares of such China ETF may be highly volatile subject to the market sentiment, and may be more volatile than would generally be expected for ETF with a longer trading history.

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

- **Risk factors specific to BNP Paribas Single PUR MR ELIs linked to a unit of a real estate investment trust**

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

There may also be disparity between the market price of the units of a real estate investment trust and the net asset value per unit. This is because the market price of the units of a real estate investment trust also depends on many factors, including but not limited to (a) the market value and perceived prospects of the real estate portfolio; (b) changes in economic or market conditions; (c) changes in market valuations of similar companies; (d) changes in interest rates; (e) the perceived attractiveness of the units of the real estate investment trust against those of other equity securities; (f) the future size and liquidity of the market for the units and the real estate investment trust market generally; (g) any future changes to the regulatory system, including the tax system and (h) the ability of the real estate investment trust to implement its investment and growth strategies and to retain its key personnel. Such risks may have a negative impact on the performance of the reference stock and therefore the market value and/or potential payout of the BNP Paribas Single PUR MR ELIs. In addition, increase in the market price of the units of the real estate investment trust or its real estate portfolio may not lead to an increase in the market value of the BNP Paribas Single PUR MR ELIs of the same magnitude or even any increase at all.

You should read the offering document of the real estate investment trust for further information about the risks applicable to the real estate investment trust.

- **Risk factors specific to BNP Paribas Single PUR MR ELIs linked to the reference stock traded through the multiple counter model**

Where the issuer of the reference stock of the BNP Paribas Single PUR MR ELIs adopts the multiple counter model for trading of its shares or units on the Exchange in HKD and one or more foreign currencies (such as RMB and/or United States dollars) (each a “**Foreign Currency**”) separately, you need to consider the following additional risks in light of the novelty and relatively untested nature of the Exchange’s multiple counter model:

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

You should read the offering documents of the relevant shares of a company or units or shares of a fund which are traded through the multiple counter model to understand its key features and risks.

- **Risk factors specific to RMB-denominated BNP Paribas Single PUR MR ELIs and/or BNP Paribas Single PUR MR ELIs linked to RMB-quoted reference stock**

Where the BNP Paribas Single PUR MR ELIs are denominated in RMB or the BNP Paribas Single PUR MR ELIs are linked to RMB-quoted reference stock, you should note the following additional risks:

- (a) *Offshore RMB exchange rate risks*

While both onshore RMB (i.e. RMB traded in the mainland China) (“**onshore RMB**”) and offshore RMB (i.e. RMB traded outside the mainland China) (“**offshore RMB**”) are the same currency, they are traded in different and separate markets operating under different regulations and independent liquidity pools. Onshore RMB and offshore RMB are currently quoted in different markets with different exchange rates, whereby their exchange rate movements may not be in the same direction or magnitude. The offshore RMB exchange rate may deviate significantly from the onshore RMB exchange rate.

The exchange rate of offshore RMB will be affected by, amongst other things, the PRC central government’s foreign exchange control. Non RMB-based investors may have to convert their home currency into RMB when investing in our RMB-denominated BNP Paribas Single PUR MR ELIs. Such investors may also have to convert payments made on such BNP Paribas Single PUR MR ELIs back to their home currency. During these processes, such investors will incur currency conversion costs and be exposed to risk of fluctuation in the exchange rate of offshore RMB against their home currency.

Please note that like other foreign currencies, the exchange rate of offshore RMB may rise or fall. There is no guarantee that RMB will not depreciate. Our RMB-denominated BNP Paribas Single PUR MR ELIs shall not be used as an investment for speculating in the appreciation of RMB.

(b) *Limited pool of RMB outside mainland China*

RMB is subject to foreign exchange control and restrictions by the PRC central government.

There is currently a limited pool of RMB outside mainland China. Should the PRC central government tighten its foreign exchange control over the cross border movements between onshore RMB and offshore RMB, the liquidity in offshore RMB is likely to be adversely affected. Such limitation on liquidity in offshore RMB may increase our unwind cost on any hedging arrangements relating to our BNP Paribas Single PUR MR ELIs denominated in RMB or our BNP Paribas Single PUR MR ELIs linked to RMB-quoted reference stock which may in turn adversely affect the market value of, and/or the potential payout under such BNP Paribas Single PUR MR ELIs.

(c) *Settlement risks for RMB disruption event*

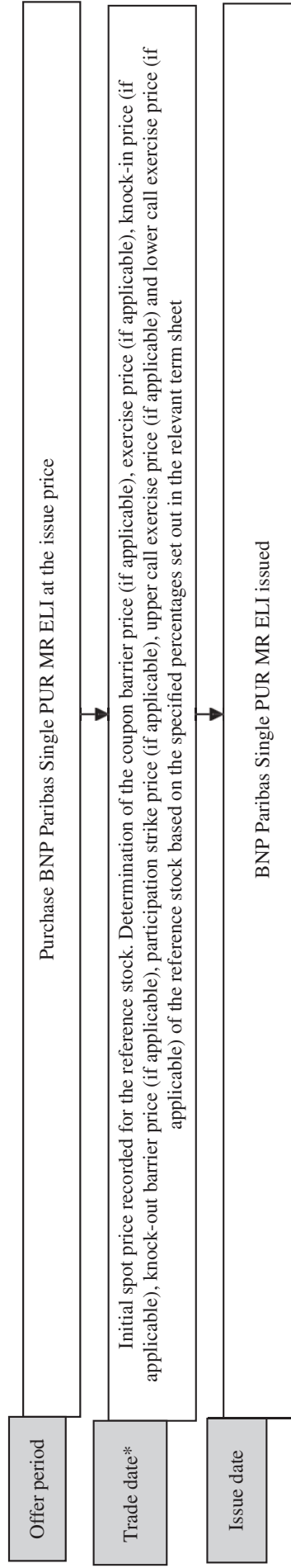
In the case where the settlement currency of our BNP Paribas Single PUR MR ELIs is RMB, upon the occurrence of an RMB disruption event (for example, if an event occurs which makes it impossible for us to convert any amount due and payable in RMB under our BNP Paribas Single PUR MR ELIs in the RMB exchange market in Hong Kong) has occurred on any date on which any amount payable in RMB under our BNP Paribas Single PUR MR ELIs are scheduled to be paid, such payment will be postponed to the third business day after the date on which the RMB disruption event ceases to exist, unless the RMB disruption event continues to exist for twelve consecutive business days from the original scheduled payment date. In such case, we (as the issuer) will make payment of the HKD equivalent amount no later than the third business day after that twelfth business day. Any such payment made by us (as the issuer) shall be in full and final settlement of our obligations to pay the relevant amount payable in RMB on the affected payment date in respect of our BNP Paribas Single PUR MR ELIs.

The occurrence of an RMB disruption event could delay a payment to you under our BNP Paribas Single PUR MR ELIs. We will not pay any extra amount (such as interest) for any delay in making such payment. In addition, if such payment is made in the HKD equivalent amount, you will also be exposed to the risk of fluctuation in the offshore RMB exchange rate against HKD. If offshore RMB depreciates significantly against HKD following the occurrence of an RMB disruption event, you will suffer a loss in HKD terms as the HKD equivalent amount paid to you will be substantially less than the value of the relevant amount payable in RMB on the original payment date in HKD terms (calculated based on the offshore RMB exchange rate against HKD prior to the occurrence of the RMB disruption event).

(d) *RMB interest rate risk*

The interest rate for offshore RMB may be different from the interest rate for onshore RMB. The interest rate for offshore RMB and the interest rate for onshore RMB are currently traded in different markets with different rates, whereby their movements may not be in the same direction or magnitude. The interest rate for offshore RMB may deviate significantly from the interest rate for onshore RMB. Interest rates for onshore RMB are controlled by the PRC central government. Any further liberalisation of the interest rate for onshore RMB may occur and may affect the interest rate for offshore RMB. The market value of, and/or the potential payout under our RMB-denominated BNP Paribas Single PUR MR ELIs and BNP Paribas Single PUR MR ELIs linked to RMB-quoted reference stock may be adversely affected by the fluctuations in the interest rate for offshore RMB.

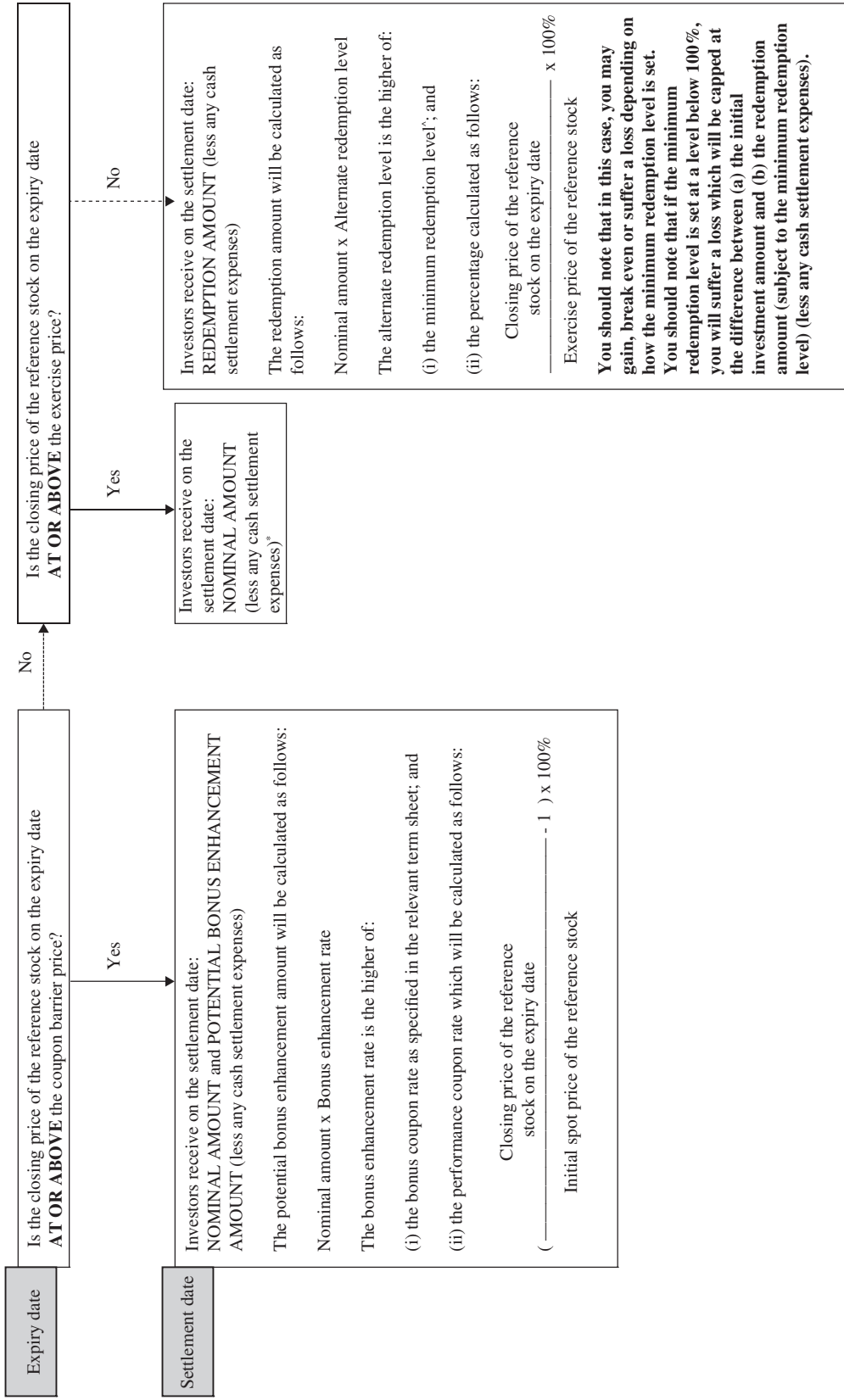
## HOW DO THE BNP PARIBAS SINGLE PUR MR ELIS WORK? — A FLOWCHART DESCRIPTION



\* The initial spot price of the reference stock may be set as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock as agreed between us and you (through your distributor) at the time you place your order on the trade date and your order will be executed at such agreed price. In the case of (i), you should note that the exact values of certain terms such as the initial spot price, exercise price (if applicable), coupon barrier price (if applicable), knock-in price (if applicable), knock-out barrier price (if applicable), participation strike price (if applicable), upper call exercise price (if applicable) and lower call exercise price (if applicable) of the reference stock will not be known at the time you place your order. These terms will be expressed as a specified percentage of the initial spot price of the reference stock in the relevant indicative term sheet, and their exact values will only be determined on the trade date after you purchased the BNP Paribas Single PUR MR ELIs. By placing your order during the offer period, you will be committed to invest in such BNP Paribas Single PUR MR ELI (unless you have exercised your right to cancel or unwind your order (as the case may be) during the post-sale cooling off period (if applicable)) while the initial spot price, exercise price (if applicable), coupon barrier price (if applicable), knock-in price (if applicable), knock-out barrier price (if applicable), participation strike price (if applicable), upper call exercise price (if applicable) and lower call exercise price (if applicable) of the reference stock are not yet finalised. The specific terms for the relevant series of the BNP Paribas Single PUR MR ELI will be finalised on the trade date and we will send the final term sheet containing the finalised terms to your distributor on or before the second business day after the trade date. Your distributor will notify you of the finalised terms and send you the final term sheet. Please contact your distributor for further details and for enquiries in relation to the finalised terms of the relevant series of the BNP Paribas Single PUR MR ELIs.



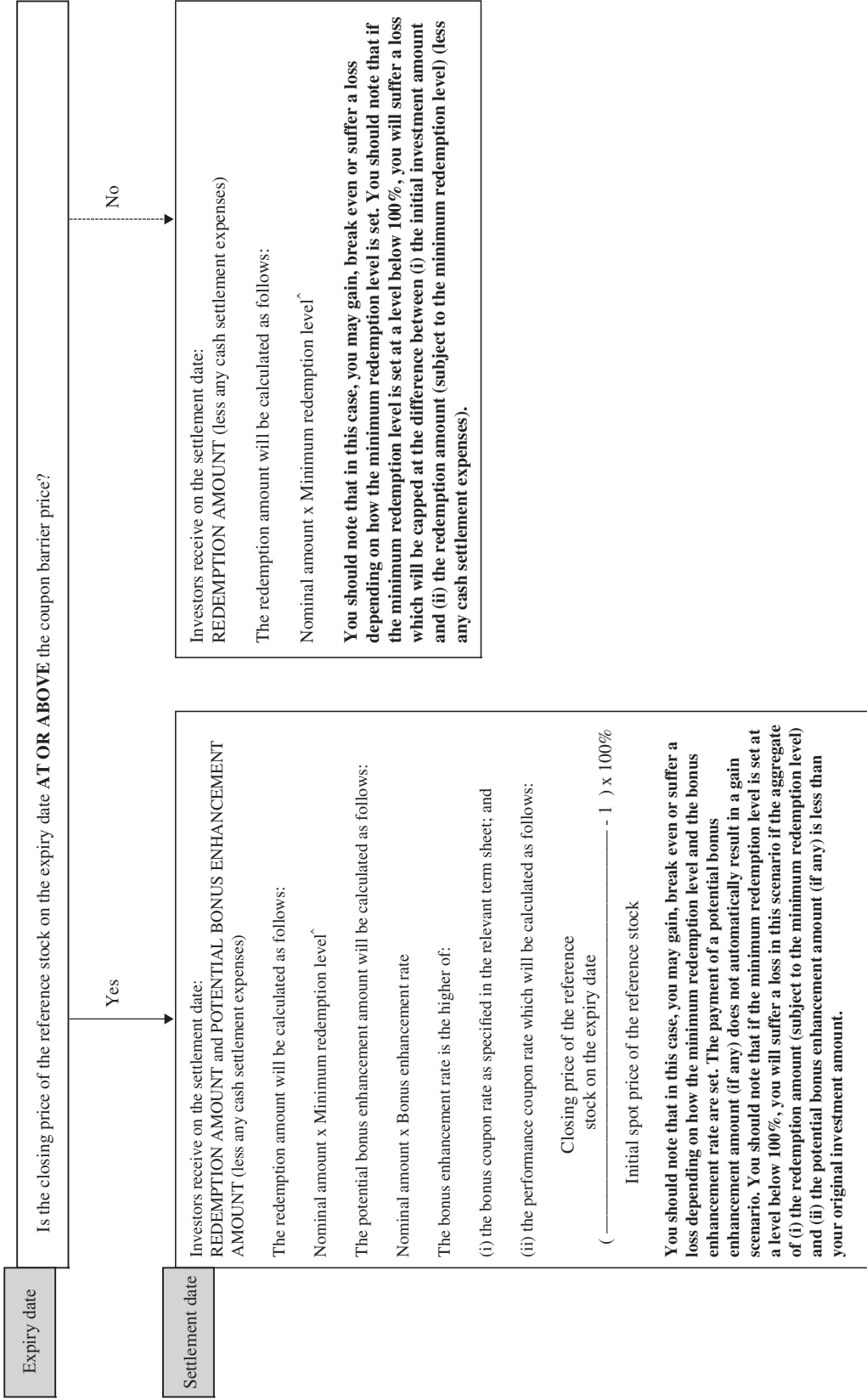
(i) For BNP Paribas Single PUR MR ELIs with potential bonus enhancement (“BNP Paribas Single MR BEN ELIs”)



\* This scenario will not occur if the exercise price of the reference stock is set at a price equal to the coupon barrier price.

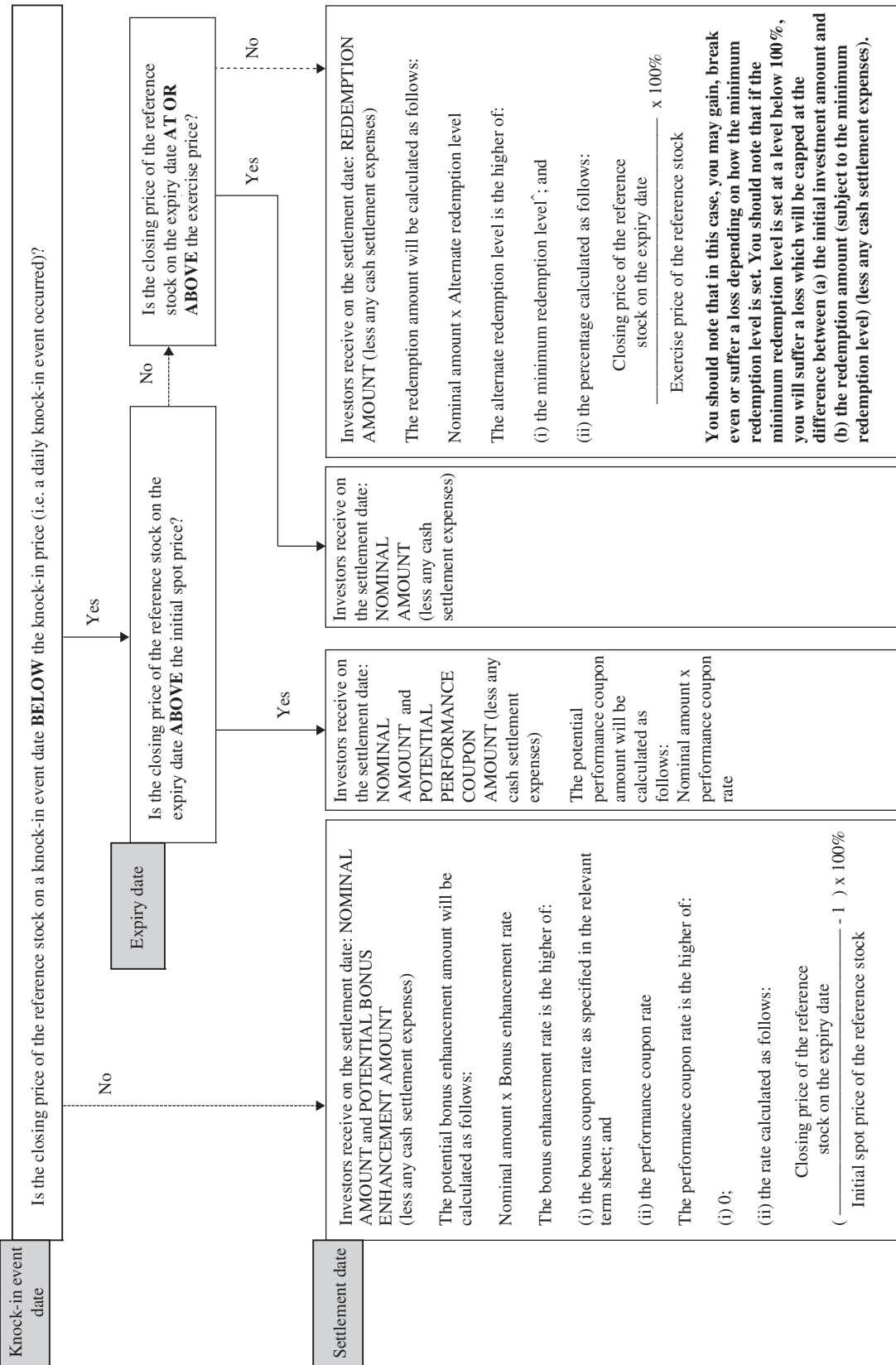
<sup>^</sup> The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

(ii) For BNP Paribas Single PUR MR ELIs with potential bonus enhancement and without exercise price (“BNP Paribas Single MR BEN WOPELIs”)



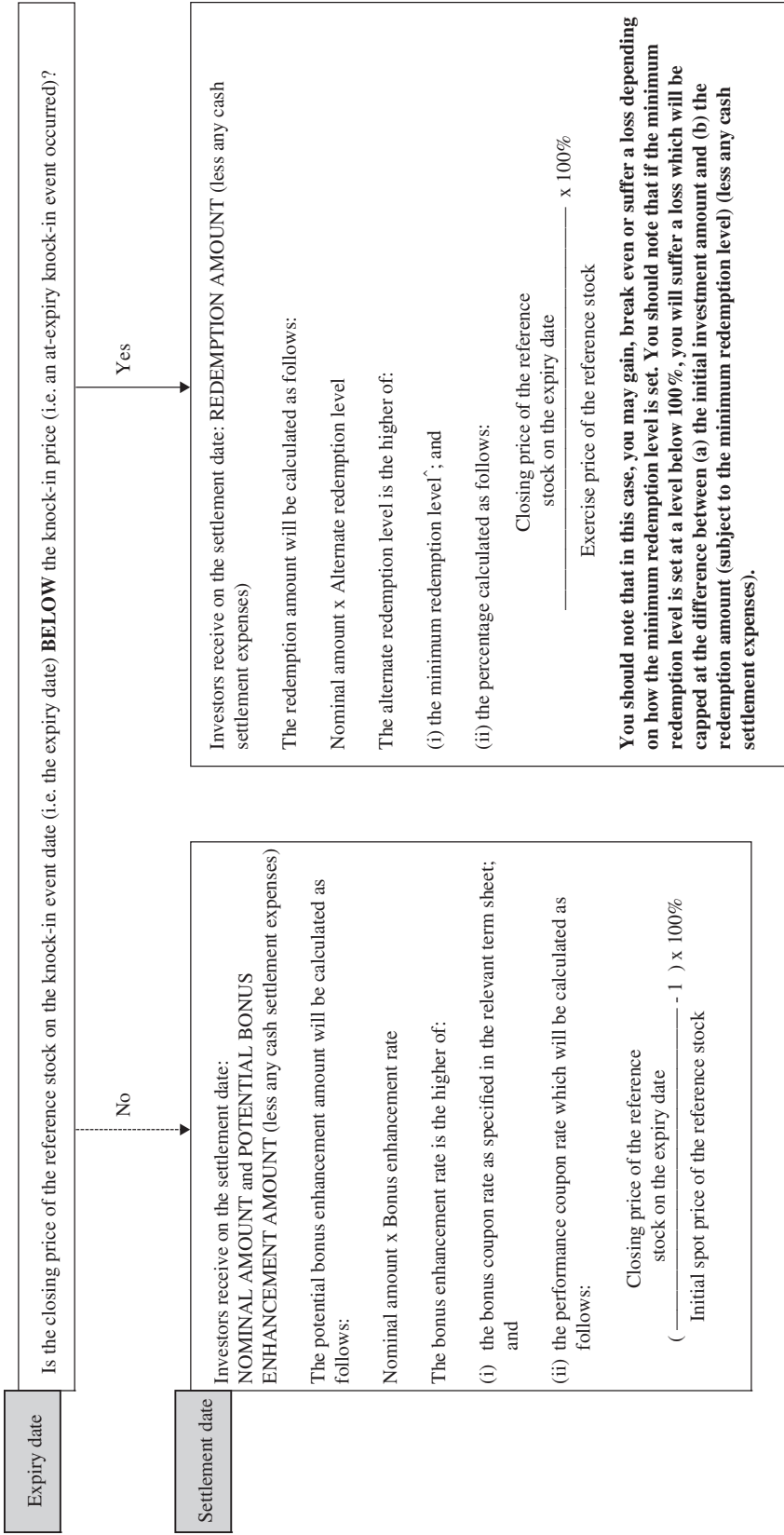
<sup>^</sup> The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

(iii) For BNP Paribas Single PUR MR ELIs with potential bonus enhancement and daily knock-in feature (“BNP Paribas Single MR BEN DKI ELIs”)



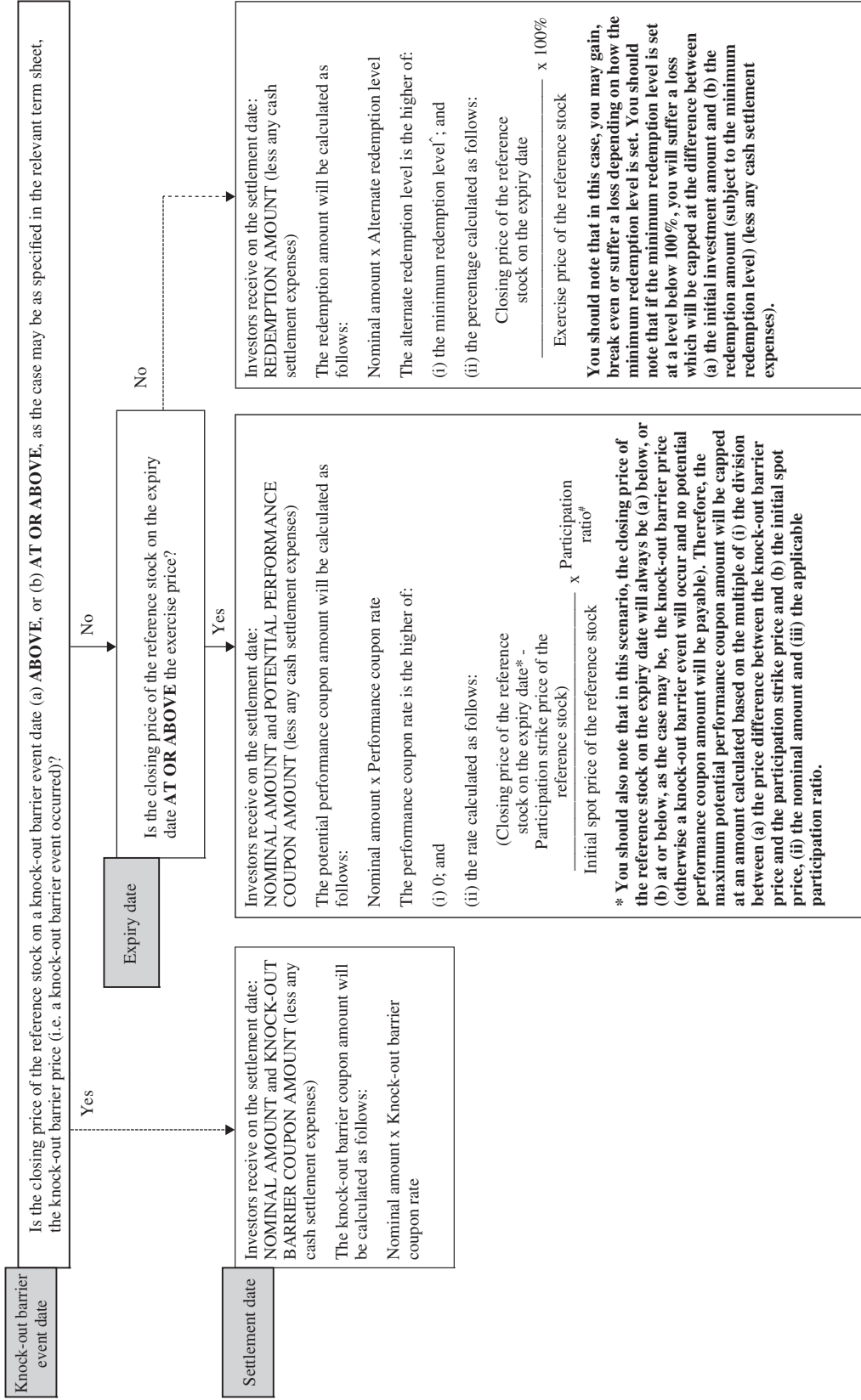
<sup>^</sup> The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

(iv) For BNP Paribas Single PUR MR ELIs with potential bonus enhancement and at-expiry knock-in feature (“BNP Paribas Single MR BEN EKI ELIs”)



<sup>^</sup> The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

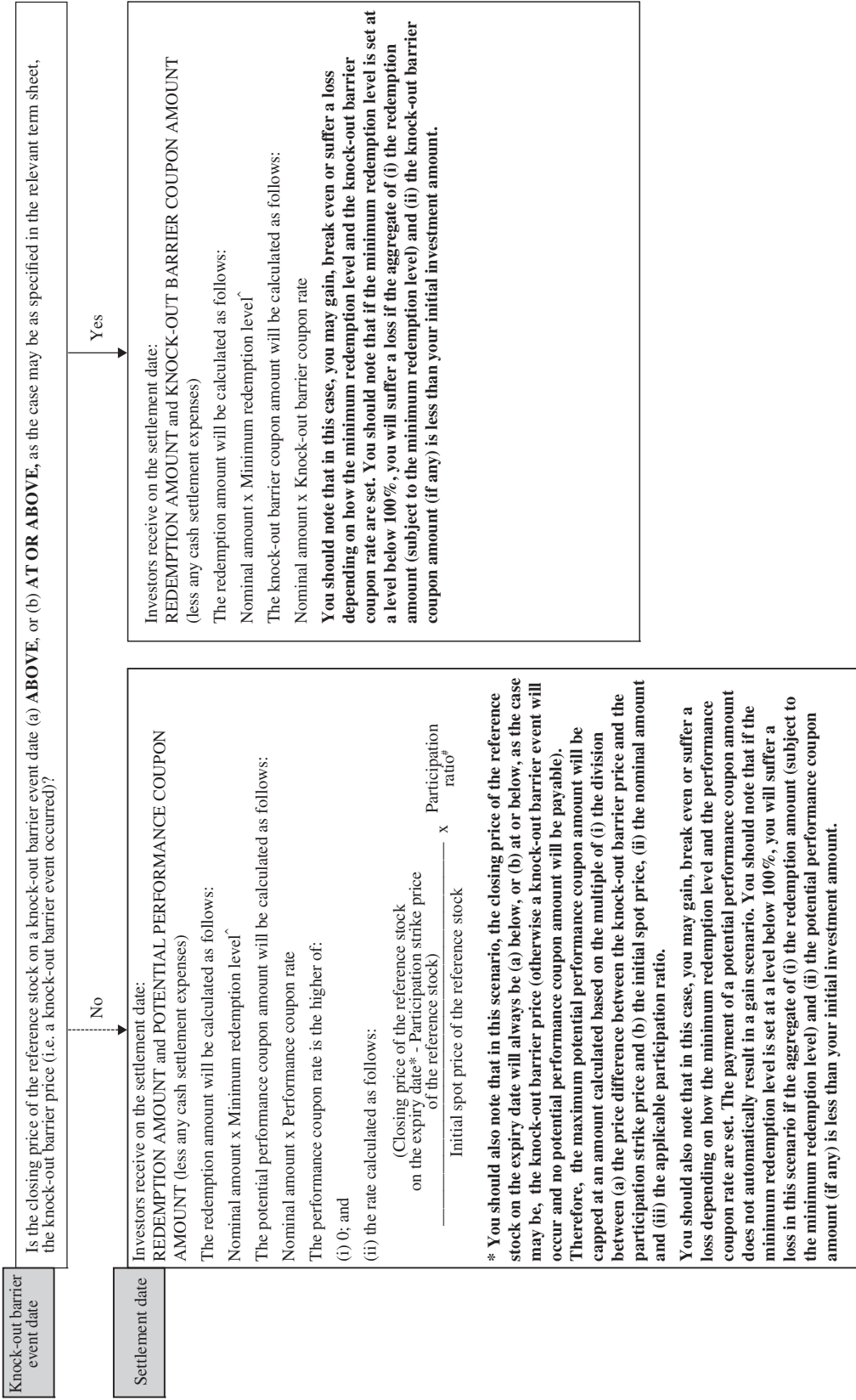
(v) For BNP Paribas Single PUR MR ELIs with knock-out barrier feature (“BNP Paribas Single MR Knock Out ELIs”)



^ The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

# The participation ratio will be specified in the relevant term sheet, and will be set at a level which is above 0%.

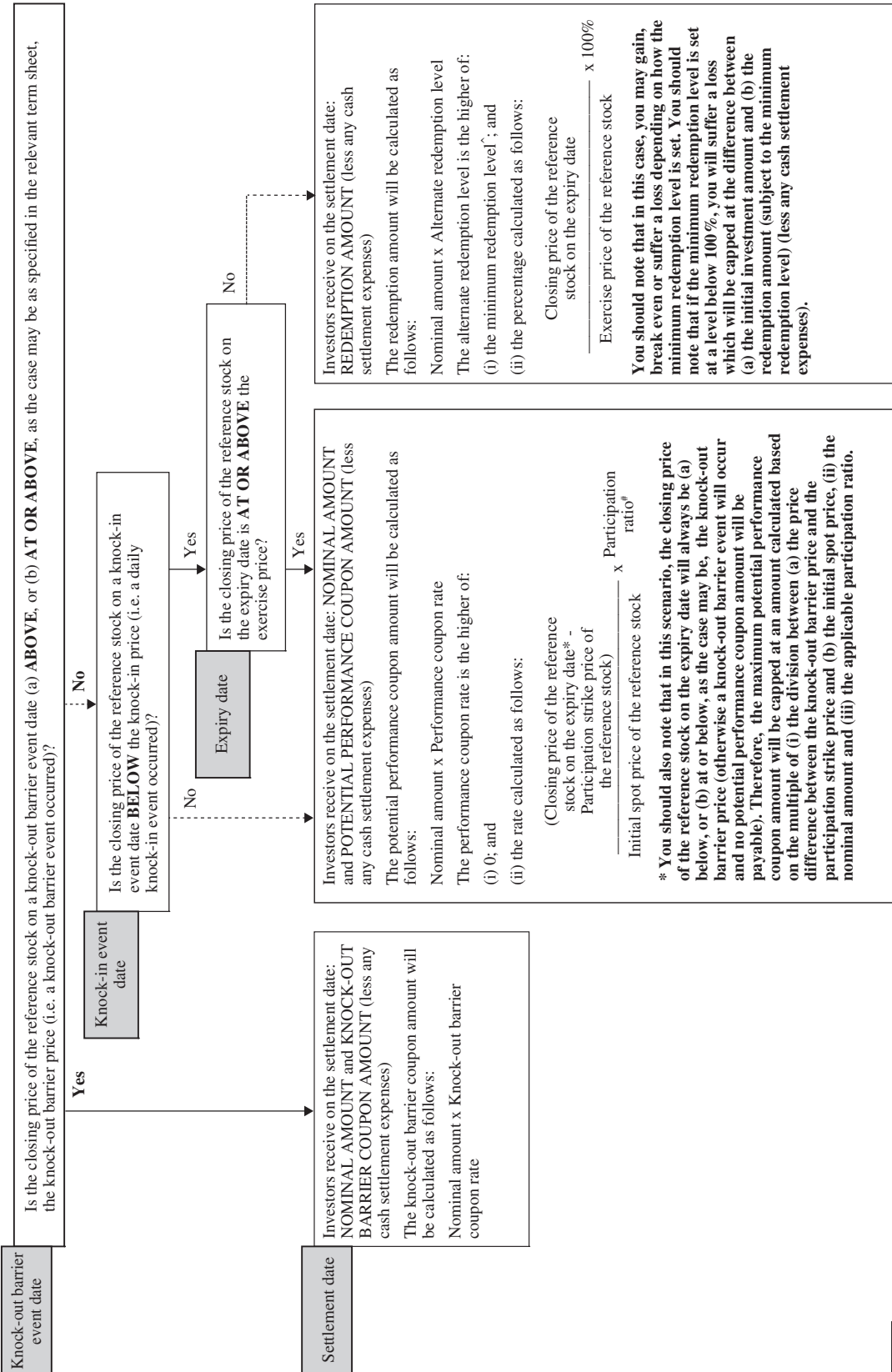
(vi) For BNP Paribas Single PUR MR ELIs with knock-out barrier feature and without exercise price (“BNP Paribas Single MR Knock Out WOEP ELIs”)



<sup>^</sup> The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

<sup>#</sup> The participation ratio will be specified in the relevant term sheet, and will be set at a level which is above 0%.

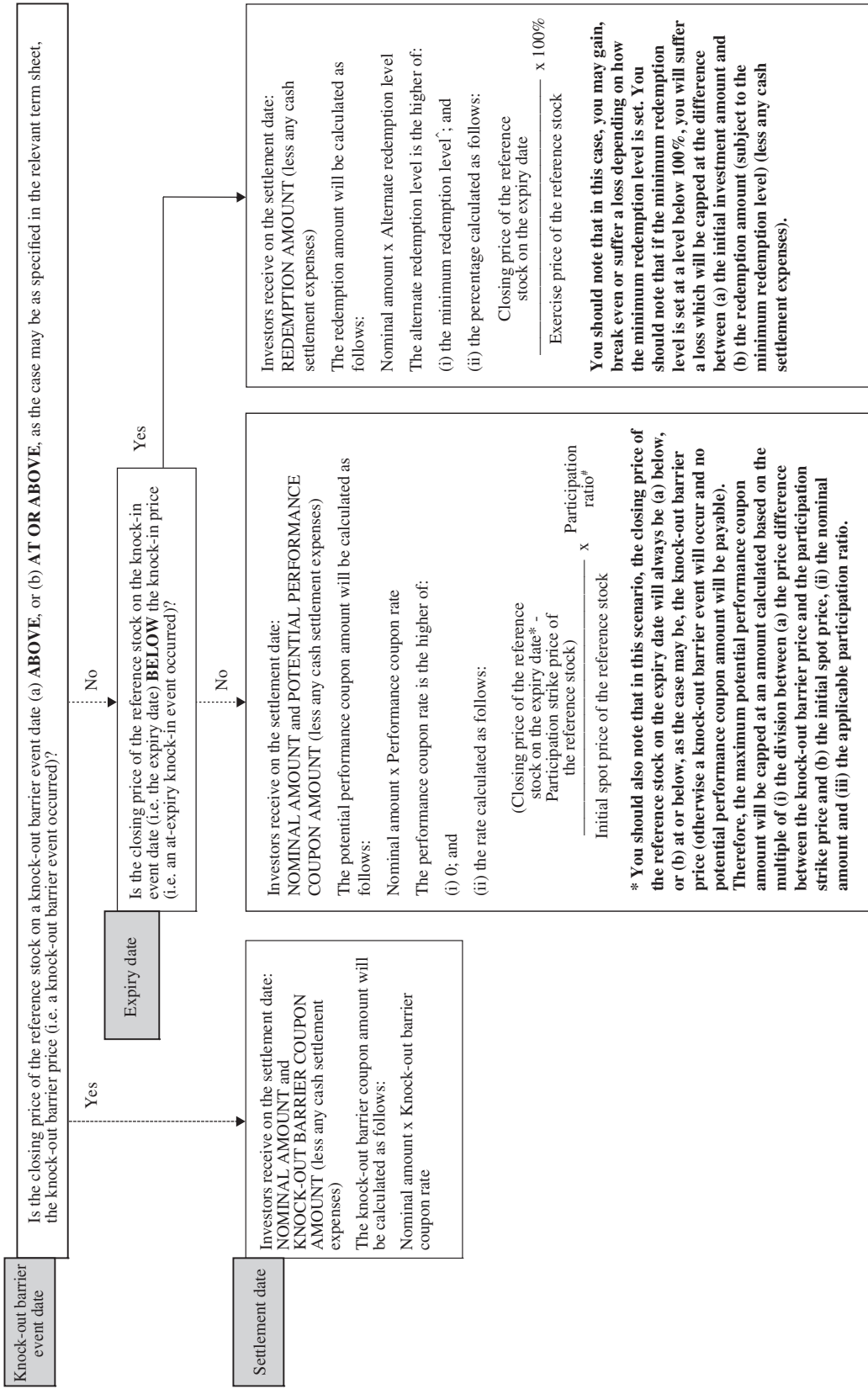
(vii) For BNP Paribas Single PUR MR ELIs with knock-out barrier feature and daily knock-in feature (“BNP Paribas Single MR Knock Out DKI ELIs”)



<sup>^</sup> The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

<sup>#</sup> The participation ratio will be specified in the relevant term sheet, and will be set at a level which is above 0%.

(viii) For BNP Paribas Single PUR MR ELIs with knock-out barrier feature and at-expiry knock-in feature (“BNP Paribas Single MR Knock Out EKI ELIs”)

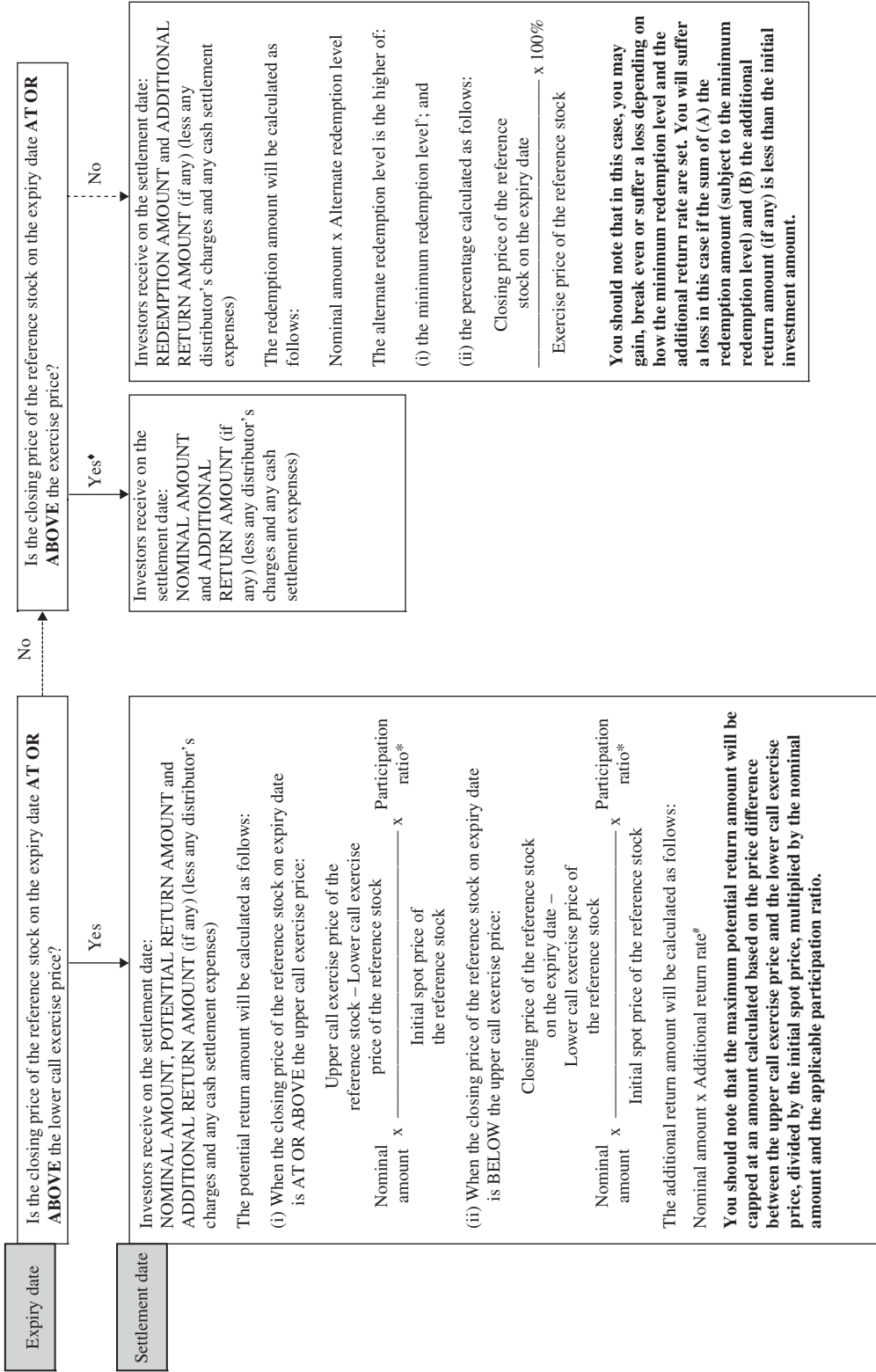


^ The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

# The participation ratio will be specified in the relevant term sheet, and will be set at a level which is above 0%.



(ix) For BNP Paribas Single PUR MR ELIs with potential capped return (“BNP Paribas Single MR PCR ELIs”)



# The additional return rate will be specified in the relevant indicative term sheet and will always be set at a rate higher than or equal to 0%.

\* The participation ratio will be a rate as specified in the applicable term sheet and will always be set at a rate higher than 0%.

^ The minimum redemption level will be a percentage as set out in the relevant term sheet and may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

♦ This scenario will not occur if the exercise price is set at the same value as the lower call exercise price.

## **GLOSSARY — THE KEY ELEMENTS OF THE BNP PARIBAS SINGLE PUR MR ELIS**

The key elements of the BNP Paribas Single PUR MR ELIs are summarised in the following table. Please note that we are issuing the BNP Paribas Single PUR MR ELIs in series under our unlisted equity linked investment programme and the following terms should be read as applying to each series separately.

We have included in Appendix A the form of term sheet for the BNP Paribas Single PUR MR ELIs — the form of term sheet sets out the terms which may only be specified at the time when you apply for the BNP Paribas Single PUR MR ELIs (except for the terms that may only be determined after your purchase as described below).

### **A. SUBSCRIPTION OF THE BNP PARIBAS SINGLE PUR MR ELIS**

<b>BNP Paribas Single MR BEN ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with potential bonus enhancement as specified in the relevant term sheet.</li></ul>
<b>BNP Paribas Single MR BEN WOEP ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with potential bonus enhancement and without exercise price as specified in the relevant term sheet.</li></ul>
<b>BNP Paribas Single MR BEN DKI ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with potential bonus enhancement and daily knock-in feature as specified in the relevant term sheet.</li></ul>
<b>BNP Paribas Single MR BEN EKI ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with potential bonus enhancement and at-expiry knock-in feature as specified in the relevant term sheet.</li></ul>
<b>BNP Paribas Single MR Knock Out ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with knock-out barrier feature as specified in the relevant term sheet.</li></ul>
<b>BNP Paribas Single MR Knock Out WOEP ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with knock-out barrier feature and without exercise price as specified in the relevant term sheet.</li></ul>
<b>BNP Paribas Single MR Knock Out DKI ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with knock-out barrier feature and daily knock-in feature as specified in the relevant term sheet.</li></ul>
<b>BNP Paribas Single MR Knock Out EKI ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with knock-out barrier feature and at-expiry knock-in feature as specified in the relevant term sheet.</li></ul>
<b>BNP Paribas Single MR PCR ELIs</b>	<ul style="list-style-type: none"><li>• This is the BNP Paribas Single PUR MR ELIs with potential capped return as specified in the relevant term sheet.</li></ul>
<b>Offer period</b>	<ul style="list-style-type: none"><li>• This is the period during which you can buy a BNP Paribas Single PUR MR ELI of a particular series from the relevant distributors.</li></ul>

- We may choose to extend or close the offer period, or decide not to issue any BNP Paribas Single PUR MR ELIs at any time. If the offer period is extended, we will reschedule the trade date, the issue date, the knock-in event date(s) (if applicable), the knock-out barrier event date(s) (if applicable), the expiry date and the settlement date. If the offer period is closed early, such dates would not be rescheduled.
- In the event of any extension of the offer period, we will issue a revised indicative term sheet reflecting the rescheduled dates for your information through your distributor and you will be able to cancel your BNP Paribas Single PUR MR ELI purchase order within the specified period of time as notified to you by your distributor. Neither we nor your distributor will charge you any fees for such cancellation. Please check with your distributor for further details.

**Issue price**

- This is the price you have to pay for a BNP Paribas Single PUR MR ELI.
- The issue price for a BNP Paribas Single PUR MR ELI is equal to or at a discount to the nominal amount and will be specified in the relevant term sheet.
- We may issue further BNP Paribas Single PUR MR ELIs of a particular series so that they are interchangeable with the originally issued BNP Paribas Single PUR MR ELIs. The issue price of the further BNP Paribas Single PUR MR ELIs of the same series may be equal to or at a discount to its nominal amount and will be specified in the relevant term sheet.
- Your distributor may require you to pay the aggregate issue price of all the BNP Paribas Single PUR MR ELIs that you wish to purchase before the issue date. Ask your distributor for details on when you have to pay the issue price of the BNP Paribas Single PUR MR ELIs.

**Nominal amount**

- This is equivalent to the face value of a BNP Paribas Single PUR MR ELI and will be specified in the relevant term sheet.
- The nominal amount will be used to calculate the settlement amount as specified in the relevant term sheet.

**Minimum investment amount**

- This is the minimum amount of BNP Paribas Single PUR MR ELIs that you have to purchase if you wish to invest in the relevant series.
- The minimum investment amount will be specified in the relevant term sheet.

**Minimum transfer amount**

- The minimum transfer amount in respect of each series of BNP Paribas Single PUR MR ELIs is one BNP Paribas Single PUR MR ELI and is the minimum amount of BNP Paribas Single PUR MR ELIs that you can sell back to the market agent on a market making day. The total number of BNP Paribas Single PUR MR ELIs you choose to sell back must be an integral number.

**Trade date**

- This is the last day of the offer period, on which the terms of the series of the BNP Paribas Single PUR MR ELI you bought are determined. We will specify the trade date in the relevant term sheet. You will be subject to the terms and conditions of the BNP Paribas Single PUR MR ELIs from the trade date.
- We will record the initial spot price of the reference stock on the trade date.
- You should note that although all the terms of the BNP Paribas Single PUR MR ELIs are finalised on the trade date, the BNP Paribas Single PUR MR ELIs will only be issued on the issue date.

**Settlement currency**

- This is the currency in which the BNP Paribas Single PUR MR ELIs are denominated. We may use the following currencies as the settlement currency for the BNP Paribas Single PUR MR ELIs: HKD, United States dollars, Canadian dollars, Australian dollars, New Zealand dollars, Sterling, Euro, Japanese Yen, Singapore dollars, Swiss Franc or such other major non-restricted and freely-convertible currencies or RMB, as specified in the relevant term sheet. You will pay the issue price and, where applicable, receive any cash amount payable to you under the BNP Paribas Single PUR MR ELIs in the settlement currency.
- If the settlement currency of the BNP Paribas Single PUR MR ELIs is different from the underlying currency of the reference stock, we will convert one currency into another at the exchange rate as specified in the relevant term sheet in making calculations under the BNP Paribas Single PUR MR ELIs.

**Reference stock**

- The reference stock is shares of a company or units or shares of a fund (being exchange traded funds and/or real estate investment trusts) listed on the Hong Kong Stock Exchange and quoted in HKD, RMB, United States dollars or such other currencies as specified in the relevant term sheet.
- Not all Hong Kong-listed shares or units can be used as the reference stock for the BNP Paribas Single PUR MR ELIs — please ask your distributor what reference stock is available.
- The reference stock will be specified in the relevant term sheet.

- Information on the company or fund (including its published audited consolidated financial statements and interim financial statements (if any)) may be obtained from the website operated by the Hong Kong Stock Exchange at <http://www.hkexnews.hk/index.htm>.
- Underlying currency**
- This is the currency in which the reference stock is quoted on the Exchange as specified in the relevant term sheet.
- Initial spot price**
- The initial spot price for the reference stock will be specified in the relevant term sheet as either (i) the closing price of the reference stock on the trade date or (ii) the specific price of the reference stock (as agreed between us and you (through your distributor) at the time you apply for the BNP Paribas Single PUR MR ELIs on the trade date) and your BNP Paribas Single PUR MR ELI purchase order will be executed at such agreed price.
  - The specific terms which may affect your potential gain or loss under the BNP Paribas Single PUR MR ELIs will each be set as a fixed percentage of the initial spot price of the reference stock.
- Closing price**
- When we refer to the official closing price of the reference stock on a particular day, we mean the official closing price of the reference stock as quoted by the Hong Kong Stock Exchange on that day.
- Issue date**
- This is the date on which the BNP Paribas Single PUR MR ELIs are issued.
  - The issue date is a day falling 1 to 14 business days after the trade date.
  - We will specify the issue date in the relevant term sheet.
- Scheduled tenor**
- This is the period from and including the issue date to and including the settlement date and is the duration for which you have to hold a BNP Paribas Single PUR MR ELI before it is terminated and settled. The scheduled tenor of the BNP Paribas Single PUR MR ELIs will be specified in the relevant term sheet.
- Investment period**
- This is the period from and including the trade date to and including the expiry date and is the duration between the date on which all the terms of the BNP Paribas Single PUR MR ELIs are finalised and the date on which the settlement amount is determined.
- Order date**
- This is the day you place the BNP Paribas Single PUR MR ELI purchase order to your distributor.
  - Depending on when you decide to place the BNP Paribas Single PUR MR ELI purchase order to your distributor, the order date may fall on or before the trade date.

**Scheduled trading day**

- A day on which the Hong Kong Stock Exchange and each related exchange is scheduled to open for trading.

## **B. KNOCK-IN EVENT**

**Knock-in event**

- We will specify in the relevant term sheet whether a knock-in event applies to the relevant series of BNP Paribas Single PUR MR ELIs. If a knock-in event is applicable, the payout of the BNP Paribas Single PUR MR ELIs at expiry will depend on whether the relevant knock-in event has occurred.
- There are two variations of knock-in event: (i) daily knock-in event and (ii) at-expiry knock-in event (see also “Knock-in event date” below). If applicable, we will specify in the relevant term sheet which type of knock-in event applies to that series of BNP Paribas Single PUR MR ELIs.
- A “knock-in event” occurs if the closing price of the reference stock on any knock-in event date(s) is **below** the knock-in price.

**Knock-in price**

- If a knock-in event is applicable, we will observe the closing price of the reference stock on each knock-in event date and compare it against the knock-in price to determine whether a knock-in event has occurred.
- If a knock-in event is applicable, we will stipulate a knock-in price for the reference stock. The knock-in price of the reference stock is set at a specified percentage of the initial spot price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) and will be specified in the relevant term sheet.
- The knock-in price will always be set at a level which is lower than or equal to the exercise price.

**Knock-in event date**

- If the daily knock-in event applies, the knock-in event date(s) will be set as each scheduled trading day during a period as specified in the relevant term sheet. If the at-expiry knock-in event applies, the knock-in event date will be set as the expiry date. The knock-in event date(s) will be specified in the relevant term sheet.

## **C. KNOCK-OUT BARRIER EVENT**

**Knock-out barrier event**

- We will specify in the relevant term sheet whether a knock-out barrier event applies to the relevant series of BNP Paribas Single PUR MR ELIs. If a knock-out barrier event is applicable, the payout of the BNP Paribas Single PUR MR ELIs at expiry will depend on whether the knock-out barrier event has occurred.
- A “knock-out barrier event” occurs if the closing price of the reference stock on any knock-out barrier event date is (a) **above**, or (b) **at or above**, as specified in the relevant term sheet, the knock-out barrier price.

<b>Knock-out barrier price</b>	<ul style="list-style-type: none"> <li>• If a knock-out barrier event is applicable, we will observe the closing price of the reference stock on each knock-out barrier event date and compare it against the knock-out barrier price to determine whether a knock-out barrier event has occurred.</li> <li>• We will stipulate a knock-out barrier price for the reference stock. The knock-out barrier price of the reference stock is set at a specified percentage of the initial spot price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) and will be specified in the relevant term sheet.</li> <li>• The knock-out barrier price will always be set at a level which is higher than the initial spot price.</li> </ul>
<b>Knock-out barrier event date</b>	<ul style="list-style-type: none"> <li>• If a knock-out barrier event is applicable, the knock-out barrier event date(s) will be set as each scheduled trading day during a period as specified in the relevant term sheet.</li> </ul>
<b>Knock-out barrier coupon amount</b>	<ul style="list-style-type: none"> <li>• If applicable, the knock-out barrier coupon amount is a cash payment that you may receive on the settlement date. See parts (E) to (H) of “Settlement amount (for each BNP Paribas Single PUR MR ELI)” below.</li> <li>• We will calculate the knock-out barrier coupon amount as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards): <ul style="list-style-type: none"> <li style="margin-left: 40px;"><math>\text{Nominal amount} \times \text{Knock-out barrier coupon rate}</math></li> </ul> </li> </ul>
<b>Knock-out barrier coupon rate</b>	<ul style="list-style-type: none"> <li>• If a knock-out barrier event is applicable, we will specify the knock-out barrier coupon rate in the relevant term sheet.</li> </ul>

#### **D. AT EXPIRY OF THE BNP PARIBAS SINGLE PUR MR ELIS**

<b>Expiry date</b>	<ul style="list-style-type: none"> <li>• If the BNP Paribas Single PUR MR ELIs are not early terminated due to an extraordinary unforeseeable event (see pages 117 to 120 of this product booklet for further details), the BNP Paribas Single PUR MR ELIs will terminate on the expiry date as specified in the relevant term sheet.</li> <li>• You should note that although the settlement amount will be determined on the expiry date, such settlement amount will only be paid to you on the settlement date.</li> </ul>
<b>Exercise price</b>	<ul style="list-style-type: none"> <li>• If applicable, we will stipulate an exercise price for the reference stock. The exercise price of the reference stock may be expressed as a specified percentage of the initial spot price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) in the relevant term sheet. The exercise price for the reference stock will always be set at a price equal to or lower than the initial spot price.</li> </ul>

- The exercise price can be viewed as the benchmark against which the closing price of the reference stock on the expiry date will be compared to determine the payout of the BNP Paribas Single MR BEN ELIs, the BNP Paribas Single MR BEN DKI ELIs, the BNP Paribas Single MR Knock Out ELIs, the BNP Paribas Single MR Knock Out DKI ELIs and the BNP Paribas Single MR PCR ELIs at expiry. See parts (A), (C), (E), (G) and (I) of “Settlement amount (for each BNP Paribas Single PUR MR ELI)” below.

**Coupon barrier price**

- If applicable, we will stipulate a coupon barrier price for the reference stock. The coupon barrier price of the reference stock is set at a specified percentage of the initial spot price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) and will be set out in the relevant term sheet. The coupon barrier price for the reference stock will always be set at a price equal to or higher than the exercise price.
- The coupon barrier price can be viewed as the benchmark against which the closing price of the reference stock on the expiry date will be compared to determine the payout of the BNP Paribas Single MR BEN ELIs and the BNP Paribas Single MR BEN WOEP ELIs at expiry. See parts (A) and (B) of “Settlement amount (for each BNP Paribas Single PUR MR ELI)” below.

**Potential bonus enhancement amount**

- If applicable, the potential bonus enhancement amount is a cash payment that you may receive on the settlement date. It will be calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal amount} \times \text{Bonus enhancement rate}$$

- **You should note that you will not receive any potential bonus enhancement amount on the settlement date if:**
  - (i) **(for the BNP Paribas Single MR BEN ELIs and the BNP Paribas Single MR BEN WOEP ELIs)**
    - (a) the closing price of the reference stock on the expiry date is below the coupon barrier price, or
    - (b) in the case where the coupon barrier price is set at a level equal to or lower than the initial spot price and the bonus coupon rate is set at 0%, if the closing price of the reference stock on the expiry date is at or below the initial spot price; or



- (ii) (for the BNP Paribas Single MR BEN DKI ELIs and the BNP Paribas Single MR BEN EKI ELIs) (a) a knock-in event has occurred on a knock-in event date or (b) if a knock-in event has not occurred on a knock-in event date, the closing price of the reference stock on the expiry date is at or below the initial spot price and the bonus coupon rate is set at 0%.

See parts (A) to (D) of “Settlement amount (for each BNP Paribas Single PUR MR ELI)” below.

**Bonus enhancement rate**

- The bonus enhancement rate will be the higher of:
  - (i) Bonus coupon rate; and
  - (ii) Performance coupon rate.

**Bonus coupon rate**

- If applicable, the bonus coupon rate will be specified in the relevant term sheet.
- The bonus coupon rate will be set at a rate which is higher than or equal to 0%.

**Potential performance coupon amount**

- If applicable, the potential performance coupon amount is a cash payment that you may receive on the settlement date. It will be calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal amount} \times \text{Performance coupon rate}$$

- **You should note that you will not receive any potential performance coupon amount on the settlement date if (for the BNP Paribas Single MR BEN DKI ELIs) a daily knock-in event has occurred on a knock-in event date and the closing price of the reference stock on the expiry date is at or below the initial spot price or (for the BNP Paribas Single MR Knock Out ELIs, the BNP Paribas Single MR Knock Out WOEP ELIs, the BNP Paribas Single MR Knock Out DKI ELIs and the BNP Paribas Single MR Knock Out EKI ELIs) a knock-out barrier event has occurred or the closing price of the reference stock on the expiry date is at or below the participation strike price. See parts (C) and (E) to (H) of “Settlement amount (for each BNP Paribas Single PUR MR ELI)” below.**

**Performance coupon rate**

- For the BNP Paribas Single MR BEN ELIs, the BNP Paribas Single MR BEN WOEP ELIs and the BNP Paribas Single MR BEN EKI ELIs, the performance coupon rate will be calculated as follows:

$$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$$

- For the BNP Paribas Single MR BEN DKI ELIs, the performance coupon rate will be the higher of (i) zero and (ii) the rate calculated as follows:

$$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$$

- For the BNP Paribas Single MR Knock Out ELIs, the BNP Paribas Single MR Knock Out WOEP ELIs, the BNP Paribas Single MR Knock Out DKI ELIs and the BNP Paribas Single MR Knock Out EKI ELIs, the higher of (i) zero and (ii) the rate calculated as follows:

$$\frac{(\text{Closing price of the reference stock on the expiry date} - \text{participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

**Participation ratio**

- If applicable, the participation ratio will be specified in the relevant term sheet, and will be set at a level which is above 0%.

**Participation strike price**

- If applicable, we will stipulate a participation strike price for the reference stock. The participation strike price of the reference stock is set at a specified percentage of the initial spot price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) and will be set out in the relevant term sheet.

**Upper call exercise price**

- If applicable, we will stipulate an upper call exercise price for the reference stock. The upper call exercise price of the reference stock may be expressed as a specified percentage of the initial spot price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) and will be set out in the relevant term sheet. The upper call exercise price will always be set at a level which is higher than the lower call exercise price.
- The upper call exercise price can be viewed as the benchmark against which the closing price of the reference stock on the expiry date will be compared to determine the payout of the BNP Paribas Single MR PCR ELIs at expiry. See part (I) of “Settlement amount (for each BNP Paribas Single PUR MR ELI)” below.

**Lower call exercise price**

- If applicable, we will stipulate a lower call exercise price for the reference stock. The lower call exercise price of the reference stock may be expressed as a specified percentage of the initial spot price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) and will be set out in the relevant term sheet. The lower call exercise price will always be set at a level which is equal to or higher than the exercise price.

- The lower call exercise price can be viewed as the benchmark against which the closing price of the reference stock on the expiry date will be compared to determine the payout of the BNP Paribas Single MR PCR ELIs at expiry. See part (I) of “Settlement amount (for each BNP Paribas Single PUR MR ELI)” below.

**Redemption amount**

- If applicable, the redemption amount is a cash payment that you may receive on the settlement date.
- For the BNP Paribas Single MR BEN WOEP ELIs and the BNP Paribas Single MR Knock Out WOEP ELIs, the redemption amount will be calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upward):

$$\text{Nominal amount} \times \text{Minimum redemption level}$$

- For the BNP Paribas Single MR BEN ELIs, the BNP Paribas Single MR BEN DKI ELIs, the BNP Paribas Single MR BEN EKI ELIs, the BNP Paribas Single MR Knock Out ELIs, the BNP Paribas Single MR Knock Out DKI ELIs, the BNP Paribas Single MR Knock Out EKI ELIs and the BNP Paribas Single MR PCR ELIs, the redemption amount will be calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upward):

$$\text{Nominal amount} \times \text{Alternate redemption level}$$

**Alternate redemption level**

- If applicable, the alternate redemption level is the higher of (i) the minimum redemption level and (ii) the percentage calculated in accordance with the following formula:

$$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$$

**Minimum redemption level**

- The minimum redemption level will be specified in the relevant term sheet. The minimum redemption level may be set at a level below, at or above 100%, but will not be lower than 50% in any event.

**Potential return amount**

- If applicable, the potential return amount is a cash payment that you may receive on the settlement date.

- For the BNP Paribas Single MR PCR ELIs, it will be calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):
  - (i) if the closing price of the reference stock on the expiry date is **at or above** the upper call exercise price, a cash amount calculated as follows:

$$\text{Nominal amount} \times \frac{\text{Upper call exercise price of the reference stock} - \text{Lower call exercise price of the reference stock}}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

; or

- (ii) if the closing price of the reference stock on the expiry date is **below** the upper call exercise price but is **at or above** the lower call exercise price, a cash amount calculated as follows:

$$\text{Nominal amount} \times \frac{\text{Closing price of the reference stock on the expiry date} - \text{Lower call exercise price of the reference stock}}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

- You should note that you will not receive any potential return amount on the settlement date if the closing price of the reference stock on the expiry date is **at or below** the lower call exercise price. See part (I) of “Settlement amount (for each BNP Paribas Single PUR MR ELI)” below.

#### **Additional return amount**

- If applicable, the additional return amount is a cash payment that you may receive on the settlement date. It will be calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal amount} \times \text{Additional return rate}$$

- You should note that you will not receive any additional return amount on the settlement date if the additional return rate is set at 0%.

#### **Additional return rate**

- If applicable, the additional return rate will be specified in the relevant term sheet. The additional return rate may be set at a rate higher than or equal to 0%.

**Settlement amount (for each  
BNP Paribas Single PUR MR  
ELI)**

**(A) For the BNP Paribas Single MR BEN ELIs:**

If the BNP Paribas Single MR BEN ELIs have not been early terminated otherwise:

- (i) if the closing price of the reference stock on the expiry date is **at or above** the coupon barrier price, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the potential bonus enhancement amount *less* any cash settlement expenses;
- (ii) if the closing price of the reference stock on the expiry date is **below** the coupon barrier price but is **at or above** the exercise price\*, the settlement amount that you will receive on the settlement date is a cash amount equal to the nominal amount *less* any cash settlement expenses; or

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\* This scenario will not occur if the coupon barrier price of the reference stock is set at a price equal to the exercise price.

- (iii) if the closing price of the reference stock on the expiry date is **below** the exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the redemption amount *less* any cash settlement expenses.

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

**(B) For the BNP Paribas Single MR BEN WOEP ELIs:**

If the BNP Paribas Single MR BEN WOEP ELIs have not been early terminated otherwise:

- (i) if the closing price of the reference stock on the expiry date is **at or above** the coupon barrier price, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the redemption amount and (ii) the potential bonus enhancement amount *less* any cash settlement expenses; or

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the bonus enhancement rate are set. The payment of a potential bonus enhancement amount (if any) does not automatically result in a gain scenario. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss in this scenario if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential bonus enhancement amount (if any) is less than your original investment amount.**

- (ii) if the closing price of the reference stock on the expiry date is **below** the coupon barrier price, the settlement amount that you will receive on the settlement date is a cash amount equal to the redemption amount *less* any cash settlement expenses.

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss in which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

**(C) For the BNP Paribas Single MR BEN DKI ELIs:**

If the BNP Paribas Single MR BEN DKI ELIs have not been early terminated otherwise:

- (i) if a daily knock-in event **has not occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the potential bonus enhancement amount *less* any cash settlement expenses;
- (ii) if a daily knock-in event **has occurred** and the closing price of the reference stock on the expiry date is **above** the initial spot price, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and the (ii) potential performance coupon amount *less* any cash settlement expenses;

- (iii) if a daily knock-in event **has occurred** and the closing price of the reference stock on the expiry date is **at or below** the initial spot price but is **at or above** the exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the nominal amount *less* any cash settlement expenses; or
- (iv) if a daily knock-in event **has occurred** but the closing price of the reference stock on the expiry date is **below** the exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the redemption amount *less* any cash settlement expenses.

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

**(D) For the BNP Paribas Single MR BEN EKI ELIs:**

If the BNP Paribas Single MR BEN EKI ELIs have not been early terminated otherwise:

- (i) if an at-expiry knock-in event **has not occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the potential bonus enhancement amount *less* any cash settlement expenses; or
- (ii) if an at-expiry knock-in event **has occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the redemption amount *less* any cash settlement expenses.

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

**(E) For the BNP Paribas Single MR Knock Out ELIs:**

If the BNP Paribas Single MR Knock Out ELIs have not been early terminated otherwise:

- (i) if a knock-out barrier event **has occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the knock-out barrier coupon amount *less* any cash settlement expenses;
- (ii) if a knock-out barrier event **has not occurred** and the closing price of the reference stock on the expiry date is **at or above** the exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the potential performance coupon amount *less* any cash settlement expenses; or
- (iii) if a knock-out barrier event **has not occurred** and the closing price of the reference stock on the expiry date is **below** the exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the redemption amount *less* any cash settlement expenses.

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

**(F) For the BNP Paribas Single MR Knock Out WOEP ELIs:**

If the BNP Paribas Single MR Knock Out WOEP ELIs have not been early terminated otherwise:

- (i) if a knock-out barrier event **has occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the redemption amount and (ii) the knock-out barrier coupon amount *less* any cash settlement expenses; or



**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the knock-out barrier coupon rate are set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss in this scenario if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the knock-out barrier coupon amount (if any) is less than your initial investment amount.**

- (ii) if a knock-out barrier event **has not occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the redemption amount and (ii) the potential performance coupon amount *less* any cash settlement expenses.

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the performance coupon rate are set. The payment of a potential performance coupon amount does not automatically result in a gain scenario. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss in this scenario if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential performance coupon amount (if any) is less than your initial investment amount.**

**(G) For the BNP Paribas Single MR Knock Out DKI ELIs:**

If the BNP Paribas Single MR Knock Out DKI ELIs have not been early terminated otherwise:

- (i) if a knock-out barrier event **has occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the knock-out barrier coupon amount *less* any cash settlement expenses;
- (ii) if **both** knock-out barrier event and daily knock-in event **have not occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the potential performance coupon amount *less* any cash settlement expenses;

- (iii) if a knock-out barrier event **has not occurred** but a daily knock-in event **has occurred** and the closing price of the reference stock on the expiry date is **at or above** the exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the potential performance coupon amount *less* any cash settlement expenses; or
- (iv) if a knock-out barrier event **has not occurred** but a daily knock-in event **has occurred** and the closing price of the reference stock on the expiry date is **below** the exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the redemption amount *less* any cash settlement expenses.

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

**(H) For the BNP Paribas Single MR Knock Out EKI ELIs:**

If the BNP Paribas Single MR Knock Out EKI ELIs have not been early terminated otherwise:

- (i) if a knock-out barrier event **has occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the knock-out barrier coupon amount *less* any cash settlement expenses;
- (ii) if **both** knock-out barrier event and at-expiry knock-in event **have not occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the potential performance coupon amount *less* any cash settlement expenses; and
- (iii) if a knock-out barrier event **has not occurred** but an at-expiry knock-in event **has occurred**, the settlement amount that you will receive on the settlement date is a cash amount equal to the redemption amount *less* any cash settlement expenses.

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level is set. You should note that if the minimum redemption level is set at a level below 100%, you will suffer a loss which will be capped at the difference between (i) the initial investment amount and (ii) the redemption amount (subject to the minimum redemption level) (less any cash settlement expenses).**

**(I) For the BNP Paribas Single MR PCR ELIs:**

If the BNP Paribas Single MR PCR ELIs have not been early terminated otherwise:

- (i) if the closing price of the reference stock on the expiry date is **at or above** the lower call exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount, (ii) the potential return amount and (iii) the additional return amount (if any);
- (ii) if the closing price of the reference stock on the expiry date is **below** the lower call exercise price but is **at or above** the exercise price\*, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the nominal amount and (ii) the additional return amount (if any); or

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\* This scenario will not occur if the exercise price is set at the same value as the lower call exercise price.

- (iii) if the closing price of the reference stock on the expiry date is **below** the exercise price, the settlement amount that you will receive on the settlement date is a cash amount equal to the sum of (i) the redemption amount and (ii) the additional return amount (if any).

**You should note that in this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the additional return rate are set. You will suffer a loss in this case if the sum of (a) the redemption amount (subject to the minimum redemption level) and (b) the additional return amount (if any) is less than the initial investment amount.**

**Settlement date**

- A date falling no later than the second or third business day after the expiry date, as specified in the relevant term sheet.

- This is the date on which you will receive (through your distributor) the settlement amount (see also “Settlement amount (for each BNP Paribas Single PUR MR ELI)” above) upon expiry of the BNP Paribas Single PUR MR ELIs if the BNP Paribas Single PUR MR ELIs have not been early terminated.
- If the settlement currency is RMB and an RMB disruption event occurs on, or prior to and is continuing on, the relevant date of payment, such payment will be postponed and may be made in a HKD equivalent amount. Please refer to the section headed “The BNP Paribas Single PUR MR ELIs — Extraordinary Unforeseeable Events, Adjustments to Terms and Conditions, Early Termination, Adjustments to Key Dates and Arrangement Upon the Occurrence of an RMB Disruption Event” on pages 117 to 124 of this product booklet for further details.

### **Cash settlement expenses**

- Cash settlement expenses are all charges or expenses, including any taxes and duties that are incurred upon termination of the BNP Paribas Single PUR MR ELIs by payment of a cash amount (such as, where the settlement amount at expiry is a cash amount or early termination upon the occurrence of an extraordinary unforeseeable event). Currently no such cash settlement expenses are payable. If any cash settlement expenses are payable in the future, we will inform your distributor as soon as practicable in advance and your distributor will in turn inform you.

### **Distributor’s charges**

- You should check with your distributor how much they charge if you buy BNP Paribas Single PUR MR ELIs from them and whether there are any charges for holding, selling BNP Paribas Single PUR MR ELIs through them or receiving any payment under the BNP Paribas Single PUR MR ELIs.

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#### *NOTES*

1. This is a summary of the key elements of the BNP Paribas Single PUR MR ELIs. You should read all of the BNP Paribas Single PUR MR ELI offering documents before deciding whether or not to buy any of the BNP Paribas Single PUR MR ELIs.
2. Some of the terms which we have used in this summary could be subject to adjustment as provided in the legal documentation. We have prepared a summary table on pages 117 to 124 of this product booklet to give you a ready reference of the possible adjustments that we may make to the terms and conditions of the BNP Paribas Single PUR MR ELIs (including adjustments to the terms and conditions of the BNP Paribas Single PUR MR ELIs due to extraordinary unforeseeable events and adjustments to the key dates due to market disruption events). You should also refer to the general terms and conditions as set out in Appendix B to this product booklet for more details.
3. We may early terminate the BNP Paribas Single PUR MR ELIs upon the occurrence of certain extraordinary unforeseeable events. Please refer to the section headed “The BNP Paribas Single PUR MR ELIs — Extraordinary Unforeseeable Events, Adjustments to Terms and Conditions, Early Termination, Adjustments to Key Dates and Arrangement Upon the Occurrence of an RMB Disruption Event” in this product booklet for more details.
4. We, as the calculation agent, will make all determinations, and exercise all discretion, under the terms and conditions of the BNP Paribas Single PUR MR ELIs, and we, as the calculation agent, have the sole and absolute discretion in making all determinations and exercising all discretion under the legal documentation. Any decision we make, as the calculation agent, will be made in good faith and a commercially reasonable manner and is final and binding on you and on us (as the issuer) and any other parties involved in the BNP Paribas Single PUR MR ELIs.

**THE BNP PARIBAS SINGLE PUR MR ELIS —  
EXTRAORDINARY UNFORESEEABLE EVENTS, ADJUSTMENTS  
TO TERMS AND CONDITIONS, EARLY TERMINATION,  
ADJUSTMENTS TO KEY DATES AND ARRANGEMENT UPON  
THE OCCURRENCE OF AN RMB DISRUPTION EVENT**

**A. Extraordinary unforeseeable events; Adjustments to terms and conditions; Early termination of the BNP Paribas Single PUR MR ELIs**

<p><b>What happens if an extraordinary unforeseeable event occurs in respect of a series of the BNP Paribas Single PUR MR ELIs?</b></p>	<p>As we cannot foresee all extraordinary unforeseeable events that can occur in relation to us or the reference stock, the calculation agent may have to adjust the terms and conditions of the BNP Paribas Single PUR MR ELIs or early terminate the BNP Paribas Single PUR MR ELIs in certain unforeseeable circumstances.</p>
<p>(a) If we, as the issuer, become insolvent or default on our obligations under the BNP Paribas Single PUR MR ELIs on or before the settlement date:</p>	<p>→ The BNP Paribas Single PUR MR ELIs represent our general, unsecured and unsubordinated contractual obligations. You will have to rely on your distributor to take action on your behalf to claim as one of our unsecured creditors if we become insolvent or default on our obligations under the BNP Paribas Single PUR MR ELIs. What you get under the BNP Paribas Single PUR MR ELIs will depend on the liquidation proceedings. <b>In the worst case scenario, you may get nothing back and lose your entire investment amount.</b></p>
<p>(b) During the investment period, if we, as the calculation agent, determine, in our sole and absolute discretion acting in good faith and a commercially reasonable manner, that a potential adjustment event has occurred in relation to the reference stock and such event has a diluting or concentrative effect on the theoretical value of the reference stock (including but not limited to, a subdivision or consolidation of the reference stock, a bonus or rights issue) (as more particularly set out in condition 6(a) of the terms and conditions of the BNP Paribas Single PUR MR ELIs):</p>	<p>→ We, as the calculation agent, will make such adjustments, if any, to the terms and conditions of the BNP Paribas Single PUR MR ELIs (where necessary, adjusting the exercise price (if applicable), the knock-out barrier price (if applicable), the participation strike price (if applicable), the knock-in price (if applicable), the coupon barrier price (if applicable), the upper call exercise price (if applicable) and the lower call exercise price (if applicable) of the reference stock) as we determine, in our sole and absolute discretion acting in good faith and a commercially reasonable manner, to be appropriate to account for that diluting or concentrative effect so as to preserve the economic equivalence of the relevant BNP Paribas Single PUR MR ELIs. In determining the aforesaid adjustment(s):</p> <ul style="list-style-type: none"> <li>• if futures or options contracts of the reference stock are traded on the Hong Kong Stock Exchange or the related exchange, we, as the calculation agent, will follow any adjustment to the terms of the relevant futures or options contracts made and announced by the Hong Kong Stock Exchange or the related exchange, unless following such adjustment is not able to preserve the economic equivalence of the BNP Paribas Single PUR MR ELIs. In such case, we, as the calculation agent, will determine the aforesaid adjustment(s) in our sole and absolute discretion acting in good faith and a commercially reasonable manner so as to preserve the economic equivalence of the BNP Paribas Single PUR MR ELIs; or</li> </ul>

- if there are no futures or options contracts of the reference stock traded on the Hong Kong Stock Exchange or the related exchange, we, as the calculation agent, will (where, and to the extent, applicable) follow the relevant rules as set out in the Operational Trading Procedures for Options Trading Exchange Participants of the Stock Exchange unless following such rules is not able to preserve the economic equivalence of the BNP Paribas Single PUR MR ELIs. In such case, we, as the calculation agent, will determine the aforesaid adjustment(s) in its sole and absolute discretion acting in good faith and a commercially reasonable manner so as to preserve the economic equivalence of the BNP Paribas Single PUR MR ELIs.

We, as the calculation agent, will also determine, in our sole and absolute discretion acting in good faith and a commercially reasonable manner, the effective date(s) of such adjustment(s) and shall observe and use, to the extent reasonably practicable, any such ex-date(s) or other relevant date(s) as provided by the Hong Kong Stock Exchange or the related exchange as the effective date(s) of such adjustment(s).

For the avoidance of doubt, the declaration or payment of an ordinary dividend is not an extraordinary unforeseeable event and that no adjustment will be made upon its occurrence.

- (c) During the investment period, if we, as the calculation agent, determine, in our sole and absolute discretion acting in good faith and a commercially reasonable manner, that an extraordinary unforeseeable event has occurred in relation to (1) the reference stock or a company issuing the reference stock (when the reference stock is a share), (2) the reference stock or a fund whose units or shares are the reference stock (where the reference stock is the unit or share of a fund). This would include:
- The calculation agent will make such adjustment, if any, to the terms and conditions of the BNP Paribas Single PUR MR ELIs as it determines, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, to be appropriate to account for the extraordinary unforeseeable event so as to preserve the economic equivalence of the relevant BNP Paribas Single PUR MR ELIs in the same manner as described in sub-paragraph (b) above (such adjustment will include, where the company issuing the reference stock (where the reference stock is a share) or, as the case may be, the fund whose units or shares are the reference stock, has merged with another company or fund, deeming the shares or units of the surviving entity in the merger to be the new reference stock).
- i. merger event, amalgamation, takeover offer or other events with similar effect in respect of the company or the fund; or
  - ii. tender offer by another entity to purchase the company or fund issuing the reference stock.

If the calculation agent determines, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, that any such adjustment is unable to preserve the economic equivalence of the relevant BNP Paribas Single PUR MR ELIs, we will early terminate the BNP Paribas Single PUR MR ELIs as of the date selected by the calculation agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner and pay you an amount equal to the fair market value for your BNP Paribas Single PUR MR ELIs as of the date of termination of the BNP Paribas Single PUR MR ELIs determined on a per BNP Paribas Single PUR MR ELI basis (determined by the calculation agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner) no later than the third business day after the date of termination. The fair market value of the BNP Paribas Single PUR MR ELIs will depend on factors such as the value of the embedded options, the number of scheduled trading days until the expiry date, the price performance and the volatility of the reference stock, the market interest rate movements, our financial condition, the market's view of our credit quality, and our costs of unwinding any hedging arrangements relating to the BNP Paribas Single PUR MR ELIs and if a daily knock-in event or a knock-out barrier event has occurred (if applicable). **Depending on the then prevailing market conditions, this fair market value may be less, or substantially less, than the minimum redemption at maturity and the original amount you invested.**

For further details, please refer to condition 6 of the terms and conditions on pages 168 to 173 of this product booklet.

- (d) During the investment period, if we, as the calculation agent, determine, in our sole and absolute discretion acting in good faith and a commercially reasonable manner, that an additional disruption event has occurred in relation to (1) the reference stock or a company issuing the reference stock (when the reference stock is a share), (2) the reference stock or a fund whose units or shares are the reference stock (where the reference stock is the unit or share of a fund). This would include:
- i. the insolvency of the company;
  - ii. the nationalisation of the reference stock;
  - iii. the delisting of the reference stock on the Hong Kong Stock Exchange;
  - iv. a change in law with the result that it becomes illegal for us to hold or dispose of the reference stock or will cause us to incur a materially increased cost in performing our obligations under the BNP Paribas Single PUR MR ELIs;
  - v. our inability to hedge our exposure under the BNP Paribas Single PUR MR ELIs or a material increase in the cost of hedging our exposure under the BNP Paribas Single PUR MR ELIs after the trade date (provided that such increase of cost is not incurred because of the deterioration of our creditworthiness);
  - vi. the institution of proceedings against or the petition by the regulator of the company for the company's winding-up or liquidation; and
  - vii. a fund termination event occurs in relation to the fund.
- We will early terminate the BNP Paribas Single PUR MR ELIs as of the date selected by the calculation agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner and pay you an amount equal to the fair market value for your BNP Paribas Single PUR MR ELIs as of the date of termination of the BNP Paribas Single PUR MR ELIs determined on a per BNP Paribas Single PUR MR ELI basis (determined by the calculation agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner) no later than the third business day after the date of termination. The fair market value of the BNP Paribas Single PUR MR ELIs will depend on factors such as the value of the embedded options, the number of scheduled trading days until the expiry date the price performance and the volatility of the reference stock, the market interest rate movements, our financial condition, the market's view of our credit quality, and our costs of unwinding any hedging arrangements relating to the BNP Paribas Single PUR MR ELIs and if a daily knock-in event or a knock-out barrier event has occurred (if applicable). **Depending on the then prevailing market conditions, this fair market value may be less, or substantially less, than the minimum redemption at maturity and the original amount you invested.**
- For further details, please refer to condition 6 of the terms and conditions on pages 168 to 173 of this product booklet.



## B. Adjustment to key dates

<b>Will the keys dates relevant to the terms of the BNP Paribas Single PUR MR ELIs be adjusted?</b>	Some of the key dates relevant to the terms of a series of the BNP Paribas Single PUR MR ELIs may be adjusted or postponed in certain circumstances.
(a) If the offer period of a series of BNP Paribas Single PUR MR ELIs is extended:	<p>→ We will postpone all of the following dates:</p> <ul style="list-style-type: none"><li>(i) trade date;</li><li>(ii) issue date;</li><li>(iii) knock-in event date(s) (if applicable);</li><li>(iv) knock-out barrier event date(s) (if applicable);</li><li>(v) expiry date; and</li><li>(vi) settlement date.</li></ul> <p>If, on the other hand, the offer period is closed early, the dates mentioned above would not be brought forward or postponed.</p>
(b) If the trade date, any knock-in event dates (if applicable), any knock-out barrier event dates (if applicable) or the expiry date falls on a day which the Hong Kong Stock Exchange and the related exchange are not scheduled to open for trading:	<p>→ The trade date, the knock-in event dates (if applicable), the knock-out barrier event dates (if applicable) and the expiry date are determined on the basis of a scheduled trading day, which means a day on which the Hong Kong Stock Exchange and the related exchange are scheduled to open for trading.</p> <p>If any of these days falls on a day which is not a scheduled trading day, the affected date will be postponed to the following day on which the Hong Kong Stock Exchange and the related exchange are scheduled to open for trading.</p>

(c) If the trade date, any knock-in event dates (if applicable), any knock-out barrier event dates (if applicable) or the expiry date falls on a “disrupted day”. This would include:

- a day that is a scheduled trading day but the Hong Kong Stock Exchange or the related exchange is not open for trading; or
- a day on which a market disruption event has occurred.

**(i) For the affected trade date:**

The trade date will be postponed to the following scheduled trading day which is not a “disrupted day” (up to a maximum of eight scheduled trading days). If the relevant disruption persists on the eighth scheduled trading day, we will cancel the BNP Paribas Single PUR MR ELI purchase order and the issue price will not be deducted from your distributor on the issue date. We or your distributor will not charge you any fees for such cancellation.

**(ii) For the affected knock-in event date (if the at-expiry knock-in event applies) or expiry date:**

Such dates will be postponed to the following scheduled trading day which is not a “disrupted day” (up to a maximum of eight scheduled trading days). If the relevant disruption persists on the eighth scheduled trading day, we, as the calculation agent, will treat that eighth scheduled trading day as the adjusted date for the relevant affected date and we will estimate in good faith and a commercially reasonable manner the closing price of the reference stock on such day.

If any of these days is postponed, the corresponding settlement date will be postponed accordingly. No interest shall be payable for any postponement of the settlement date.

**(iii) For the affected knock-in event date (if the daily knock-in event applies) or the affected knock-out barrier event date (if applicable):**

Such dates will be disregarded (except where the relevant knock-in event date or the knock-out barrier event date falls on the expiry date, in which case it shall be postponed along with the expiry date — see paragraph (ii) above).

For further details, please refer to condition 2(c) of the terms and conditions on pages 157 to 166 of this product booklet.

(d) If the settlement date falls on a day which is not a “business day”:

(By “business day”, we mean a day (other than Saturdays, Sundays and public holidays) on which banks and foreign exchange markets are open for business in Hong Kong and the major currency business centre of the settlement currency as specified in the relevant term sheet.)

→ The affected date will be postponed to the following day which is a “business day”. We will not pay any interest for any postponement of the settlement date.

### C. Arrangement upon the occurrence of an RMB disruption event

#### What happens if an RMB disruption event occurs on, or prior to and is continuing on, a scheduled date of payment?

In the case where the settlement currency of the BNP Paribas Single PUR MR ELIs is RMB, if an RMB disruption event occurs on, or prior to and is continuing on, any day on which any amount payable in RMB under the BNP Paribas Single PUR MR ELIs are scheduled to be paid:

An “RMB disruption event” means the occurrence of any event that, as determined by us as the calculation agent, in our sole and absolute discretion acting in good faith and a commercially reasonable manner, makes it impossible for us as the issuer:

- (i) to obtain a firm quote of a price in respect of any amount due and payable in RMB under the BNP Paribas Single PUR MR ELIs on the relevant scheduled date of payment in the RMB exchange market in Hong Kong in order to perform our obligations under the BNP Paribas Single PUR MR ELIs;
- (ii) to convert into RMB for any amount due and payable in RMB under the BNP Paribas Single PUR MR ELIs in the RMB exchange market in Hong Kong; or
- (iii) to transfer RMB between accounts inside Hong Kong,

in the case of (ii) and (iii) above, other than where such impossibility is due to our failure to comply with any law, rule or regulation enacted by any government authority (unless such law, rule or regulation is enacted after the issue date and it is impossible for us, due to an event beyond our control, to comply with such law, rule or regulation).

For the avoidance of doubt, the following events shall not constitute an RMB disruption event:

- (A) in the case of (i) above, our inability to obtain such firm quote solely due to issues relating to our creditworthiness; and
- (B) in the case of (ii) above, our inability to convert into RMB for any amount due and payable in RMB under the BNP Paribas Single PUR MR ELIs solely due to issues relating to our creditworthiness.

→ Such payment in RMB will be postponed to the third business day after the date on which the RMB disruption event ceases to exist, unless the RMB disruption event continues to exist for twelve consecutive business days from the original date, but for the occurrence of the RMB disruption event, would have been the date for such payment. In such case, we shall make payment of the HKD equivalent amount no later than the third business day after such twelfth business day based on the mid-market exchange rate for offshore RMB of HKD per 1 RMB as per Bloomberg Page “CNHHKD Curncy” as of the closing time of the Exchange on such twelfth Business Day, provided that if such Bloomberg rate is not available to trade or if such rate is unreliable by the calculation agent as determined by the calculation agent shall determine such exchange rate in our sole and absolute discretion acting in good faith and a commercially reasonable manner. We will not pay any extra amount for such postponed payment.

The above tables set out a ready reference of the possible adjustments that we may make to the terms and conditions of the BNP Paribas Single PUR MR ELIs, early termination of the BNP Paribas Single PUR MR ELIs, adjustments to key dates and arrangement upon the occurrence of an RMB disruption event.

If we (as the calculation agent) determine to make an adjustment to the terms and conditions or the key dates of a series of the BNP Paribas Single PUR MR ELIs or early terminate the BNP Paribas Single PUR MR ELIs or take other actions upon the occurrence of an RMB disruption event, we will notify the distributor(s) as soon as practicable by no later than three business days after such determination has been made and the distributor(s) will in turn inform you. **Any adjustments to the terms and conditions, early termination of the BNP Paribas Single PUR MR ELIs, adjustments to key dates and arrangement upon the occurrence of an RMB disruption event will be made by us (as the calculation agent) in our sole and absolute discretion acting in good faith and a commercially reasonable manner.**

## MORE INFORMATION ABOUT THE BNP PARIBAS SINGLE PUR MR ELIS

### WHAT IS INCLUDED IN OUR BNP PARIBAS SINGLE PUR MR ELIS DOCUMENTATION?

#### BNP Paribas Single PUR MR ELI offering documents

The following documents constitute the offering documents of the BNP Paribas Single PUR MR ELIs. **You should read all of these documents (including any addendum to these documents as set out in the relevant term sheet) before deciding whether to invest:**

Name of offering document	Content of document
(i) Programme memorandum	<p>The programme memorandum contains an overview of our unlisted equity linked investment programme, including:</p> <ul style="list-style-type: none"> <li>• United States and Hong Kong taxation issues relating to the unlisted equity linked investment issued/to be issued under the programme;</li> <li>• general information regarding the unlisted equity linked investments issued/to be issued under the programme;</li> <li>• the general procedure for buying the unlisted equity linked investments issued/to be issued under the programme through a distributor, how your distributor will hold your unlisted equity linked investments and receive notices, assets and payments from us on your behalf;</li> <li>• general information about us; and</li> <li>• a description of our business condition.</li> </ul>
(ii) Financial disclosure document	<p>The financial disclosure document, together with the addendum (if any) from time to time, contains information about the financial information and risk management system in relation to us.</p>
(iii) Product booklet	<p>This product booklet contains the general terms and conditions that apply to the nine variations of the BNP Paribas Single PUR MR ELIs that we can issue under our programme. This product booklet also explains how the BNP Paribas Single PUR MR ELIs work and sets out the product features and risk factors relating to the BNP Paribas Single PUR MR ELIs. To help your understanding, we have also included a key facts statement for each variation of BNP Paribas Single PUR MR ELIs on pages 4 to 73 of this product booklet and hypothetical examples to illustrate how the BNP Paribas Single PUR MR ELIs work in Appendix C to this product booklet.</p>
(iv) Indicative term sheet	<p>The indicative term sheet sets out a summary of the specific terms that are applicable to the series of BNP Paribas Single PUR MR ELIs you wish to buy. These specific terms will also be set out in the relevant final term sheet.</p> <p>We have set out in Appendix A to this product booklet a form of the term sheet for the BNP Paribas Single PUR MR ELIs. The form of term sheet sets out the variables which may only be specified at the time you apply for the BNP Paribas Single PUR MR ELIs (except for the terms that may only be determined after your purchase).</p>

The BNP Paribas Single PUR MR ELI offering documents are available free of charge during the offer period or while any of the BNP Paribas Single PUR MR ELI remains outstanding through the following means:

- (i) electronic copies (if available) from the distributor(s) by emails and/or from our designated website and/or other electronic means as set out in the relevant term sheet; and/or
- (ii) hard copies from the distributor(s).

The distribution means for a particular series of the BNP Paribas Single PUR MR ELIs will be specified in the relevant term sheet.

**The offer of each series of BNP Paribas Single PUR MR ELIs is made only on the basis of our programme memorandum, the financial disclosure document, this product booklet and the relevant indicative term sheet (together with any addendum to this product booklet, the programme memorandum and/or the financial disclosure document as specified in the term sheet).**

## **LEGAL TERMS AND CONDITIONS OF THE BNP PARIBAS SINGLE PUR MR ELIS**

The following documents set out the legally binding terms and conditions of the BNP Paribas Single PUR MR ELIs:

- (i) **Terms and Conditions of the BNP Paribas Single PUR MR ELIs:** the general terms and conditions that are applicable to all series of the BNP Paribas Single PUR MR ELIs are set out in Appendix B to this product booklet. These terms and conditions will be amended, supplemented, replaced or modified by the specific terms that are applicable to a series of BNP Paribas Single PUR MR ELIs, as set out in the relevant final term sheet.
- (ii) **Final Term Sheet for the BNP Paribas Single PUR MR ELIs:** the general terms and conditions as set out in the relevant product booklet may be amended, supplemented, replaced or modified by the specific terms that are applicable to a series of BNP Paribas Single PUR MR ELIs, as set out in the relevant final term sheet. The final term sheet will set out the specific commercial terms that are applicable to a particular series of BNP Paribas Single PUR MR ELIs. The final term sheet (in separate English and Chinese language versions) for each series of BNP Paribas Single PUR MR ELIs will be available for inspection at the offices of the product arranger and the relevant distributors on or after the relevant issue date. We have set out in Appendix A to this product booklet a form of the final term sheet for the BNP Paribas Single PUR MR ELIs. Please note, the final term sheet is not a BNP Paribas Single PUR MR ELI offering document.

## **HOW CAN I BUY THE BNP PARIBAS SINGLE PUR MR ELIS?**

- If you wish to purchase a series of BNP Paribas Single PUR MR ELIs, you can enquire about the range of BNP Paribas Single PUR MR ELIs on offer by contacting the appointed distributor(s) specified in the relevant term sheet.
- Once you have made your investment decision, you will need to complete your distributor's order form which can be obtained at any designated branches of the appointed distributor(s) for the BNP Paribas Single PUR MR ELIs.
- Your distributor will make the application with us directly on your behalf. You cannot purchase the BNP Paribas Single PUR MR ELIs directly from us. Your distributor will inform you the amount you have to pay and any applicable charges.
- You must already have, or must open, an investment account and a cash account with the appointed distributor(s). Your distributor will hold your BNP Paribas Single PUR MR ELIs for you in your investment account. Please see the section headed "The Unlisted Equity Linked Investment Programme — Main Features" in the programme memorandum for further details.

## REFERENCES TO “INVESTORS” AND “YOU”

References in the BNP Paribas Single PUR MR ELI offering documents to “investors” or to “you” are references to investors who have made an application for the BNP Paribas Single PUR MR ELIs through a distributor.

## IS THERE A POST-SALE COOLING-OFF PERIOD FOR THE BNP PARIBAS SINGLE PUR MR ELIS?

The relevant term sheet will specify whether a post-sale cooling-off period applies to a series of BNP Paribas Single PUR MR ELIs.

### *BNP Paribas Single PUR MR ELIs with an investment period of more than one year*

- If you have purchased a BNP Paribas Single PUR MR ELI with an investment period of more than one year, you can cancel or unwind (as the case may be) the BNP Paribas Single PUR MR ELI purchase order during the period from (and including) the date you place your purchase order (the order date) to (and including) the fifth Hong Kong business day after the order date (this period is referred to as the “post-sale cooling-off period”). If you choose to do so, you will need to submit your instructions to your distributor within a specified timeframe (as specified in the relevant term sheet) on any Hong Kong business day during the post-sale cooling-off period. Any exercise of your right to cancel or unwind your purchase order shall be irrevocable.
- Upon receipt of your instructions to cancel or unwind your purchase order, the market agent is obliged to cancel the BNP Paribas Single PUR MR ELI purchase order or unwind the BNP Paribas Single PUR MR ELI at the order unwind price (as the case may be).
- The order unwind price will be determined by the market agent in good faith and a commercially reasonable manner in accordance with the formula as stated below.
- If you submit your instructions to cancel the BNP Paribas Single PUR MR ELI purchase order to your distributor before the trade date, the issue price will not be deducted from your account with your distributor on the issue date. There will be no market value adjustments. However, your distributor may charge you a handling fee when you cancel your purchase order during the post-sale cooling-off period. Please ask your distributor for details.
- If you submit your instructions to unwind the BNP Paribas Single PUR MR ELI purchase order to your distributor on or after the trade date, the issue price will be deducted from your account with your distributor on the issue date and the market agent will pay the order unwind price (being a cash amount equal to the issue price less any market value adjustments) on a per BNP Paribas Single PUR MR ELI basis to your distributor on the later of: (i) the third business day after the day you submit your instructions to unwind the BNP Paribas Single PUR MR ELI purchase order; or (ii) the third business day after the issue date and your distributor will deliver the order unwind price to you on such day in accordance with its normal operating procedures. Your distributor may also charge you a handling fee for the unwind of the BNP Paribas Single PUR MR ELI purchase order during the post-sale cooling off period and deduct such handling fee from the order unwind price payable to you. Please ask your distributor for details of any handling fees that it may charge. In addition, if the settlement currency is RMB and an RMB disruption event occurs on, or prior to and is continuing on, the relevant date of payment, such payment will be postponed and may be made in a HKD equivalent amount. Please refer to the section headed “The BNP Paribas Single PUR MR ELIs — Extraordinary Unforeseeable Events, Adjustments to Terms and Conditions, Early Termination, Adjustments to Key Dates and Arrangement Upon the Occurrence of an RMB Disruption Event” on pages 117 to 124 of this product booklet for further details.
- Any market value adjustments (the value of which will depend on factors such as market interest rate movements, our financial condition, the market’s view of our credit quality, the value of the embedded options, the number of scheduled trading days until the expiry date, the price performance and price volatility of the reference stock and if a daily knock-in event or a knock-out barrier event has occurred (if applicable)) will be factored into the order unwind price.

Our transaction costs (if any), including any cost which has been incurred by us in unwinding the hedging arrangements relating to such BNP Paribas Single PUR MR ELIs will also be included in the calculation of the market value adjustments. However, the order unwind price of the BNP Paribas Single PUR MR ELIs will not be reduced by any commission paid to the distributor who sold you the BNP Paribas Single PUR MR ELIs. **The order unwind price of our BNP Paribas Single PUR MR ELIs is capped at and may be substantially less than the issue price.**

- In addition, in order for you to exercise the right to unwind or cancel (as the case may be) the BNP Paribas Single PUR MR ELI purchase order during the post-sale cooling-off period, the following conditions have to be satisfied:
  - (i) you have not sold the relevant BNP Paribas Single PUR MR ELIs you wish to unwind or cancel;
  - (ii) if the BNP Paribas Single PUR MR ELIs have been issued, the BNP Paribas Single PUR MR ELIs are subsisting and have not otherwise expired or terminated; and
  - (iii) you can only choose to unwind or cancel the whole (and not part) of your purchase order of BNP Paribas Single PUR MR ELIs.

*BNP Paribas Single PUR MR ELIs with an investment period of one year or less*

You should note that the right to cancel or unwind (as the case may be) the BNP Paribas Single PUR MR ELIs purchase order during the post-sale cooling-off period does not apply to BNP Paribas Single PUR MR ELIs with an investment period of one year or less.

**ARE THERE ANY MARKET MAKING ARRANGEMENTS FOR YOUR BNP PARIBAS SINGLE PUR MR ELIS BEFORE THEIR EXPIRY?**

*BNP Paribas Single PUR MR ELIs with an investment period of more than six months*

- If you have purchased a BNP Paribas Single PUR MR ELI with an investment period of more than six months, we, as the market agent, will provide limited market making arrangements for the BNP Paribas Single PUR MR ELIs on a bi-weekly basis on a weekday as specified in the relevant term sheet after (and excluding) the issue date up to (and including) the third Hong Kong business day before the expiry date (each, a **market making day**), or if any such market making day is not a Hong Kong business day on which the Hong Kong Stock Exchange is scheduled to open for trading, that market making day will be postponed to the next Hong Kong business day on which the Hong Kong Stock Exchange is open for trading.
- On each market making day, we (as the market agent) will (i) make available (through the distributors) indicative bid prices (on a per BNP Paribas Single PUR MR ELI basis) during normal business hours; and (ii) provide (through the distributors) a firm bid price for the BNP Paribas Single PUR MR ELIs (on a per BNP Paribas Single PUR MR ELI basis) upon your request, provided that your request for a firm bid price (on a per BNP Paribas Single PUR MR ELI basis) is submitted to your distributor within a specified timeframe (as specified in the relevant term sheet) on such market making day. You may choose to sell all or some of the BNP Paribas Single PUR MR ELIs provided that the total number of BNP Paribas Single PUR MR ELI you choose to sell is an integral number.
- The indicative bid prices will be determined by the market agent at its sole and absolute discretion acting in good faith and a commercially reasonable manner and taking into account certain factors such as market interest rate movements, our financial condition, the market's view of our credit quality, the value of the embedded options, the number of scheduled trading days until the expiry date, the price performance and price volatility of the reference stock, any cost which is, or would be, incurred by us in unwinding our hedging arrangements relating to the BNP Paribas Single PUR MR ELIs and if a daily knock-in event or a knock-out barrier event has occurred (if applicable). Such indicative bid prices will be subject to intra-day change, depending on the prevailing market conditions.



- The indicative bid prices are provided for your reference only as they may not be the same as the firm bid price at which the market agent is willing to buy back the BNP Paribas Single PUR MR ELIs.
- Upon your request for a firm bid price, the market agent will determine the firm bid price at which it is willing to buy back the BNP Paribas Single PUR MR ELIs (in good faith and a commercially reasonable manner) based on the indicative bid price and, depending on the prevailing market conditions at the time you request for the firm bid price, adjusted for any intra-day market changes. We will notify your distributor of such firm bid price and your distributor will in turn inform you. **You should note that the firm bid price provided to you by your distributor will only be valid for a limited period of time as notified to you by the distributor.** Upon acceptance of the firm bid price by you within that specified period of time, the market agent will buy back the BNP Paribas Single PUR MR ELIs at such firm bid price on such market making day.
- **Please note that the amount you receive from selling your BNP Paribas Single PUR MR ELIs on a market making day may be substantially less than the minimum redemption at maturity and your original investment amount.** Also, your distributor may charge you a fee for handling the market-making arrangement applications when you sell the BNP Paribas Single PUR MR ELIs back to us on a market making day and such fees or charges will reduce the amount you receive. Please contact your distributor for details.
- In addition, if the settlement currency is RMB and an RMB disruption event occurs on, or prior to and is continuing on, the relevant date of payment, such payment will be postponed and may be made in a HKD equivalent amount. Please refer to the section headed “The BNP Paribas Single PUR MR ELIs — Extraordinary Unforeseeable Events, Adjustments to Terms and Conditions, Early Termination, Adjustments to Key Dates and Arrangement Upon the Occurrence of an RMB Disruption Event” on pages 117 to 124 of this product booklet for further details.
- If you choose to sell the BNP Paribas Single PUR MR ELIs back to us on a market making day, the market agent will deliver the sale proceeds of the BNP Paribas Single PUR MR ELIs to your distributor no later than the third business day after that market making day and your distributor will deliver such proceeds to you on the same day in accordance with its normal operating procedures. Please check with your distributor for details.
- **In addition, you should note that market making arrangements may not be available on a scheduled market making day if the relevant BNP Paribas Single PUR MR ELIs are affected by market disruption events or if the market agent experiences any technical problems beyond its control affecting its ability to provide a bid price for our BNP Paribas Single PUR MR ELIs, including any power failure or breakdown of its computer system. If that happens, we will postpone the relevant market making day to the next business day on which the Hong Kong Stock Exchange and the related exchange are open for trading which is not affected by any of such event or problem.**

*BNP Paribas Single PUR MR ELIs with an investment period of six months or less*

- There is no market making arrangement for the BNP Paribas Single PUR MR ELIs with an investment period of six months or less. The above arrangements therefore do not apply to such BNP Paribas Single PUR MR ELIs.

**WHO MAY CONSIDER BUYING THE BNP PARIBAS SINGLE PUR MR ELIS?**

The BNP Paribas Single PUR MR ELIs are designed for experienced investors who:

- have experience in investing in unlisted structured investment products embedded with derivatives and are looking for more tailored ways of investing in accordance with their market views. Investors can choose from the range of BNP Paribas Single PUR MR ELIs on offer to suit their investment view, risk appetite and return requirements;

- take a bullish or moderately bullish view on the price of the reference stock;
- may potentially receive the minimum redemption at maturity, which may be less than their initial investment amount;
- understand that the BNP Paribas Single PUR MR ELIs are unlisted structured investment products which are not equivalent to time deposits or direct investments in the reference stock;
- understand that the BNP Paribas Single PUR MR ELIs are not capital protected and accept that they may receive minimum redemption at maturity only;
- accept that the maximum potential gain from the BNP Paribas Single MR Knock Out ELIs, the BNP Paribas Single MR Knock Out WOEP ELIs, the BNP Paribas Single MR Knock Out DKI ELIs, the BNP Paribas Single MR Knock Out EKI ELIs and the BNP Paribas Single MR PCR ELIs is capped regardless of how well the reference stock performs;
- understand that there will only be limited market making arrangements for the BNP Paribas Single PUR MR ELIs and therefore are prepared to hold them to their expiry;
- accept that the BNP Paribas PUR MR ELIs will be cash settled only and physical settlement is not applicable; and
- accept that they will be relying on the creditworthiness of us as the issuer and they could lose all of their investment if we as the issuer become insolvent or default on our obligations under the BNP Paribas Single PUR MR ELIs.

**The BNP Paribas Single PUR MR ELIs are not designed for inexperienced investors who are not familiar with unlisted structured investment products. You should not buy this product if:**

- **you do not have knowledge or experience in investing in structured investment products embedded with derivatives;**
- **you do not want to take our credit risk;**
- **you do not want to risk any part of your capital; or**
- **you may need to sell your BNP Paribas Single PUR MR ELIs before the end of the scheduled tenor of the BNP Paribas Single PUR MR ELIs for liquidity needs.**

#### **HOW WILL I KNOW WHAT THE SETTLEMENT AMOUNT WILL BE?**

We will notify the distributor(s) as soon as practicable and in any event no later than three business days after the determination of the settlement amount has been made and your distributor will in turn inform you.

#### **WHERE CAN I FIND MORE INFORMATION ABOUT THE ISSUER, THE PRODUCT ARRANGER AND THE BNP PARIBAS SINGLE PUR MR ELIS?**

- The BNP Paribas Single PUR MR ELIs are issued under our unlisted equity linked investment programme. The programme is described in our programme memorandum dated 18 January 2024. Please read the BNP Paribas Single PUR MR ELI offering documents carefully before you decide whether to buy the BNP Paribas Single PUR MR ELIs.
- We have not authorised anyone to give you any information about the BNP Paribas Single PUR MR ELIs other than the information in the BNP Paribas Single PUR MR ELI offering documents.

- You can find out more information on us and information on our financials, from the website *www.bnpparibas.com*. Information contained in the websites referred to in the BNP Paribas Single PUR MR ELI offering documents does not form part of the BNP Paribas Single PUR MR ELI offering documents.
- The BNP Paribas Single PUR MR ELI offering documents are also available in a Chinese language version if you prefer.

#### **WHAT ARE THE ISSUER'S AND THE PRODUCT ARRANGER'S CONTINUING DISCLOSURE OBLIGATIONS?**

We (as the issuer and the product arranger) will keep the SFC and the distributor(s) informed as soon as reasonably practicable if (i) we (as the issuer) cease to meet any eligibility requirements applicable to issuers under the Code, (ii) we (as the product arranger) cease to meet any eligibility requirements applicable to product arrangers under the Code, or (iii) to the extent permitted by any applicable law, there are changes in our financial condition or other circumstances which could reasonably be expected to have a material adverse effect on our ability (as the issuer) to fulfil our commitment in connection with the BNP Paribas Single PUR MR ELIs. You will have to rely on your distributor to in turn inform you. Please contact your distributor for further details.

#### **WHO TAKES RESPONSIBILITY FOR THE BNP PARIBAS SINGLE PUR MR ELI OFFERING DOCUMENTS?**

- The BNP Paribas Single PUR MR ELI offering documents include particulars given in compliance with the Code for the purpose of giving information with regard to us (BNP Paribas, being the issuer and product arranger), the programme, and the BNP Paribas Single PUR MR ELIs. We accept full responsibility for the contents of, and the completeness and the accuracy of the information contained in the BNP Paribas Single PUR MR ELI offering documents. We confirm, having made all reasonable enquiries, that to the best of our knowledge and belief there is no untrue statement or misleading statement, or other facts the omission of which would make any statement therein untrue or misleading. We also confirm that the BNP Paribas Single PUR MR ELIs comply with the Code.
- Our programme memorandum (taken together with the financial disclosure document and this product booklet) is accurate at the date of this product booklet. You must not assume, however, that information in the programme memorandum, the financial disclosure document or this product booklet is accurate at any time after the date of this product booklet. The relevant term sheet will tell you if an addendum to this product booklet, the financial disclosure document and/or the programme memorandum has been published.

#### **WHAT LAW GOVERNS THE BNP PARIBAS SINGLE PUR MR ELIS?**

Hong Kong law governs our BNP Paribas Single PUR MR ELIs and our programme.

#### **WHERE CAN I READ COPIES OF THE DOCUMENTATION FOR THE BNP PARIBAS SINGLE PUR MR ELIS?**

During the offer period for the BNP Paribas Single PUR MR ELIs or while any of the BNP Paribas Single PUR MR ELIs remains outstanding, you can read copies of the following documents free of charge (which will be available in the English language only, unless stated otherwise) which set up our programme, including:

- (on or after the relevant issue date) the relevant final term sheet (in separate English and Chinese versions) which sets out the legally binding terms and conditions of the relevant series of BNP Paribas Single PUR MR ELIs;
- the documents listed as documents that will be kept on display in our programme memorandum;
- this product booklet (in separate English and Chinese versions); and

- the relevant indicative term sheet and (on or before the second business day after the trade date) final term sheet in respect of the relevant series of BNP Paribas Single PUR MR ELIs (in separate English and Chinese versions),

by going to our office at 60/F., 61/F. and 63/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

Our office is open only during normal business hours and not on Saturdays, Sundays or public holidays. A reasonable fee will be charged if you want to take photocopies of any of the documents.

You can find out more about how the legal documentation works by reading our programme memorandum.

#### **ARE THE BNP PARIBAS SINGLE PUR MR ELI OFFERING DOCUMENTS A PROSPECTUS?**

The BNP Paribas Single PUR MR ELI offering documents do not constitute a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance of Hong Kong. None of these documents will be lodged or registered under the securities laws of any jurisdiction outside Hong Kong and these documents will not be registered with or approved by any regulatory authority outside Hong Kong. You should observe any applicable restrictions in the relevant jurisdiction in making an investment in the BNP Paribas Single PUR MR ELIs.

## **APPENDIX A — FORM OF TERM SHEET FOR THE BNP PARIBAS SINGLE PUR MR ELIS**

We set out below the form of the term sheet for our BNP Paribas Single PUR MR ELIs. Each term sheet covers one series of BNP Paribas Single PUR MR ELIs only. We may issue more than one series of BNP Paribas Single PUR MR ELIs on any issue date. You must read the indicative term sheet for the relevant series together with other offering documents before applying for a BNP Paribas Single PUR MR ELI.

During the offer period for a series of BNP Paribas Single PUR MR ELIs, you can obtain a copy of the indicative term sheet from the distributors. Certain details about the relevant series of our BNP Paribas Single PUR MR ELIs may only be ascertained after the market close on the start date: for example, the initial spot price. These details will be completed in the final term sheet issued by us and sent to your distributor on or before the second business day after the trade date.

The binding legal terms for the relevant series of BNP Paribas Single PUR MR ELIs are constituted by the terms and conditions of BNP Paribas Single PUR MR ELIs set out in this product booklet, as varied, amended or supplemented by the final term sheet.

## Term Sheet for

[*currency*] BNP Paribas

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Potential Bonus Enhancement)][("Single MR BEN ELIs",)]

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Potential Bonus Enhancement and without Exercise Price)] [("Single MR BEN WOEP ELIs",)]

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Potential Bonus Enhancement and Daily Knock-in Feature)][("Single MR BEN DKI ELIs",)]

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Potential Bonus Enhancement and At-Expiry Knock-in Feature)][("Single MR BEN EKI ELIs",)]

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Knock-out Barrier Feature)][("Single MR Knock Out ELIs",)]

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Knock-out Barrier Feature and without Exercise Price)][("Single MR Knock Out WOEP ELIs",)]

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Knock-out Barrier Feature and Daily Knock-in Feature)][("Single MR Knock Out DKI ELIs",)]

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Knock-out Barrier Feature and At-Expiry Knock-in Feature)][("Single MR Knock Out EKI ELIs",)]

[Unlisted Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (with Potential Capped Return)] [("Single MR PCR ELIs",)]

or "ELIs") to be issued pursuant to the Unlisted Equity Linked Investment Programme (the "Programme")

issued by  
BNP Paribas

*(a public limited company (société anonyme) incorporated in France, the liability of its member is limited, primarily regulated by the Autorité de contrôle prudentiel et de résolution, and is a licensed bank regulated by the Hong Kong Monetary Authority and registered under the Securities and Futures Ordinance of Hong Kong for types 1, 4, 6 and 9 regulated activities)*

Series Number: [●]

Date: [●]

{[For indicative Term Sheet only:]

## IMPORTANT RISK WARNINGS

- **Structured Investment Product**

The ELIs are NOT equivalent to time deposits and are NOT protected deposits for the purposes of the Deposit Protection Scheme. These are unlisted structured investment products embedded with derivatives.

- **Not Capital Protected and Minimum redemption at maturity only**

The ELIs are not capital protected. Provided that you hold the ELIs until expiry and the ELIs are not otherwise early terminated, the payout at maturity under the ELIs is subject to a minimum redemption level as specified in the relevant term sheet, which may be less than your initial investment amount. The ELIs are fully capital protected at maturity if the minimum redemption level is set at 100% or above, while the ELIs are partially capital protected at maturity if the minimum redemption level is set at a level below 100% (but will not be lower than 50% in any event). In general, where a higher minimum redemption level is set for the ELIs, the potential gain may likely be lower.

**If the ELIs are otherwise early terminated or are sold to us before the expiry date under the market making arrangement, you may receive an amount which is substantially less than the minimum redemption at maturity and your initial investment amount.**

Please note that the ELIs are also subject to other risks including our creditworthiness and the creditworthiness of your distributor and/or its custodian(s) as mentioned below.

*{[Applicable for Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs, Single MR Knock Out EKI ELIs and Single MR PCR ELIs]}*

- **Capped maximum potential gain**

The maximum potential gain under the ELIs is capped regardless of how well the reference stock performs. It is possible that you will not receive any potential gain at all. For more information, please refer to the “Risk Warnings” section of the product booklet.}

*{[Applicable for Single MR BEN WOEP ELIs and Single MR Knock Out WOEP ELIs]}*

- **You may not receive any potential [bonus enhancement]<sup>A</sup> [performance coupon]<sup>B</sup> amount and payment of a potential [bonus enhancement]<sup>A</sup> [performance coupon]<sup>B</sup> amount does not automatically result in a gain scenario**

The potential [bonus enhancement]<sup>A</sup> [performance coupon]<sup>B</sup> amount is only payable if certain conditions are met and may not be payable at all. You will not receive any potential [bonus enhancement]<sup>A</sup> [performance coupon]<sup>B</sup> amount on the settlement date [if a knock-out barrier event has occurred on a knock-out barrier event date or]<sup>B</sup> [(i)]<sup>A</sup> if the closing price of the reference stock on the expiry date is [equal to or]<sup>B</sup> below the [coupon barrier price]<sup>A</sup> [participation strike price]<sup>B</sup> [or (ii) in the case where the coupon barrier price is set at a level equal to or lower than the initial spot price and the bonus coupon rate is set at 0%, if the closing price of the reference stock on the expiry date is at or below the initial spot price.]<sup>A</sup> You should also note that payment of a potential [bonus enhancement]<sup>A</sup> [performance coupon]<sup>B</sup> amount does not automatically result in a gain scenario. You will still suffer a loss if the aggregate of (i) the redemption amount (subject to the minimum redemption level) and (ii) the potential [bonus enhancement]<sup>A</sup> [performance coupon]<sup>B</sup> amount (if any) is less than your initial investment amount.}

<sup>A</sup> Applicable for Single MR BEN WOEP ELIs

<sup>B</sup> Applicable for Single MR Knock Out WOEP ELIs

{[Applicable for Single MR Knock Out WOEP ELIs]}

- **Occurrence of a knock-out barrier event does not automatically result in a gain scenario**

If a knock-out barrier event has occurred, you will receive on the settlement date a cash amount equal to the sum of (i) the redemption amount (subject to the minimum redemption level) and (ii) the knock-out barrier coupon amount (if any). In this case, you may gain, break even or suffer a loss depending on how the minimum redemption level and the knock-out barrier coupon rate are set. **You should note that you will suffer a loss if the sum of (i) the redemption amount (subject to the minimum redemption level) and (ii) the knock-out barrier coupon amount (if any) is less than your initial investment amount.**

- **No Collateral**

The ELIs are not secured on any of our assets or any collateral.

- **Liquidity Risks**

The ELIs are designed to be held to their expiry date. Limited market making arrangements are available on a bi-weekly basis for the ELIs with an investment period (i.e. the period from and including the trade date to and including the expiry date) of more than six months. **If you try to sell back to us your ELIs under the limited market making arrangements, you may receive an amount which is substantially less than your initial investment amount.** There is no market making arrangement for the ELIs with an investment period of six months or less.

- **Not the Same as Investment in the Reference Stock**

Buying the ELIs is not the same as buying the reference stock. You have no rights in the reference stock during the investment period. Changes in the market price of the reference stock may not lead to any corresponding change in the market value of, and/or your potential payout under, the ELIs.

- **Not Covered by Investor Compensation Fund**

The ELIs are not listed on any stock exchange and are not covered by the Investor Compensation Fund in Hong Kong.

- **Maximum Loss upon Our Default or Insolvency**

The ELIs constitute our general, unsecured and unsubordinated contractual obligations and of no other person. When you buy the ELIs, you will be relying on our creditworthiness. If we become insolvent or default on our obligations under the ELIs, in the worst case scenario, **you could lose all of your investment.**



- **Regulatory action(s) by the relevant resolution authorities in the event that we (as the Issuer) are failing or likely to fail could materially affect your rights under, and the market value of, and the potential payout under the ELIs**

Pursuant to the Bank Recovery and Resolution Directive (2014/59/EU), as amended (“**BRRD**”), the French legislation having implemented the BRRD and Regulation (EU) No 806/2014, as amended, certain resolution authorities are conferred with substantial powers to enable them to take or exercise a wide range of regulatory actions if they consider the failure of the relevant entity (including, such as, us) has become likely and certain other conditions are satisfied. These powers include powers to reduce, modify, cancel or convert, all, or a portion, of any amounts payable by us under the ELIs, into other securities of ours (or of another person), including by means of a variation to the contractual terms of the ELIs. In case any resolution power under the BRRD is exercised by the relevant resolution authorities over us, **you may lose all or a substantial part of your investment in the ELIs**. For more information, please refer to the “Risk Warnings” section of the product booklet.

- **Consent to the Bail-In Power**

By investing in the ELIs, you acknowledge, agree to be bound by, and consent to the exercise of any Bail-In Power (as defined in the terms and conditions of the ELIs) by the relevant resolution authorities over us (as the issuer). If any Bail-In Power is exercised over us (as the issuer), **you may lose all or a substantial part of your investment in the ELIs**. For more information, please refer to the “Risk Warnings” section of the product booklet.

- **Financial Institutions (Resolution) Ordinance**

As an authorised institution regulated by the Hong Kong Monetary Authority, we are subject to and bound by the Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (“**FIRO**”). The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of us may have a material adverse effect on the value or potential payout of the ELIs, and as a result, you may not be able to recover all or any amount due under the ELIs. **In the worst case scenario, you may get nothing back and you could lose all of your investment.**

- **No Direct Contractual Rights Against Us**

The ELIs are held either (i) through the clearing system or (ii) outside the clearing system through a distributor. You do not have any direct contractual rights against us (as the Issuer). To assert your rights as an investors in the ELIs, you will have to rely on your distributor or its custodian(s) to take action on your behalf and you will be exposed to their credit risk. **This is a complicated area of law and if you have any doubt or wish to understand more, you should obtain independent legal advice.**

- **English version of the terms and conditions may prevail**

If the ELIs are held through international securities clearing systems, the terms and conditions of the ELIs are issued in English only for the purposes of lodgement with the relevant clearing systems, and shall prevail over the Chinese version of the terms and conditions contained in the Chinese version of the Product Booklet in the event of inconsistency. If you do not understand the English version, you should obtain independent professional advice.

- **Enforcement of Judgments**

A large portion of our business, assets and operations are located outside Hong Kong. If you or your distributor or its custodian(s) (as the case may be) have obtained a judgment against us in a Hong Kong court upon a default of our obligations under the ELIs and our assets in Hong Kong are not sufficient to satisfy all the claims, you or your distributor or its custodian(s) (as the case may be) may have to enforce the Hong Kong judgment against our assets outside Hong Kong and may experience difficulties and delays in doing so or may not be able to enforce it at all. If you are in any doubt, you should seek independent legal advice regarding this. In the worst case scenario, **you could lose all of your investment.**

- **You Are Exposed to the Risks in respect of the ELIs from the Trade Date**

As you will be subject to the terms and conditions of the ELIs from the trade date, you will be exposed to the risks in respect of the ELIs from the trade date (including market risk and (if applicable) exchange rate risk).

- **Conflicts of Interest**

Potential and actual conflicts of interest may arise from the different roles played by us and our subsidiaries and affiliates in connection with the ELIs. Our economic interests in each role may be adverse to your interests in the ELIs.

- **Additional risks for RMB-denominated ELIs, and/or the ELIs linked to RMB-quoted Reference Stock**

Where the settlement currency of the ELIs is RMB, and/or any reference stock is denominated and traded in RMB, the performance of such ELIs may be adversely affected due to risks relating to RMB, such as the current limited pool of RMB outside the mainland China, offshore RMB exchange rate risk and RMB interest rate risk. Our payment under any RMB-denominated ELIs may also be postponed, or delivered in a HKD equivalent amount upon occurrence of an RMB disruption event.

**Commissions:**

We may pay a commission to the distributor(s). Distributor(s)' commissions and other transaction costs including our cost of hedging are factored into the determination of the commercial terms (including the issue price) of the ELIs.

A Chinese version of this Term Sheet is also available from the distributor(s) and/or from the offices of BNP Paribas at 60/F., 61/F. and 63/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong. 本條款表的中文版本可於分銷商及／或BNP Paribas之辦事處（地址為香港中環金融街8號國際金融中心二期60樓、61樓及63樓）索取。

This [indicative] Term Sheet must be read in conjunction with:

- the programme memorandum dated 18 January 2024 {together with the [addendum/addenda] dated [date]} ([together,] the “**Programme Memorandum**”),
- the financial disclosure document dated [date] {together with the [addendum/addenda] dated [date]} ([together,] the “**Financial Disclosure Document**”), and
- the product booklet for the ELI dated 18 January 2024 {together with the [addendum/addenda] dated [date]} ([together,] the “**Product Booklet**”),

each issued by BNP Paribas (the “**Issuer**”). In this Term Sheet, capitalised terms have the meanings given in “Appendix B — Terms and Conditions of The BNP Paribas Single PUR MR ELIs” in the Product Booklet unless this Term Sheet specifies otherwise.

[[*For indicative Term Sheet only:*] The distributor(s) has an obligation to distribute all of the above documents to you. You should read all of these documents before deciding whether to invest in our ELIs. If you are in any doubt about any of the contents of the documents, you should take independent professional advice. [Electronic copies of the Programme Memorandum, Financial Disclosure Document, Product Booklet (including any addendum to these documents as specified in this Term Sheet) and this Term Sheet are available {for download from our designated website(s) [*insert website*]} [and/or] [from the Distributor(s)] {by [email] [and] [*insert other electronic means*]}.] {Hard copies of the Programme Memorandum, Financial Disclosure Document and Product Booklet (including any addendum to these documents as specified in this Term Sheet) [and] [this Term Sheet] are available from the distributor(s) as set out below.} {Should you have any enquiries concerning the ELIs, you may contact the Product Arranger at [(852) 2108 5087] during the normal business hours.}]

### **[Indicative] Summary Terms**

Issuer: BNP Paribas

Product Arranger: BNP Paribas

Offer Period: [*time*] on [*date*] to [*time*] on [*date*] (may change without prior notice)

Investment Period: The period from and including [*trade date*] to and including [*expiry date*]

Scheduled Tenor: The period from and including [*issue date*] to and including [*settlement date*]

{Issue Size: [*currency*] [*amount*], being [*number*] ELIs}

Issue Price: {[*percentage*]% of the Nominal Amount} {In respect of further issue of ELIs only: [*percentage*]% of the Nominal Amount}

Initial Spot Price: [See Table 1 below for the Initial Spot Price] [The Closing Price of the Reference Stock on the Trade Date] [The specific price of the Reference Stock as agreed between the Issuer and you (through your distributor) at the time you apply for the ELIs on the Trade Date]

Trade Date: [*date*]

Issue Date: [*date*]

Expiry Date: [*date*], or if such day is not a Scheduled Trading Day, the following Scheduled Trading Day, unless such day is a Disrupted Day (in which event such day will be postponed as provided in the Terms and Conditions)

Settlement Date: The date that is no later than the [second] [third] Business Day after the Expiry Date, which is expected to be on [*date*].

For the avoidance of doubt, if the Calculation Agent is unable to obtain the Closing Price on the Expiry Date as a result of it being a Disrupted Day, the Expiry Date will be adjusted as provided in the Terms and Conditions and the Settlement Date shall be the date that is no later than the [second][third] Business Day following the adjusted Expiry Date; provided that no interest shall be payable for any postponement of the Settlement Date in such circumstances.

Settlement Currency: [currency]

Nominal Amount: [currency] [amount], representing one ELI

Reference Stock: As shown in the table below:

**Table 1**

Reference Stock	Stock Code	Underlying Currency	Initial Spot Price	[Exercise Price <sup>^</sup>	[Participation Strike Price <sup>^</sup>	[Knock-in Price <sup>^</sup>	[Coupon Barrier Price <sup>^</sup>	[Knock-out Barrier Price <sup>^</sup>	[Upper Call Exercise Price <sup>^</sup>	[Lower Call Exercise Price <sup>^</sup>
[NAME]	[STOCK CODE]	[HKD] [RMB] [insert other currency]	[[CURRENCY] [AMOUNT]] [See the row headed "Initial Spot Price" above]	[[CURRENCY] [AMOUNT]] [[NUMBER]% of the Initial Spot Price] <sup>1</sup>	[[CURRENCY] [AMOUNT]] [[NUMBER]% of the Initial Spot Price] <sup>2</sup>	[[CURRENCY] [AMOUNT]] [[NUMBER]% of the Initial Spot Price] <sup>3</sup>	[[CURRENCY] [AMOUNT]] [[NUMBER]% of the Initial Spot Price] <sup>4</sup>	[[CURRENCY] [AMOUNT]] [[NUMBER]% of the Initial Spot Price] <sup>5</sup>	[[CURRENCY] [AMOUNT]] [[NUMBER]% of the Initial Spot Price] <sup>6</sup>	[[CURRENCY] [AMOUNT]] [[NUMBER]% of the Initial Spot Price] <sup>6</sup>

<sup>^</sup> Rounded to the nearest 4 decimal places, with 0.00005 or above being rounded upwards.

<sup>1</sup> Applicable for Single MR BEN ELIs, Single MR BEN DKI ELIs, Single MR BEN EKI ELIs, Single MR Knock Out ELIs, Single MR Knock Out DKI ELIs, Single MR Knock Out EKI ELIs and Single MR PCR ELIs

<sup>2</sup> Applicable for Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs

<sup>3</sup> Applicable for Single MR BEN DKI ELIs, Single MR BEN EKI ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs

<sup>4</sup> Applicable for Single MR BEN ELIs and Single MR BEN WOEP ELIs

<sup>5</sup> Applicable for Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs

<sup>6</sup> Applicable for Single MR PCR ELIs

*[[Applicable for Single MR BEN DKI ELIs, Single MR BEN EKI ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs]*

Knock-in Event: A Knock-in Event occurs if the Closing Price of the Reference Stock on [any]<sup>7</sup> [the]<sup>8</sup> Knock-in Event Date is below the Knock-in Price.

[Daily]<sup>7</sup> [At-Expiry]<sup>8</sup> Knock-in Event applies.

Knock-in Event Date: {Each Scheduled Trading Day during the period from (and [excluding] [including]) the [Issue] [Trade] Date to (and including) the Expiry Date}<sup>7</sup> [The Expiry Date]<sup>8</sup>, provided that if [any]<sup>7</sup> such day is a Disrupted Day, such day [will be adjusted as provided in the Terms and Conditions.]<sup>8</sup> [shall be disregarded.]<sup>7</sup>}

Settlement Amount: If the ELIs are not otherwise early terminated in accordance with the Terms and Conditions, upon the expiry of the ELIs, the investor will receive on the Settlement Date the Settlement Amount determined by the Issuer as follows:

*{[Applicable for Single MR BEN ELIs]*

(1) if the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Coupon Barrier Price, }

*{[Applicable for Single MR BEN DKI ELIs]*

(1) if a Daily Knock-in Event **has not occurred**, }

*{[Applicable for Single MR BEN EKI ELIs]*

(1) if an At-Expiry Knock-in Event **has not occurred**, }

*{[Applicable for Single MR BEN ELIs, Single MR BEN DKI ELIs and Single MR BEN EKI ELIs]*

investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Nominal Amount and (ii) the Potential Bonus Enhancement Amount (less Cash Settlement Expenses, if any); or }

*{[Applicable for Single MR BEN WOEP ELIs]*

(1) if the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Coupon Barrier Price, investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Redemption Amount and (ii) the Potential Bonus Enhancement Amount (less Cash Settlement Expenses, if any); or }

*{[Applicable for Single MR BEN ELIs]*

<sup>7</sup> Applicable for Single MR BEN DKI ELIs and Single MR Knock Out DKI ELIs

<sup>8</sup> Applicable for Single MR BEN EKI ELIs and Single MR Knock Out EKI ELIs

- (2) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Coupon Barrier Price but is **at or above** the Exercise Price,}

{[Applicable for Single MR BEN DKI ELIs]}

- (2) if a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **above** the Initial Spot Price, investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Nominal Amount and (ii) the Potential Performance Coupon Amount (less Cash Settlement Expenses, if any);
- (3) if a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **at or below** the Initial Spot Price but is **at or above** the Exercise Price,}

{[Applicable for Single MR BEN ELIs and Single MR BEN DKI ELIs]}

investors will receive on the Settlement Date an amount in the Settlement Currency equal to the Nominal Amount (less Cash Settlement Expenses, if any); or}

{[Applicable for Single MR BEN ELIs]}

- (3) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price}

{[Applicable for Single MR BEN WOEP ELIs]}

- (2) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Coupon Barrier Price,}

{[Applicable for Single MR BEN DKI ELIs]}

- (4) if a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price,}

{[Applicable for Single MR BEN EKI ELIs]}

- (2) if an At-Expiry Knock-in Event **has occurred**,}

{[Applicable for Single MR BEN ELIs, Single MR BEN WOEP ELIs, Single MR BEN DKI ELIs and Single MR BEN EKI ELIs]}

investors will receive on the Settlement Date an amount in the Settlement Currency equal to the Redemption Amount (less Cash Settlement Expenses, if any).}

{[Applicable for Single MR Knock Out ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs]}

- (1) if a Knock-out Barrier Event **has occurred**, investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Nominal Amount and (ii) the Knock-out Barrier Coupon Amount (less Cash Settlement Expenses, if any); or}

{[Applicable for Single MR Knock Out WOEP ELIs]}

- (1) if a Knock-out Barrier Event **has occurred**, investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Redemption Amount and (ii) the Knock-out Barrier Coupon Amount (less Cash Settlement Expenses, if any); or}

{[Applicable for Single MR Knock Out ELIs]}

- (2) if a Knock-out Barrier Event **has not occurred**, and the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Exercise Price,}

{[Applicable for Single MR Knock Out DKI ELIs]}

- (2) if **both** Knock-out Barrier Event and Daily Knock-in Event **have not occurred**; or
- (3) if a Knock-out Barrier Event **has not occurred**, but a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Exercise Price,}

{[Applicable for Single MR Knock Out EKI ELIs]}

- (2) if **both** Knock-out Barrier Event and At-Expiry Knock-in Event **have not occurred**,}

{[Applicable for Single MR Knock Out ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs]}

investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Nominal Amount and (ii) the Potential Performance Coupon Amount (less Cash Settlement Expenses, if any); or}

{[Applicable for Single MR Knock Out WOEP ELIs]}

- (2) if a Knock-out Barrier Event **has not occurred**, investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Redemption Amount and (ii) the Potential Performance Coupon Amount (less Cash Settlement Expenses, if any).}

{[Applicable for Single MR Knock Out ELIs]}

- (3) if a Knock-out Barrier Event **has not occurred**, and the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price,}

*{[Applicable for Single MR Knock Out DKI ELIs]}*

- (4) if a Knock-out Barrier Event **has not occurred** but a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price,}

*{[Applicable for Single MR Knock Out EKI ELIs]}*

- (3) if a Knock-out Barrier Event **has not occurred**, but At-Expiry Knock-in Event **has occurred**,}

*{[Applicable for Single MR Knock Out ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs]}*

investors will receive on the Settlement Date an amount in the Settlement Currency equal to the Redemption Amount (less Cash Settlement Expenses, if any).}

*{[Applicable for Single MR PCR ELIs]}*

- (1) if the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Lower Call Exercise Price, investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Nominal Amount, (ii) the Potential Return Amount and (iii) the Additional Return Amount (if any) (less Cash Settlement Expenses, if any); or
- (2) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Lower Call Exercise Price but is **at or above** the Exercise Price, investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Nominal Amount and (ii) the Additional Return Amount (if any) (less Cash Settlement Expenses, if any); or
- (3) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price, investors will receive on the Settlement Date an amount in the Settlement Currency equal to the sum of (i) the Redemption Amount and (ii) the Additional Return Amount (if any) (less Cash Settlement Expenses, if any).}

**You should note that your Settlement Amount under the ELIs will be reduced by any distributor's charges and any Cash Settlement Expenses payable on settlement of the ELIs.**



{[Applicable for Single MR PCR ELIs]}

Potential Return Amount: Where the Closing Price of the Reference Stock on the Expiry Date is:

- (i) **at or above** the Upper Call Exercise Price, the Potential Return Amount shall be an amount in the Settlement Currency calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \frac{\text{Upper Call Exercise Price of the Reference Stock} - \text{Lower Call Exercise Price of the Reference Stock}}{\text{Initial Spot Price of the Reference Stock}} \times \text{Participation Ratio}$$

- (ii) **below** the Upper Call Exercise Price but is **at or above** the Lower Call Exercise Price, the Potential Return Amount shall be an amount in the Settlement Currency calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \frac{\text{Closing Price of the Reference Stock on the Expiry Date} - \text{Lower Call Exercise Price of the Reference Stock}}{\text{Initial Spot Price of the Reference Stock}} \times \text{Participation Ratio}$$

Additional Return Amount: An amount in the Settlement Currency calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \text{Additional Return Rate}$$

Additional Return Rate: [Number]% }

{[Applicable for Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs]}

Knock-out Barrier Event: A Knock-out Barrier Event applies.

A Knock-out Barrier Event occurs if the Closing Price of the Reference Stock on a Knock-out Barrier Event Date is [at or] above the Knock-out Barrier Price.

Knock-out Barrier Event Date: Each Scheduled Trading Day during the period from (and [excluding] [including]) the [Issue] [Trade] Date to (and including) the Expiry Date, provided that if any such day is a Disrupted Day, such day shall be disregarded.

Knock-out Barrier Coupon Amount: An amount in the Settlement Currency calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \text{Knock-out Barrier Coupon Rate}$$

Knock-out Barrier Coupon Rate:  $[\text{Number}\%]$

*{[Applicable for Single MR BEN DKI ELIs, Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs]}*

Potential Performance Coupon Amount: An amount in the Settlement Currency calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \text{Performance Coupon Rate}$$

*{[Applicable for Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs, Single MR Knock Out EKI ELIs and Single MR PCR ELIs]}*

Participation Ratio:  $[\text{Number}\%]$

*{[Applicable for Single MR BEN ELIs, Single MR BEN WOEP ELIs, Single MR BEN DKI ELIs, Single MR BEN EKI ELIs, Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs]}*

Performance Coupon Rate:  $\{[\text{Applicable for Single MR BEN ELIs, Single MR BEN WOEP ELIs and Single MR BEN EKI ELIs}]\}$

The rate calculated as follows:

$$\left( \frac{\text{Closing Price of the Reference Stock on the Expiry Date}}{\text{Initial Spot Price of the Reference Stock}} - 1 \right) \times 100\%$$

*{[Applicable for Single MR BEN DKI ELIs]}*

The higher of:

- (i) 0; and
- (ii) the rate calculated as follows:

$$\left( \frac{\text{Closing Price of the Reference Stock on the Expiry Date}}{\text{Initial Spot Price of the Reference Stock}} - 1 \right) \times 100\%$$

*{[Applicable for Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs]}*

The higher of:

- (i) 0; and

(ii) the rate calculated as follows:

$$\frac{(\text{Closing Price of the Reference Stock on the Expiry Date} - \text{Participation Strike Price of the Reference Stock})}{\text{Initial Spot Price of the Reference Stock}} \times \text{Participation Ratio}$$

*{[Applicable for Single MR BEN ELIs, Single MR BEN WOEP ELIs, Single MR BEN DKI ELIs and Single MR BEN EKI ELIs]}*

Potential Bonus Enhancement Amount: An amount in the Settlement Currency calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \text{Bonus Enhancement Rate}$$

Bonus Enhancement Rate: The higher of:

- (i) Bonus Coupon Rate; and
- (ii) Performance Coupon Rate

Bonus Coupon Rate: *[percentage]%*

Redemption Amount: An amount in the Settlement Currency calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

*{[Applicable for Single MR BEN WOEP ELIs and Single MR Knock Out WOEP ELIs]}*

$$\text{Nominal Amount} \times \text{Minimum Redemption Level}$$

*{[Applicable for Single MR BEN ELIs, Single MR BEN DKI ELIs, Single MR BEN EKI ELIs, Single MR Knock Out ELIs, Single MR Knock Out DKI ELIs, Single MR Knock Out EKI ELIs and Single MR PCR ELIs]}*

$$\text{Nominal Amount} \times \text{Alternate Redemption Level}$$

Alternate Redemption Level: The higher of:

- (i) the Minimum Redemption Level; and
- (ii) the percentage calculated in accordance with the following formula:

$$\frac{\text{Closing Price of the Reference Stock on the Expiry Date}}{\text{Exercise Price of the Reference Stock}} \times 100\%$$

Minimum Redemption Level: *[Number]%*

Minimum Investment Amount:	[ <i>currency</i> ] [ <i>amount</i> ]
Minimum Transfer Amount:	one ELI
Exchange:	The Stock Exchange of Hong Kong Limited
Related Exchange:	Each exchange or quotation system where trading has a material effect (as determined by the Calculation Agent acting in good faith and a commercially reasonable manner) on the overall market for futures or options contracts relating to the Reference Stock.
Closing Price:	The official closing price of the Reference Stock on the Exchange on such Scheduled Trading Day as quoted on the Exchange.
Cash Settlement Expenses:	All charges or expenses including any taxes and duties arising from termination of the ELIs, which are only applicable in respect of cash settlement. [Currently there are no such charges or expenses. If any Cash Settlement Expenses are payable in the future, we will inform the Distributor(s) as soon as practicable in advance and the Distributor(s) will in turn inform you.] Please ask the Distributor(s) for details.
Terms and Conditions:	See the section entitled “Terms and Conditions of The BNP Paribas Single PUR MR ELIs” in Appendix B to the Product Booklet and the Final Term Sheet for this series of ELIs (together referred to as the “ <b>Terms and Conditions</b> ”).  When read together, the general terms and conditions in Appendix B to the Product Booklet and the specific terms in the relevant Final Term Sheet will constitute the full set of legal terms and conditions applicable to the relevant series of ELIs.
Business Day Centre(s):	[ <i>city(ies)</i> ] [ <i>settlement system(s)</i> ]
Calculation Agent:	BNP Paribas
{ISIN:	[ <i>number</i> ] [This will be available on or after the Issue Date]}
Form of ELI:	Registered ELIs
Clearing:	[The ELIs will be settled directly with the Issuer][Euroclear and/or Clearstream, Luxembourg]
Listing:	Unlisted
Governing Law:	Hong Kong
{[ <i>For indicative Term Sheet only:</i> ]	
Distributor(s):	[ <i>Distributor(s)’ names and hotline numbers</i> ]

Post-sale Cooling-off Period: {Applicable. To exercise your right to cancel or unwind (as the case may be) your ELI purchase order during the post-sale cooling-off period, you will need to submit your instructions to your distributor between [insert time] and [insert time] on any Hong Kong business day during the post-sale cooling-off period.} [Not applicable]

Market making arrangements: {Applicable. On each market making day, BNP Paribas, the market agent, will, upon your request submitted via your distributor (i) make available (via the distributor(s)) indicative bid prices (on a per ELI basis) during normal business hours; and (ii) provide (via the distributor(s)) a firm bid price (on a per ELI basis) for your ELIs upon your request, provided that your request for a firm bid price is submitted to your distributor between [insert time] and [insert time] on such market making day.} [Not applicable]

Market making days: {Every other [insert weekday] after (and excluding) the Issue Date up to (and including) the third Hong Kong business day before the Expiry Date, or if any such day is not a Hong Kong business day or a Scheduled Trading Day, that market making day will be postponed to the next day which is both a Hong Kong business day and a Scheduled Trading Day.} [Not applicable]

Market Agent: BNP Paribas

{{[For indicative Term Sheet only:]

### **{Updated information**

[INSERT DETAILS OF CHANGES]}

### **Cancellation of offer**

We reserve the right to cancel the offering of this series of ELIs on or before the end of the Offer Period. Upon such cancellation, we will notify the Distributor(s) who will in turn notify you. Please contact the Distributor(s) for details on how and when your purchase monies will be refunded to you in such circumstances.

### **Information relating to the Reference Stock**

The Reference Stock is listed on the Exchange and it is required by the Exchange to continuously disclose information that has a material impact on market activity in and the price of the Reference Stock. You can find information about the Reference Stock and the relevant company and/or the fund including its published audited financial results and interim financial statements on the Exchange's website: <http://www.hkexnews.hk/index.htm>. You may obtain historic price information of the relevant company and/or the relevant fund on the website of the Exchange at <http://www.hkexnews.hk/index.htm>.

*Information contained in the websites referred to in this Term Sheet does not form part of the Programme Memorandum, the Financial Disclosure Document, the Product Booklet or this Term Sheet.*

## **Information relating to the Newly Listed Stock**

Where the Reference Stock is a newly listed stock (“**Newly Listed Stock**”) on the Exchange with a trading history of less than 60 days on which the Exchange is scheduled to open for trading, the following applies. Prior to the listing of the Newly Listed Stock, there had been no public market for the Newly Listed Stock and an active public market for the Newly Listed Stock may not develop or be sustained in the future. You will not be able to analyse or compare the trading history of the Newly Listed Stock, particularly in relation to either the volatility or liquidity which may have an impact on the return on your investment.

Although the Newly Listed Stock is listed on the Exchange, there is no guarantee that a trading market for the Newly Listed Stock will develop or, if a market does develop, the liquidity of that market. Also, the price and trading volume of the Newly Listed Stock may be highly volatile subject to the market sentiment, and may be more volatile than would generally be expected for a stock that has a longer trading history.

## **Risk factors specific to ELIs linked to a fund**

Where the Reference Stock is a unit or share in a fund, you should note that we are not able to control or predict the actions of the trustee or the manager of the fund and that such fund will have its own terms and conditions, which have not been issued or approved by us.

The trustee(s) and/or manager(s) of the fund is/are responsible for making investment, trading and/or other asset management decisions with respect to the fund consistent with the investment objectives, investment restrictions and/or strategy as set out in its constitutive documents. The manner in which the fund is managed and the timing of any such action may have a significant impact on the performance of the fund which in turn affects the market value and/or potential payout of the ELIs. We do not in any way guarantee the performance of the fund or the amount payable under the ELIs.

Neither the trustee(s), the manager(s) nor any other service provider(s) of the fund (i) is involved in the offer of the ELIs in any way, or (ii) has any obligation to consider your interest or the interest of any distributor (as our counterparty) in taking any actions that might affect the market price of the units or shares of the fund and, in turn, affect the market value and/or potential payout of the ELIs.

## **Risk factors specific to ELIs linked to an exchange traded fund (“ETF”)**

Where the Reference Stock is the unit or share of an ETF, the following applies. An ETF is exposed to the political, economic, currency and other risks related to the underlying asset pool or index that the ETF is designed to track. There may also be disparity between the performance of the ETF and the performance of the underlying asset pool or index that the ETF is designed to track as a result of, for example, failure of the tracking strategy, currency differences, fees and expenses. In addition, where the index or market that the ETF tracks is subject to restricted access, the efficiency in the unit or share creation or redemption to keep the price of the ETF in line with its net asset value may be disrupted, causing the ETF to trade at a premium or discount to its net asset value. Such risks may have a negative impact on the performance of the ETF and the market value and/or potential payout of the ELI.

## **Risk factors specific to ELIs linked to an ETF which adopts a synthetic replication investment strategy**

Where the Reference Stock is the unit or share of a synthetic ETF which adopts a synthetic replication investment strategy to achieve its investment objectives by investing in financial derivative instruments, you should note that (i) by investing in financial derivative instruments, the ETF is exposed to the credit, potential contagion and concentration risks of the counterparties who issued the financial derivative instruments. As such counterparties are predominantly international financial institutions, the failure of one such counterparty may have a negative effect on other counterparties of the ETF. Even if the ETF has collateral to reduce the counterparty risk, there may still be a risk that the market value of the collateral has fallen substantially when the ETF seeks to sell the collateral; and (ii) the ETF may be exposed to higher liquidity risk if such financial derivative instruments do

not have an active secondary market. Such derivatives may have to be valued or sold at a much lower price than those with an active secondary market given a wider bid-offer spread in the price of the derivatives. This may result in losses in the ETF and may adversely affect the market value and/or potential payout of the ELIs in which case you may suffer a loss in your investment.

### **Risk factors specific to ELIs linked to an ETF investing through QFI regimes and/or China Connect (“China ETF”)**

Where the Reference Stock is the unit or share of an ETF investing through the Qualified Foreign Institutional Investor regime and the RMB Qualified Foreign Institutional Investor regime (collectively, “QFI regimes”) and/or the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively, “China Connect”), you should note that:

- (a) the policy and rules for QFI regimes and China Connect prescribed by the PRC central government are subject to change, and there may be uncertainty to their implementation. Such uncertainty and potential change of the laws and regulations for QFI regimes and China Connect in mainland China may adversely impact on the performance of a China ETF, and may also have potential retrospective effect. These changes may in turn adversely affect the market value and/or potential payout of the ELIs;
- (b) a China ETF primarily invests in securities traded in the mainland Chinese securities markets and is subject to concentration risk. Investment in the mainland Chinese securities markets (which are inherently stock markets with restricted access) involves certain risks and special considerations as compared with investment in more developed economies or markets, such as greater political, tax, economic, foreign exchange, liquidity and regulatory risks. The operation of such China ETF may also be affected by interventions by the applicable government(s) and regulators in the financial markets;
- (c) trading of securities invested by a China ETF under the China Connect will be subject to a daily quota which is utilised on a first-come-first serve basis under the China Connect. In the event that the daily quota under the China Connect is reached, the manager may need to suspend creation of further units or shares of such China ETF, and therefore may affect liquidity in unit or share trading of such China ETF. In such event, the trading price of a unit or share of such China ETF is likely to be at a significant premium to its net asset value, and may be highly volatile. The People’s Bank of China and the State Administration of Foreign Exchange have published the detailed implementation rules removing the investment quota allocated to such China ETF under the QFI regimes with effect from 6 June 2020; and
- (d) there are risks and uncertainties associated with the current mainland Chinese tax laws applicable to China ETF investing in mainland China through QFI regimes and/or China Connect. Although such China ETF may have made a tax provision in respect of potential tax liability, the provision may be excessive or inadequate. Any shortfall between the provisions and actual tax liabilities may be covered by the assets of such China ETF and may therefore adversely affect the net asset value of such China ETF and the market value and/or potential payout of the ELIs.

Although the units or shares of such China ETF are listed on the Exchange, there is no guarantee that an active trading market for such units or shares will sustain or, if an active market does develop, liquidity of that market can be sustained. Also, the price and trading volume of the units or shares of such China ETF may be highly volatile subject to the market sentiment, and may be more volatile than would generally be expected for ETFs with a longer trading history.

### **Risk factors specific to ELIs linked to a real estate investment trust**

Where the Reference Stock is a unit of a real estate investment trust, please note the additional risk factors below. The investment objective of a real estate investment trust is to invest in a real estate portfolio. The real estate investment trust is exposed to the risks relating to investments in real estate, including but not limited to (a) adverse changes in political or economic conditions; (b) changes in interest rates and the availability of debt or equity financing and (c) any uninsurable losses. There may also be disparity between the market price of the units of the real estate investment trust and the net asset value per unit. This is because the market price of the units of the real estate investment trust

also depends on many factors, including but not limited to (a) the market value and perceived prospects of the real estate portfolio; (b) changes in economic or market conditions; and (c) changes in market valuations of similar companies. You should read the offering document of the real estate investment trust for further information about the risks applicable to the real estate investment trust.

**Risk factors specific to ELIs linked to shares of a company or units or shares of a fund which are traded through the multiple counter model**

Where the Reference Stock is a share of a company or a unit or share of a fund which is traded through the multiple counter model for trading of its shares or units on the Exchange in HKD and one or more foreign currencies (such as RMB and/or United States dollars) (each a “**Foreign Currency**”) separately, you should note that:

- (a) the novelty and untested nature of the Exchange’s multiple counter model make it riskier than traditional ETFs. The ELIs may be linked to HKD-traded and/or Foreign Currency-traded shares or units. If the reference stock is shares or units traded in one currency counter, movements in the trading prices of the shares or units traded in another currency counter should not directly affect the market value of, and/or the potential payout under the ELIs;
- (b) if there is a suspension of inter-counter transfer of such shares or units between different currency counters for any reason, such shares or units will only be able to be traded in the relevant currency counter on the Exchange, which may affect the demand and supply of such shares or units and have an adverse effect on the market value of, and/or the potential payout under the ELIs; and
- (c) the trading price on the Exchange of shares or units traded in one currency counter may deviate significantly from the trading price on the Exchange of shares or units traded in another currency counter due to different factors, such as market liquidity, foreign exchange conversion risk, supply and demand in each counter and exchange rate fluctuation. Changes in the trading price of the reference stock in the relevant currency counter may adversely affect the market value of, and/or the potential payout under the ELIs.

You should read the offering documents of the fund for more details.

**Offering documentation**

The offer of this series of ELIs is made solely on the basis of the information contained in the Programme Memorandum, the Financial Disclosure Document, the Product Booklet and this indicative Term Sheet (together, the “**ELI offering documents**”). Accordingly, you should exercise an appropriate degree of caution when assessing the value of other sources of information relating to us, the ELIs or the Reference Stock. If you are in any doubt about any of the ELI offering documents, you should obtain independent professional advice.

The information contained in the Programme Memorandum, the Financial Disclosure Document and the Product Booklet (taken together with, and as up-dated by, this Term Sheet) is accurate as at the date of this Term Sheet. The ELI offering documents for the ELIs include particulars given in compliance with the Code on Unlisted Structured Investment Products issued by the SFC (the “**Code**”) for the purpose of giving information with regard to BNP Paribas (being the Issuer and the Product Arranger of the ELIs), the Programme and the ELIs. The Issuer and the Product Arranger collectively and individually accept full responsibility for the contents of, and the completeness and accuracy of the information contained in the ELI offering documents and confirm, having made all reasonable enquiries, that to the best of our and their knowledge and belief there is no untrue or misleading statement, or other facts the omission of which would make any statement therein untrue or misleading. The Issuer and the Product Arranger also confirm that the ELIs comply with the Code.

As at the date of this Term Sheet, the Issuer satisfied the applicable eligibility requirements of issuers and the Product Arranger satisfied the applicable eligibility requirements to product arrangers under the Code.



## Material adverse change

[Save as disclosed in the ELI offering documents, there] [There] has been no material adverse change in our financial or trading position since the date of our latest financial statements contained in the Programme Memorandum.

## Material litigation

[Save as disclosed in the ELI offering documents, there] [There] are no litigation or arbitration proceedings against or affecting us, nor are we aware of any claims pending or, to our knowledge, threatened against us, which are material in the context of the issue of the ELIs.

## Others

The ELIs are complex products. You should exercise caution in relation to the ELIs. Prior to entering into a transaction you should consult with your own legal, regulatory, tax, financial and accounting advisors to the extent you consider it necessary, and make your own investment, hedging and trading decisions based upon your own judgement and advice from those advisers you consider necessary.

This Term Sheet should not be treated as giving any investment advice. The information in this Term Sheet is communicated by us. We make no representation or warranty relating to any information herein which is derived from independent sources. This Term Sheet shall not be copied or reproduced without our prior written permission.

The Securities and Futures Commission (the “SFC”) has authorised the ELIs under Section 104A(1) of the Securities and Futures Ordinance (SFO) (Cap. 571, Laws of Hong Kong) and the issue of this indicative Term Sheet based on the standard format as set out in Appendix A to the Product Booklet under Section 105(1) of the SFO. **The SFC takes no responsibility for the ELIs or the contents of this indicative Term Sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this indicative Term Sheet. The SFC’s authorisation does not imply the SFC’s endorsement or recommendation of the ELIs referred to in this indicative Term Sheet, nor does it imply that the SFC guarantees the commercial merits of the ELIs or their performance. The SFC’s authorisation does not mean the ELIs are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors. Interested persons should consider obtaining independent professional advice before investing in the ELIs. The Issuer and the Product Arranger collectively and individually take responsibility as to the issue and contents of this indicative Term Sheet.**

*{[Insert this section for final Term Sheet:]* The Securities and Futures Commission (the “SFC”) takes no responsibility as to the contents of this document, the standard format of which is set out in Appendix A to the Product Booklet. The SFC’s authorisation does not imply the SFC’s endorsement or recommendation of the ELIs, nor does it imply that the SFC guarantees the commercial merits of the ELIs or their performance.*}*

## APPENDIX B — TERMS AND CONDITIONS OF THE BNP PARIBAS SINGLE PUR MR ELIS

*The SFC takes no responsibility as to the contents of the terms and conditions as set out in this Appendix B (the “Conditions”). The SFC’s authorisation of this product booklet does not imply the SFC’s endorsement of the Conditions.*

*The relevant Conditions will, together with the supplemental provisions contained in the applicable Term Sheet and subject to completion and amendment, be incorporated by reference into each Global Certificate (as defined below) and definitive certificate (if applicable). The applicable Term Sheet in relation to the issue of any series of ELIs may specify additional terms and conditions which shall, to the extent so specified or to the extent inconsistent with the relevant Conditions, amend, supplement, replace or modify the relevant Conditions for the purpose of such series of ELIs. Capitalised terms used in the relevant Conditions and not otherwise defined therein shall have the meaning given to them in the applicable Term Sheet.*

*The ELI (in global and, in certain limited circumstances set out below, in definitive form) and related terms and conditions will be issued in the English language, which shall prevail over any Chinese language version in the event of discrepancy.*

### 1. Form, Status and Title

- (a) *Form.* Each series of the Unlisted BNP Paribas Equity Linked Investments Linked to a Single Security with Potential Upside Return and Minimum Redemption at Maturity (“**ELIs**”) (which expression shall, unless the context otherwise requires, include any further ELIs issued pursuant to Condition 10) relating to the Reference Stock, is issued in registered form subject to and with the benefit of a global certificate (the “**Global Certificate**”) by way of deed poll made by BNP Paribas (the “**Issuer**”). The ELI holders (as defined below) are entitled to the benefit of the Deed of Covenant (the “**Deed of Covenant**”) dated 3 January 2019 made by the Issuer, under the terms of which either: (i) accountholders in Euroclear Bank S.A./N.V., as operator of the Euroclear system (“**Euroclear**”) and/or Clearstream Banking société anonyme (“**Clearstream, Luxembourg**”) if Euroclear and/or Clearstream, Luxembourg, is specified as the applicable clearing system; or (ii) the accountholders with the Issuer if it is specified that the ELIs will be held through an account directly with the Issuer, are given directly enforceable rights against the Issuer under the ELIs. The original of the Deed of Covenant is held by BNP Paribas as agent and registrar (in such capacity, the “**Agent**” and “**Registrar**” respectively, which expression shall include any successors).

ELIs in definitive form will only be issued in exchange for the Global Certificate: (i) in the case of ELIs for which Euroclear and/or Clearstream, Luxembourg are specified as the applicable clearing system, if both Euroclear and Clearstream, Luxembourg are closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announce an intention permanently to cease business and do so cease business and no alternative clearing system satisfactory to the Issuer, the Registrar and the Agent is available; or (ii) in the case of ELIs held through an account with the Issuer, the Issuer is declared insolvent, or announces its intention to cease business and no alternative clearing system satisfactory to the Issuer, the Registrar and the Agent is available. In the event of any such exchange, references in these Conditions to the Global Certificate shall be deemed to be, as appropriate, references to such definitive certificates. The Global Certificate has been registered in the name of a nominee (the “**Nominee**”) either common to Euroclear and/or Clearstream, Luxembourg or as appointed by the Issuer.

The applicable Term Sheet for the ELIs is attached to the Global Certificate and supplements these Conditions and may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these Conditions, vary, amend or supplement these Conditions for the purposes of the ELIs. References herein to the “applicable Term Sheet” are to the final Term Sheet attached to the Global Certificate.

Copies of the applicable Term Sheet and the Deed of Covenant are available for inspection at the specified office of the Agent during the period beginning on the Issue Date and ending on the Settlement Date.

The ELI holders are entitled to the benefit of, are bound by and are deemed to have notice of all the provisions of the Global Certificate, the applicable Term Sheet and the Deed of Covenant.

- (b) *Status.* The ELIs represent general, unsecured and unsubordinated contractual obligations of the Issuer and of no other person and rank pari passu among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured and unsubordinated obligations of the Issuer.
- (c) *Transfer of ELIs.* The ELIs will be transferable only by means of delivery of the relevant Global Certificate to the Registrar in accordance with the provisions of the Deed of Covenant. Transfers of beneficial interests in the ELIs will be effected only in an amount equal to the Minimum Transfer Amount or integral multiples thereof in accordance with the rules and procedures for the time being of either Euroclear and/or Clearstream, Luxembourg (if Euroclear and/or Clearstream, Luxembourg, are specified as the applicable clearing system) or the Issuer (if the ELIs are held through an account with the Issuer), as the case may be.
- (d) *Title.* Each person who is for the time being shown in the register (the “**Register**”) kept by the Registrar as entitled to a particular number of ELIs shall be treated by the Issuer and the Registrar as the absolute owner and holder of such number of ELIs. The expression “**ELI holder**” shall be construed accordingly.
- (e) *Agreement and acknowledgement with respect to the exercise of the Bail-In Power.* Notwithstanding any other term of the ELIs or any other agreements, arrangements, or understandings between the Issuer and any ELI holder, by its acquisition of the ELIs, each ELI holder (which, for the purposes of this Condition, includes each holder of a beneficial interest in the ELIs) acknowledges, accepts, consents and agrees to be bound by:
  - (i) the effect of the exercise of the Bail-In Power by the relevant resolution authority, that may include and result in any of the following, or some combination thereof:
    - (1) the reduction of all, or a portion, of any amounts payable by the Issuer under the ELIs;
    - (2) the conversion of all, or a portion, of any amounts payable by the Issuer under the ELIs into shares, or other securities or other obligations of the Issuer or another person (and the issue to or conferral on the ELI holder of such shares, securities or obligations), including by means of amendment, modification or variation of the terms of the ELIs, in which case the ELI holder agrees to accept in lieu of its rights under the ELIs any such shares, other securities or other obligations of the Issuer or another person;
    - (3) the cancellation of the ELIs; and/or
    - (4) the amendment or alteration of the maturity of the ELIs or amendment of the amount payable under the ELIs, or the date on which the amount becomes payable, including by suspending payment for a temporary period; and
  - (ii) the variation of the terms of the ELIs, if necessary, to give effect to the exercise of the Bail-In Power by the relevant resolution authority.

No amounts payable by the Issuer under the ELIs shall become due and payable or be paid after the exercise of any Bail-In Power by the relevant resolution authority if and to the extent such amounts have been reduced, converted, cancelled, amended or altered as a result of such exercise.

Neither a reduction or cancellation, in part or in full, of any amounts payable by the Issuer under the ELIs, the conversion thereof into another security or obligation of the Issuer or another person, as a result of the exercise of the Bail-In Power by the relevant resolution authority with respect to the Issuer, nor the exercise of the Bail-In Power by the relevant resolution authority with respect to the ELIs will be an event of default.

Upon the exercise of the Bail-In Power by the relevant resolution authority with respect to the ELIs, the Issuer will provide a written notice to the ELI holder as soon as practicable regarding such exercise of the Bail-In Power pursuant to Condition 9.

For the purposes of this Condition:

“**Bail-In Power**” means any write-down, conversion, transfer, modification, or suspension power existing from time to time under, and exercised in compliance with, any laws, regulations, rules or requirements in effect in France, relating to (i) the transposition of the Bank Recovery and Resolution Directive (2014/59/EU) establishing a framework for the recovery and resolution of credit institutions and investment firms (as amended from time to time, the “**BRRD**”), including without limitation by Ordinance no. 2015-1024 dated 20 August 2015 (*Ordonnance no 2015-1024 du 20 août 2015 portant diverses dispositions d’adaptation de la législation au droit de l’Union européenne en matière financière*), as amended from time to time, (ii) the Regulation (EU) No 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010 (as amended from time to time, including by Regulation (EU) 2019/877 dated 20 May 2019, the “**SRM**”), or (iii) otherwise arising under French law, and the instructions, rules and standards created thereunder, pursuant to which, in particular, the obligations of a Regulated Entity (or an affiliate of such Regulated Entity) can be reduced (in part or in whole), cancelled, suspended, transferred, varied, modified in any way or securities of a Regulated Entity (or an affiliate of such Regulated Entity) can be converted into shares, other securities, or other obligations of such Regulated Entity or any other person, whether in connection with the implementation of a bail-in tool following placement in resolution or otherwise.

A reference to a “**Regulated Entity**” is to any entity referred to in Section I of Article L.613-34 of the French *Code monétaire et financier*, which includes certain credit institutions, investment firms, and certain of their parent or holding companies established in France.

A reference to the “**relevant resolution authority**” is to the *Autorité de contrôle prudentiel et de résolution (ACPR)*, the Single Resolution Board established pursuant to the SRM and/or any other authority entitled to exercise or participate in the exercise of any Bail-In Power from time to time (including the Council of the European Union and the European Commission when acting pursuant to Article 18 of the SRM).

## 2. ELI Rights and Exercise Expenses

- (a) *ELI Rights*. Each ELI represents a Nominal Amount as specified in the applicable Term Sheet and gives each ELI holder, upon due exercise and compliance with Conditions 3 and 4, the right to receive the Settlement Amount (defined below), if any.

(b) *Exercise Expenses.*

Each ELI holder entitled to payment of the Settlement Amount in cash will be required to pay all charges or expenses including any taxes or duties which are incurred upon termination of the ELIs (“**Cash Settlement Expenses**”). The payment of such Cash Settlement Expenses is reflected in the calculation of the Settlement Amount.

(c) *Definitions.*

For the purposes of these Conditions:

“**Additional Return Amount**” means, if applicable, in respect of each ELI, an amount in the Settlement Currency, calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \text{Additional Return Rate}$$

“**Additional Return Rate**” means, if applicable, such rate as specified in the applicable Term Sheet;

“**Alternate Redemption Level**” means, if applicable, in respect of each ELI, the higher of (i) the Minimum Redemption Level and (ii) the percentage calculated in accordance with the following formula:

$$\frac{\text{Closing Price of the Reference Stock on the Expiry Date}}{\text{Exercise Price of the Reference Stock}} \times 100\%$$

An “**At-Expiry Knock-in Event**” occurs, if applicable, if, on the Knock-in Event Date, the Closing Price of the Reference Stock in respect of such day is below the Knock-in Price. If the Knock-in Event Date is a Disrupted Day, the Knock-in Event Date shall be the first succeeding Scheduled Trading Day that is not a Disrupted Day, unless each of the eight Scheduled Trading Days immediately following the originally scheduled Knock-in Event Date is a Disrupted Day. In that case, that eighth Scheduled Trading Day shall be deemed to be the Knock-in Event Date, notwithstanding the fact that such day is a Disrupted Day, and (ii) the Calculation Agent shall determine (based on, among other things, the last reported market price of the Reference Stock and prevailing market conditions) the fair price of the Reference Stock on the Knock-in Event Date in accordance with its good faith estimate and acting in a commercially reasonable manner and such price shall be deemed to be the Closing Price of the Reference Stock on that eighth Scheduled Trading Day;

“**Bonus Coupon Rate**” means, if applicable, such rate as specified in the applicable Term Sheet;

“**Bonus Enhancement Rate**” means, if applicable, the higher of (i) Bonus Coupon Rate; and (ii) Performance Coupon Rate;

“**Business Day**” means a day (excluding Saturdays, Sundays and public holidays) on which commercial banks and foreign exchange markets are open for business in the relevant Business Day Centre(s);

“**Business Day Centre(s)**” means such cities or settlement systems as specified in the applicable Term Sheet;

“**Closing Price**” means, in respect of a Scheduled Trading Day, the official closing price of the Reference Stock on such day as quoted on the Exchange;

“**Company**” means the company issuing the Reference Stock as specified in the applicable Term Sheet;

“**Coupon Barrier Price**” means, if applicable, subject to adjustments in accordance with Condition 6, a specified percentage of the Initial Spot Price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) of the Reference Stock as set out in the applicable Term Sheet;

A “**Daily Knock-in Event**” occurs, if applicable, if the Closing Price of the Reference Stock on a Knock-in Event Date is below the Knock-in Price. For the purpose of determining whether a Daily Knock-in Event has occurred, if any Knock-in Event Date is a Disrupted Day, such Scheduled Trading Day shall be disregarded for the purpose of determining whether a Daily Knock-in Event has occurred;

“**Disrupted Day**” means any Scheduled Trading Day on which the Exchange or any Related Exchange fails to open for trading during its regular trading session or on which a Market Disruption Event has occurred;

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

“**Exercise Price**” means, if applicable, subject to adjustments in accordance with Condition 6, a specified percentage of the Initial Spot Price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) of the Reference Stock as set out in the applicable Term Sheet;

“**Expiry Date**” means the date specified in the applicable Term Sheet, or if such day is not a Scheduled Trading Day, the immediately succeeding Scheduled Trading Day. Provided that, if such day is a Disrupted Day, the Expiry Date shall be the first succeeding Scheduled Trading Day that is not a Disrupted Day, unless each of the eight Scheduled Trading Days immediately following the originally scheduled Expiry Date is a Disrupted Day. In that case:

- (i) that eighth Scheduled Trading Day shall be deemed to be the Expiry Date, notwithstanding the fact that such day is a Disrupted Day; and
- (ii) the Calculation Agent shall determine (based on, among other things, the last reported price of the Reference Stock and prevailing market conditions) the fair price of the Reference Stock on the Expiry Date in accordance with its good faith estimate and acting in a commercially reasonable manner and such price shall be deemed to be the Closing Price of the Reference Stock on that eighth Scheduled Trading Day;

“**Fund**” means, the fund issuing the Reference Stock as specified in the applicable Term Sheet;

“**HKD**” means Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”);

“**HKD Equivalent Amount**” means, following the occurrence of an RMB Disruption Event and in respect of an amount payable in RMB on the relevant affected date of payment, an amount in HKD determined by the Calculation Agent acting in good faith and a commercially reasonable manner, by converting such amount payable in RMB into HKD based on the mid-market exchange rate for RMB traded outside the PRC of HKD per 1 RMB as per Bloomberg Page “CNHHKD Curncy” at the closing time of the Exchange on the twelfth Business Day from the original payment date, provided that if such rate is not available to trade or is determined by the Calculation Agent as unreliable, the Calculation Agent shall determine such exchange rate in its sole and absolute discretion acting in good faith and a commercially reasonable manner;

“**Initial Spot Price**” means, subject to adjustments in accordance with Condition 6, such price as specified in the applicable Term Sheet;

“**Issue Date**” means such date as specified in the applicable Term Sheet or, if not a Business Day, the following Business Day;

“**Knock-in Event**” means, if applicable, a Daily Knock-in Event or an At-Expiry Knock-in Event as specified in the applicable Term Sheet;

“**Knock-in Event Date**” means, if applicable, (1) where a Daily Knock-in Event is specified as applicable in the applicable Term Sheet, each Scheduled Trading Day during the period as specified in the applicable Term Sheet, or (2) where an At-Expiry Knock-in Event is specified as applicable in the applicable Term Sheet, the Expiry Date;

“**Knock-in Price**” means, if applicable, subject to adjustments in accordance with Condition 6, a specified percentage of the Initial Spot Price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) of the Reference Stock as set out in the applicable Term Sheet;

“**Knock-out Barrier Coupon Amount**” means, if applicable, in respect of each ELI, an amount in the Settlement Currency, calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \text{Knock-out Barrier Coupon Rate}$$

“**Knock-out Barrier Coupon Rate**” means, if applicable, such rate as specified in the applicable Term Sheet;

A “**Knock-out Barrier Event**” occurs, if applicable, if the Closing Price of the Reference Stock on a Knock-out Barrier Event Date is (i) above, or (ii) at or above, as the case may be as specified in the applicable Term Sheet, the Knock-out Barrier Price. For the purpose of determining whether a Knock-out Barrier Event has occurred, if any Knock-out Barrier Event Date is a Disrupted Day, such Scheduled Trading Day shall be disregarded for the purpose of determining whether a Knock-out Barrier Event has occurred;

“**Knock-out Barrier Event Date**” means, if applicable, each Scheduled Trading Day during the period as specified in the applicable Term Sheet;

“**Knock-out Barrier Price**” means, if applicable, subject to adjustments in accordance with Condition 6, a specified percentage of the Initial Spot Price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) of the Reference Stock as set out in the applicable Term Sheet;

“**Lower Call Exercise Price**” means, if applicable, subject to adjustments in accordance with Condition 6, a specified percentage of the Initial Spot Price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) of the Reference Stock as set out in the applicable Term Sheet;

“**Market Disruption Event**” means:

- (1) the occurrence or existence at any time during the one hour period that ends at the relevant Valuation Time of:
  - (a) any suspension of or limitation imposed on trading by the Exchange or any relevant Related Exchange or otherwise and whether by reason of movements in price exceeding limits permitted by the Exchange or such Related Exchange or otherwise:
    - (i) relating to the Reference Stock on the Exchange; or
    - (ii) in futures or options contracts relating to the Reference Stock on any relevant Related Exchange; or
  - (b) any event (other than an event described in (2) below) that disrupts or impairs (as determined by the Calculation Agent in good faith and a commercially reasonable manner) the ability of market participants in general (i) to effect

transactions in, or obtain market prices for, the Reference Stock on the Exchange, or (ii) to effect transactions in, or obtain market values for, futures or options contracts relating to the Reference Stock on any relevant Related Exchange,

which in either case the Calculation Agent determines in good faith and a commercially reasonable manner to be material; or

- (2) the closure on any Scheduled Trading Day of the Exchange or any relevant Related Exchange(s) prior to its Scheduled Closing Time unless such earlier closing time is announced by the Exchange or such Related Exchange(s), as the case may be, at least one hour prior to the earlier of (a) the actual closing time for the regular trading session on the Exchange or such Related Exchange(s) on such Scheduled Trading Day and (b) the submission deadline for orders to be entered into the Exchange or Related Exchange system for execution at the Valuation Time on such Scheduled Trading Day;

**“Minimum Redemption Level”** means such rate as specified in the applicable Term Sheet;

**“Minimum Transfer Amount”** means such number of ELI(s) as set out in the applicable Term Sheet;

**“Nominal Amount”** means such nominal amount for each ELI as specified in the applicable Term Sheet;

**“Participation Ratio”** means, if applicable, such rate as specified in the applicable Term Sheet;

**“Participation Strike Price”** means, if applicable, subject to adjustments in accordance with Condition 6, a specified percentage of the Initial Spot Price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) of the Reference Stock as set out in the applicable Term Sheet;

**“Performance Coupon Rate”** means, in respect of each ELI, the following:

- (1) for Single MR BEN ELIs, Single MR BEN WOEP ELIs and Single MR BEN EKI ELIs, the rate calculated as follows:

$$\left( \frac{\text{Closing Price of the Reference Stock on the Expiry Date}}{\text{Initial Spot Price of the Reference Stock}} - 1 \right) \times 100\%$$

- (2) for Single MR BEN DKI ELIs, the higher of (i) zero and (ii) the rate calculated as follows:

$$\left( \frac{\text{Closing Price of the Reference Stock on the Expiry Date}}{\text{Initial Spot Price of the Reference Stock}} - 1 \right) \times 100\%$$

- (3) for Single MR Knock Out ELIs, Single MR Knock Out WOEP ELIs, Single MR Knock Out DKI ELIs and Single MR Knock Out EKI ELIs, the higher of (i) zero and (ii) the rate calculated as follows:

$$\frac{(\text{Closing Price of the Reference Stock on the Expiry Date} - \text{Participation Strike Price of Reference Stock})}{\text{Initial Spot Price of the Reference Stock}} \times \text{Participation Ratio}$$



“**Potential Return Amount**” means, if applicable, in respect of each ELI, the following:

- (1) where the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Upper Call exercise Price, an amount in the Settlement Currency, calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \frac{\text{Upper Call Exercise Price of the Reference Stock} - \text{Lower Call Exercise Price of the Reference Stock}}{\text{Initial Spot Price of the Reference Stock}} \times \text{Participation Ratio}$$

- (2) where the Closing Price of the Reference Stock on the Expiry Date is **below** the Upper Call Exercise Price but is **at or above** the Lower Call Exercise Price, an amount in the Settlement Currency, calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \frac{\text{Closing Price of the Reference Stock on the Expiry Date} - \text{Lower Call Exercise Price of the Reference Stock}}{\text{Initial Spot Price of the Reference Stock}} \times \text{Participation Ratio}$$

“**Potential Bonus Enhancement Amount**” means, if applicable, in respect of each ELI, an amount in the Settlement Currency, calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \text{Bonus Enhancement Rate}$$

“**Potential Performance Coupon Amount**” means, if applicable, in respect of each ELI, an amount in the Settlement Currency, calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upwards):

$$\text{Nominal Amount} \times \text{Performance Coupon Rate}$$

“**PRC**” means the People’s Republic of China;

“**Redemption Amount**” means, in respect of each ELI, the following:

- (1) for Single MR BEN WOEP ELIs and Single MR Knock Out WOEP ELIs, an amount in the Settlement Currency, calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upward):

$$\text{Nominal Amount} \times \text{Minimum Redemption Level}$$

- (2) for Single MR BEN ELIs, Single MR BEN DKI ELIs, Single MR BEN EKI ELIs, Single MR Knock Out ELIs, Single MR Knock Out DKI ELIs, Single MR Knock Out EKI ELIs and Single MR PCR ELIs, an amount in the Settlement Currency, calculated as follows (rounded to the nearest 0.01, with 0.005 or above being rounded upward):

$$\text{Nominal Amount} \times \text{Alternate Redemption Level}$$

“**Reference Stock**” means, subject to adjustment in accordance with Condition 6, the shares or the units of a Company or a Fund specified as such in the applicable Term Sheet and related expressions shall be construed accordingly;

**“Related Exchange”** means each exchange or quotation system specified as such in relation to the Reference Stock in the applicable Term Sheet, any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in futures or options contracts relating to the Reference Stock has temporarily relocated (provided that the Calculation Agent has determined in its sole and absolute discretion (acting in good faith and a commercially reasonable manner) that there is comparable liquidity relative to the futures or options contracts relating to the Reference Stock on such temporary substitute exchange or quotation system as on the original Related Exchange), provided that where **“All Exchanges”** is specified as the Related Exchange in the applicable Term Sheet, **“Related Exchange”** shall mean each exchange or quotation system where trading has a material effect (as determined by the Calculation Agent in good faith and a commercially reasonable manner) on the overall market for futures or options contracts relating to the Reference Stock;

**“RMB”** means Renminbi, the lawful currency of the PRC;

**“RMB Disruption Event”** means the occurrence of any event that, in the determination of the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner, makes it impossible:

- (i) for the Issuer to obtain a firm quote of a price in respect of any amount due and payable in RMB under the ELIs on the relevant scheduled date of payment in the RMB exchange market in Hong Kong in order to perform its obligations under the ELIs;
- (ii) for the Issuer to convert any amount due and payable in RMB under the ELIs in the RMB exchange market in Hong Kong; or
- (iii) for the Issuer to transfer RMB between accounts inside Hong Kong,

in the case of sub-paragraphs (ii) and (iii) above, other than where such impossibility is due to the failure of the Issuer to comply with any law, rule or regulation enacted by any government 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).

For the avoidance of doubt, the following events shall not constitute an RMB Disruption Event:

- (A) in the case of sub-paragraph (i) above, the inability for the Issuer to obtain such firm quote due to issues relating to its creditworthiness; and
- (B) in the case of sub-paragraph (ii) above, the inability for the Issuer to convert RMB for any amount due and payable in RMB under the ELIs due to issues relating to its creditworthiness;

**“Scheduled Closing Time”** means, in respect of the Exchange or Related Exchange and a Scheduled Trading Day, the scheduled weekday closing time of the Exchange or Related Exchange on such Scheduled Trading Day, without regard to after hours or any other trading outside of the regular trading session hours;

**“Scheduled Trading Day”** means any day on which the Exchange and each Related Exchange are scheduled to be open for trading for their respective regular trading sessions;

“**Settlement Amount**” means, in respect of each ELI, the following:

**(A) for Single MR BEN ELIs:**

- (i) if the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Coupon Barrier Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Potential Bonus Enhancement Amount, less any Cash Settlement Expenses;
- (ii) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Coupon Barrier Price but is **at or above** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Nominal Amount, less any Cash Settlement Expenses; or
- (iii) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Redemption Amount, less any Cash Settlement Expenses;

**(B) for Single MR BEN WOEP ELIs:**

- (i) if the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Coupon Barrier Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Redemption Amount and (ii) the Potential Bonus Enhancement Amount, less any Cash Settlement Expenses; or
- (ii) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Coupon Barrier Price a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Redemption Amount, less any Cash Settlement Expenses;

**(C) for Single MR BEN DKI ELIs:**

- (i) if a Daily Knock-in Event **has not occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Potential Bonus Enhancement Amount, less any Cash Settlement Expenses;
- (ii) if a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **above** the Initial Spot Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Potential Performance Coupon Amount, less any Cash Settlement Expenses;
- (iii) if a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **at or below** the Initial Spot Price but is **at or above** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Nominal Amount, less any Cash Settlement Expenses; or
- (iv) if a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Redemption Amount, less any Cash Settlement Expenses;

**(D) for Single MR BEN EKI ELIs:**

- (i) if an At-Expiry Knock-in Event **has not occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Potential Bonus Enhancement Amount, less any Cash Settlement Expenses; or
- (ii) if an At-Expiry Knock-in Event **has occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Redemption Amount, less any Cash Settlement Expenses;

**(E) for Single MR Knock Out ELIs:**

- (i) if a Knock-out Barrier Event **has occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Knock-out Barrier Coupon Amount, less any Cash Settlement Expenses;
- (ii) if a Knock-out Barrier Event **has not occurred** and the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Potential Performance Coupon Amount, less any Cash Settlement Expenses; or
- (iii) if a Knock-out Barrier Event **has not occurred** and the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Redemption Amount, less any Cash Settlement Expenses;

**(F) for Single MR Knock Out WOEP ELIs:**

- (i) if a Knock-out Barrier Event **has occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Redemption Amount and (ii) the Knock-out Barrier Coupon Amount, less any Cash Settlement Expenses; or
- (ii) if a Knock-out Barrier Event **has not occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Redemption Amount and (ii) the Potential Performance Coupon Amount, less any Cash Settlement Expenses;

**(G) for Single MR Knock Out DKI ELIs:**

- (i) if a Knock-out Barrier Event **has occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Knock-out Barrier Coupon Amount, less any Cash Settlement Expenses;
- (ii) if **both** Knock-out Barrier Event and Daily Knock-in Event **have not occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Potential Performance Coupon Amount, less any Cash Settlement Expenses;

- (iii) if a Knock-out Barrier Event **has not occurred**, but a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Potential Performance Coupon Amount, less any Cash Settlement Expenses; or
- (iv) if a Knock-out Barrier Event **has not occurred** but a Daily Knock-in Event **has occurred** and the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Redemption Amount, less any Cash Settlement Expenses;

**(H) for Single MR Knock Out EKI ELIs:**

- (i) if a Knock-out Barrier Event **has occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Knock-out Barrier Coupon Amount, less any Cash Settlement Expenses;
- (ii) if **both** Knock-out Barrier Event and At-Expiry Knock-in Event **have not occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Potential Performance Coupon Amount, less any Cash Settlement Expenses; or
- (iii) if a Knock-out Barrier Event **has not occurred**, but At-Expiry Knock-in Event **has occurred**, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the Redemption Amount, less any Cash Settlement Expenses;

**(I) for Single MR PCR ELIs:**

- (i) if the Closing Price of the Reference Stock on the Expiry Date is **at or above** the Lower Call Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount, (ii) the Potential Return Amount and (iii) the Additional Return Amount (if any), less any Cash Settlement Expenses;
- (ii) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Lower Call Exercise Price but is **at or above** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Nominal Amount and (ii) the Additional Return Amount (if any), less any Cash Settlement Expenses; or
- (iii) if the Closing Price of the Reference Stock on the Expiry Date is **below** the Exercise Price, a cash amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) equal to the sum of (i) the Redemption Amount and (ii) the Additional Return Amount (if any), less any Cash Settlement Expenses;

“**Settlement Currency**” means, such currency as specified in the applicable Term Sheet;

“**Settlement Date**” means such date as specified in the applicable Term Sheet;

“**Single MR BEN ELIs**” means ELIs with Potential Bonus Enhancement as specified in the applicable Term Sheet;

“**Single MR BEN DKI ELIs**” means ELIs with Potential Bonus Enhancement and Daily Knock-in Feature as specified in the applicable Term Sheet;

“**Single MR BEN EKI ELIs**” means ELIs with Potential Bonus Enhancement and At-Expiry Knock-in Feature as specified in the applicable Term Sheet;

“**Single MR BEN WOEP ELIs**” means ELIs with Potential Bonus Enhancement and without Exercise Price as specified in the applicable Term Sheet;

“**Single MR Knock Out ELIs**” means ELIs with Knock-out Barrier Feature as specified in the applicable Term Sheet;

“**Single MR Knock Out DKI ELIs**” means ELIs with Knock-out Barrier Feature and Daily Knock-in Feature as specified in the applicable Term Sheet;

“**Single MR Knock Out EKI ELIs**” means ELIs with Knock-out Barrier Feature and At-Expiry Knock-in Feature as specified in the applicable Term Sheet;

“**Single MR Knock Out WOEP ELIs**” means ELIs with Knock-out Barrier Feature and without Exercise Price as specified in the applicable Term Sheet;

“**Single MR PCR ELIs**” means ELIs with Potential Capped Return as specified in the applicable Term Sheet;

“**TARGET**” means the real time gross settlement payment system for the settlement of Euro transactions within the Eurozone and its successors;

“**Trade Date**” means such date as specified in the applicable Term Sheet or, if such date is not a Scheduled Trading Day, the following Scheduled Trading Day;

“**Underlying Currency**” means the currency in which such Reference Stock is quoted on the Exchange as specified in the applicable Term Sheet;

“**Upper Call Exercise Price**” means, if applicable, subject to adjustments in accordance with Condition 6, a specified percentage of the Initial Spot Price (rounded to the nearest 0.0001, with 0.00005 or above being rounded upwards) of the Reference Stock as set out in the applicable Term Sheet;

“**Valuation Time**” means, in relation to the Reference Stock, the Scheduled Closing Time on the relevant Exchange on the relevant Scheduled Trading Day. If the relevant Exchange closes prior to its Scheduled Closing Time, then the Valuation Time shall be such actual closing time; and

### **3. Termination of ELIs**

The ELIs will automatically be terminated on the Expiry Date (without notice being given to the ELI holders). The Issuer will pay (through the Agent) to the ELI holders the Settlement Amount on the Settlement Date, all subject to Condition 2 and in accordance with Condition 4.

### **4. Settlement of ELIs**

- (a) *No requirement to deliver an exercise notice.* The ELI holders will not be required to deliver an exercise notice for any purpose in relation to the ELIs.
- (b) *Cancellation.* The Issuer will procure that the Registrar will remove from its Register the name of the person in respect of the ELIs which are the subject of a termination in accordance with these Conditions.

(c) *Cash Settlement.*

- (i) Subject to termination of ELIs in accordance with these Conditions, the Issuer will make a payment to the relevant ELI holder of the Settlement Amount no later than the Settlement Date by crediting that amount to the relevant bank account designated by the relevant ELI holder.
- (ii) In case where the ELIs are terminated pursuant to Condition 6, the Early Termination Amount shall be despatched no later than the third Business Day after the date of termination of the ELIs.
- (iii) *RMB Disruption Event.* In the case where the Settlement Currency is RMB, if the Issuer has determined, in its sole and absolute discretion, acting in good faith and a commercially reasonable manner, that an RMB Disruption Event has occurred on, or prior to and is continuing on, any day on which any amount payable in RMB under the ELIs is scheduled to be paid, such payment will be postponed to the third Business Day after the date on which the RMB Disruption Event ceases to exist, unless the RMB Disruption Event continues to exist for twelve consecutive Business Days from the original date that, but for the occurrence of the RMB Disruption Event, would have been the date for such payment. In such case, the Issuer shall make payment of the HKD Equivalent Amount no later than the third Business Day after such twelfth Business Day.

Notice of such postponement of payment will be given to the ELI holder in accordance with Condition 9 on the original payment date, and a further notice of the determination by the Issuer to pay such HKD Equivalent Amount referred to above will be given to the ELI holder in accordance with Condition 9 as soon as practicable but no later than the third Business Day after such HKD Equivalent Amount is determined.

The ELI holder shall not be entitled to any payment whether of interest or otherwise in the ELIs in the event of any delay in the cash payment or any determination for payment of the HKD Equivalent Amount pursuant to this Condition 4(c)(iii) and no liability in respect thereof shall attach to the Issuer.

- (d) *Taxation.* The Issuer shall not be liable for or otherwise obliged to pay any tax, duty, withholding or other payment which may arise as a result of the ownership, transfer, exercise, termination or enforcement of any ELI by any person and all payments made by the Issuer shall be made subject to any such tax, duty, withholding or other payment which may be required to be made, paid, withheld or deducted.

## **5. Registrar and Agent**

- (a) The initial Agent and Registrar is set out below. The Issuer reserves the right, subject to the appointment of a successor, at any time to vary or terminate the appointment of the Registrar or the Agent and to appoint another registrar or agent provided that, for so long as any ELIs remain outstanding, it will at all times maintain a Registrar and an Agent. Notice of any such termination or appointment and of any change in the offices will be given to the ELI holders in accordance with Condition 9.
- (b) Each of the Registrar and the Agent will be acting as agents of the Issuer in respect of any ELIs and will not assume any obligation or duty to or any relationship of agency or trust for the ELI holders.
- (c) The register of ELI holders will be maintained outside Hong Kong by the Registrar and the Registrar will enter or cause to be entered the name, address and banking details of the holders of the ELIs, the details of the ELIs held by any ELI holder including the number of ELIs of each series held and any other particulars which it thinks proper.

## 6. Adjustments and Early Termination

### (a) *Potential Adjustment Events*

If the Calculation Agent determines, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, that a Potential Adjustment Event has occurred in relation to the Reference Stock during the period from and including the Trade Date to and including the Expiry Date, it will, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, determine whether such Potential Adjustment Event has a diluting or concentrative effect on the theoretical value of the Reference Stock and, if so, will make such adjustments, if any, to the terms and conditions of the relevant ELIs as it determines, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, to be appropriate to account for that diluting or concentrative effect so as to preserve the economic equivalence of the relevant ELIs. In determining such adjustment(s):

- (i) if futures or options contracts of the Reference Stock are traded on the Exchange or the Related Exchange, the Calculation Agent will follow any adjustment to the terms of the relevant futures or options contracts made and announced by the Exchange or the Related Exchange, unless following such adjustment is not able to preserve the economic equivalence of the ELI. In such case, the Calculation Agent will determine the aforesaid adjustment(s) in its sole and absolute discretion acting in good faith and a commercially reasonable manner so as to preserve the economic equivalence of the ELIs; or
- (ii) if there are no futures or options contracts of the Reference Stock traded on the Exchange or the Related Exchange, the Calculation Agent will (where, and to the extent, applicable) follow the relevant rules as set out in the Operational Trading Procedures for Options Trading Exchange Participants of the Stock Exchange unless following such rules is not able to preserve the economic equivalence of the ELI. In such case, the Calculation Agent will determine the aforesaid adjustment(s) in its sole and absolute discretion acting in good faith and a commercially reasonable manner so as to preserve the economic equivalence of the ELIs.

The Calculation Agent shall also determine, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, the effective date(s) of such adjustment(s) and shall observe and use, to the extent reasonably practicable, any such ex-date(s) or other relevant date(s) as provided by the Exchange or the Related Exchange as the effective date(s) of such adjustment(s).

### (b) *Merger Event and Tender Offer*

If the Calculation Agent determines, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, that (i) a Merger Event or (ii) Tender Offer has occurred in relation to the Reference Stock during the period from and including the Trade Date to and including the Expiry Date, it will make such adjustment, if any, to the terms and conditions of the relevant ELIs as it determines, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, to be appropriate to account for the economic effect on the relevant ELIs of such event so as to preserve the economic equivalence of the relevant ELIs and such adjustment(s) shall include, where the Company issuing the Reference Stock, has merged with another company or fund, deeming the shares or units of the surviving entity in the merger to be the new Reference Stock. In determining such adjustment(s):

- (i) if futures or options contracts of the Reference Stock are traded on the Exchange or the Related Exchange, the Calculation Agent will follow any adjustment to the terms of the relevant futures or options contracts made and announced by the Exchange or the Related Exchange, unless following such adjustment is not able to preserve the



economic equivalence of the ELI. In such case, the Calculation Agent will determine the aforesaid adjustment(s) in its sole and absolute discretion acting in good faith and a commercially reasonable manner so as to preserve the economic equivalence of the ELIs; or

- (ii) if there are no futures or options contracts of the Reference Stock traded on the Exchange or the Related Exchange, the Calculation Agent will (where, and to the extent, applicable) follow the relevant rules as set out in the Operational Trading Procedures for Options Trading Exchange Participants of the Stock Exchange unless following such rules is not able to preserve the economic equivalence of the ELI. In such case, the Calculation Agent will determine the aforesaid adjustment(s) in its sole and absolute discretion acting in good faith and a commercially reasonable manner so as to preserve the economic equivalence of the ELIs.

The Calculation Agent shall also determine, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, the effective date(s) of such adjustment(s) and shall observe and use, to the extent reasonably practicable, any such ex-date(s) or other relevant date(s) as provided by the Exchange or the Related Exchange as the effective date(s) of such adjustment(s).

If the Calculation Agent determines, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, that any of the foregoing adjustments is unable to preserve the economic equivalence of the relevant ELIs and that the ELIs shall be early terminated, then the ELIs shall be terminated on the date selected by the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner and the Issuer shall pay the Early Termination Amount no later than the third Business Day after the date of termination of the ELIs, in which event the entitlements of the ELI holders to each receive the Settlement Amount shall cease and the Issuer's obligations under the ELIs shall be satisfied in full upon payment of such amount.

(c) *Additional Disruption Events*

If the Calculation Agent determines, in its sole and absolute discretion acting in good faith and a commercially reasonable manner, that an Additional Disruption Event has occurred in relation to the Reference Stock during the period from and including the Trade Date to and including the Expiry Date, then the ELIs shall be terminated on the date selected by the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner and the Issuer shall pay the Early Termination Amount no later than the third Business Day after the date of termination of the ELIs, in which event the entitlements of the ELI holders to each receive the Settlement Amount shall cease and the Issuer's obligations under the ELIs shall be satisfied in full upon payment of such amount.

For the purposes of this Condition 6:

**“Additional Disruption Event”** means any of Change in Law, Delisting, Fund Termination Event, Increased Cost of Hedging, Insolvency, Insolvency Filing and Nationalisation;

**“Change in Law”** means (i) due to the adoption of or any change in any applicable law or regulation (including, without limitation, and any tax law), or (ii) due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Calculation Agent determines in good faith that (A) it will, or there is a substantial likelihood that it will, within the next 30 calendar days but before the Expiry Date become, or it has become illegal to hold, acquire or dispose of the Reference Stock or (B) it will incur a materially increased cost in performing the Issuer's obligations under the ELIs (including, without limitation, due to any increase in tax liability, decrease in tax benefit or other adverse effect on its tax position);

“**Delisting**” means if the Exchange announces that pursuant to the rules of the Exchange, the Reference Stock ceases (or will cease) to be listed, traded or publicly quoted on the Exchange for any reason (other than a Merger Event or Tender Offer) and are not immediately re-listed, re-traded or re-quoted on an exchange or quotation system located in the same country as the Exchange;

“**Early Termination Amount**” means such amount in the Settlement Currency (subject to the provisions of Condition 4(c)(iii) if the Settlement Currency is RMB) as in the opinion of the Calculation Agent (such opinion to be made in its sole and absolute discretion acting in good faith and a commercially reasonable manner) to be the fair market value of the ELIs on the date of termination of the ELIs (based on, inter alia, the price performance of the Reference Stock, the volatility of the Reference Stock, the number of Scheduled Trading Days until the Expiry Date, the market interest rate movements, the Issuer’s financial condition, the market’s view of the Issuer’s credit quality, the value of the embedded options, the Issuer’s costs of unwinding any hedging arrangements relating to the ELIs, if a Daily Knock-in Event has occurred (if applicable) and if a Knock-out Barrier Event has occurred (if applicable));

“**Fund Termination Event**” means any of the following with respect to a Fund:

- (i) by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting the Fund, (i) all the units or shares in the Fund are required to be transferred to a trustee, liquidator or other similar official or (ii) holders of the units or shares in the Fund become legally prohibited from transferring or redeeming them; or
- (ii) the units or shares in the Fund are reclassified or the index that the Fund tracks changes or the Fund is acquired by or aggregated to another fund, whose mandate, risk-profile and/or benchmarks is, in the sole opinion of the Calculation Agent, different from the mandate, risk-profile and/or benchmark stated at inception of the Fund (or any proposal for the foregoing occurs); or
- (iii) the currency unit of units or shares in the Fund is amended in accordance with the constitutional documents of the Fund, so that the units or shares of the Fund are no longer denominated in the currency quoted on the Trade Date; or
- (iv) there is a material change in its mandate, risk profile, prospectus, statement of additional information, articles of incorporation, investment management agreement or annual and semi-annual report, or there is a material change in any other rule, law, regulation, similar guideline, constitutional document, report or other document governing the investment by the Fund of its assets (in each case as determined by the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner); or
- (v) any proposal to wind up the Fund or any substantive litigation by the investors in the Fund (as determined by the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner); or
- (vi) the resignation, termination, or replacement of any person appointed in the role of discretionary investment manager or non-discretionary investment adviser (including a non-discretionary investment adviser to a discretionary investment manager or to another non-discretionary investment adviser) for the Fund (the “**Fund Adviser**”) which has a material effect on the Fund; or
- (vii) any breach or violation of any strategy or investment guidelines stated in its mandate, risk profile, prospectus, statement of additional information, articles of incorporation, investment management agreement or annual and semi-annual report or other

document governing the investment by the Fund of its assets that is reasonably likely to affect the value of the units or shares or the rights or remedies of any holders thereof (in each case as determined by the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner); or

- (viii) (x) any cancellation, suspension or revocation of the registration or approval of the Fund or an interest issued to or held by an investor in the Fund by any governmental, legal or regulatory entity with authority over such Fund or such interest, (y) any change in the legal, tax, accounting, or regulatory treatments of the Fund or the Fund Adviser that is reasonably likely to have an adverse impact on the value of any interest in the Fund or any investor therein (as determined by the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner), or (z) the Fund, the Fund Adviser or any of the fund administrator, manager, trustee or similar person with the primary administrative responsibilities for the Fund (the “**Fund Administrator**”) becoming subject to any investigation, proceeding or litigation by any relevant governmental, legal or regulatory authority involving the alleged violation of applicable law for any activities relating to or resulting from the operation of the Fund, the Fund Adviser or the Fund Administrator; or
- (ix) the Exchange announces that pursuant to the rules of such Exchange, the units or shares cease (or will cease) to be listed, traded or publicly quoted on the Exchange for any reason and are not immediately re-listed, re-traded or required on an exchange or quotation system located in the same country as the Exchange; or
- (x) any change or modification of the documentation in relation to the Fund that could reasonably be expected to affect the value of the Fund or the rights or remedies of any holders thereof (in each case, as determined by the Calculation Agent);

“**Increased Cost of Hedging**” means, in the opinion of the Calculation Agent (acting in good faith and a commercially reasonable manner), the Issuer or any of its affiliates (a) is unable to, after using commercially reasonable efforts; or (b) would incur a material increase (as compared with circumstances existing on the Trade Date) in tax, duty, expense or fee (other than brokerage commissions) to:

- (i) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction or asset it deems necessary to hedge the price risk relating to the Reference Stock of entering into and performing its obligations with respect to the ELI; or
- (ii) freely realise, recover, receive, repatriate, remit or transfer out of or into Hong Kong the proceeds of any such transaction or asset, provided that any such inability to hedge or such materially increased amount that is incurred due to the deterioration of the creditworthiness of the Issuer or its affiliates shall not be deemed an Increased Cost of Hedging;

“**Insolvency**” means by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting the Company (A) all the shares of the Company are required to be transferred to a trustee, liquidator or other similar official or (B) holders of the shares become legally prohibited from transferring them;

“**Insolvency Filing**” means the Company institutes or has instituted against it by a regulator, supervisor or any similar official with primary insolvency, rehabilitative or regulatory jurisdiction over it in the jurisdiction of its incorporation or organisation or the jurisdiction of its head or home office, or it consents to a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors’ rights, or a petition is presented for its winding-up or liquidation by it or such regulator, supervisor or similar official or it consents to such a petition, provided that proceedings instituted or petitions presented by creditors and not consented to by the issuer of the shares shall not be deemed an Insolvency Filing;

**“Merger Event”** means any of the following events:

- (i) reclassification or change of the Reference Stock that results in a transfer of or an irrevocable commitment to transfer the Reference Stock outstanding to another entity or person; or
- (ii) in respect of the shares of the Company, consolidation, amalgamation, merger or binding share exchange of the Company with or into another entity or person (other than a consolidation, amalgamation, merger or binding share or unit exchange in which the Company is the continuing entity and which does not result in any such reclassification or change of all of such shares outstanding), or in respect of the units or shares of the Fund, consolidation, amalgamation or merger of the Fund or the manager of the Fund with or into another fund or Fund manager (other than a consolidation, amalgamation or merger in which the fund or its manager is the continuing fund or manager and which does not result in reclassification or change of all of such units or shares outstanding); or
- (iii) takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding shares of the Company or units or shares of the Fund that results in a transfer of or an irrevocable commitment to transfer such Reference Stock (other than such Reference Stock owned or controlled by such other entity or person); or
- (iv) in respect of the shares of the Company, consolidation, amalgamation, merger or binding share exchange of the Company or its subsidiaries with or into another entity in which the Company is the continuing entity and which does not result in a reclassification or change of all such shares outstanding but results in the outstanding shares (other than shares owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding shares immediately following such event, or in respect of the units or shares of the Fund, consolidation, amalgamation or merger of the Fund with or into another entity in which the Fund is the continuing entity and which does not result in a reclassification or change of all such units or shares outstanding but results in the outstanding units or shares (other than units or shares owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding units or shares immediately following such event;

**“Nationalisation”** means if all such shares or units or all the assets or substantially all the assets of the Company or the Fund are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof;

**“Potential Adjustment Event”** means in respect of the Reference Stock:

- (i) a subdivision, consolidation or reclassification of the Reference Stock (unless resulting in a Merger Event) or a free distribution or dividend of the Reference Stock to existing holders whether by way of bonus, capitalisation or similar issue; or
- (ii) a distribution or dividend to existing holders of the Reference Stock of (a) the Reference Stock or (b) other share capital or securities granting the right to payment of distributions and/or dividends and/or the proceeds of liquidation of the Company or the Fund equally or proportionately with such payments to holders of the Reference Stock or (c) share capital or other securities of another issuer acquired or owned (directly or indirectly) by the Company or Fund (as applicable) as a result of a spin-off or other similar transaction or (d) any other type of securities, rights or warrants or other assets, in any case for payment (cash or otherwise) at less than the prevailing market price as determined by the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner; or

- (iii) a declaration or payment of an extraordinary dividend (for the avoidance of doubt, a declaration or payment of an ordinary dividend is not a “Potential Adjustment Event” as defined herein); or
- (iv) a call by the Company or the Fund (as applicable) in respect of the Reference Stock that are not fully paid; or
- (v) a repurchase by the Company or the Fund (as applicable) or any of its subsidiaries of the Reference Stock whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise; or
- (vi) in respect of the Company, an event that results in any shareholder rights being distributed or becoming separated from shares of common stock or other shares of the capital stock of the Company, pursuant to a shareholder rights plan or arrangement directed against hostile takeovers that provides upon the occurrence of certain events for a distribution of preferred stock, warrants, debt instruments or stock rights at a price below their market value as determined by the Calculation Agent, provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights; or
- (vii) any other event that may have a diluting or concentrative effect on the theoretical value of the Reference Stock; and

“**Tender Offer**” means a takeover, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10% and less than 100% of the outstanding voting shares of a Company or units or shares of a Fund (as the case may be) as determined by the Calculation Agent, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Calculation Agent deems relevant.

(d) *Notice of Adjustments or Termination*

All determinations made by the Issuer or the Calculation Agent pursuant hereto will be conclusive and binding on the ELI holders and the Issuer. The Issuer will give, or procure that there is given, notice of any adjustment or termination (as the case may be) and of the date from which such adjustment is effective or the date of termination (as the case may be) and the relevant Early Termination Amount, as soon as practicable by no later than three business days after such determination has been made in accordance with Condition 9.

**7. Purchases**

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

**8. Meetings of ELI holders; Modification**

- (a) *Meetings of ELI holders.* The Deed of Covenant contains provisions for convening meetings of the ELI holders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Deed of Covenant) of a modification of the provisions of the ELIs or of the Global Certificate.

Such a meeting may be convened by the Issuer or by ELI holders holding not less than 10 per cent. of the ELIs for the time being remaining outstanding. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 25 per cent. of the ELIs for the time being remaining outstanding, or at any adjourned meeting two or more persons being or representing ELI holders whatever the number of ELIs so held or represented.

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

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

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

- (b) *Modification.* The Issuer may, without the consent of the ELI holders, effect any modification of the provisions of the ELIs or the Global Certificate which is of a formal, operational, minor or technical nature, which is made to correct an obvious error or which is necessary in order to comply with mandatory provisions of the laws of Hong Kong (as defined below). Any such modification shall be binding on the Issuer and the ELI holders and shall be notified to the ELI holders by the Registrar before the effective date or as soon as practicable thereafter in accordance with Condition 9.

## **9. Notices**

- (a) All documents required or permitted by these Conditions to be sent to an ELI holder or to which an ELI holder is entitled or which the Issuer shall have agreed to deliver to the ELI holder must be made in writing (including without limitation in the form of electronic records), and may be delivered by hand or sent by post or (if posted to an address not in Hong Kong) by airmail post, or by email or other electronic means, addressed to the ELI holder to the ELI holder's address (or, in the case of joint ELI holders, to the address of the first named ELI holder) appearing in the register kept by the Registrar. All documents delivered or sent in accordance with this Condition 9(a) shall be delivered or sent at the risk of the relevant ELI holder.
- (b) All notices to ELI holders will be validly given if delivered or sent in accordance with Condition 9(a). In addition, such notices to ELI holders may also be published in English in one leading English, and in Chinese in one leading Chinese, language newspaper circulating in Hong Kong. Such notices shall be deemed to have been given on the date of the first such publication.

## **10. Further Issues**

The Issuer shall be at liberty from time to time, without the consent of the ELI holders, to create and issue further ELIs so as to form a single series with the issued ELIs.

## **11. Modification of the Conditions of the ELIs in the applicable Term Sheet**

The Conditions applicable to the ELIs may be amended, supplemented, replaced or modified as set forth in the applicable Term Sheet or in an annex to such Term Sheet.

## **12. Third Party Rights**

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

## **13. Governing Law**

The ELIs, the Global Certificate and the Deed of Covenant will be governed by and construed in accordance with the laws of Hong Kong. The Issuer and each ELI holder (by its purchase of the ELIs) shall be deemed to have submitted for all purposes in connection with the ELIs, the Global Certificate and the Deed of Covenant to the non-exclusive jurisdiction of the courts of Hong Kong.

#### **14. Language**

In the event of any inconsistency between the Chinese version of these Conditions and the English version of these Conditions, the English version of these Conditions shall prevail.

**Specified Office of the Agent and Registrar**

BNP Paribas

60/F., 61/F. and 63/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong

## APPENDIX C — HYPOTHETICAL EXAMPLES

*The following hypothetical examples are for illustrative purposes only and do not reflect a complete analysis of all possible gain or loss scenarios. You must not rely on them as an indication of the actual performance of the reference stock or the potential payout on the BNP Paribas Single PUR MR ELIs. They do not take into account any expenses payable by the investor.*

For RMB disruption scenario, please refer to scenario 6 in Part F. For default scenario, please refer to Part J.

### **A. BNP Paribas Single PUR MR ELIs (with potential bonus enhancement feature) (“BNP Paribas Single MR BEN ELIs”)**

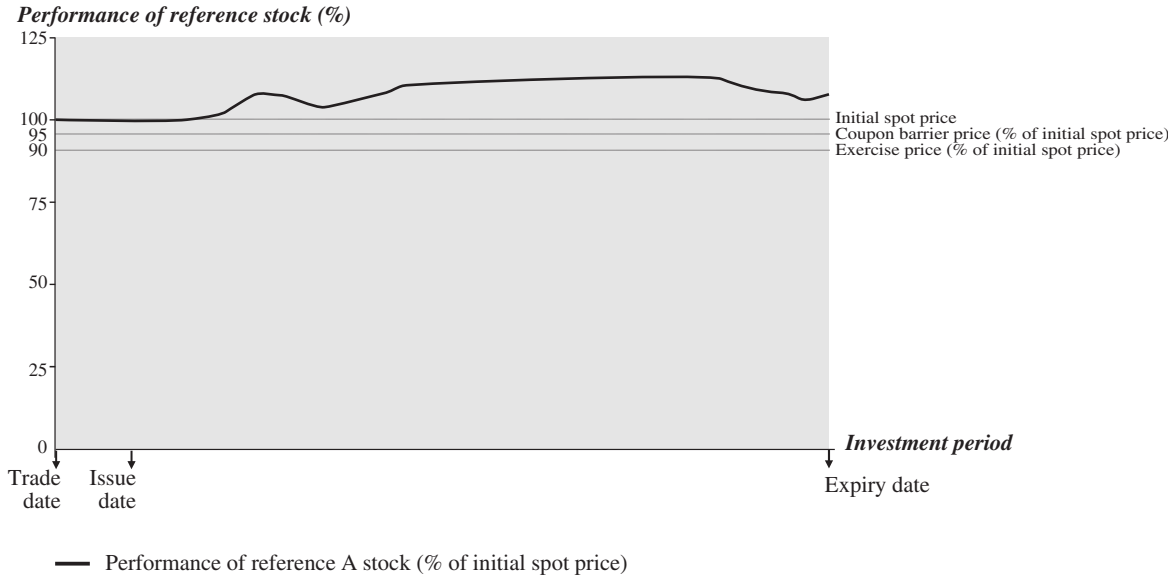
**In this example, suppose an investor bought 10 BNP Paribas Single MR BEN ELIs in the same series with the following terms:**

Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD31.00
Issue price for each BNP Paribas Single MR BEN ELI	HKD10,000 (100% of nominal amount)
Nominal amount for each BNP Paribas Single MR BEN ELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR BEN ELIs	HKD100,000
Total nominal amount for 10 BNP Paribas Single MR BEN ELIs	HKD100,000
Exercise price (90.00% of the initial spot price)	HKD27.9000
Coupon barrier price (95.00% of the initial spot price)	HKD29.4500
Minimum redemption level	50.0000%



Alternate redemption level	The higher of (i) the minimum redemption level and (ii) the percentage calculated in accordance with the following formula:  $\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$
Redemption amount	Nominal amount x Alternate redemption level
Bonus coupon rate	5.0000%
Settlement currency	Hong Kong dollars (“HKD”)
Performance coupon rate	$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$
Bonus enhancement rate	The higher of (i) bonus coupon rate; and (ii) performance coupon rate
Potential bonus enhancement amount	Nominal amount x Bonus enhancement rate

**Scenario 1 — Gain case scenario I (where the closing price of reference stock A on the expiry date is above the coupon barrier price and the performance coupon rate is higher than the bonus coupon rate)**



Assume that the closing price of reference stock A on the expiry date is HKD34.10.

Settlement amount on the settlement date

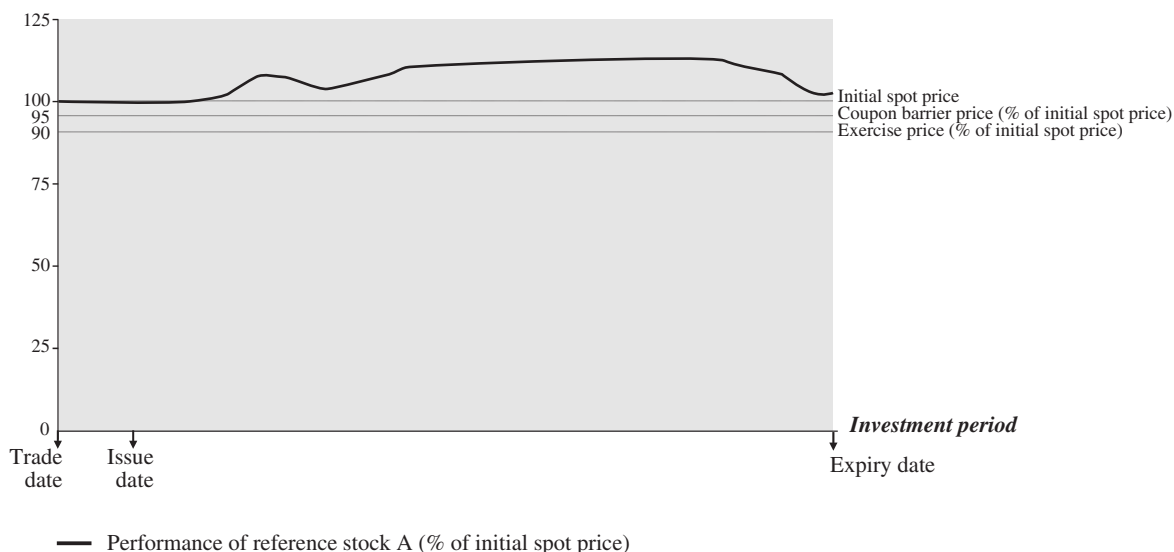
- The above diagram illustrates that the closing price of reference stock A on the expiry date is above the coupon barrier price.
- The bonus enhancement rate is 10.0000%, being the higher of the bonus coupon rate (5.0000%) and the performance coupon rate (10.0000%, calculated as:  $(\text{HKD}34.10/\text{HKD}31.00 - 1) \times 100\%$ ).
- For each BNP Paribas Single MR BEN ELI, investor receives the nominal amount of HKD10,000 and the potential bonus enhancement amount of HKD1,000.00 (being  $\text{HKD}10,000 \times 10.0000\%$ ) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR BEN ELIs, investor receives a total payout of HKD110,000 (being HKD100,000 (nominal amount) + HKD10,000 (potential bonus enhancement amount)), which is equivalent to a gain of 10.0000% (being  $[(\text{HKD}110,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 2 — Gain case scenario II (where the closing price of reference stock A on the expiry date is above the coupon barrier price and the performance coupon rate is lower than the bonus coupon rate)**

*Performance of reference stock (%)*



Assume that the closing price of reference stock A on the expiry date is HKD31.93.

Settlement amount on the settlement date

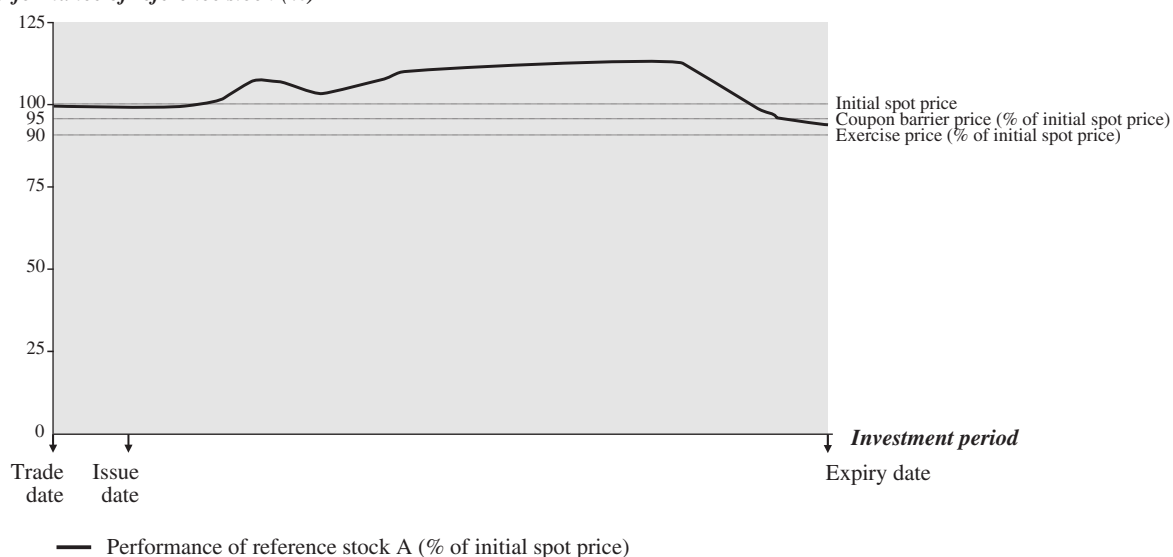
- The above diagram illustrates that the closing price of reference stock A on the expiry date is above the coupon barrier price.
- The bonus enhancement rate is 5.0000%, being the higher of the bonus coupon rate (5.0000%) and the performance coupon rate (3.0000%, calculated as:  $(\text{HKD}31.93/\text{HKD}31.00 - 1) \times 100\%$ ).
- For each BNP Paribas Single MR BEN ELI, investor receives the nominal amount of HKD10,000 and the potential bonus enhancement amount of HKD500.00 (being  $\text{HKD}10,000 \times 5.0000\%$ ) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR BEN ELIs, investor receives a total payout of HKD105,000 (being HKD100,000 (nominal amount) + HKD5,000 (potential bonus enhancement amount)), which is equivalent to a gain of 5.0000% (being  $[(\text{HKD}105,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 3 — Nominal amount scenario (where the closing price of reference stock A on the expiry date is below the coupon barrier price but is at or above the exercise price)**

*Performance of reference stock (%)*



Assume that the closing price of reference stock A on the expiry date is HKD28.83.

Settlement amount on the settlement date

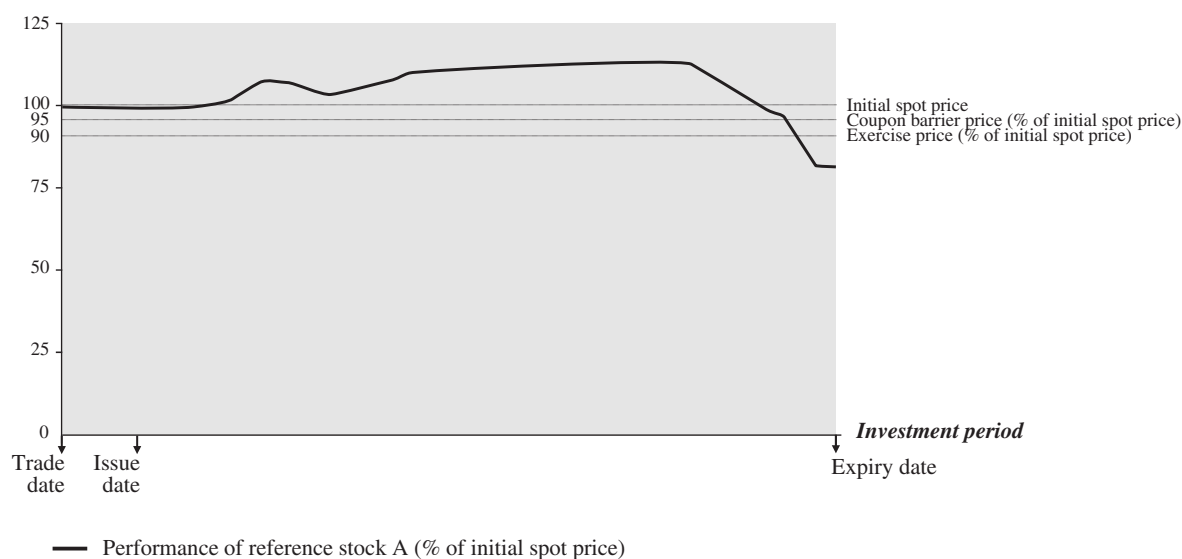
- The above diagram illustrates that the closing price of reference stock A on the expiry date is below the coupon barrier price but is above the exercise price.
- For each BNP Paribas Single MR BEN ELI, investor receives the nominal amount of HKD10,000 on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR BEN ELIs, investor receives a total payout of HKD100,000, which is equivalent to the nominal amount and a break even compared to the total issue price paid.

**Scenario 4 — Loss case scenario (where the closing price of reference stock A on the expiry date is below the exercise price)**

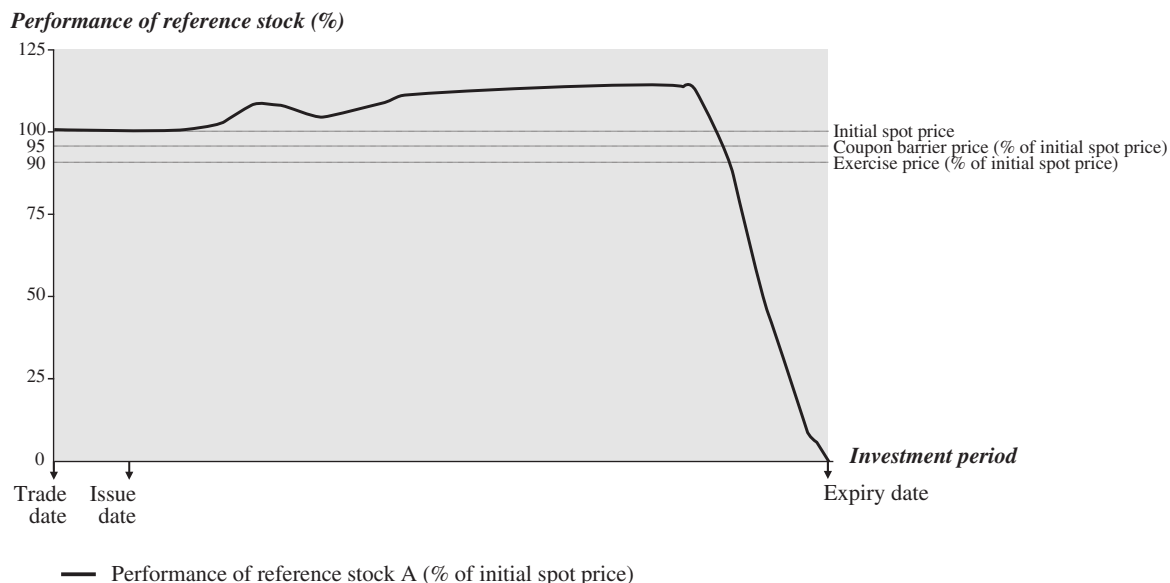
*Performance of reference stock (%)*



Assume that the closing price of reference stock A on the expiry date is HKD25.11.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on the expiry date is below the exercise price.</li> <li>— The alternate redemption level is 90.0000%, being the higher of the minimum redemption level (50.0000%) and 90.0000% (calculated as: <math>(\text{HKD}25.11/\text{HKD}27.9000) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN ELI, investor receives a cash payment of HKD9,000.00 (being <math>\text{HKD}10,000 \times 90.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN ELIs, the investor receives a total payout of HKD90,000, which is equivalent to a loss of 10.0000% (being <math>[(\text{HKD}90,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**Scenario 5 — Worst case scenario (where the closing price of reference stock A on the expiry date is below the exercise price and drops to zero)**



Assume that the closing price of reference stock A on the expiry date is HKD0.

Settlement amount on the settlement date

- The above diagram illustrates that the closing price of reference stock A on the expiry date is below the exercise price and drops to zero.
- The alternate redemption level is 50.0000%, being the higher of the minimum redemption level (50.0000%) and 0% (calculated as:  $(\text{HKD}0/\text{HKD}27.9000) \times 100\%$ ).
- For each BNP Paribas Single MR BEN ELI, investor receives a cash payment of HKD5,000.00 (being  $\text{HKD}10,000 \times 50.0000\%$ ) on the settlement date.

Total payout on investment

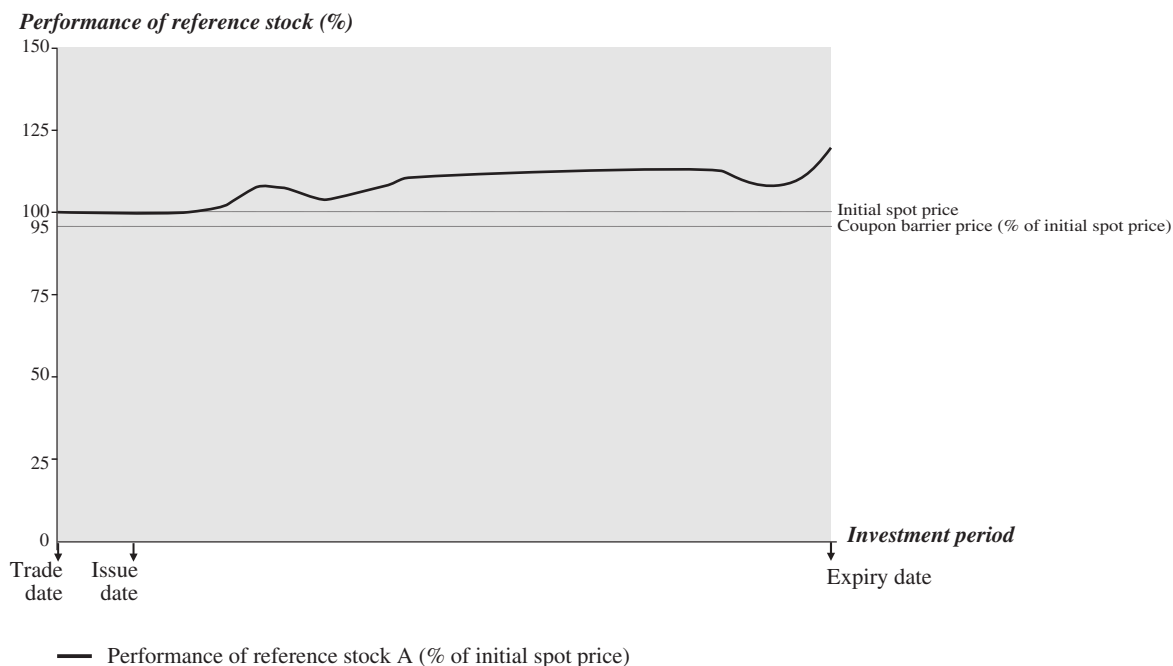
- For 10 BNP Paribas Single MR BEN ELIs, the investor receives a total payout of HKD50,000, which is equivalent to a loss of 50.0000% (being  $[(\text{HKD}50,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**B. BNP Paribas Single PUR MR ELIs (with potential bonus enhancement feature and without exercise price) (“BNP Paribas Single MR BEN WOEP ELIs”)**

**In this example, suppose an investor bought 10 BNP Paribas Single MR BEN WOEP ELIs in the same series with the following terms:**

Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD31.00
Issue price for each BNP Paribas Single MR BEN WOEP ELI	HKD10,000 (100% of nominal amount)
Nominal amount for each BNP Paribas Single MR BEN WOEP ELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR BEN WOEP ELIs	HKD100,000
Total nominal amount for 10 BNP Paribas Single MR BEN WOEP ELIs	HKD100,000
Coupon barrier price (95.00% of the initial spot price)	HKD29.4500
Minimum redemption level	100.0000% in scenarios 2 and 3 For the minimum redemption level under scenario 1, please refer to scenario 1
Redemption amount	Nominal amount x Minimum redemption level
Bonus coupon rate	5.0000%
Settlement currency	Hong Kong dollars (“ <b>HKD</b> ”)
Performance coupon rate	$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$
Bonus enhancement rate	The higher of (i) bonus coupon rate; and (ii) performance coupon rate
Potential bonus enhancement amount	Nominal amount x Bonus enhancement rate

**Scenario 1 — where the closing price of reference stock A on the expiry date is above the coupon barrier price and the performance coupon rate is higher than the bonus coupon rate**



Assume that the closing price of reference stock A on the expiry date is HKD37.20.

The above diagram illustrates that the closing price of reference stock A on the expiry date is above the coupon barrier price.

The bonus enhancement rate is 20.0000%, being the higher of the bonus coupon rate (5.0000%) and the performance coupon rate (20.0000%, calculated as:  $(\text{HKD}37.20/\text{HKD}31.00 - 1) \times 100\%$ ).

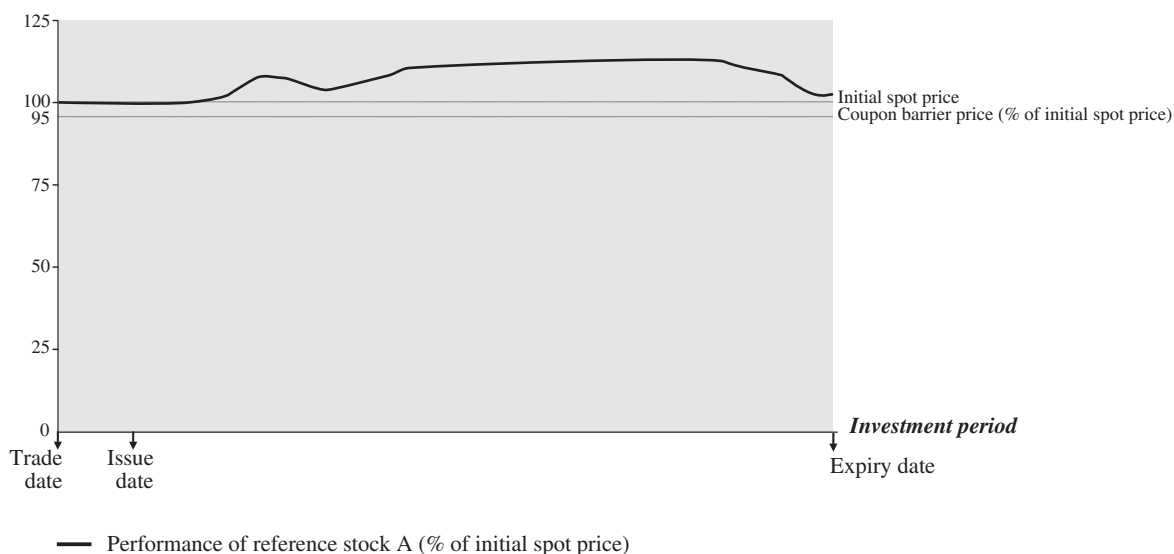
The table below sets out the settlement amount on the settlement date based on the setting of different minimum redemption level:

Assuming the minimum redemption level is:	101% (gain case scenario)	80% (nominal amount scenario)	50% (loss case scenario)
Settlement amount on the settlement date	— For each BNP Paribas Single MR BEN WOEP ELI, investor receives the redemption amount of HKD10,100 (being HKD10,000 x 101.0000%) and the potential bonus enhancement amount of HKD2,000.00 (being HKD10,000 x 20.0000%) on the settlement date.	— For each BNP Paribas Single MR BEN WOEP ELI, investor receives the redemption amount of HKD8,000 (being HKD10,000 x 80.0000%) and the potential bonus enhancement amount of HKD2,000.00 (being HKD10,000 x 20.0000%) on the settlement date.	— For each BNP Paribas Single MR BEN WOEP ELI, investor receives the redemption amount of HKD5,000 (being HKD10,000 x 50.0000%) and the potential bonus enhancement amount of HKD2,000.00 (being HKD10,000 x 20.0000%) on the settlement date.
Total payout on investment	— For 10 BNP Paribas Single MR BEN WOEP ELIs, investor receives a total payout of HKD121,000 (being HKD101,000 (redemption amount) + HKD20,000 (potential bonus enhancement amount)), which is equivalent to a gain of 21.0000% (being [(HKD121,000 - HKD100,000)/HKD100,000] x 100%) compared to the total issue price paid.	— For 10 BNP Paribas Single MR BEN WOEP ELIs, investor receives a total payout of HKD100,000 (being HKD80,000 (redemption amount) + HKD20,000 (potential bonus enhancement amount)), which is equivalent to the nominal amount and a break even compared to the total issue price paid.	— For 10 BNP Paribas Single MR BEN WOEP ELIs, investor receives a total payout of HKD70,000 (being HKD50,000 (redemption amount) + HKD20,000 (potential bonus enhancement amount)), which is equivalent to a loss of 30.0000% (being [(HKD70,000 - HKD100,000)/HKD100,000] x 100%) compared to the total issue price paid.



**Scenario 2 — Gain case scenario (where the closing price of reference stock A on the expiry date is above the coupon barrier price and the performance coupon rate is lower than the bonus coupon rate)**

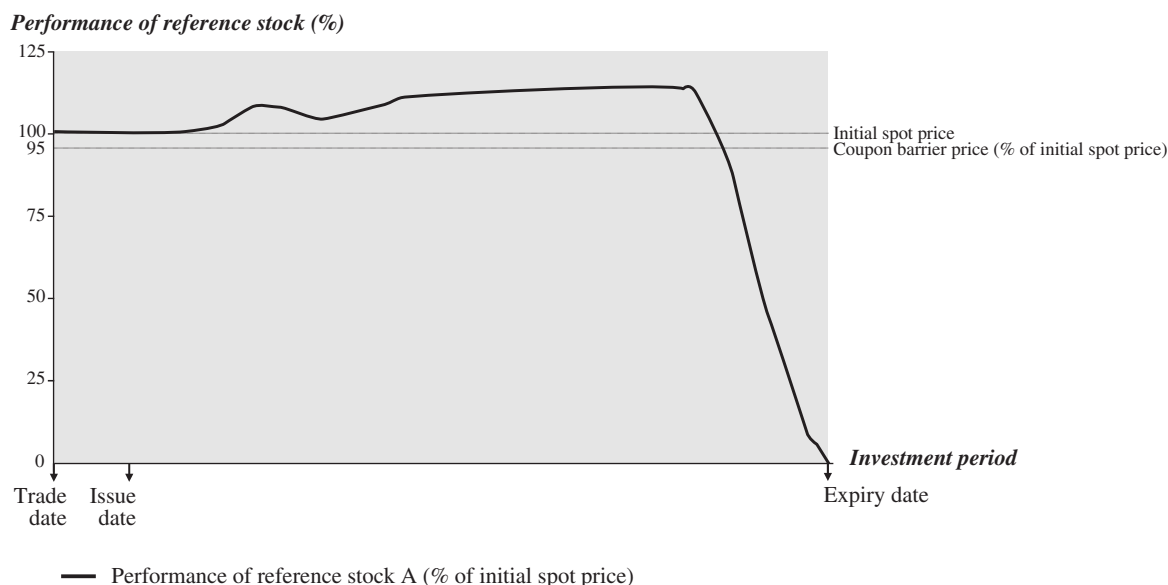
*Performance of reference stock (%)*



Assume that the closing price of reference stock A on the expiry date is HKD31.93.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on the expiry date is above the coupon barrier price.</li> <li>— The bonus enhancement rate is 5.0000%, being the higher of the bonus coupon rate (5.0000%) and the performance coupon rate (3.0000%, calculated as: <math>(\text{HKD}31.93/\text{HKD}31.00 - 1) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN WOEP ELI, investor receives the redemption amount of HKD10,000 (being <math>\text{HKD}10,000 \times 100.0000\%</math>) and the potential bonus enhancement amount of HKD500.00 (being <math>\text{HKD}10,000 \times 5.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN WOEP ELIs, investor receives a total payout of HKD105,000 (being <math>\text{HKD}100,000</math> (redemption amount) + <math>\text{HKD}5,000</math> (potential bonus enhancement amount)), which is equivalent to a gain of 5.0000% (being <math>[(\text{HKD}105,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**Scenario 3 — Worst case scenario (where the closing price of reference stock A on the expiry date is below the coupon barrier price and drops to zero)**



Assume that the closing price of reference stock A on the expiry date is HKD0.

Settlement amount on the settlement date

- The above diagram illustrates that the closing price of reference stock A on the expiry date is below the coupon barrier price and drops to zero.
- The minimum redemption level is 100.0000%.
- For each BNP Paribas Single MR BEN WOEP ELI, investor receives the redemption amount of HKD10,000 (being HKD10,000 x 100.0000%) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR BEN WOEP ELIs, the investor receives a total payout of HKD100,000, which is equivalent to the nominal amount and a break even compared to the total issue price paid.

**C. BNP Paribas Single PUR MR ELIs (with potential bonus enhancement feature and daily knock-in feature) (“BNP Paribas Single MR BEN DKI ELIs”)**

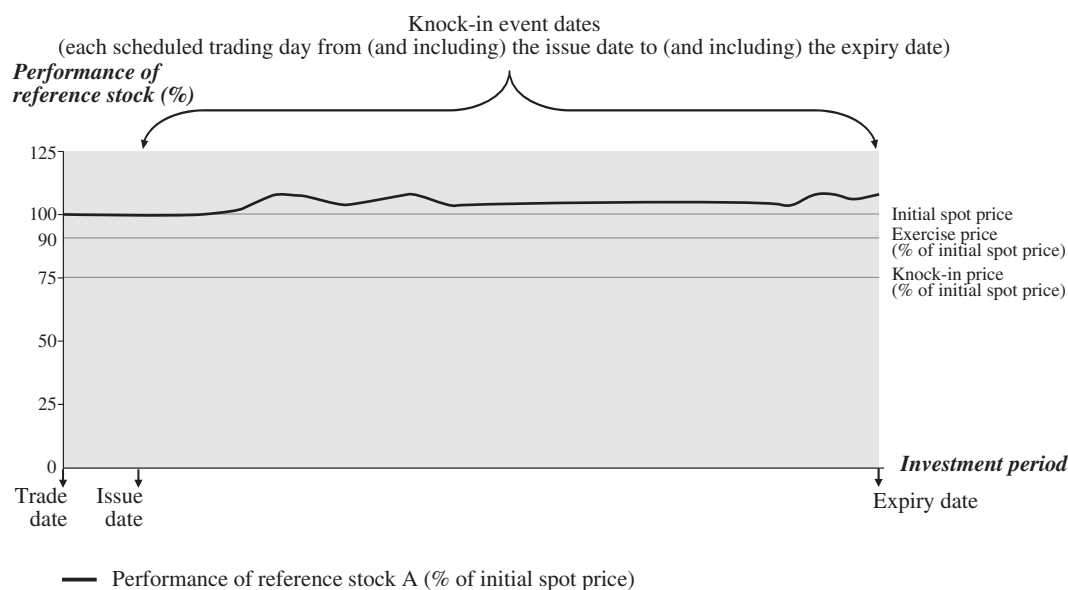
**In this example, suppose an investor bought 10 BNP Paribas Single MR BEN DKI ELIs in the same series with the following terms:**

Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD31.00
Issue price for each BNP Paribas Single MR BEN DKI ELI	HKD10,000 (100% of nominal amount)
Nominal amount for each BNP Paribas Single MR BEN DKI ELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR BEN DKI ELIs	HKD100,000
Total nominal amount for 10 BNP Paribas Single MR BEN DKI ELIs	HKD100,000
Exercise price (90.00% of the initial spot price)	HKD27.9000
Knock-in price (75.00% of the initial spot price)	HKD23.2500
Minimum redemption level	50.0000%
Alternate redemption level	The higher of (i) the minimum redemption level and (ii) the percentage calculated in accordance with the following formula:  $\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$
Redemption amount	Nominal amount x Alternate redemption level
Bonus coupon rate	5.0000%
Settlement currency	HKD
Performance coupon rate	The higher of (i) zero and (ii) the rate calculated as follows:  $\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$

Bonus enhancement rate	The higher of (i) bonus coupon rate; and (ii) performance coupon rate
Potential bonus enhancement amount	Nominal amount x Bonus enhancement rate
Potential performance coupon amount	Nominal amount x Performance coupon rate

For Part C, we assume the daily knock-in event dates are set as each scheduled trading day from (and including) the issue date to (and including) the expiry date.

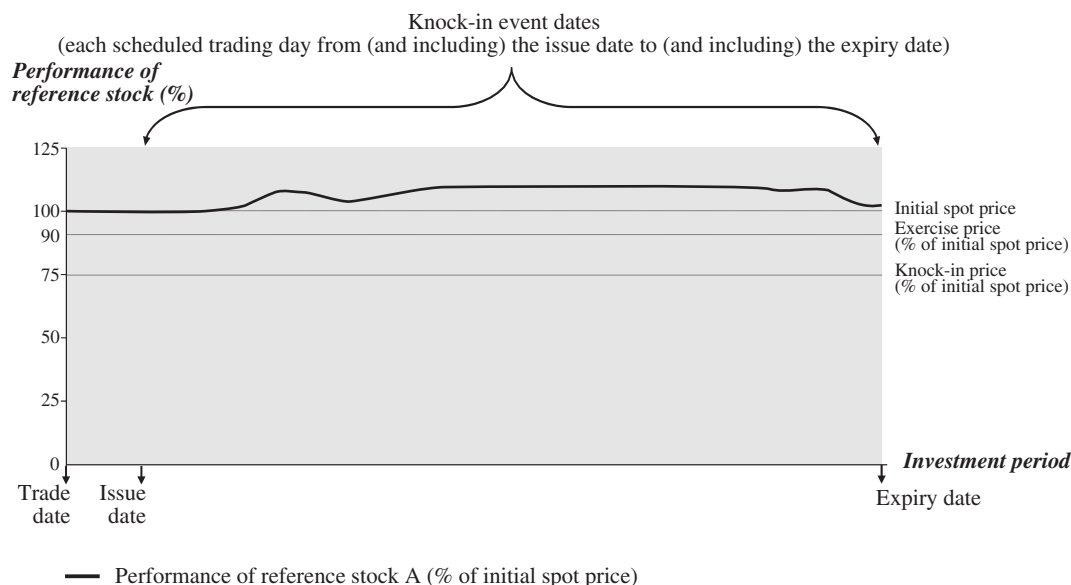
**Scenario 1 — Gain case scenario I (where a daily knock-in event has not occurred and the performance coupon rate is higher than the bonus coupon rate)**



Assume that the closing price of reference stock A on the expiry date is HKD34.10.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on all scheduled trading days during the period from (and including) the issue date to (and including) the expiry date closes above the knock-in price. Therefore, a daily knock-in event has not occurred.</li> <li>— The bonus enhancement rate is 10.0000%, being the higher of the bonus coupon rate (5.0000%) and the performance coupon rate (10.0000%, being the higher of 0 and 10.0000%, calculated as: <math>(\text{HKD}34.1000/\text{HKD}31.0000 - 1) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN DKI ELI, investor receives the nominal amount of HKD10,000 and the potential bonus enhancement amount of HKD1,000.00 (being <math>\text{HKD}10,000 \times 10.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN DKI ELIs, investor receives a total payout of HKD110,000 (being <math>\text{HKD}100,000</math> (nominal amount) + <math>\text{HKD}10,000</math> (potential bonus enhancement amount)), which is equivalent to a gain of 10.0000% (being <math>[(\text{HKD}110,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**Scenario 2 — Gain case scenario II (where a daily knock-in event has not occurred and the performance coupon rate is lower than the bonus coupon rate)**



Assume that the closing price of reference stock A on the expiry date is HKD31.93.

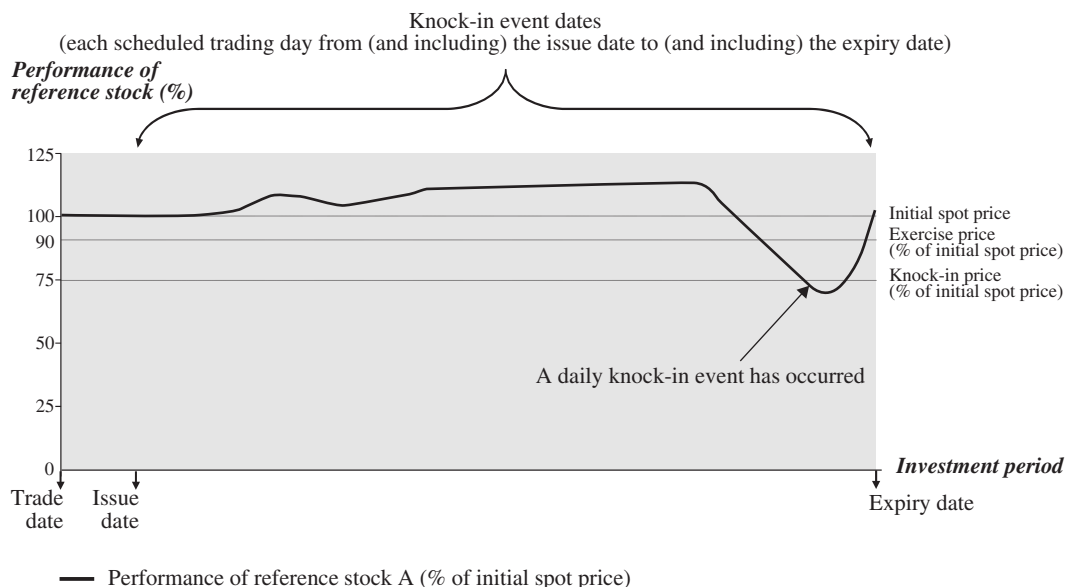
Settlement amount on the settlement date

- The above diagram illustrates that the closing price of reference stock A on all scheduled trading days during the period from (and including) the issue date to (and including) the expiry date closes above the knock-in price. Therefore, a daily knock-in event has not occurred.
- The bonus enhancement rate is 5.0000%, being the higher of the bonus coupon rate (5.0000%) and the performance coupon rate (3.0000%, being the higher of 0 and 3.0000%, calculated as:  $(\text{HKD}31.93/\text{HKD}31.00 - 1) \times 100\%$ )).
- For each BNP Paribas Single MR BEN DKI ELI, investor receives the nominal amount of HKD10,000 and the potential bonus enhancement amount of HKD500.00 (being  $\text{HKD}10,000 \times 5.0000\%$ ) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR BEN DKI ELIs, investor receives a total payout of HKD 105,000 (being  $\text{HKD}100,000$  (nominal amount) +  $\text{HKD}5,000$  (potential bonus enhancement amount)), which is equivalent to a gain of 5.0000% (being  $[(\text{HKD}105,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 3 — Gain case scenario III (where a daily knock-in event has occurred and the closing price of reference stock A on the expiry date is above the initial spot price)**



Assume that the closing price of reference stock A on the expiry date is HKD31.62.

Settlement amount on the settlement date — The above diagram illustrates that:

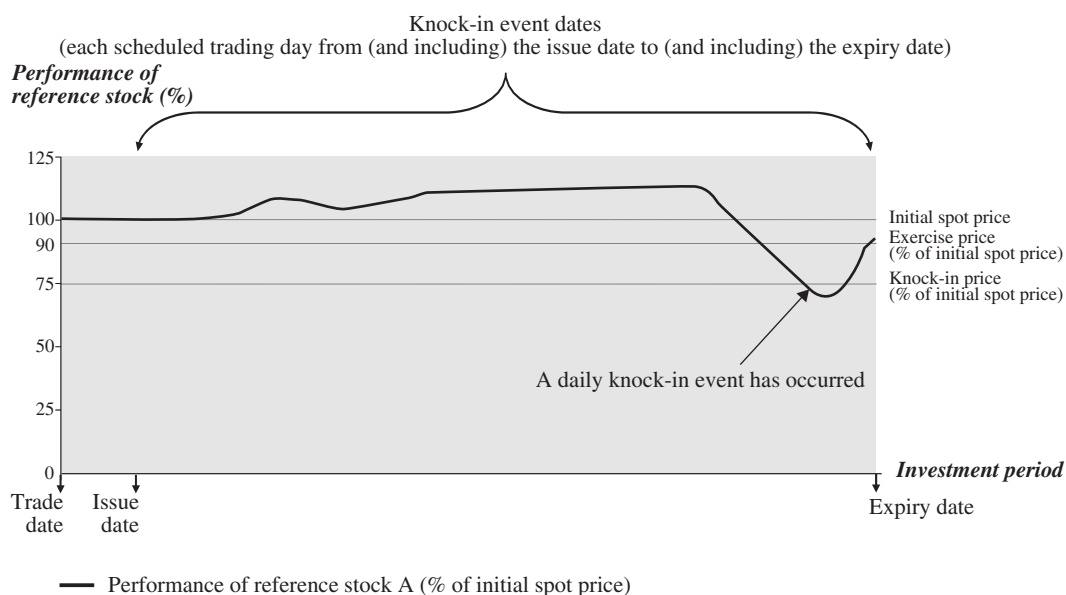
- (i) the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes below the knock-in price. Therefore, a daily knock-in event has occurred; and
- (ii) the closing price of reference stock A on the expiry date closes above the initial spot price.

— The performance coupon rate is 2.0000%, being the higher of 0 and 2.0000% (calculated as:  $[(\text{HKD}31.62/\text{HKD}31.00) - 1] \times 100\%$ ).

— For each BNP Paribas Single MR BEN DKI ELI, investor receives the nominal amount of HKD10,000 and the potential performance amount of HKD200.00 (being  $\text{HKD}10,000 \times 2.0000\%$ ) on the settlement date.

Total payout on investment — For 10 BNP Paribas Single MR BEN DKI ELIs, investor receives a total payout of HKD 102,000 (being HKD100,000 (nominal amount) + HKD2,000 (potential performance amount)), which is equivalent to a gain of 2.0000% (being  $[(\text{HKD}102,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ), compared to the total issue price paid.

**Scenario 4 — Nominal amount scenario (where a daily knock-in event has occurred and the closing price of reference stock A on the expiry date is below the initial spot price but is at or above the exercise price)**



Assume that the closing price of reference stock A on the expiry date is HKD28.83.

Settlement amount on the settlement date

— The above diagram illustrates that:

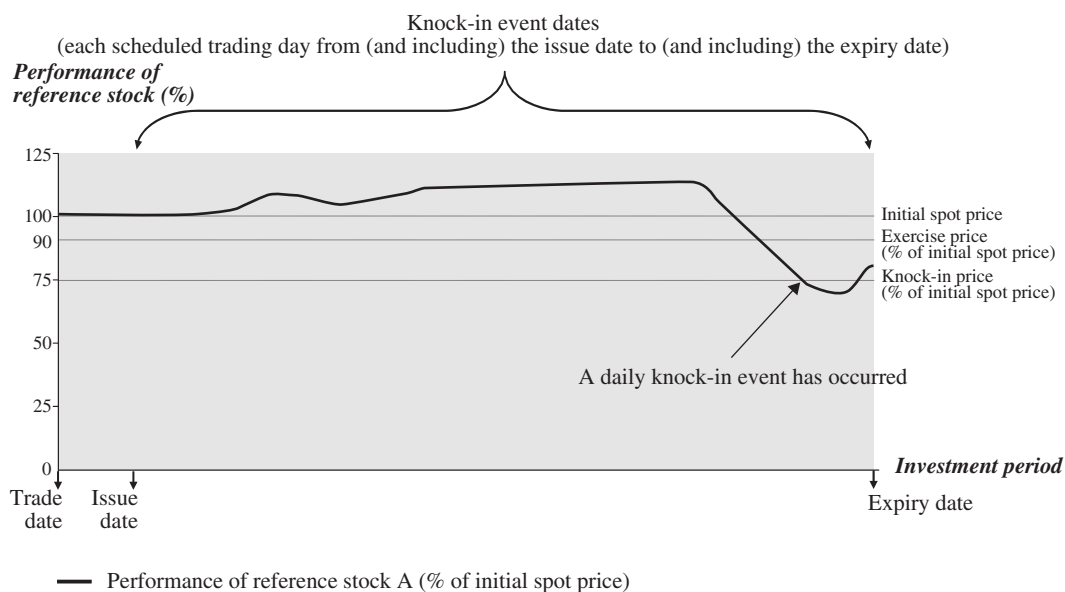
- (i) the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes below the knock-in price. Therefore, a daily knock-in event has occurred; and
- (ii) the closing price of reference stock A on the expiry date closes below the initial spot price but is above the exercise price.

— For each BNP Paribas Single MR BEN DKI ELI, investor receives the nominal amount of HKD10,000 on the settlement date.

Total payout on investment

— For 10 BNP Paribas Single MR BEN DKI ELIs, investor receives a total payout of HKD100,000, which is equivalent to the nominal amount and a break even compared to the total issue price paid.

**Scenario 5 — Loss case scenario (where a daily knock-in event has occurred and the closing price of reference stock A on the expiry date is below the exercise price)**

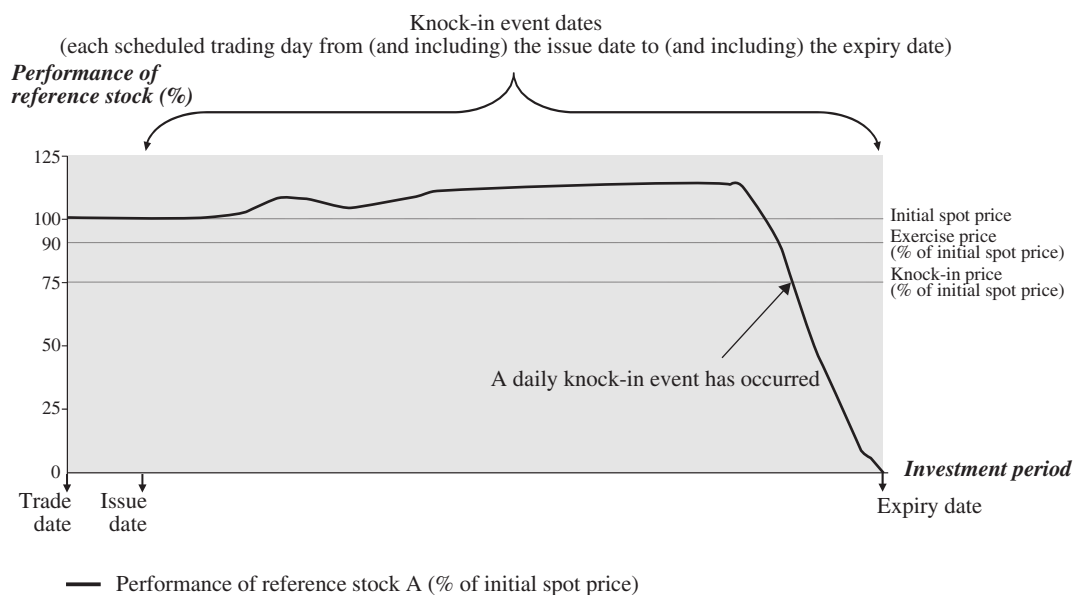


Assume that the closing price of reference stock A on the expiry date is HKD25.11.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that: <ul style="list-style-type: none"> <li>(i) the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes below the knock-in price. Therefore, a daily knock-in event has occurred; and</li> <li>(ii) the closing price of reference stock A on the expiry date is below the exercise price.</li> </ul> </li> <li>— The alternate redemption level is 90.0000%, being the higher of the minimum redemption level (50.0000%) and 90.0000% (calculated as: <math>(\text{HKD}25.11/\text{HKD}27.9000) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN DKI ELI, investor receives a cash payment of HKD9,000.00 (being <math>\text{HKD}10,000 \times 90.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN DKI ELIs, the investor receives a total payout of HKD90,000, which is equivalent to a loss of 10.0000% (being <math>[(\text{HKD}90,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>



**Scenario 6 — Worst case scenario (where a daily knock-in event has occurred and the closing price of reference stock A on the expiry date is below the exercise price and drops to zero)**



Assume that the closing price of reference stock A on the expiry date is HKD0.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that: <ul style="list-style-type: none"> <li>(i) the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes below the knock-in price. Therefore, a daily knock-in event has occurred; and</li> <li>(ii) the closing price of reference stock A on the expiry date is below the exercise price and drops to zero.</li> </ul> </li> <li>— The alternate redemption level is 50.0000%, being the higher of the minimum redemption level (50.0000%) and 0% (calculated as: <math>(\text{HKD}0/\text{HKD}27.9000) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN DKI ELI, investor receives a cash payment of HKD5,000.00 (being <math>\text{HKD}10,000 \times 50.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN DKI ELIs, the investor receives a total payout of HKD50,000, which is equivalent to a loss of 50.0000% (being <math>[(\text{HKD}50,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**D. BNP Paribas Single PUR MR ELIs (with potential bonus enhancement feature and at-expiry knock-in feature) (“BNP Paribas Single MR BEN EKI ELIs”)**

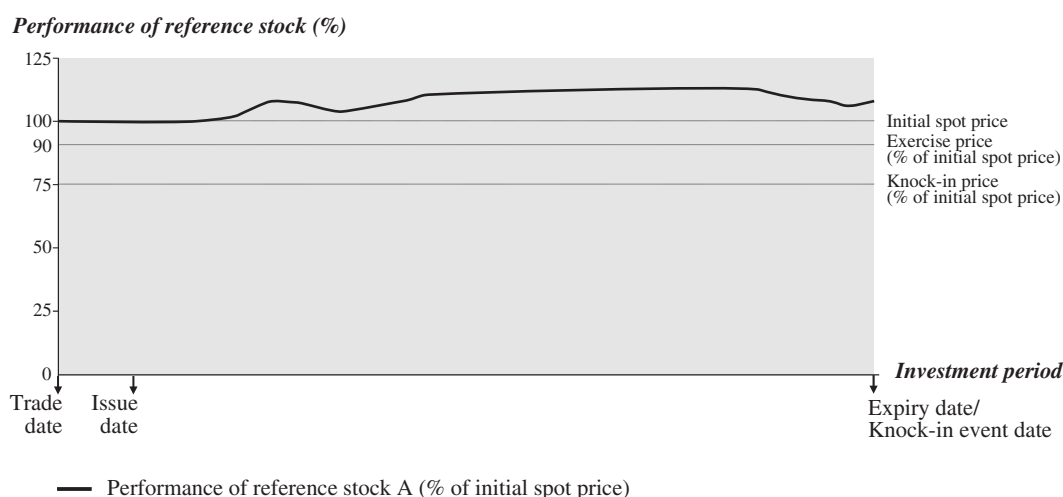
**In this example, suppose an investor bought 10 BNP Paribas Single MR BEN EKI ELIs in the same series with the following terms:**

Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD31.00
Issue price for each BNP Paribas Single MR BEN EKI ELI	HKD10,000 (100% of nominal amount)
Nominal amount for each BNP Paribas Single MR BEN EKI ELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR BEN EKI ELIs	HKD100,000
Total nominal amount for 10 BNP Paribas Single MR BEN EKI ELIs	HKD100,000
Exercise price (90.00% of the initial spot price)	HKD27.9000
Knock-in price (75.00% of the initial spot price)	HKD23.2500
Minimum redemption level	50.0000%
Alternate redemption level	The higher of (i) the minimum redemption level and (ii) the percentage calculated in accordance with the following formula:
	$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$
Redemption amount	Nominal amount x Alternate redemption level
Bonus coupon rate	5.0000%
Settlement currency	HKD

Performance coupon rate	$\left( \frac{\text{Closing price of the reference stock on the expiry date}}{\text{Initial spot price of the reference stock}} - 1 \right) \times 100\%$
Bonus enhancement rate	The higher of (i) bonus coupon rate; and (ii) performance coupon rate
Potential bonus enhancement amount	Nominal amount x Bonus enhancement rate

For Part D, we assume the at-expiry knock-in event date is set as the expiry date.

**Scenario 1 — Gain case scenario I (where an at-expiry knock-in event has not occurred and the performance coupon rate is higher than the bonus coupon rate)**

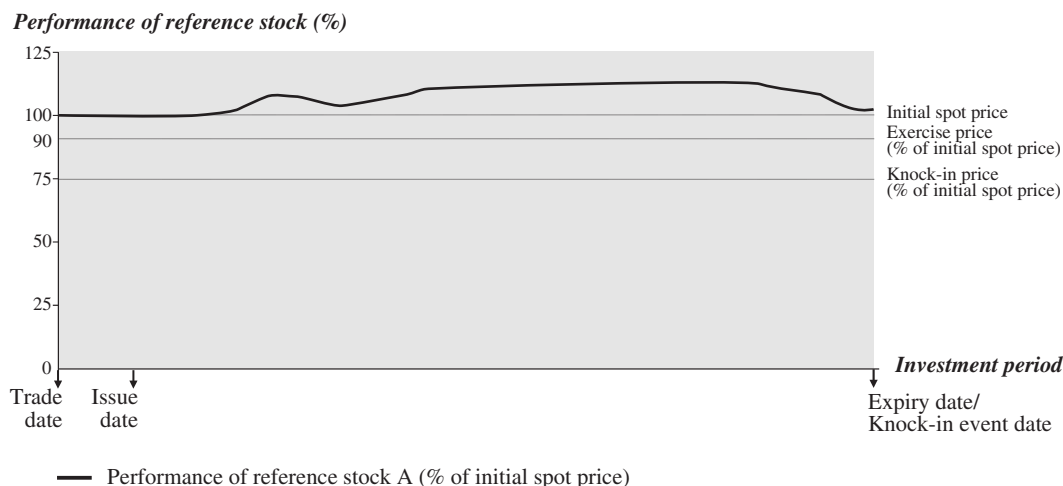


Assume that the closing price of reference stock A on the expiry date is HKD34.10.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on the expiry date closes above the knock-in price. Therefore, an at-expiry knock-in event has not occurred.</li> <li>— The bonus enhancement rate is 10.0000%, being the higher of the bonus coupon rate (5.0000%) and the performance coupon rate (10.0000%, calculated as: <math>(\text{HKD}34.1000/\text{HKD}31.0000 - 1) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN EKI ELI, investor receives the nominal amount of HKD10,000 and the potential bonus enhancement amount of HKD1,000.00 (being <math>\text{HKD}10,000 \times 10.0000\%</math>) on the settlement date.</li> </ul>
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Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN EKI ELIs, investor receives a total payout of HKD110,000 (being <math>\text{HKD}100,000</math> (nominal amount) + <math>\text{HKD}10,000</math> (potential bonus enhancement amount)), which is equivalent to a gain of 10.0000% (being <math>[(\text{HKD}110,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>
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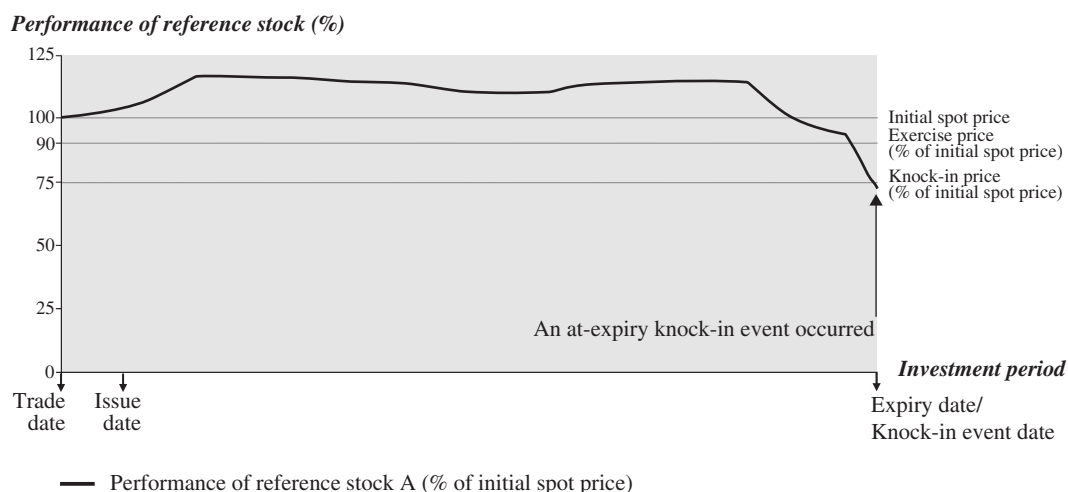
**Scenario 2 — Gain case scenario II (where an at-expiry knock-in event has not occurred and the performance coupon rate is lower than the bonus coupon rate)**



Assume that the closing price of reference stock A on the expiry date is HKD31.93.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on the expiry date closes above the knock-in price. Therefore, an at-expiry knock-in event has not occurred.</li> <li>— The bonus enhancement rate is 5.0000%, being the higher of the bonus coupon rate (5.0000%) and the performance coupon rate (3.0000%, calculated as: <math>(\text{HKD}31.93/\text{HKD}31.00 - 1) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN EKI ELI, investor receives the nominal amount of HKD10,000 and the potential bonus enhancement amount of HKD500.00 (being <math>\text{HKD}10,000 \times 5.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN EKI ELIs, investor receives a total payout of HKD 105,000 (being HKD100,000 (nominal amount) + HKD5,000 (potential bonus enhancement amount)), which is equivalent to a gain of 5.0000% (being <math>[(\text{HKD}105,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

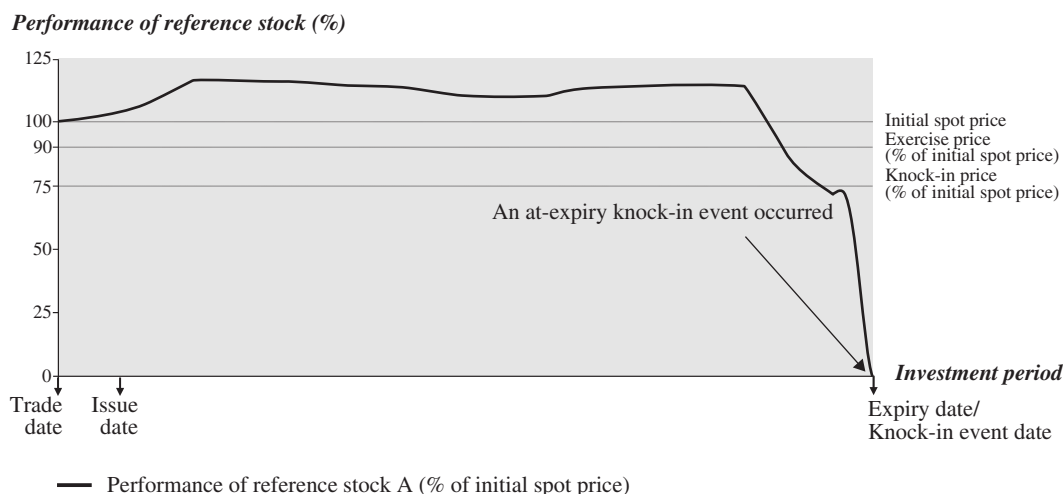
**Scenario 3 — Loss case scenario (where an at-expiry knock-in event has occurred)**



Assume that the closing price of reference stock A on the expiry date is HKD22.32.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on the expiry date closes below the knock-in price. Therefore, an at-expiry knock-in event has occurred.</li> <li>— The alternate redemption level is 80.0000%, being the higher of the minimum redemption level (50.0000%) and 80.0000% (calculated as: <math>(\text{HKD}22.32/\text{HKD}27.9000) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN EKI ELI, investor receives a cash payment of HKD8,000.00 (being <math>\text{HKD}10,000 \times 80.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN EKI ELIs, the investor receives a total payout of HKD80,000, which is equivalent to a loss of 20.0000% (being <math>[(\text{HKD}80,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**Scenario 4 — Worst case scenario (where an at-expiry knock-in event has occurred and the closing price of reference stock A on the expiry date drops to zero)**



Assume that the closing price of reference stock A on the expiry date is HKD0.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that: <ul style="list-style-type: none"> <li>(i) the closing price of reference stock A on the expiry date closes below the knock-in price. Therefore, an at-expiry knock-in event has occurred; and</li> <li>(ii) the closing price of reference stock A on the expiry date drops to zero.</li> </ul> </li> <li>— The alternate redemption level is 50.0000%, being the higher of the minimum redemption level (50.0000%) and 0% (calculated as: <math>(\text{HKD}0/\text{HKD}27.9000) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR BEN EKI ELI, investor receives a cash payment of HKD5,000.00 (being <math>\text{HKD}10,000 \times 50.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR BEN EKI ELIs, the investor receives a total payout of HKD50,000, which is equivalent to a loss of 50.0000% (being <math>[(\text{HKD}50,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**E. BNP Paribas Single PUR MR ELIs (with knock-out barrier feature) (“BNP Paribas Single MR Knock Out ELIs”)**

**In this example, suppose an investor bought 10 BNP Paribas Single MR Knock Out ELIs in the same series with the following terms:**

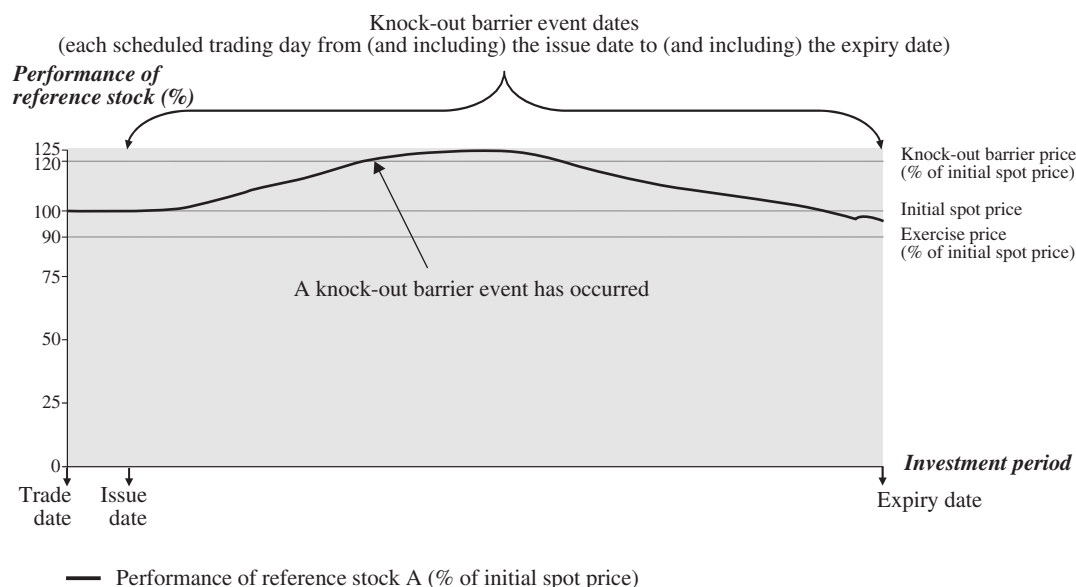
Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD50.00
Issue price for each BNP Paribas Single MR Knock Out ELI	HKD10,000 (100% of nominal amount)
Nominal amount for each BNP Paribas Single MR Knock Out ELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR Knock Out ELIs	HKD100,000
Total nominal amount for 10 BNP Paribas Single MR Knock Out ELIs	HKD100,000
Exercise price (90.00% of the initial spot price)	HKD45.0000
Participation strike price (105.00% of the initial spot price)	HKD52.5000
Knock-out barrier price (120.00% of the initial spot price)	HKD60.0000
Minimum redemption level	50.0000%
Alternate redemption level	The higher of (i) the minimum redemption level and (ii) the percentage calculated in accordance with the following formula:  $\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$
Redemption amount	Nominal amount x Alternate redemption level
Participation ratio	80.0000%
Knock-out barrier coupon rate	3.0000%
Knock-out barrier coupon amount	Nominal amount x Knock-out barrier coupon rate
Settlement currency	HKD

Potential performance coupon amount	Nominal amount x Performance coupon rate
Performance coupon rate	The higher of (i) zero and (ii) the rate calculated as follows:  $\frac{(\text{Closing Price of the reference stock on the expiry date} - \text{Participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$

For Part E, we assume that:

- a knock-out barrier event occurs if the closing price of the reference stock on a knock-out barrier event date is “at or above” the knock-out barrier price; and
- the knock-out barrier event dates are set as each scheduled trading day from (and including) the issue date to (and including) the expiry date.

**Scenario 1 — Gain case scenario I (where a knock-out barrier event has occurred)**

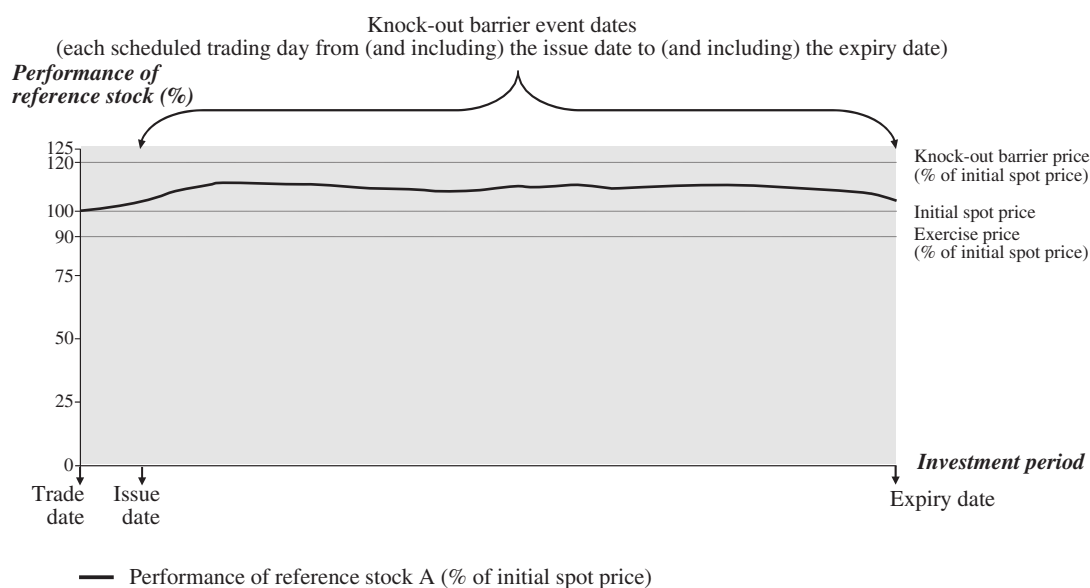


Assume that the closing price of reference stock A on the expiry date is HKD46.50.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>The above diagram illustrates that the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes at or above the knockout barrier price. Therefore, a knock out barrier event has occurred.</li> <li>For each BNP Paribas Single MR Knock Out ELI, investor receives the nominal amount of HKD10,000 and the knock out barrier coupon amount of HKD300.00 (being HKD10,000 x 3.0000%) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>For 10 BNP Paribas Single MR Knock Out ELIs, investor receives a total payout of HKD103,000 (being HKD100,000 (nominal amount) + HKD3,000 (knock-out barrier coupon amount)), which is equivalent to a gain of 3.0000% (being <math>[(\text{HKD}103,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>



**Scenario 2 — Gain case scenario II (where a knock-out barrier event has not occurred and the closing price of reference stock A on the expiry date is above the exercise price and the participation strike price)**



Assume that the closing price of reference stock A on the expiry date is HKD55.00.

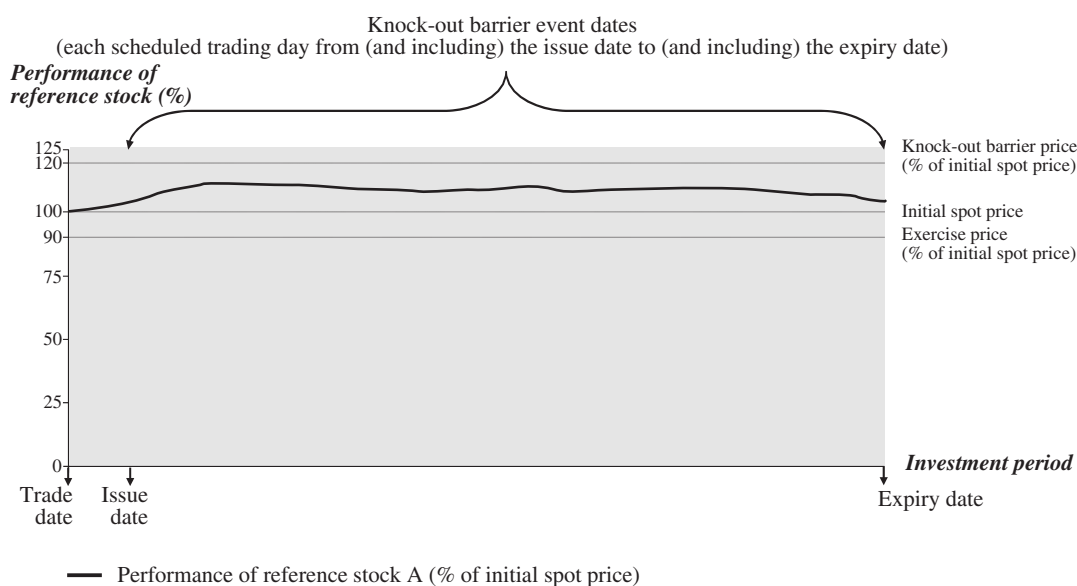
Settlement amount on the settlement date — The above diagram illustrates that:

- (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred; and
- (ii) the closing price of reference stock A on the expiry date is above the exercise price.

— For each BNP Paribas Single MR Knock Out ELI, investor receives the nominal amount of HKD10,000 and the potential performance coupon amount of HKD400.00 (calculated as:  $\text{HKD}10,000 \times 4.0000\%$  (the performance coupon rate, being the higher of 0 and  $4.0000\%$  (calculated as:  $[(\text{HKD}55.00 - \text{HKD}52.50)/\text{HKD}50.00] \times 80\%$ ))) on the settlement date.

Total payout on investment — For 10 BNP Paribas Single MR Knock Out ELIs, the investor receives a total payout of HKD104,000.00 (being HKD100,000 (nominal amount) + HKD4,000.00 (potential performance coupon amount)), which is equivalent to a gain of 4.0000% (being  $[(\text{HKD}104,000.00 - \text{HKD}100,000) / \text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

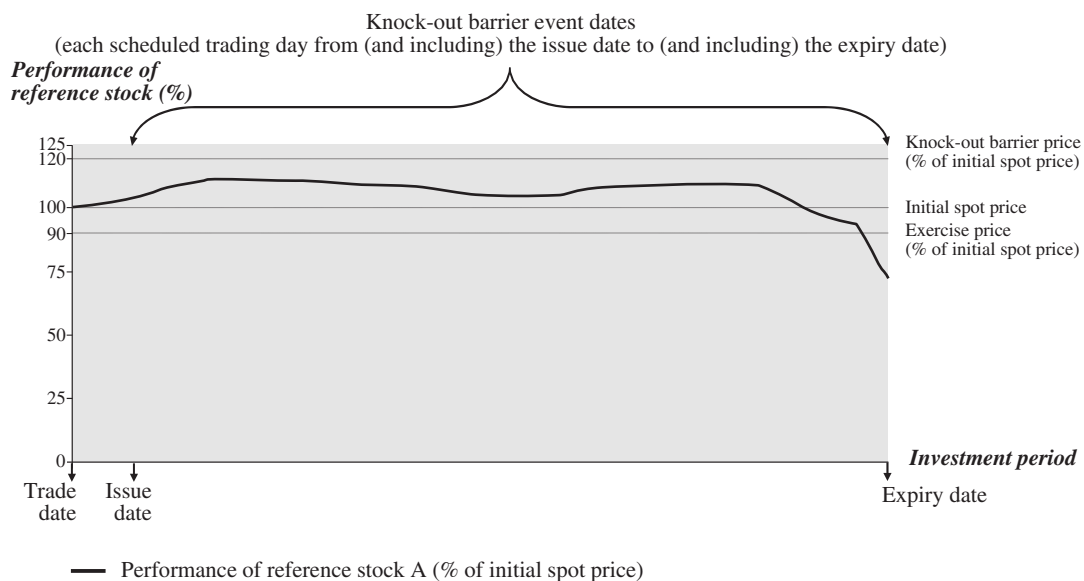
**Scenario 3 — Nominal amount scenario (where a knock-out barrier event has not occurred and the closing price of reference stock A on the expiry date is above the exercise price but is at the participation strike price)**



Assume that the closing price of reference stock A on the expiry date is HKD52.50.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that: <ul style="list-style-type: none"> <li>(i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred; and</li> <li>(ii) the closing price of reference stock A on the expiry date is above the exercise price.</li> </ul> </li> <li>— For each BNP Paribas Single MR Knock Out ELI, investor receives the nominal amount of HKD10,000 on the settlement date.</li> <li>— The investor will not receive any potential performance coupon amount, as the performance coupon rate is 0, being the higher of: 0 and 0.0000% (the performance coupon rate, calculated as: <math>[(\text{HKD}52.50 - \text{HKD}52.50)/\text{HKD}50.00] \times 80\%</math>).</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR Knock Out ELIs, the investor receives a total payout of HKD100,000, which is equivalent to the nominal amount and a break even compared to the total issue price paid.</li> </ul>

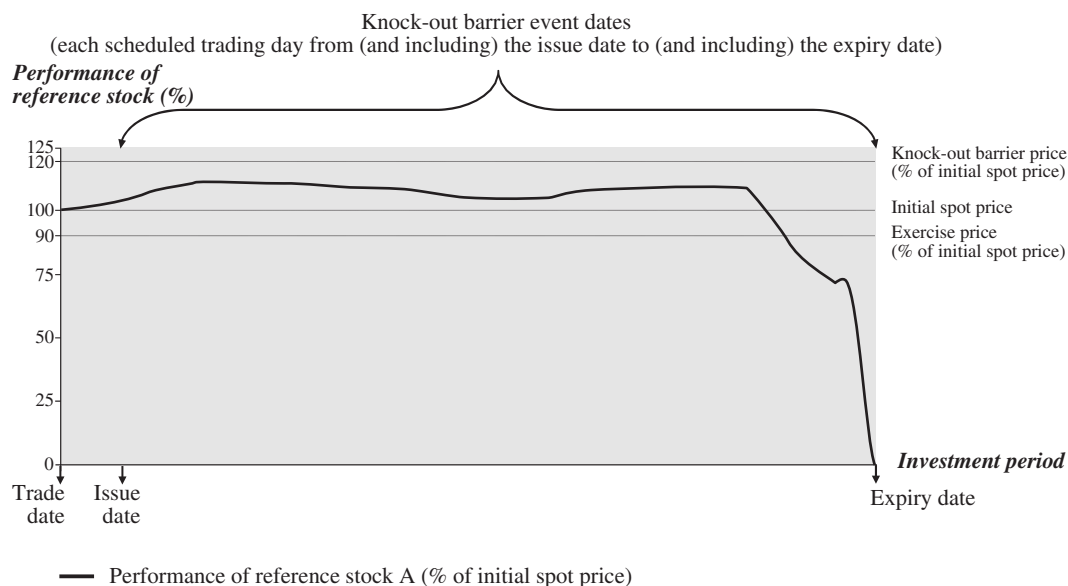
**Scenario 4 — Loss case scenario (where a knock-out barrier event has not occurred and the closing price of reference stock A on the expiry date is below the exercise price)**



Assume that the closing price of reference stock A on the expiry date is HKD36.00.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that: <ul style="list-style-type: none"> <li>(i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred; and</li> <li>(ii) the closing price of reference stock A on the expiry date is below the exercise price.</li> </ul> </li> <li>— The alternate redemption level is 80.0000%, being the higher of the minimum redemption level (50.0000%) and 80.0000% (calculated as: <math>(\text{HKD}36.00/\text{HKD}45.00) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR Knock Out ELI, investor receives a cash payment of HKD8,000.00 (being <math>\text{HKD}10,000 \times 80.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR Knock Out ELIs, the investor receives a total payout of HKD80,000, which is equivalent to a loss of 20.0000% (being <math>[(\text{HKD}80,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**Scenario 5 — Worst case scenario (where a knock-out barrier event has not occurred and the closing price of reference stock A on the expiry date is below the exercise price and drops to zero)**



Assume that the closing price of reference stock A on the expiry date is HKD0.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that: <ul style="list-style-type: none"> <li>(i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred; and</li> <li>(ii) the closing price of reference stock A on the expiry date is below the exercise price and drops to zero.</li> </ul> </li> <li>— The alternate redemption level is 50.0000%, being the higher of the minimum redemption level (50.0000%) and 0% (calculated as: <math>(\text{HKD}0/\text{HKD}45.00) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR Knock Out ELI, investor receives a cash payment of HKD5,000.00 (being <math>\text{HKD}10,000 \times 50.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR Knock Out ELIs, the investor receives a total payout of HKD50,000, which is equivalent to a loss of 50.0000% (being <math>[(\text{HKD}50,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**F. BNP Paribas Single PUR MR ELIs (with knock-out barrier feature and without exercise price) (“BNP Paribas Single MR Knock Out WOEP ELIs”)**

**In this example, suppose an investor bought 10 BNP Paribas Single MR Knock Out WOEP ELIs in the same series with the following terms:**

Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD50.00
Issue price for each BNP Paribas Single MR Knock Out WOEP ELI	HKD10,000 (100% of nominal amount)
Nominal amount for each BNP Paribas Single MR Knock Out WOEP ELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR Knock Out WOEP ELIs	HKD100,000
Total nominal amount for 10 BNP Paribas Single MR Knock Out WOEP ELIs	HKD100,000
Participation strike price (100.00% of the initial spot price)	HKD50.00
Knock-out barrier price (180.00% of the initial spot price)	HKD90.00
Minimum redemption level	50.0000%
Redemption amount	Nominal amount x Minimum redemption level
Participation ratio	200.0000%
Knock-out barrier coupon rate	See scenario 1 below
Settlement currency	HKD
Potential performance coupon amount	Nominal amount x Performance coupon rate

Performance coupon rate

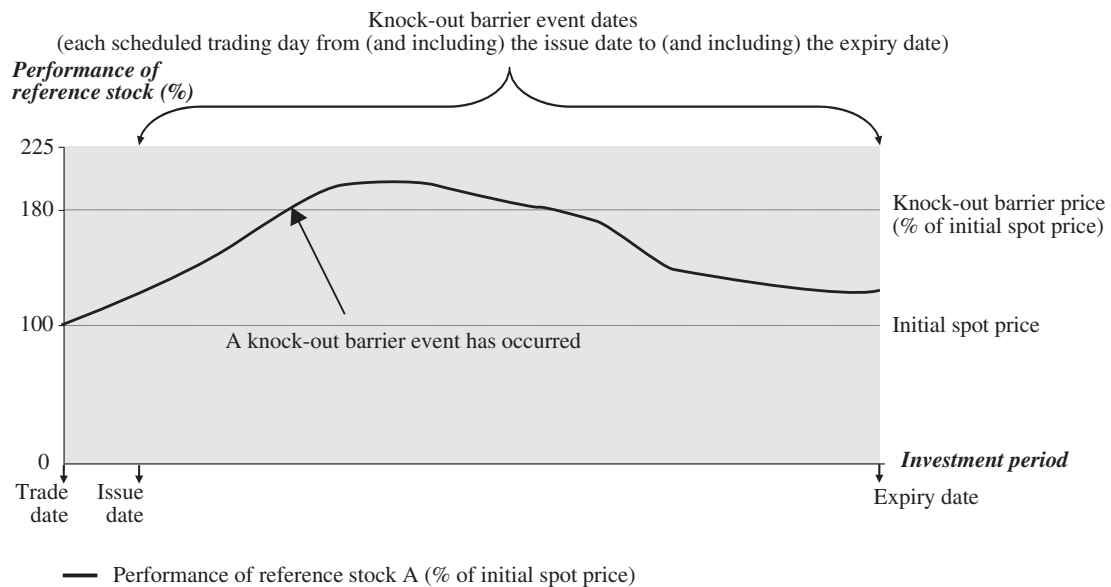
The higher of (i) zero and (ii) the rate calculated as follows:

$$\frac{(\text{Closing Price of the reference stock on the expiry date} - \text{Participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$$

For Part F, we assume that:

- (a) a knock-out barrier event occurs if the closing price of the reference stock on a knock-out barrier event date is “above” the knock-out barrier price; and
- (b) the knock-out barrier event dates are set as each scheduled trading day from (and including) the issue date to (and including) the expiry date.

### Scenario 1 — where a knock-out barrier event has occurred



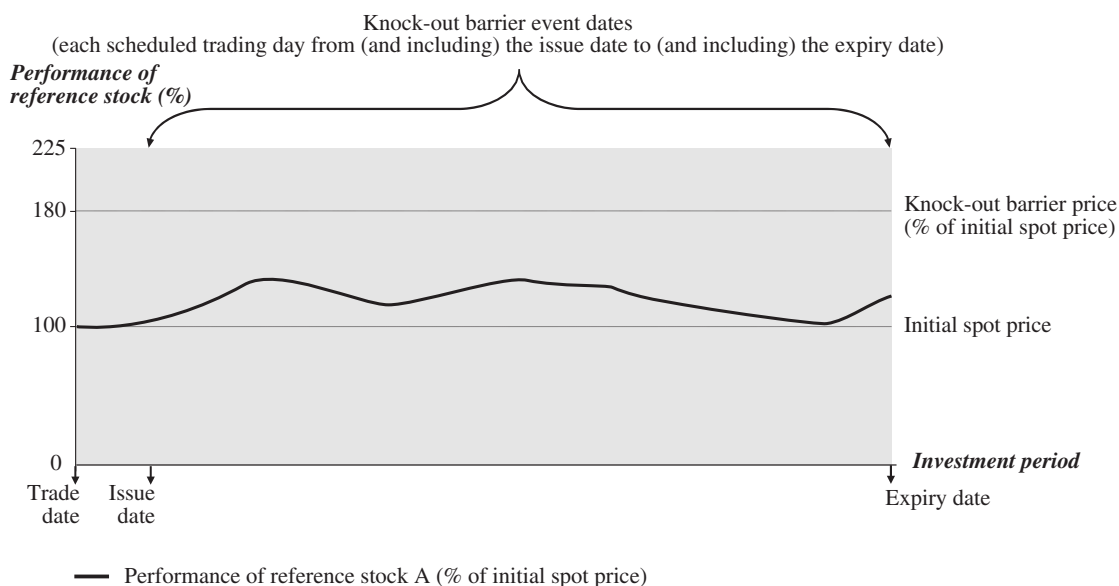
Assume that the closing price of reference stock A on the expiry date is HKD65.00.

The above diagram illustrates that the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes above the knock-out barrier price. Therefore, a knock-out barrier event has occurred.

The table below sets out the settlement amount on the settlement date based on the setting of different knock-out barrier coupon rates:

Assuming the knock-out barrier coupon rate is:	60% (gain case scenario)	50% (nominal amount scenario)	40% (loss case scenario)
Settlement amount on the settlement date	— For each BNP Paribas Single MR Knock Out WOEP ELI, investor receives the redemption amount of HKD5,000.00 (being HKD10,000 x 50.0000%) and the knock-out barrier coupon amount of HKD6,000.00 (being HKD10,000 x 60.0000%) on the settlement date.	— For each BNP Paribas Single MR Knock Out WOEP ELI, investor receives the redemption amount of HKD5,000.00 (being HKD10,000 x 50.0000%) and the knock-out barrier coupon amount of HKD5,000.00 (being HKD10,000 x 50.0000%) on the settlement date.	— For each BNP Paribas Single MR Knock Out WOEP ELI, investor receives the redemption amount of HKD5,000.00 (being HKD10,000 x 50.0000%) and the knock-out barrier coupon amount of HKD4,000.00 (being HKD10,000 x 40.0000%) on the settlement date.
Total payout on investment	— For 10 BNP Paribas Single MR Knock Out WOEP ELIs, investor receives a total payout of HKD110,000 (being HKD50,000 (redemption amount) + HKD60,000 (knock-out barrier coupon amount)), which is equivalent to a gain of 10.0000% (being $[(\text{HKD}110,000 - \text{HKD}100,000) / \text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.	— For 10 BNP Paribas Single MR Knock Out WOEP ELIs, investor receives a total payout of HKD100,000 (being HKD50,000 (redemption amount) + HKD50,000 (knock-out barrier coupon amount)), which is equivalent to the nominal amount and a break even compared to the total issue price paid.	— For 10 BNP Paribas Single MR Knock Out WOEP ELIs, investor receives a total payout of HKD90,000 (being HKD50,000 (redemption amount) + HKD40,000 (knock-out barrier coupon amount)), which is equivalent to a loss of 10.0000% (being $[(\text{HKD}90,000 - \text{HKD}100,000) / \text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 2 — Gain case scenario (where a knock-out barrier event has not occurred and the closing price of reference stock A on the expiry date is above the participation strike price and the sum of (i) the redemption amount and (ii) the potential performance coupon amount is greater than the nominal amount)**



Assume that the closing price of reference stock A on the expiry date is HKD75.00.

Settlement amount on the settlement date

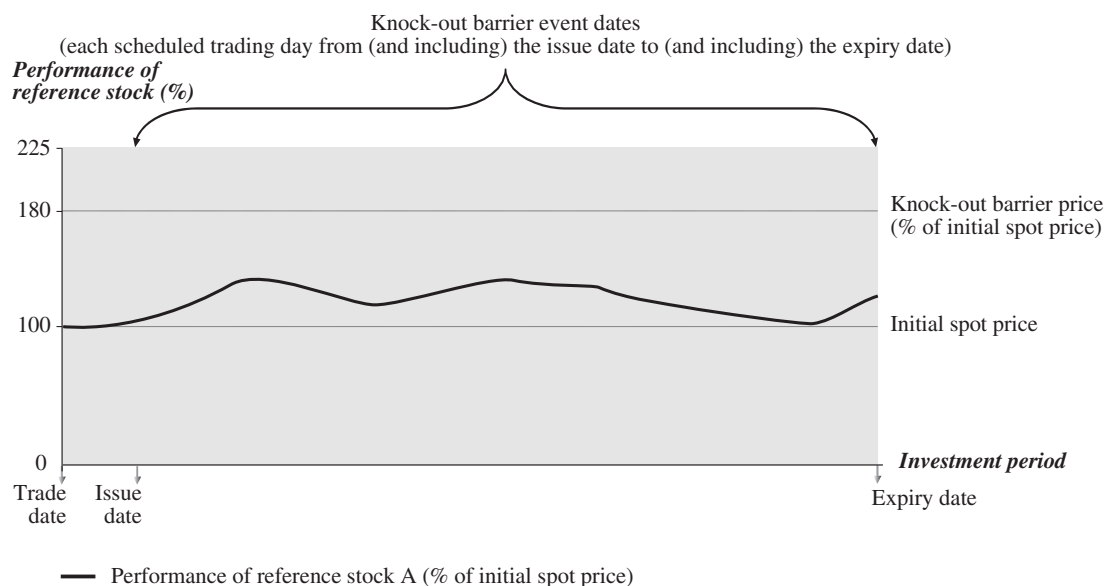
- The above diagram illustrates that the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred.
- For each BNP Paribas Single MR Knock Out WOEP ELI, investor receives the redemption amount of HKD5,000.00 (being HKD10,000 x 50.0000%) and the potential performance coupon amount of HKD10,000.00 (calculated as: HKD10,000 x 100% (the performance coupon rate, being the higher of 0 and 100.0000% (calculated as: 200.0000% x [(HK75.00 - HKD50.00)/HKD50.00]))) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR Knock Out WOEP ELIs, the investor receives a total payout of HKD150,000 (being HKD50,000 (redemption amount) + HKD100,000 (potential performance coupon amount)), which is equivalent to a gain of 50.0000% (being [(HKD150,000 - HKD100,000)/HKD100,000] x 100%) compared to the total issue price paid.



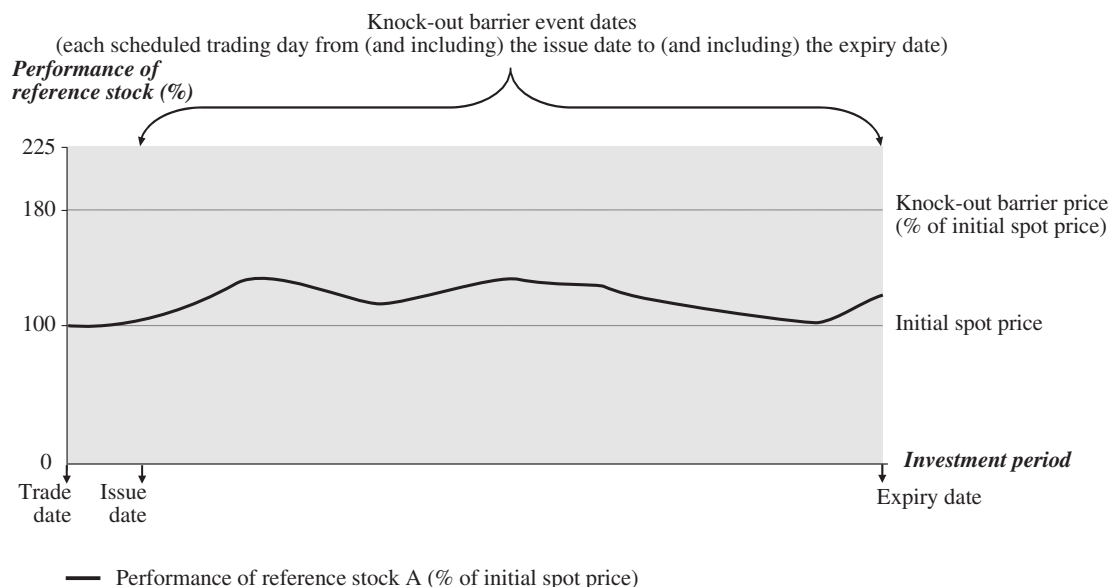
**Scenario 3 — Nominal amount scenario (where a knock-out barrier event has not occurred and the closing price of reference stock A on the expiry date is above the participation strike price but the sum of (i) the redemption amount and (ii) the potential performance coupon amount is equivalent to the nominal amount)**



Assume that the closing price of reference stock A on the expiry date is HKD62.50.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred.</li> <li>— For each BNP Paribas Single MR Knock Out WOEP ELI, investor receives the redemption amount of HKD5,000.00 (being HKD10,000 x 50.0000%) and the potential performance coupon amount of HKD5,000.00 (calculated as: HKD10,000 x 50.0000% (the performance coupon rate, being the higher of 0 and 50.0000% (calculated as: 200.0000% x [(HK62.50 - HKD50.00)/HKD50.00]))) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR Knock Out WOEP ELIs, the investor receives a total payout of HKD100,000 (being HKD50,000 (redemption amount) + HKD50,000 (potential performance coupon amount)), which is equivalent to the nominal amount and a break even compared to the total issue price paid.</li> </ul>

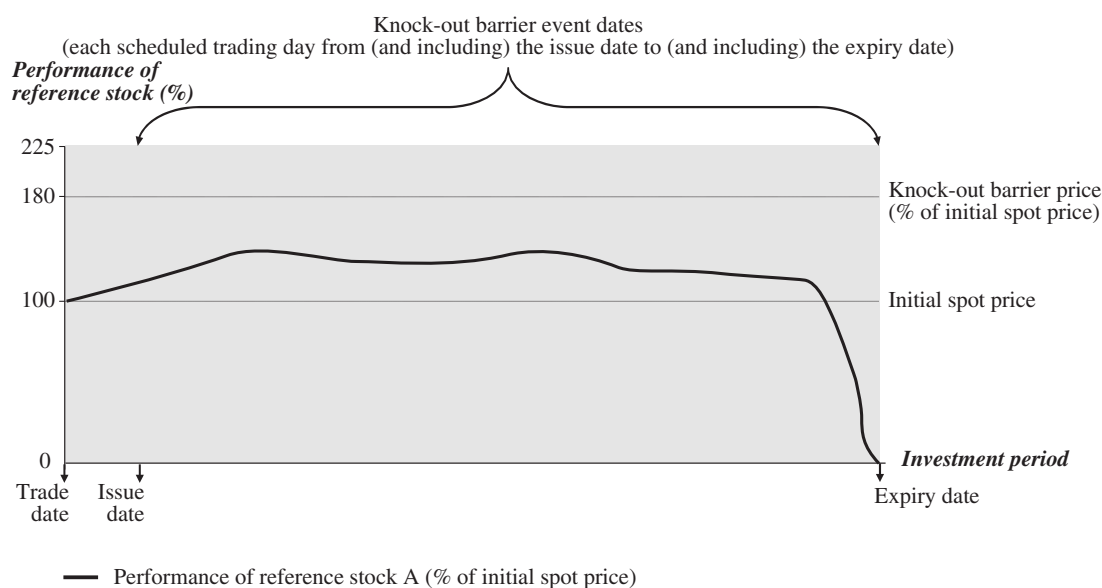
**Scenario 4 — Loss case scenario (where a knock-out barrier event has not occurred and the closing price of reference stock A on the expiry date is above the participation strike price but the sum of (i) the redemption amount and (ii) the potential performance coupon amount is lower than the nominal amount)**



Assume that the closing price of reference stock A on the expiry date is HKD60.00.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred.</li> <li>— For each BNP Paribas Single MR Knock Out WOEP ELI, investor receives the redemption amount of HKD5,000.00 (being HKD10,000 x 50.0000%) and the potential performance coupon amount of HKD4,000.00 (calculated as: HKD10,000 x 40.0000% (the performance coupon rate, being the higher of 0 and 40.0000% (calculated as: 200.0000% x [(HK60.00 - HKD50.00)/HKD50.00]))) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR Knock Out WOEP ELIs, the investor receives a total payout of HKD90,000 (being HKD50,000 (redemption amount) + HKD40,000 (potential performance coupon amount)), which is equivalent to a loss of 10.0000% (being [(HKD90,000 - HKD100,000)/HKD100,000] x 100%) compared to the total issue price paid.</li> </ul>

**Scenario 5 — Worst case scenario (where a knock-out barrier event has not occurred and the closing price of reference stock A on the expiry date is below the participation strike price and drops to zero)**



Assume that the closing price of reference stock A on the expiry date is HKD0.

Settlement amount on the settlement date

— The above diagram illustrates that:

- (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred; and
- (ii) the closing price of reference stock A on the expiry date drops to zero.

— For each BNP Paribas Single MR Knock Out WOEP ELI, investor receives the redemption amount of HKD5,000.00 (being HKD10,000 x 50.0000%) on the settlement date.

— The investor will not receive any potential performance coupon amount, as the performance coupon rate is 0, which is higher of 0 and -200.0000% (calculated as:  $200.0000\% \times [(\text{HKD}0 - \text{HKD}50.00) / \text{HKD}50.00]$ ).

Total payout on investment

— For 10 BNP Paribas Single MR Knock Out WOEP ELIs, the investor receives a total payout of HKD50,000 (being redemption amount), which is equivalent to a loss of 50.0000% (being  $[(\text{HKD}50,000 - \text{HKD}100,000) / \text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 6 — Where an RMB disruption event occurs on the settlement date and continues to exist for twelve consecutive business days from the settlement date (RMB disruption scenario)**

Taking scenario 1 above, assuming that (i) the settlement currency is RMB, (ii) the nominal amount and the issue price for each BNP Paribas Single MR Knock Out WOEP ELI are RMB8,000, and (iii) the knock-out barrier coupon rate is 60%:

- For each BNP Paribas Single MR Knock Out WOEP ELI, investor receives the redemption amount of RMB4,000.00 (being RMB8,000 x 50.0000%) and the knock-out barrier coupon amount of RMB4,800.00 (being RMB8,000 x 60.0000%) on the settlement date.
- For 10 BNP Paribas Single MR Knock Out WOEP ELIs, investor receives a total payout of RMB 88,000 (being RMB40,000 (redemption amount) + RMB48,000 (knock-out barrier coupon amount)), which is equivalent to a gain of 10.0000% (being  $[(RMB88,000 - RMB80,000)/RMB80,000] \times 100\%$ ) compared to the total issue price paid.

If an RMB disruption event occurs on the settlement date and continues to exist for twelve consecutive business days from the settlement date, investor will receive for each BNP Paribas Single MR Knock Out WOEP ELI, by no later than the third business day after such twelfth business day, the payment of redemption amount (i.e. RMB4,000.00) together with the knock-out barrier coupon amount (i.e. RMB4,800.00) in an equivalent amount in HKD calculated by the calculation agent acting in good faith and a commercially reasonable manner by converting such amount payable in RMB into HKD using the exchange rate as of such twelfth business day. Investor will therefore be exposed to the risk of fluctuation in the exchange rate of offshore RMB against HKD.

Assuming that the exchange rate for HKD per 1 offshore RMB prior to the occurrence of the RMB disruption event is 1.15 and RMB depreciates significantly against HKD following the occurrence of an RMB disruption event and the exchange rate as of the twelfth business day from the settlement date is 0.50, investor will suffer a loss of HKD5,720.00 for each BNP Paribas Single MR Knock Out WOEP ELI in HKD terms as the equivalent amount in HKD paid to investor, being HKD4,400.00 (i.e. RMB8,800.00 x 0.50), is substantially less than the value of the relevant amount payable in RMB on the original payment date in HKD terms (calculated based on the exchange rate between offshore RMB and HKD prior to the occurrence of the RMB disruption event), being HKD10,120.00 (i.e. RMB8,800.00 x 1.15).

**G. BNP Paribas Single PUR MR ELIs (with knock-out barrier feature and daily knock-in feature) (“BNP Paribas Single MR Knock Out DKI ELIs”)**

**In this example, suppose an investor bought 10 BNP Paribas Single MR Knock Out DKI ELIs in the same series with the following terms:**

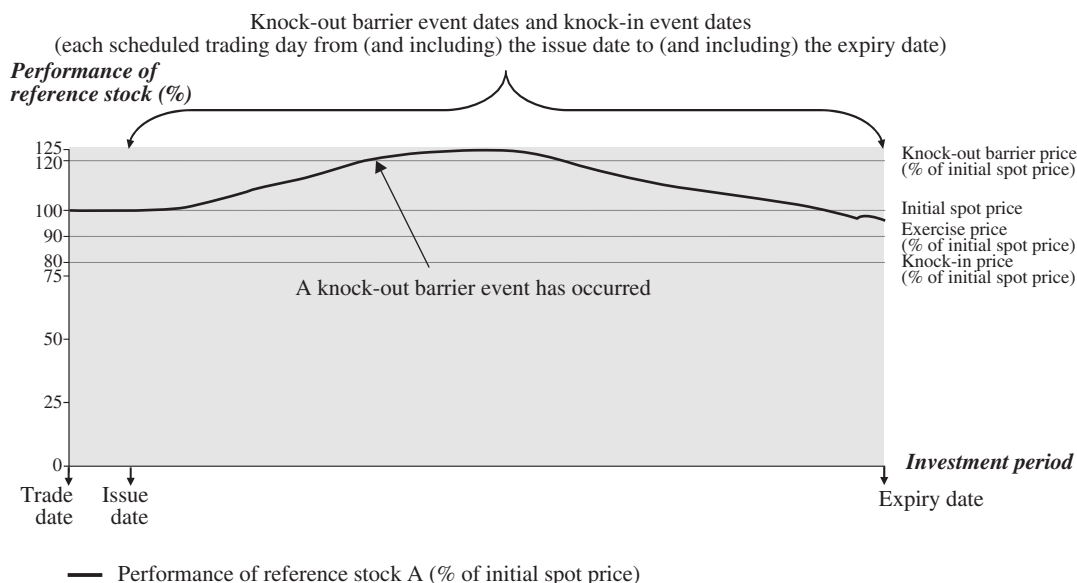
Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD50.00
Issue price for each BNP Paribas Single MR Knock Out DKI ELI	HKD10,000 (100% of nominal amount)

Nominal amount for each BNP Paribas Single MR Knock Out DKIELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR Knock Out DKIELIs	HKD100,000
Total nominal amount for 10 BNP Paribas Single MR Knock Out DKIELIs	HKD100,000
Exercise price (90.00% of the initial spot price)	HKD45.0000
Participation strike price (105.00% of the initial spot price)	HKD52.5000
Knock-out barrier price (120.00% of the initial spot price)	HKD60.0000
Knock-in price (80.00% of the initial spot price)	HKD40.0000
Minimum redemption level	50.0000%
Alternate redemption level	The higher of (i) the minimum redemption level and (ii) the percentage calculated in accordance with the following formula:  $\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$
Redemption amount	Nominal amount x Alternate redemption level
Participation ratio	110.0000%
Knock-out barrier coupon rate	3.0000%
Knock-out barrier coupon amount	Nominal amount x Knock-out barrier coupon rate
Settlement currency	HKD
Potential performance coupon amount	Nominal amount x Performance coupon rate
Performance coupon rate	The higher of (i) zero and (ii) the rate calculated as follows:  $\frac{(\text{Closing Price of the reference stock on the expiry date} - \text{Participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$

For Part G, we assume that:

- (a) a knock-out barrier event occurs if the closing price of the reference stock on a knock-out barrier event date is “above” the knock-out barrier price; and
- (b) the knock-out barrier event dates are set as each scheduled trading day from (and including) the issue date to (and including) the expiry date, while the daily knock-in event dates are set as each scheduled trading day from (and including) the issue date to (and including) the expiry date.

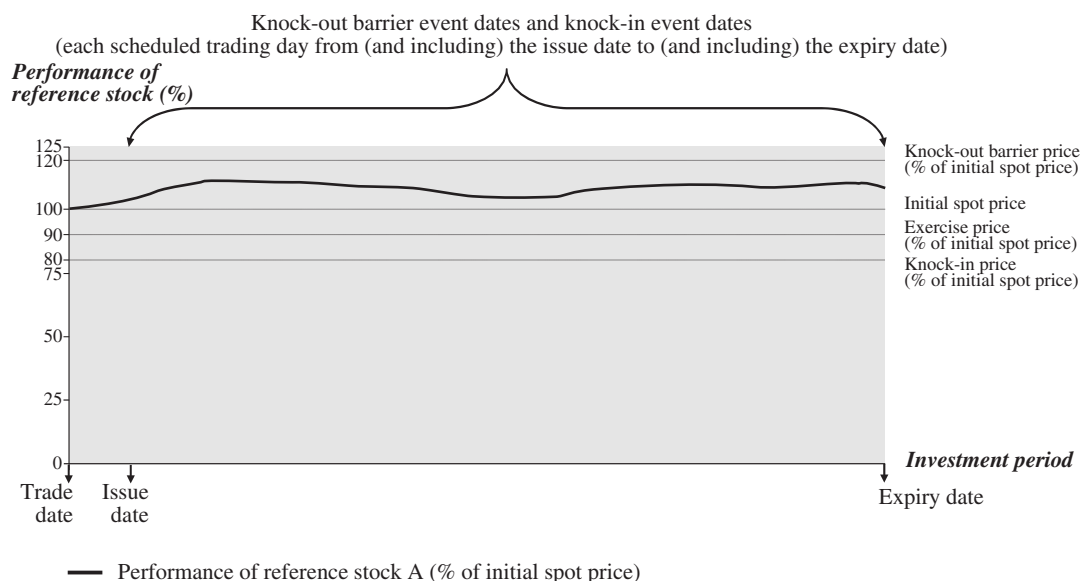
**Scenario 1 — Gain case scenario I (where a knock-out barrier event has occurred)**



Assume that the closing price of reference stock A on the expiry date is HKD46.50.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes above the knock-out barrier price. Therefore, a knock-out barrier event has occurred.</li> <li>— For each BNP Paribas Single MR Knock Out DKI ELI, investor receives the nominal amount of HKD10,000 and the knock-out barrier coupon amount of HKD300.00 (being HKD10,000 x 3.0000%) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR Knock Out DKI ELIs, investor receives a total payout of HKD103,000 (being HKD100,000 (nominal amount) + HKD3,000 (knock-out barrier coupon amount)), which is equivalent to a gain of 3.0000% (being <math>[(\text{HKD}103,000 - \text{HKD}100,000) / \text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**Scenario 2 — Gain case scenario II (where both knock-out barrier event and daily knock-in event have not occurred and the closing price of reference stock A on the expiry date is above the participation strike price)**



Assume that the closing price of reference stock A on the expiry date is HKD55.00.

Settlement amount on the settlement date

— The above diagram illustrates that:

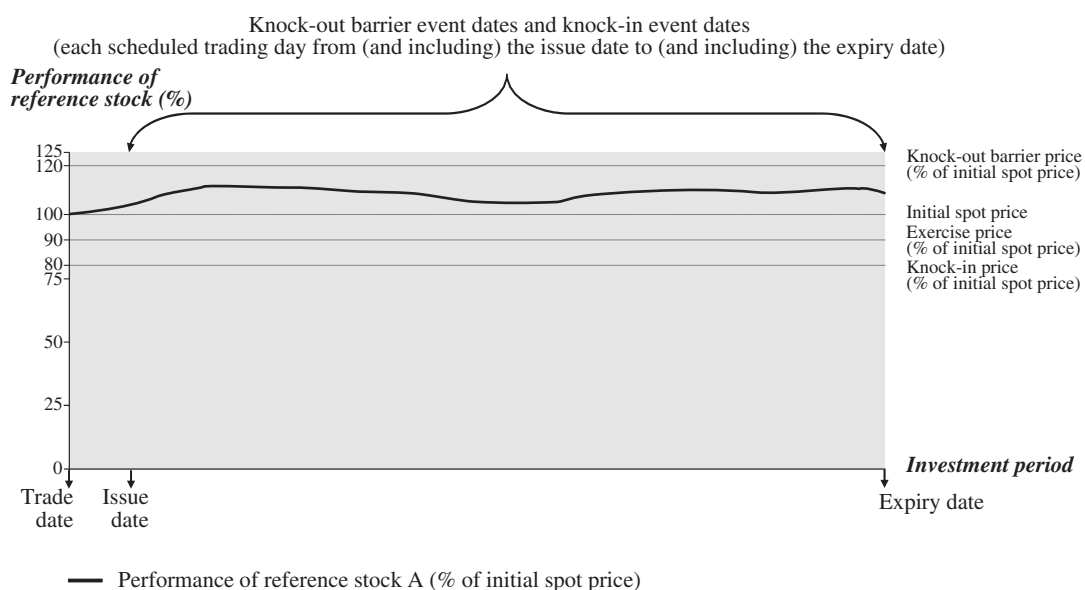
- (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred; and
- (ii) the closing price of reference stock A on all scheduled trading days during the period from (and including) the issue date to (and including) the expiry date is above the knock-in price. Therefore, a daily knock-in event has not occurred.

— For each BNP Paribas Single MR Knock Out DKI ELI, investor receives the nominal amount of HKD10,000 and the potential performance coupon amount of HKD550.00 (calculated as:  $\text{HKD}10,000 \times 5.5000\%$  (the performance coupon rate, being the higher of 0 and  $5.5000\%$  (calculated as:  $[(\text{HKD}55.00 - \text{HKD}52.50)/\text{HKD}50.00] \times 110\%$ ))) on the settlement date.

Total payout on investment

— For 10 BNP Paribas Single MR Knock Out DKI ELIs, the investor receives a total payout of HKD105,500.00 (being HKD100,000 (redemption amount) + HKD5,500.00 (potential performance coupon amount)), which is equivalent to a gain of 5.5000% (being  $[(\text{HKD}105,500.00 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 3 — Nominal amount scenario (where both knock-out barrier event and daily knock-in event have not occurred and the closing price of reference stock A on the expiry date is at the participation strike price)**

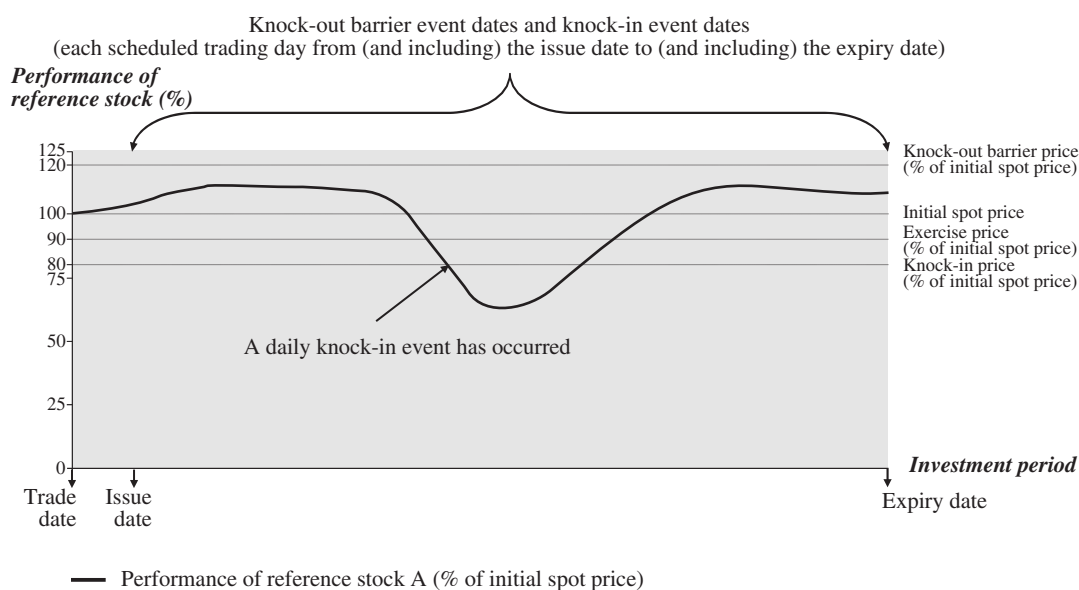


Assume that the closing price of reference stock A on the expiry date is HKD52.50.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that: <ul style="list-style-type: none"> <li>(i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred; and</li> <li>(ii) the closing price of reference stock A on all scheduled trading days during the period from (and including) the issue date to (and including) the expiry date is above the knock-in price. Therefore, a daily knock-in event has not occurred.</li> </ul> </li> <li>— For each BNP Paribas Single MR Knock Out DKI ELI, investor receives the nominal amount of HKD10,000 on the settlement date.</li> <li>— The investor will not receive any potential performance coupon amount, as the performance coupon rate is 0, being the higher of: 0 and 0.0000% (the performance coupon rate, calculated as: <math>[(\text{HKD}52.50 - \text{HKD}52.50)/\text{HKD}50.00] \times 110\%</math>).</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR Knock Out DKI ELIs, the investor receives a total payout of HKD100,000, which is equivalent to the nominal amount and a break even compared to the total issue price paid.</li> </ul>



**Scenario 4 — Gain case scenario (where a knock-out barrier event has not occurred but a daily knock-in event has occurred and the closing price of reference stock A on the expiry date is above the exercise price and the participation strike price)**



Assume that the closing price of reference stock A on the expiry date is HKD55.00.

Settlement amount on the settlement date

— The above diagram illustrates that:

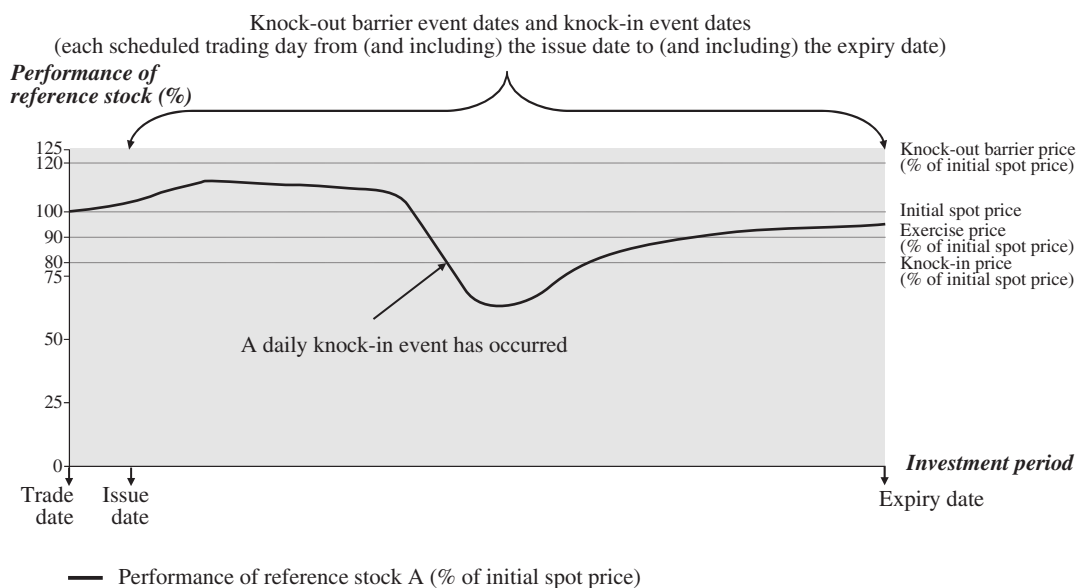
- (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred;
- (ii) the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes below the knock-in price. Therefore, a daily knock-in event has occurred; and
- (iii) the closing price of reference stock A on the expiry date is above the exercise price.

— For each BNP Paribas Single MR Knock Out DKI ELI, investor receives the nominal amount of HKD10,000 and the potential performance coupon amount of HKD550.00 (calculated as:  $\text{HKD}10,000 \times 5.5000\%$  (the performance coupon rate, being the higher of 0 and  $5.5000\%$  (calculated as:  $[(\text{HKD}55.00 - \text{HKD}52.50)/\text{HKD}50.00] \times 110\%$ ))) on the settlement date.

Total payout on investment

— For 10 BNP Paribas Single MR Knock Out DKI ELIs, the investor receives a total payout of HKD105,500.00 (being HKD100,000 (redemption amount) + HKD5,500.00 (potential performance coupon amount)), which is equivalent to a gain of 5.5000% (being  $[(\text{HKD}105,500.00 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 5 — Nominal amount scenario (where a knock-out barrier event has not occurred but a daily knock-in event has occurred and the closing price of reference stock A on the expiry date is above the exercise price but is below the participation strike price)**



Assume that the closing price of reference stock A on the expiry date is HKD47.50.

Settlement amount on the settlement date

— The above diagram illustrates that:

- (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred;
- (ii) the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes below the knock-in price. Therefore, a daily knock-in event has occurred; and
- (iii) the closing price of reference stock A on the expiry date is above the exercise price.

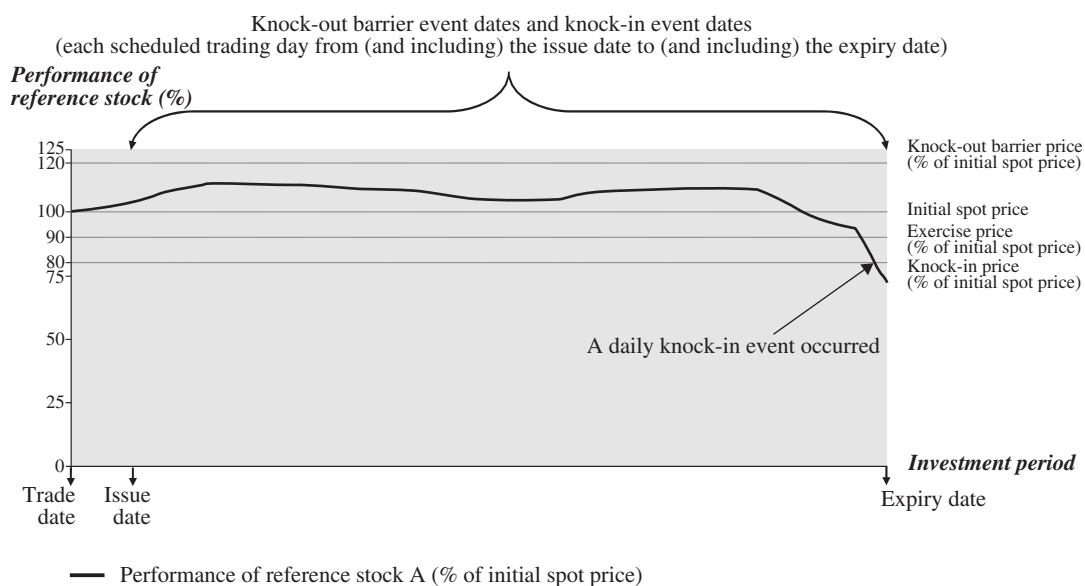
— For each BNP Paribas Single MR Knock Out DKI ELI, investor receives the nominal amount of HKD10,000 on the settlement date.

— The investor will not receive any potential performance coupon amount, as the performance coupon rate is 0, being the higher of 0 and -11.0000% (the performance coupon rate, calculated as:  $[(\text{HKD}47.50 - \text{HKD}52.50)/\text{HKD}50.00] \times 110\%$ ) on the settlement date.

Total payout on investment

— For 10 BNP Paribas Single MR Knock Out DKI ELIs, the investor receives a total payout of HKD100,000, which is equivalent to the nominal amount and a break even compared to the total issue price paid.

**Scenario 6 — Loss case scenario (where a knock-out barrier event has not occurred but a daily knock-in event has occurred and the closing price of reference stock A on the expiry date is below the exercise price)**



Assume that the closing price of reference stock A on the expiry date is HKD36.00.

Settlement amount on the settlement date

— The above diagram illustrates that:

- (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred;
- (ii) the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes below the knock-in price. Therefore, a daily knock-in event has occurred; and
- (iii) the closing price of reference stock A on the expiry date is below the exercise price.

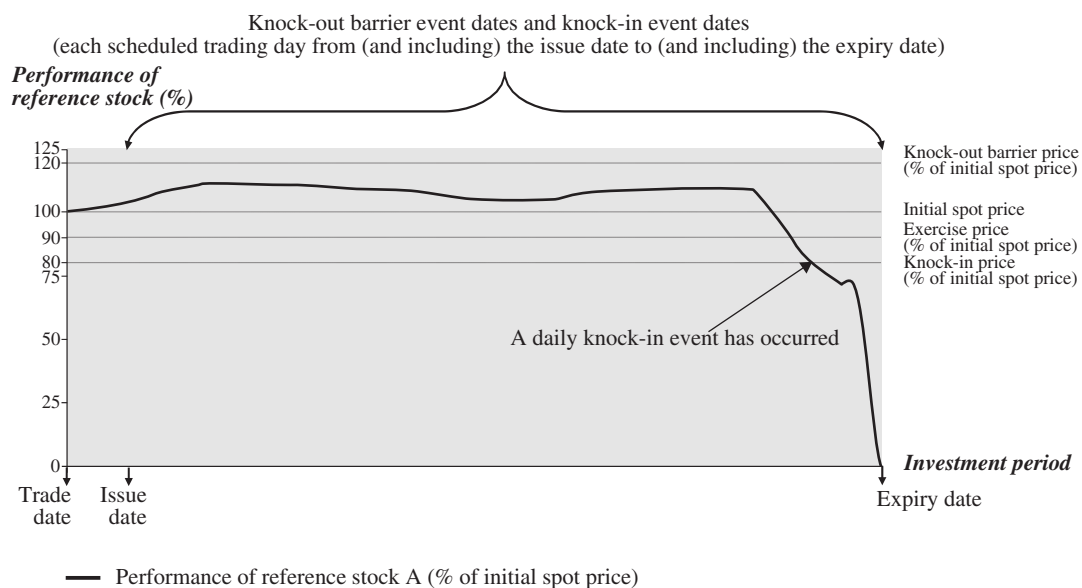
— The alternate redemption level is 80.0000%, being the higher of the minimum redemption level (50.0000%) and 80.0000% (calculated as:  $(\text{HKD}36.00/\text{HKD}45.00) \times 100\%$ ).

— For each BNP Paribas Single MR Knock Out DKI ELI, investor receives a cash payment of HKD8,000.00 (being  $\text{HKD}10,000 \times 80.0000\%$ ) on the settlement date.

Total payout on investment

— For 10 BNP Paribas Single MR Knock Out DKI ELIs, the investor receives a total payout of HKD80,000, which is equivalent to a loss of 20.0000% (being  $[(\text{HKD}80,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 7 — Worst case scenario (where a knock-out barrier event has not occurred but a daily knock-in event has occurred and the closing price of reference stock A on the expiry date is below the exercise price and drops to zero)**



Assume that the closing price of reference stock A on the expiry date is HKD0.

Settlement amount on the settlement date

— The above diagram illustrates that:

- (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred;
- (ii) the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes below the knock-in price. Therefore, a daily knock-in event has occurred; and
- (iii) the closing price of reference stock A on the expiry date is below the exercise price and drops to zero.

— The alternate redemption level is 50.0000%, being the higher of the minimum redemption level (50.0000%) and 0% (calculated as:  $(\text{HKD}0/\text{HKD}45.00) \times 100\%$ ).

— For each BNP Paribas Single MR Knock Out DKI ELI, investor receives a cash payment of HKD5,000.00 (being  $\text{HKD}10,000 \times 50.0000\%$ ) on the settlement date.

Total payout on investment

— For 10 BNP Paribas Single MR Knock Out DKI ELIs, the investor receives a total payout of HKD50,000, which is equivalent to a loss of 50.0000% (being  $[(\text{HKD}50,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**H. BNP Paribas Single PUR MR ELIs (with knock-out barrier feature and at-expiry knock-in feature) (“BNP Paribas Single MR Knock Out EKI ELIs”)**

**In this example, suppose an investor bought 10 BNP Paribas Single MR Knock Out EKI ELIs in the same series with the following terms:**

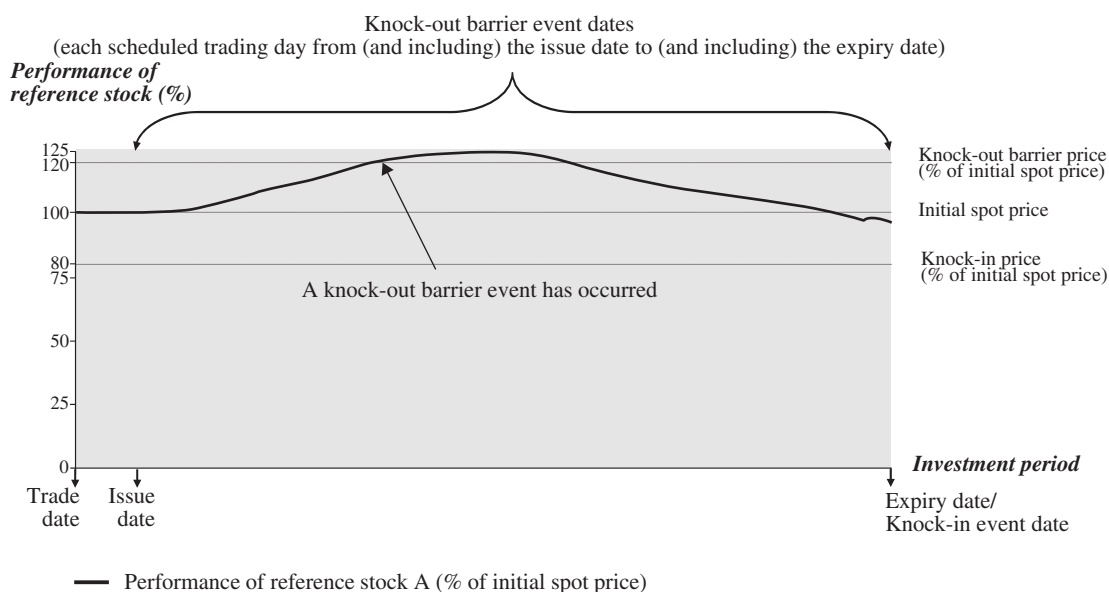
Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD50.00
Issue price for each BNP Paribas Single MR Knock Out EKI ELI	HKD10,000 (100% of nominal amount)
Nominal amount for each BNP Paribas Single MR Knock Out EKI ELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR Knock Out EKI ELIs	HKD100,000
Total nominal amount for 10 BNP Paribas Single MR Knock Out EKI ELIs	HKD100,000
Exercise price (90.00% of the initial spot price)	HKD45.0000
Participation strike price (105.00% of the initial spot price)	HKD52.5000
Knock-out barrier price (120.00% of the initial spot price)	HKD60.0000
Knock-in price (80.00% of the initial spot price)	HKD40.0000
Minimum redemption level	50.0000%
Alternate redemption level	The higher of (i) the minimum redemption level and (ii) the percentage calculated in accordance with the following formula:
	$\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$
Redemption amount	Nominal amount x Alternate redemption level
Participation ratio	110.0000%

Knock-out barrier coupon rate	3.0000%
Knock-out barrier coupon amount	Nominal amount x Knock-out barrier coupon rate
Settlement currency	HKD
Potential performance coupon amount	Nominal amount x Performance coupon rate
Performance coupon rate	The higher of (i) zero and (ii) the rate calculated as follows:  $\frac{(\text{Closing Price of the reference stock on the expiry date} - \text{Participation strike price of the reference stock})}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$

For Part H, we assume that:

- (a) a knock-out barrier event occurs if the closing price of the reference stock on a knock-out barrier event date is “above” the knock-out barrier price; and
- (b) the knock-out barrier event dates are set as each scheduled trading day from (and including) the issue date to (and including) the expiry date, while the at-expiry knock-in event date is set as the expiry date.

**Scenario 1 — Gain case scenario I (where a knock-out barrier event has occurred)**



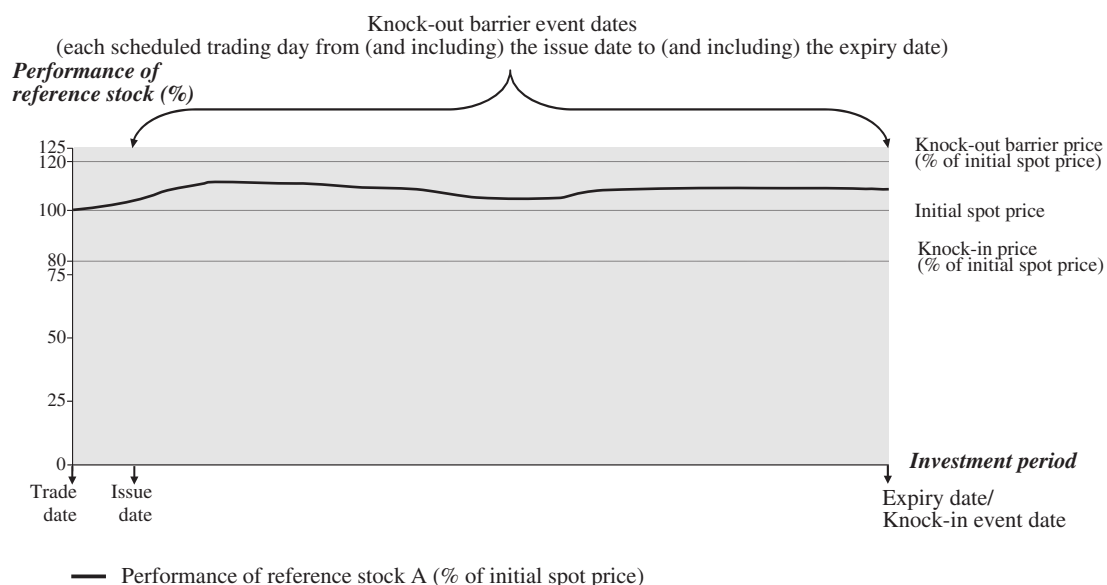
Assume that the closing price of reference stock A on the expiry date is HKD46.50.

Settlement amount on the settlement date — The above diagram illustrates that the closing price of reference stock A on certain scheduled trading days from (and including) the issue date to (and including) the expiry date closes above the knock-out barrier price. Therefore, a knock-out barrier event has occurred.

— For each BNP Paribas Single MR Knock Out EKI ELI, investor receives the nominal amount of HKD10,000 and the knock-out barrier coupon amount of HKD300.00 (being HKD10,000 x 3.0000%) on the settlement date.

Total payout on investment — For 10 BNP Paribas Single MR Knock Out EKI ELIs, investor receives a total payout of HKD103,000 (being HKD100,000 (nominal amount) + HKD3,000 (knock-out barrier coupon amount)), which is equivalent to a gain of 3.0000% (being  $[(HKD103,000 - HKD100,000)/HKD100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 2 — Gain case scenario II (where both knock-out barrier event and at-expiry knock-in event have not occurred and the closing price of reference stock A on the expiry date is above the participation strike price)**



Assume that the closing price of reference stock A on the expiry date is HKD55.00.

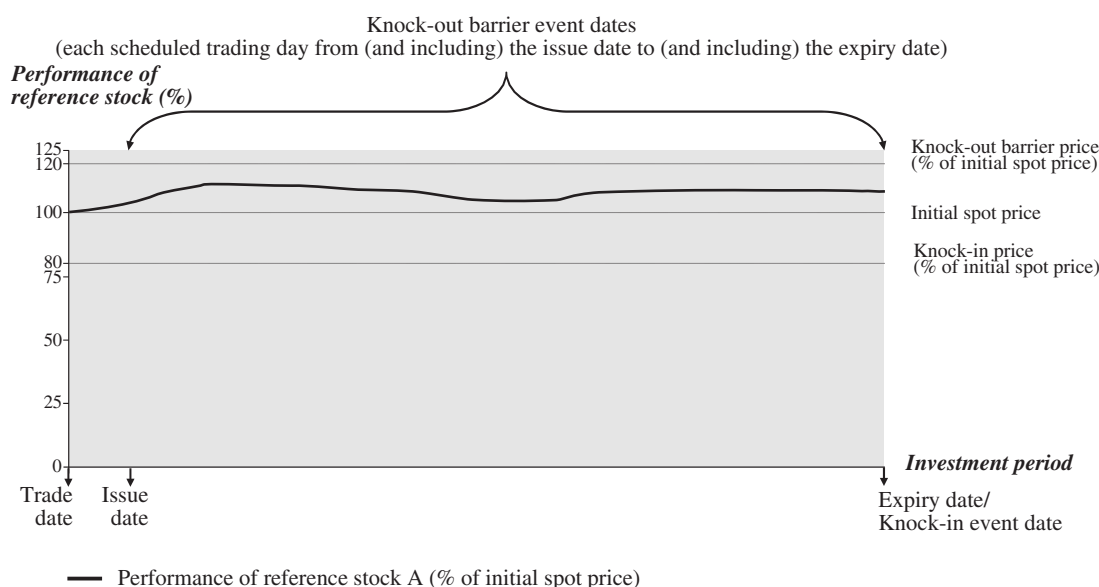
Settlement amount on the settlement date

- The above diagram illustrates that:
  - (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred; and
  - (ii) the closing price of reference stock A on the expiry date is above the knock-in price. Therefore, an at-expiry knock-in event has not occurred.
- For each BNP Paribas Single MR Knock Out EKI ELI, investor receives the nominal amount of HKD10,000 and the potential performance coupon amount of HKD550.00 (calculated as:  $\text{HKD}10,000 \times 5.5000\%$  (the performance coupon rate, being the higher of 0 and  $5.5000\%$  (calculated as:  $[(\text{HKD}55.00 - \text{HKD}52.50)/\text{HKD}50.00] \times 110\%$ ))) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR Knock Out EKI ELIs, the investor receives a total payout of HKD105,500.00 (being HKD100,000 (redemption amount) + HKD5,500.00 (potential performance coupon amount)), which is equivalent to a gain of 5.5000% (being  $[(\text{HKD}105,500.00 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 3 — Nominal amount scenario (where both knock-out barrier event and at-expiry knock-in event have not occurred and the closing price of reference stock A on the expiry date is at or below the participation strike price)**



Assume that the closing price of reference stock A on the expiry date is HKD52.50.



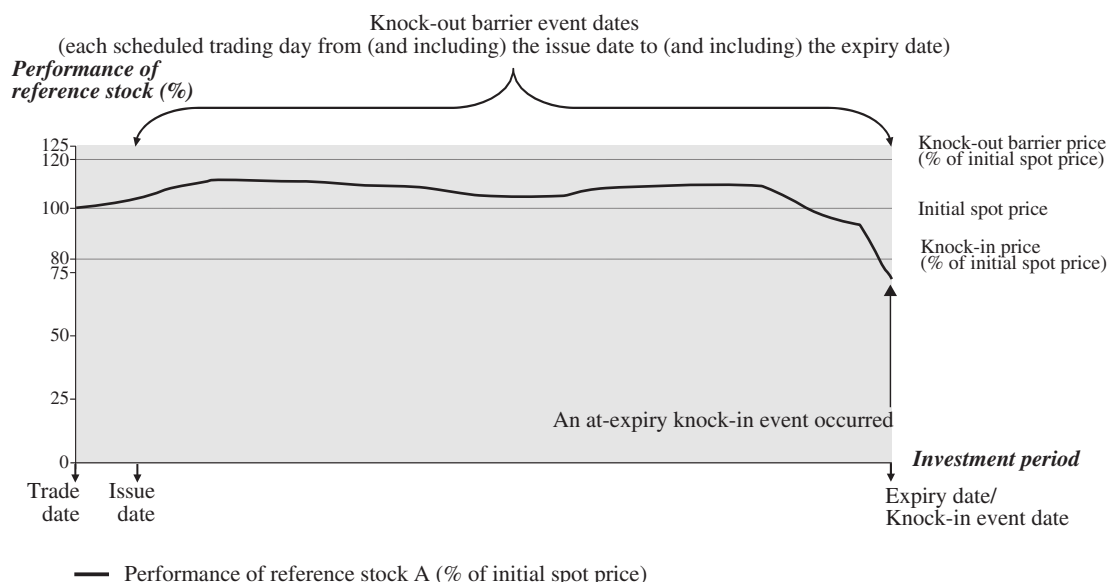
Settlement amount on the settlement date

- The above diagram illustrates that:
  - (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred;
  - (ii) the closing price of reference stock A on the expiry date is above the knock-in price. Therefore, an at-expiry knock-in event has not occurred; and
  - (iii) the closing price of reference stock A on the expiry date is at the participation strike price.
- For each BNP Paribas Single MR Knock Out EKI ELI, investor receives the nominal amount of HKD10,000 on the settlement date.
- The investor will not receive any potential performance coupon amount, as the performance coupon rate is 0, being the higher of 0 and 0.0000% (the performance coupon rate, calculated as:  $[(\text{HKD}52.50 - \text{HKD}52.50)/\text{HKD}50.00] \times 110\%$ ).

Total payout on investment

- For 10 BNP Paribas Single MR Knock Out EKI ELIs, the investor receives a total payout of HKD100,000, which is equivalent to the nominal amount and a break even compared to the total issue price paid.

**Scenario 4 — Loss case scenario (where a knock-out barrier event has not occurred but an at-expiry knock-in event has occurred)**



Assume that the closing price of reference stock A on the expiry date is HKD36.00.

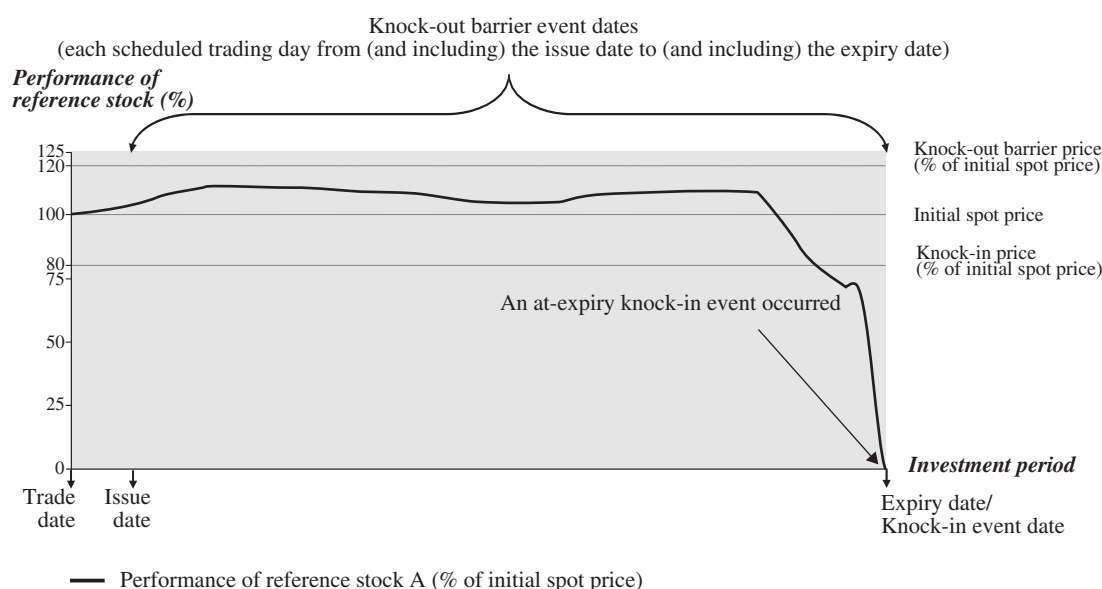
Settlement amount on the settlement date

- The above diagram illustrates that:
  - (i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred;
  - (ii) the closing price of reference stock A on the expiry date closes below the knock-in price. Therefore, an at-expiry knock-in event has occurred.
- The alternate redemption level is 80.0000%, being the higher of the minimum redemption level (50.0000%) and 80.0000% (calculated as:  $(\text{HKD}36.00/\text{HKD}45.00) \times 100\%$ ).
- For each BNP Paribas Single MR Knock Out EKI ELI, investor receives a cash payment of HKD8,000.00 (being  $\text{HKD}10,000 \times 80.0000\%$ ) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR Knock Out EKI ELIs, the investor receives a total payout of HKD80,000, which is equivalent to a loss of 20.0000% (being  $[(\text{HKD}80,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**Scenario 5 — Worst case scenario (where a knock-out barrier event has not occurred but an at-expiry knock-in event has occurred and the closing price of reference stock A on the expiry date drops to zero)**



Assume that the closing price of reference stock A on the expiry date is HKD0.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that: <ul style="list-style-type: none"> <li>(i) the closing price of reference stock A on all scheduled trading days from (and including) the issue date to (and including) the expiry date is at or below the knock-out barrier price. Therefore, a knock-out barrier event has not occurred;</li> <li>(ii) the closing price of reference stock A on expiry date closes below the knock-in price. Therefore, an at-expiry knock-in event has occurred; and</li> <li>(iii) the closing price of reference stock A on the expiry date drops to zero.</li> </ul> </li> <li>— The alternate redemption level is 50.0000%, being the higher of the minimum redemption level (50.0000%) and 0% (calculated as: <math>(\text{HKD}0/\text{HKD}45.00) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR Knock Out EKI ELI, investor receives a cash payment of HKD5,000.00 (being <math>\text{HKD}10,000 \times 50.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR Knock Out EKI ELIs, the investor receives a total payout of HKD50,000, which is equivalent to a loss of 50.0000% (being <math>[(\text{HKD}50,000 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>

**I. For BNP Paribas Single PUR MR ELIs (with potential capped return) (“BNP Paribas Single MR PCR ELIs”)**

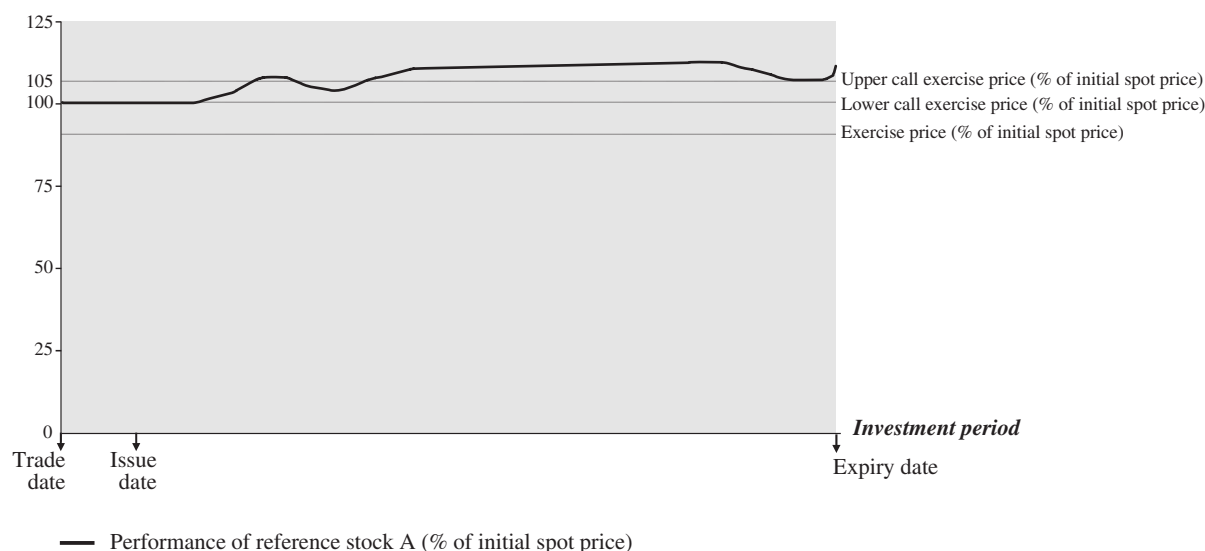
**In this example, suppose an investor bought 10 BNP Paribas Single MR PCR ELIs in the same series with the following terms:**

Reference Stock	Reference stock A
Trade date	23 April 20xx
Issue date	30 April 20xx
Expiry date	31 October 20xx
Settlement date	4 November 20xx
Scheduled tenor (being the period from and including the issue date to and including the settlement date)	189 calendar days
Investment period (being the period from and including the trade date to and including the expiry date)	192 calendar days
Initial spot price of the reference stock on trade date	HKD50.00
Issue price for each BNP Paribas Single MR PCR ELI	HKD10,000 (100% of nominal amount)
Nominal amount for each BNP Paribas Single MR PCR ELI	HKD10,000
Total issue price for 10 BNP Paribas Single MR PCR ELIs	HKD100,000

Total nominal amount for 10 BNP Paribas Single MR PCR ELIs	HKD100,000
Upper call exercise price (105.00% of the initial spot price)	HKD52.5000
Lower call exercise price (100.00% of the initial spot price)	HKD50.0000
Exercise price (90% of the initial spot price)	HKD45.0000
Participation ratio	100.0000%
Minimum redemption level	80.0000%
Additional return rate	0.0000%
Settlement currency	HKD
Underlying currency	HKD
Redemption amount	Nominal amount x Alternate redemption level
Potential return amount	<p>(i) Where the closing price of the reference stock on the expiry date is at or above the upper call exercise price, the potential return amount shall be calculated as follows:</p> $\text{Nominal Amount} \times \frac{\text{Upper call exercise price of the reference stock} - \text{Lower call exercise price of the reference stock}}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$ <p>(ii) Where the closing price of the reference stock on the expiry date is below the upper call exercise price but is at or above the lower call exercise price, the potential return amount shall be calculated as follows:</p> $\text{Nominal Amount} \times \frac{\text{Closing price of the reference stock on the expiry date} - \text{Lower call exercise price of the reference stock}}{\text{Initial spot price of the reference stock}} \times \text{Participation ratio}$
Additional return amount	Nominal amount x Additional return rate
Alternate redemption level	<p>The higher of (i) the minimum redemption level and (ii) the percentage calculated in accordance with the following formula:</p> $\frac{\text{Closing price of the reference stock on the expiry date}}{\text{Exercise price of the reference stock}} \times 100\%$

**Scenario 1 — Gain case scenario I (the closing price of reference stock A on the expiry date is above the upper call exercise price)**

*Performance of reference stock (%)*



Assume that the closing price of reference stock A on the expiry date is HKD55.00.

Settlement amount on the settlement date

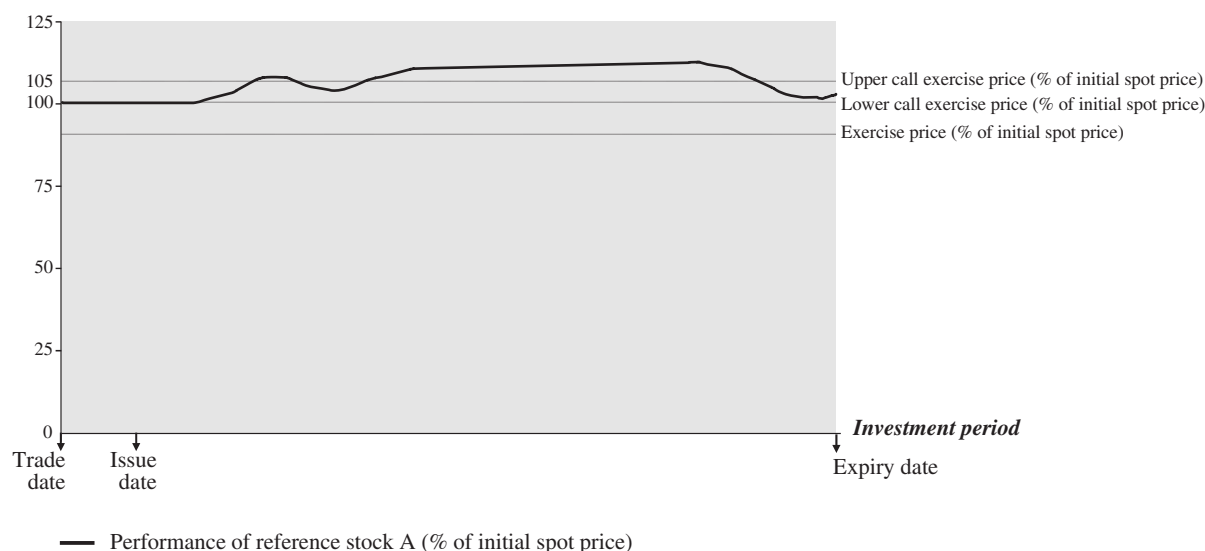
- The above diagram illustrates that the closing price of reference stock A on the expiry date is above the upper call exercise price (and thus the lower call exercise price).
- For each BNP Paribas Single MR PCR ELI, investor receives a cash payment of HKD10,500.00, being the sum of the nominal amount of HKD10,000, the potential return amount of HKD500.00 (being  $\text{HKD}10,000 \times \left[ \frac{(\text{HKD}52.5000 - \text{HKD}50.0000)}{\text{HKD}50.0000} \times 100\% \right]$ ) and the additional return amount of HKD0 (being  $\text{HKD}10,000 \times 0.0000\%$ ) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR PCR ELIs, investor receives a total payout of HKD105,000.00 (being HKD100,000 (nominal amount) + HKD5,000 (potential return amount) + HKD0 (additional return amount), which is equivalent to a gain of 5.0000% (being  $\left[ \frac{(\text{HKD}105,000.00 - \text{HKD}100,000)}{\text{HKD}100,000} \right] \times 100\%$ ) compared to the total issue price paid.

**Scenario 2 — Gain case scenario II (the closing price of reference stock A on the expiry date is below the upper call exercise price but is above the lower call exercise price)**

*Performance of reference stock (%)*



Assume that the closing price of reference stock A on the expiry date is HKD51.50.

Settlement amount on the settlement date

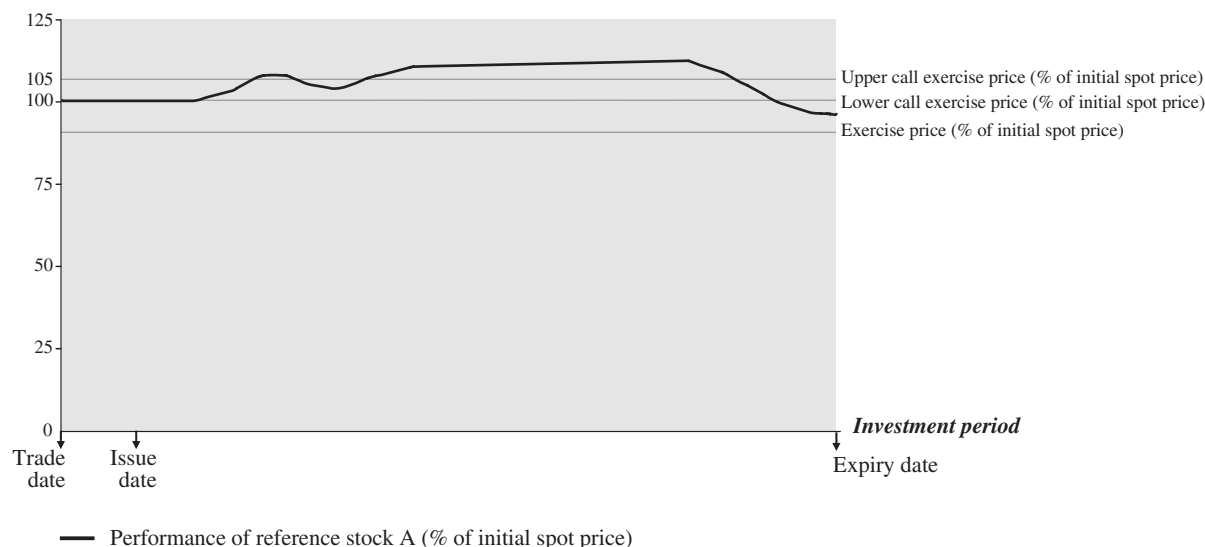
- The above diagram illustrates that the closing price of reference stock A on the expiry date is below the upper call exercise price but above the lower call exercise price.
- For each BNP Paribas Single MR PCR ELI, investor receives a cash payment of HKD10,300.00, being the sum of the nominal amount of HKD10,000, the potential return amount of HKD300.00 (being  $\text{HKD}10,000 \times \left[ \frac{(\text{HKD}51.5000 - \text{HKD}50.0000)}{\text{HKD}50.0000} \right] \times 100\%$ ) and the additional return amount of HKD0 (being  $\text{HKD}10,000 \times 0.0000\%$ ) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR PCR ELIs, investor receives a total payout of HKD103,000.00 (being HKD100,000 (nominal amount) + HKD3,000 (potential return amount) + HKD0 (additional return amount), which is equivalent to a gain of 3.0000% (being  $\left[ \frac{(\text{HKD}103,000.00 - \text{HKD}100,000)}{\text{HKD}100,000} \right] \times 100\%$ ) compared to the total issue price paid.

**Scenario 3 — Nominal amount scenario (the closing price of reference stock A on the expiry date is below the lower call exercise price but is above the exercise price)**

*Performance of reference stock (%)*

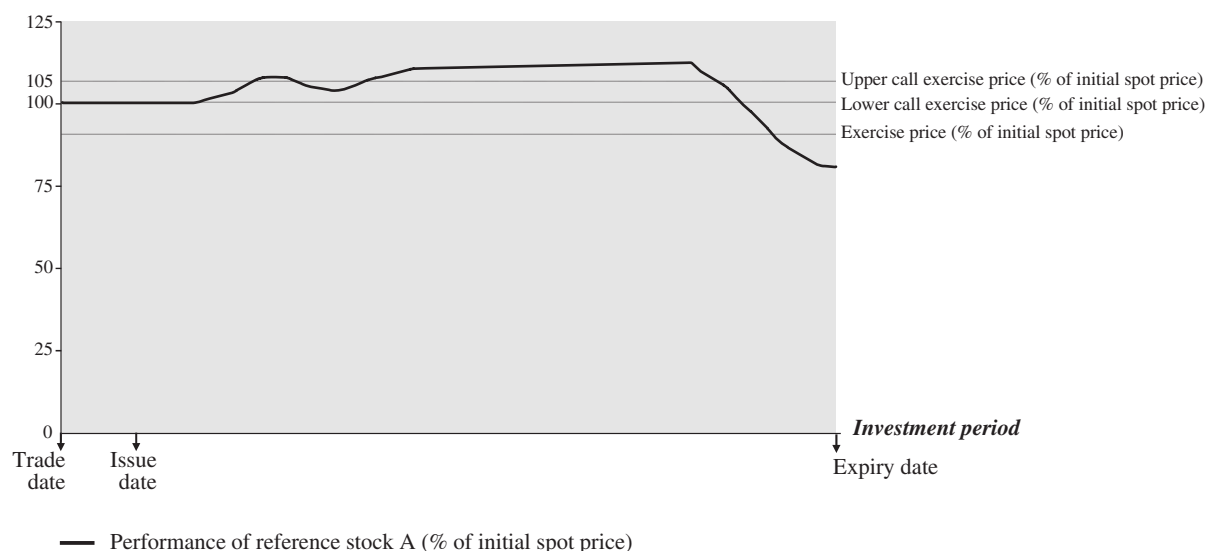


Assume that the closing price of reference stock A on the expiry date is HKD47.50.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on the expiry date is below the lower call exercise price but above the exercise price.</li> <li>— For each BNP Paribas Single MR PCR ELI, investor receives a cash payment of HKD10,000, being the sum of the nominal amount of HKD10,000 and the additional return amount of HKD0 (being HKD10,000 x 0.0000%) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR PCR ELIs, investor receives a total payout of HKD100,000.00 (being HKD100,000 (nominal amount) + HKD0 (additional return amount), which is equivalent to the nominal amount and a break even compared to the total issue price paid.</li> </ul>

**Scenario 4 — Loss case scenario (the closing price of reference stock A on the expiry date is below the exercise price)**

*Performance of reference stock (%)*



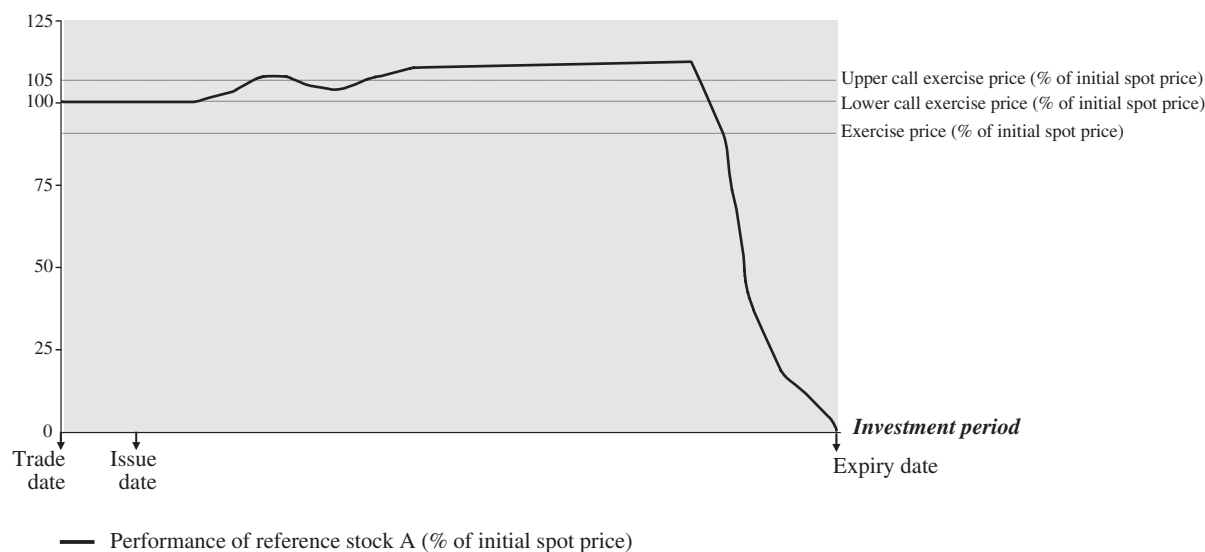
Assume that the closing price of reference stock A on the expiry date is HKD40.50.

Settlement amount on the settlement date	<ul style="list-style-type: none"> <li>— The above diagram illustrates that the closing price of reference stock A on the expiry date is below the exercise price.</li> <li>— The alternate redemption level is 90.0000%, being the higher of the minimum redemption level (80.0000%) and 90.0000% (calculated as: <math>(\text{HKD}40.50/\text{HKD}45.00) \times 100\%</math>).</li> <li>— For each BNP Paribas Single MR PCR ELI, investor receives a cash payment of HKD9,000.00, being the sum of the redemption amount of HKD9,000 (being <math>\text{HKD}10,000 \times 90.0000\%</math>) and the additional return amount of HKD0 (being <math>\text{HKD}10,000 \times 0.0000\%</math>) on the settlement date.</li> </ul>
Total payout on investment	<ul style="list-style-type: none"> <li>— For 10 BNP Paribas Single MR PCR ELIs, investor receives a total payout of HKD90,000.00 (being HKD90,000 (redemption amount) + HKD0 (additional return amount)), which is equivalent to a loss of 10.0000% (being <math>[(\text{HKD}90,000.00 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%</math>) compared to the total issue price paid.</li> </ul>



**Scenario 5 — Worst case scenario (the closing price of reference stock A on the expiry date is below the exercise price and drops to zero)**

*Performance of reference stock (%)*



Assume that the closing price of reference stock A on the expiry date is HKD0.00.

Settlement amount on the settlement date

- The above diagram illustrates that:
  - (i) the closing price of reference stock A on the expiry date is below the exercise price; and
  - (ii) the closing price of reference stock A on the expiry date drops to zero.
- The alternate redemption level is 80.0000%, being the higher of the minimum redemption level (80.0000%) and 0.0000% (calculated as:  $(\text{HKD}0.00/\text{HKD}45.00) \times 100\%$ ).
- For each BNP Paribas Single MR PCR ELI, investor receives a cash payment of HKD8,000.00, being the sum of the redemption amount of HKD8,000 (being  $\text{HKD}10,000 \times 80.0000\%$ ) and the additional return amount of HKD0 (being  $\text{HKD}10,000 \times 0.0000\%$ ) on the settlement date.

Total payout on investment

- For 10 BNP Paribas Single MR PCR ELIs, investor receives a total payout of HKD80,000.00 (being HKD80,000 (redemption amount) + HKD0 (additional return amount)), which is equivalent to a loss of 20.0000% (being  $[(\text{HKD}80,000.00 - \text{HKD}100,000)/\text{HKD}100,000] \times 100\%$ ) compared to the total issue price paid.

**J. Default Scenario — if we become insolvent or default on our obligations**

- Assume that we become insolvent during the scheduled tenor of the BNP Paribas Single PUR MR ELIs or default on our obligations under the BNP Paribas Single PUR MR ELIs.
- Investor will have to rely on his distributor (and, if applicable, through its direct or indirect custodian(s)) to take action on his behalf to claim as an unsecured creditor of ours. In the worst case scenario, the investor may get nothing back and lose his entire investment amount regardless of the performance of the reference stock.

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