



# SGX ADR CONVERSION GUIDE

May 2021

Singapore Exchange

# 1. Types of ADRs

An American Depositary Receipt (ADR) is a depositary receipt issued by a U.S. financial institution and represents indirect ownership of shares in a company. SGX offers ADR trading via GlobalQuote. You can now buy and sell ADRs on foreign companies through a regular stock brokerage account in Singapore.

The types of ADRs available for trading on GlobalQuote are sponsored depositary receipts listed on the U.S. stock exchanges. The complete list of ADRs is available at [www.sgx.com/adr](http://www.sgx.com/adr).

## 1.1. Sponsored vs. Unsponsored ADRs

ADRs may be unsponsored or sponsored. An unsponsored ADR is issued by one or more depositary banks in response to market demand, but without a formal agreement with the issuer (company). A sponsored ADR is issued by one depositary bank appointed by the issuer (company) under a deposit agreement. Sponsored ADRs offer control over the facility, the flexibility to list on a U.S. or European stock exchange and the ability to raise capital. There are three levels of sponsorship:

### **Sponsored Level II and Sponsored Level III Depositary Receipts**

Issuers that wish to list their depositary receipts on a U.S. stock exchange, raise capital or make an acquisition using securities, can use sponsored Level II or sponsored Level III depositary receipts. Level II and Level III depositary receipt programs require SEC registration and adherence to applicable requirements for U.S. Generally Accepted Accounting Principles (U.S. GAAP) and listing regulations. Level II depositary receipts are exchange-listed securities which do not involve raising new capital whereas Level III programs do. Generally, companies that choose either a Level II or Level III program will attract a significant number of U.S. investors. All the ADRs quoted on SGX are sponsored Level II and Level III ADRs.

### **Sponsored Level I Depositary Receipts**

Sponsored Level I depositary receipts are traded in the U.S. over-the-counter (OTC) market. Establishment of a Level I program does not require full SEC registration. The issuer does not have to report its accounts under U.S. GAAP or provide full SEC disclosure. Essentially, a sponsored Level I depositary receipt program allows companies to enjoy the benefits of a publicly traded security without changing its current reporting process. Sponsored Level I Depositary Receipts are not quoted for trading on GlobalQuote.

### **Privately Placed and Offshore (SEC Rule 144A / Regulation S) Depositary Receipts**

In addition to the three levels of sponsorship, an issuer can also access the U.S. and other capital markets through SEC Rule 144A and/or SEC Regulation S depositary receipt facilities. Rule 144A programs provide for raising capital through the private placement of depositary receipts with large institutional investors (often referred to as Qualified Institutional Buyers or QIBs in the U.S.). Regulation S programs provide for raising capital through the placement of depositary receipts offshore to non-U.S. investors. Rule 144A and Reg S depositary receipts are not quoted for trading on SGX.

## 1.2. Dual-listed vs Single-listed ADRs

All dual-listed ADRs and single-listed ADRs are either sponsored Level II or III ADR programmes.

Dual-listed ADRs are listed in the U.S., and represent ownership of shares in an issuer which shares are listed in an overseas market. For example, PetroChina Co Ltd has common shares listed on the The Stock Exchange of Hong Kong and ADRs listed on the New York Stock Exchange. Such issuers are therefore required to abide by the securities laws and listing regulations in both Hong Kong and the U.S. These ADRs are quoted for trading on SGX.

Single-listed ADRs are listed in the U.S., and represent ownership of shares in an issuer not listed in an overseas market. For example, Baidu Inc does not have listed common shares but its ADRs are listed on NASDAQ. Such companies are therefore required to abide by the securities laws and listing regulations in the U.S. The ADRs are now quoted for trading on SGX. All single-listed ADRs traded on GlobalQuote are marked with a "+" at the end of their stock trading name, for example the trading name of Baidu ADR is BIDU ADR 10US\$+.

## 2. ISSUANCE, CANCELLATION AND CROSS-BORDER TRANSFER

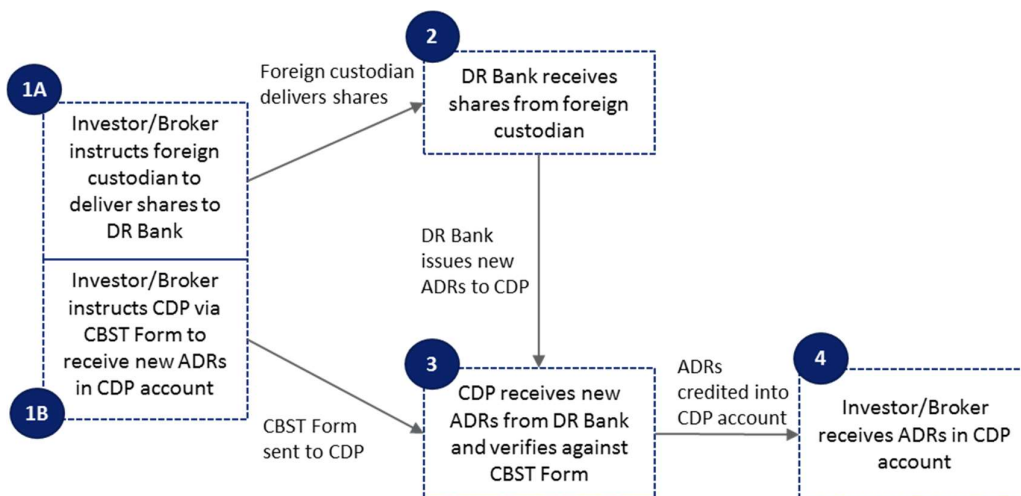
All ADRs on GlobalQuote are fully fungible with the ADRs in the U.S. This means that they are the same securities and you can freely transfer them across borders between Singapore and the U.S. Furthermore, the dual-listed ADRs are also fully fungible with their common shares listed in the overseas market. This means that you can convert the ADR into common shares and vice versa through a process known as "Issuance & Cancellation". For the single-listed ADRs, their common shares are not listed in any overseas market and hence it is not advisable for investors to convert their ADRs into unlisted common shares.

### 2.1. Issuance Process – Converting common shares into ADRs

The issuance process converts common shares into ADRs. It starts with you (or your broker) sending an instruction to your overseas custodian to deliver common shares to the depositary bank. At the same time, you will need to inform CDP via Cross-Border Securities Transfer (USA) form to expect receipt of ADRs into your CDP account. Next, when the depositary bank receives your common shares, the bank will issue new ADRs of equivalent value, and CDP will credit the new ADRs into your CDP account. The entire process, if executed correctly, takes about 24 hours to complete. You need to have an overseas custody account that is holding the common shares.

CDP's cut-off time for receiving instructions for such conversion is 5.00pm (SGT) on settlement date.

CDP charges a transfer fee of S\$10.70 (including GST) per transfer instruction. The ADR depositary bank charges an issuance fee of up to US\$0.25 per ADR issued. You may be charged with applicable fees by your overseas custodian.



Note: CBST Form refers to the Cross-Border Securities Transfer (USA) form

#### Example: To Issue HK Dual Listed DRs

##### Hong Kong Ordinary Shares ----- DRs in US ----- DRs in SGX/CDP

- Instructions to deliver ordinary shares to BNY Mellon's local custodian HSBC Hong Kong must be received by 12.00pm (HKT) for same day issuance.
- Delivery of Shares is made Free of Payment
- A **Letter of Transmittal** (refer to Appendix A) must accompany the deposit of shares to HSBC HK.
- The original Letter of Transmittal and accompanying cheque for HK\$1.50 per Board lot transferred must be sent to HSBC HK the following day.
- For individual stock Board lot sizes please see HKEx website:  
[https://www.hkex.com.hk/Market-Data/Securities-Prices/Equities/Equities-Quote?sym=1271&sc\\_lang=en](https://www.hkex.com.hk/Market-Data/Securities-Prices/Equities/Equities-Quote?sym=1271&sc_lang=en)
- HSBC Hong Kong Delivery Details:
  - BIC: HSBCHKHHHKH
  - CCASS #: C00019
  - A/c: 567-146006-085

- A/c Name: The Bank of New York Mellon ADR
- On your Delivery instructions and the Letter of Transmittal the following details are required by BNY Mellon for settlement and clearing of Depositary Receipts into the Singapore CDP System:
  - DTC<sup>1</sup> #: 5700
  - 6-Digit 3rd Party #: 000123 (example)
  - 12 Digit CDP A/c #: 1234-5678-9999 (example)

*6-Digit 3rd Party # refers to your Singapore Custodian or Depository Agent number and must be entered into the "3rd Party" field of the DTC instruction by BNY Mellon.*
- Onward credit to the CDP account in Singapore takes effect the following day (Settlement Date +1) and must be matched by CDP. You must instruct CDP to receive the ADRs into your CDP account using the **Cross-Border Securities Transfer (USA) form** by 5.00pm (SGT) on Settlement Date.
- The following information is required by CDP on your Cross-Border Securities Transfer (USA) form Instruction:
  - Receive into CDP A/c #: 1234-5678-9999 (example)
  - Delivered from CCASS A/c #: C12345 (example)
  - Delivered by CCASS A/c Name: XYZ (HK) Ltd (example)

**A per transaction charge of S\$10.70 (inclusive of 7% GST) will be charged by CDP**

## 2.2. Cancellation Process – Converting ADRs into common shares

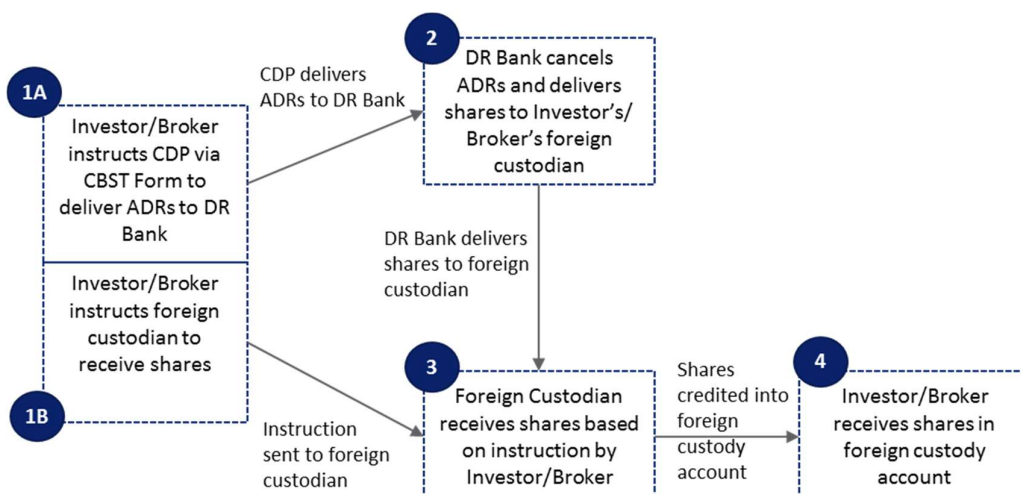
The cancellation process converts ADRs back into common shares. It starts with you (or your broker) sending an instruction to CDP via Cross-Border Securities Transfer (USA) form to deliver ADRs to the depositary bank. At the same time, you will need to inform your overseas custodian to expect receipt of common shares into your (or your broker's) overseas custody account. Next, when the depositary bank receives your ADRs, the bank will cancel the ADRs and deliver common shares of equivalent value to your (or your broker's) overseas custody account. The entire process, if executed correctly, takes about 24 hours to complete. Similarly, you need to have an overseas custody account in order to receive the common shares.

CDP's cut-off time for receiving instruction for such conversion is 5.00pm (SGT) on settlement date.

CDP charges a transfer fee of S\$10.70 (including GST) per transfer instruction. The ADR depositary bank charges a cancellation fee of up to US\$0.25 per ADR cancelled. You may be charged with applicable fees by your overseas custodian.

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<sup>1</sup> The Depository Trust Company (DTC), is a subsidiary of DTCC (The Depository Trust & Clearing Corporation) and the central securities depository (CSD) for US listed securities.



Note: CBST Form refers to the Cross-Border Securities Transfer (USA) form

### **Example: To Cancel HK Dual Listed DRs**

#### **DRs in SGX/CDP ----- DRs in US ----- Hong Kong Ordinary Shares**

- Instructions must be placed with the CDP using a **Cross-Border Securities Transfer (USA) form** by 5.00pm (SGT) on settlement date to ensure the ADRs are transferred overnight into the DTC system.
- ADR holders wishing to transfer ADRs for cancellation into the HK ordinary shares must quote BNY Mellon's DTC number (DTC 2504) on the Cross-Border Securities Transfer (USA) form instruction AND include their Hong Kong Custodian account details.
- The following information is required by CDP on your Cross-Border Securities Transfer (USA) form Instruction:
  - Deliver from CDP A/c #: 1234-5678-9999 (example)
  - Receive into CCASS A/c #: C12345 (example)
  - Receive by CCASS A/c Name: XYZ Custodian (HK) Ltd (example)
- BNY Mellon will cancel the ADRs and instruct their Hong Kong Custodian – HSBC Hong Kong – to deliver ordinary shares free of payment for next day value.
- DR holders must instruct their local Hong Kong custodian to receive shares into their custody account from BNY Mellon's custodian, HSBC Hong Kong.
- HSBC Hong Kong Settlement Details:
  - BIC: HSBCHKHHHKH
  - CCASS #: C00019
  - A/c: 567-146006-085
  - A/c Name: The Bank of New York Mellon ADR
- A **Letter of Transmittal** is not required to execute this transfer.
- A per transaction charge of **SG\$10.70** (inclusive of 7% GST) will be charged by CDP.

The delivery of Ordinary shares from BNY Mellon's HSBC HK account occurs on the next business day following the deposit of ADRs into BNY Mellon's DTC account from CDP.

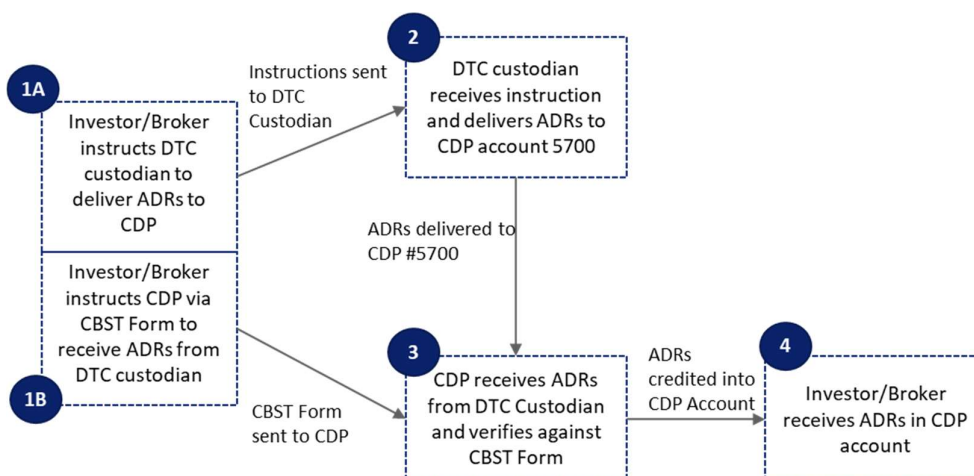
Note: Hong Kong operates a T+2 Settlement cycle so you will be required to cover your Hong Kong local position in the event of an onward sale.

**Important Note: ADR Conversions are not guaranteed settlement**

### **2.3. Cross-Border Transfer of ADRs – Transferring between CDP and DTC**

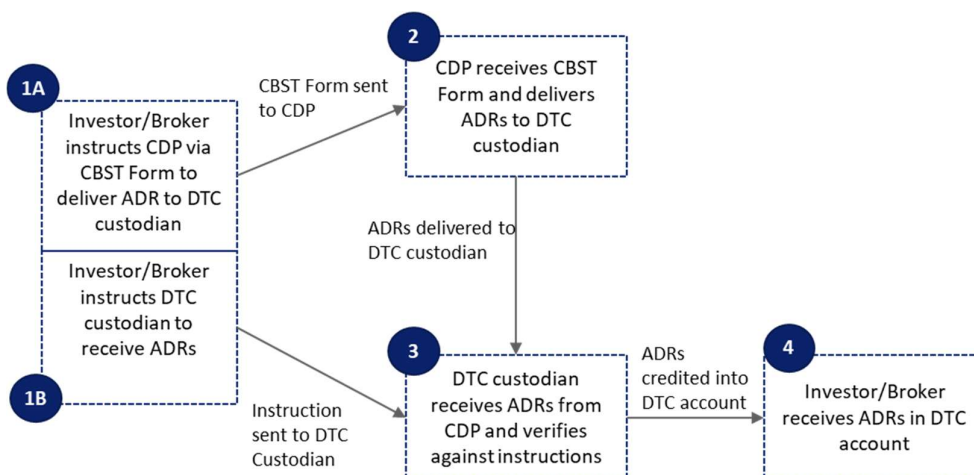
All ADRs on GlobalQuote are fully fungible with the ADRs in the U.S. They are freely transferrable between the two national depositories: CDP in Singapore and DTC in the U.S.

Delivering ADRs from DTC to CDP starts with you (or your broker) sending an instruction to your DTC custodian to deliver ADRs to CDP. At the same time, you will need to inform CDP via Cross-Border Securities Transfer (USA) form to expect receipt of ADRs into your CDP account. When CDP receives the ADRs delivered by your DTC custodian, CDP will credit the ADRs into your CDP account.



Note: CBST Form refers to the Cross-Border Securities Transfer (USA) form

Delivering ADRs from CDP to DTC starts with you (or your broker) sending an instruction to CDP via Cross-Border Securities Transfer (USA) form to deliver ADRs to your (or your broker's) DTC account. At the same time, you will need to inform your DTC custodian to expect receipt of ADRs from CDP. When your DTC custodian receives the ADR delivered by CDP, the DTC custodian will credit the ADRs into your DTC account.



Note: CBST Form refers to the Cross-Border Securities Transfer (USA) form

CDP's cut-off time for receiving instruction for such conversion is 5.00pm (SGT) on settlement date.

CDP charges a transfer fee of S\$10.70 (including GST) per transfer instruction. You may be charged with applicable fees by your DTC custodian. Note that the ADR depository bank is not involved in such transfers.

#### Example: To Transfer US held ADRs to CDP

ADRs in US ----- ADRs in SGX/CDP

- This Transfer type does not involve BNY Mellon
- ADR holders are required to instruct their US custodian to deliver DRs to CDP's DTC account Free of Payment
- CDP's DTC account number is: **5700**
- The following details are required on your DTC instruction for settlement of Depository Receipts into the Singapore CDP System.

- Receive into DTC #: 5700
- 6-Digit 3rd Party #: 000123 (example)
- 12 Digit CDP A/c #: 1234-5678-9999 (example)
- 

*6-Digit 3rd Party # refers to your Singapore Custodian or Depository Agent number and must be entered into the "3rd Party" field of the DTC instruction by your US Custodian.*

- You must instruct CDP to receive the ADRs into your CDP account using a **Cross-Border Securities Transfer (USA) form Instruction** by 5.00pm (SGT) on Settlement Date.

- Deliver from DTC #: 9876 (example)
- Receive into CDP A/c #: 1234-5678-9999 (example)

A per transaction charge of **SG\$10.70** (inclusive of 7% GST) will be charged by CDP

#### **To Transfer CDP held DRs to US:**

**DRs in SGX/CDP ----- DRs in US**

- *This Transfer type does not involve BNY Mellon*
- ADR Holders are also required to instruct their US Custodian to receive Free of Payment ADRs from CDP's **DTC Account**.
- CDP's DTC account number is: **5700**
- The following details are required on your US instruction for settlement in DTC:
  - Receive from DTC #: 5700
  - 6-Digit 3rd Party #: 000123 (example)

*6-Digit 3rd Party # refers to your Singapore Custodian or Depository Agent number and must be entered into the "3rd Party" field of the DTC instruction by your US Custodian.*
- Instructions must be placed with the CDP using a **Cross-Border Securities Transfer (USA) form** by 5.00pm (SGT) on Settlement Date.
- CDP requires the following delivery details on your Cross-Border Securities Transfer (USA) form Instruction:
  - Deliver from CDP A/c #: 1234-5678-9999 (example)
  - Receive into DTC #: 9876 (example)
- A per transaction charge of **SG\$10.70** (inclusive of 7% GST.) will be charged by CDP

## **2.4. Things to take note when instructing ADR Conversion**

You should note that the above fees and conversion timings are set by the depository bank or CDP and may be subject to change. Your broker or depository agent may impose additional fees or cut-off times to process a conversion. You should also note that public/banking holidays in Singapore or in the overseas markets may delay the conversion process.

Buy and sell orders of ADRs executed on SGX will settle on T+2. If you executed a sell trade on SGX, you must ensure that sufficient quantities of ADRs are available in your CDP securities account for settlement at **1.30 pm on T+2**. If ADRs are expected to be issued or transferred into your CDP securities account from overseas to settle a sell trade in Singapore, you must ensure that the conversion process can be completed in time for the ADRs to be credited to your CDP securities account before 1.30pm on T+2. Otherwise, buy-in will commence at **4.00 pm on T+2**. If T+2 is a half-trading day on SGX, you must ensure that sufficient quantities of ADRs are available in your CDP securities account for settlement at **1.30 pm on T+2**. There is no buying-in conducted on half-trading days. Buying-in would be conducted on Intended Settlement Date+1 if there are still insufficient securities.

**You are strongly advised to consult your broker before executing a conversion.**

#### **CONTACTS:**

BNY Mellon: [drsettlements@bnymellon.com](mailto:drsettlements@bnymellon.com)  
 SGX CDP: [clientservices.ops@sgx.com](mailto:clientservices.ops@sgx.com)

- Singapore operates a T+2 Settlement Cycle
- Hong Kong operates a T+2 Settlement Cycle
- US operates a T+2 Settlement Cycle

Singapore and Hong Kong are Buy-in Markets so sale positions need to be covered to avoid penalties.

The creation of Depositary Receipts typically occurs on the same day as the deposit of underlying shares into BNY Mellon's HSBC HK account with delivery into CDP the next working day.

**Important Note:** **DR Conversions are not guaranteed settlement**

**Cross-Border Securities Transfer (USA) form:** Refer to SGX Website <https://www.sgx.com/securities/retail-investor/cdp-forms#Cross%20Border%20Securities%20Transfer>

**Letter of Transmittal:** Refer to APPENDIX A

**\*Please note that CDP will bill all Conversion and Depositary Service Fees to CDP account holders. Dividend distribution fees – if applicable – will be deducted from the dividend payment.**

### 3. CORPORATE ACTION & DIVIDENDS

The right of an ADR holder to participate in corporate action events and dividend distributions by the issuer depends on the terms in the deposit agreement. In addition, ADR holders in CDP are bound by the "Terms & Conditions For The Central Depository (Pte) Limited To Act As Depositary For Depositary Receipts". Please visit [www.sgx.com/cdp](http://www.sgx.com/cdp) to download and read copies of these agreements and terms & conditions.

In general, ADR holders are treated like common shareholders. The economic benefits offered to common shareholders are often similarly offered to ADR holders through the depositary bank and CDP whenever practicable. In the event where common shareholders are able to participate in certain corporate actions but ADR holders are not able to, ADR holders who want to participate may convert their ADRs into common shares so as to participate as a common shareholder in the overseas country.

#### 3.1. Dividends and Other Cash Distributions

For dividends and other cash distributions that are made by the issuer in its home currency, the depositary bank and CDP will pass on the dividends and cash distributions to ADR holders whenever possible, after converting it into U.S. Dollars and after deducting applicable fees by depositary agents and custodians, and taxes and other fees that may arise if any.

#### 3.2. Non-Cash Entitlements

For non-cash entitlements (e.g. rights issue, bonus shares, and other non-cash offers), issuers will decide if non-cash entitlements are offered to ADR holders. You should always refer to the terms in the deposit agreement and related announcements by the issuer from time to time. In the event where such entitlements are not offered to ADR holders, terms in the deposit agreement may allow the depositary bank to sell the entitlements and distribute net cash proceeds in U.S. Dollars to ADR holders. It is possible for ADR holders to receive nothing in cases where such entitlements are not offered and cannot be sold (e.g. non-renounceable rights). In such cases, ADR holders may convert their ADRs into common shares so as to receive the entitlement as a common shareholder in the overseas country. If you hold ADRs through CDP, please see paragraph 3.4 below.



### 3.3. Voting Rights

As for voting rights, ADRs listed on U.S. exchanges may be voting or non-voting in nature depending on the terms in the deposit agreement. The ability of ADR holders to vote may also be constrained by the amount of time available to submit voting instructions through the depositary bank to the company registrar in the overseas market. If you hold ADRs through CDP, please see paragraph 3.4 below.

### 3.4. Holding ADRs in CDP

If you hold ADRs in CDP, CDP will pass on any dividends and cash distributions whenever possible after deducting applicable fees and taxes, if any. However, CDP will not distribute any amounts below US\$10. Non-cash entitlements and voting rights will similarly be extended to ADR holders in CDP.

However, consistent with ADR practices in the U.S., there may be times when it may be impractical for corporate actions to be extended to ADR holders in Singapore:

1. When the issuer does not extend a corporate action to ADR holders in general
2. When offer periods may be impractical for ADR holders to participate
  - For example, offer period for rights or EGMs may be as short as 1 week in the ordinary share market. After considering turnaround timings by the ADR Bank, DTC and CDP, ADR holders may not be able to turn around their instructions to their respective custodians/depositories
3. Non-renounceable rights issue

Another example is if there is a takeover of an ADR company where the offeror's shares are not eligible for trading in Singapore, you will not be able to receive the offeror's shares in your CDP securities account.

In such cases, you may transfer your ADRs to the U.S. DTC account so as to participate as an ADR holder in the U.S., or convert your ADRs into common shares so as to participate as a common shareholder in the overseas country. Otherwise, if possible, CDP may sell the entitlements on your behalf and pass the cash proceeds to you. You are advised to read the "Terms & Conditions For The Central Depository (Pte) Limited To Act As Depository For Depositary Receipts" available at [www.sgx.com/cdp](http://www.sgx.com/cdp).

## 4. TERMINATION AND DE-QUOTATION

An ADR program may cease to be quoted on GlobalQuote if the ADR fails to meet the conditions for quotation set by SGX. It may also be terminated in accordance to the termination clauses in its deposit agreement. In general, an ADR programme may be removed from quotation on GlobalQuote if the ADR is delisted in the U.S. or if the depositary bank ceases its role as the depositary bank and there is no replacement.

### 4.1. Exit alternatives upon de-quotation from GlobalQuote

Prior to the effective de-quotation date, you can:

- (a) sell your ADRs on SGX;
- (b) transfer your ADRs from CDP to DTC, provided that you have a U.S. DTC account, and sell the ADRs on U.S. exchanges; or
- (c) cancel your ADRs into common shares, provided that the common shares are listed and you have an overseas custody account, and sell the common shares on its overseas exchange.

After the ADRs are removed from quotation on GlobalQuote, CDP will arrange to sell any remaining ADR holdings and distribute cash proceeds to remaining ADR holders in CDP. It is possible to lose your entire investment amount as there is a risk that the ADRs are worthless or cannot be sold.

## 4.2. Exit alternatives upon termination of ADR programme

Prior to the effective termination date, you can:

- i. sell your ADRs on GlobalQuote if trading in the ADR is not halted;
- ii. transfer your ADRs from CDP to DTC, provided that you have a U.S. DTC account, and sell the ADRs on U.S. exchanges if the ADRs are not suspended from trading; or
- iii. cancel your ADRs into common shares, provided that the common shares are listed and you have an overseas custody account, and sell the common shares on the overseas exchange if the common shares are not suspended from trading.

On termination date, the remaining ADR holders in Singapore are ranked *pari passu* with ADR holders in the U.S. and common shareholders in the overseas market. If a cash offer is made by the issuer or other third parties, the same cash offer will be extended to Singapore ADR holders through the depositary bank and CDP. If a non-cash option is offered, CDP will arrange to sell the entitlements where possible and distribute cash proceeds to remaining ADR holders in CDP. It is possible to lose your entire investment amount as there is a risk that the ADRs are worthless or the entitlements cannot be sold.

## 4.3. Exit alternatives when issuer goes into receivership

When an issuer goes into receivership, its ADRs and common shares are likely to be halted from trading in the various exchanges where they are listed or quoted. If the issuer successfully restructures, e.g. through a takeover or a scheme of arrangement, holders of its ADRs and common shares may receive distributions in cash or in non-cash entitlements. It is possible to lose your entire investment or entitlements as there is a risk that the ADRs and/or common shares are worthless.

If there is a distribution in cash, CDP will arrange to distribute the cash proceeds to ADR holders in CDP. If there is a distribution in non-cash entitlement, CDP will arrange to encash the entitlements where possible and distribute the cash proceeds to remaining ADR holders in CDP. It is possible to lose your entire investment or entitlement as there is a risk that the entitlements cannot be sold.

ADR holders should note that if the issuer is placed into receivership, the process may be protracted.

Throughout this period, holders of ADRs in CDP may also:

- i. transfer the ADRs from CDP to DTC, provided that you have a U.S. DTC account; or
- ii. cancel the ADRs and hold common shares, provided that the common shares are listed and you have an overseas custody account.

By doing so, you will be participating in any distributions either as an ADR holder in U.S. or as a common shareholder in the overseas market.

# 5. RULES AND REGULATIONS

ADRs admitted onto GlobalQuote for trading do not fall under SGX listing rules. This is different from a company listed on SGX Mainboard or Catalist. As the ADRs admitted onto GlobalQuote are listed U.S. securities, it is the SEC and the U.S. exchanges that regulate these ADRs. In short, the U.S. Securities Act governs the offering, sale and registration of securities, while the U.S. Securities Exchange Act creates the duties of ongoing disclosure and reporting by issuers. Also, the deposit agreement is governed under the U.S. laws. The avenue of recourse action by holders of ADRs is at the courts in the U.S. and holders of the ADRs quoted on GlobalQuote will be treated equally as the holders of ADRs listed in the U.S.

## 5.1. U.S. securities laws

U.S. securities laws centre on the concept of “materiality,” applicable to both overseas and domestic issuers. Materiality is considered to be corporate news or actions that may affect an investor’s decision whether to trade a security. In general, material information must be promptly, widely and publicly disclosed. However, non-U.S. issuers are required to disclose material information on a current basis only if it is made public in the issuer’s home country. The disclosed information must be accurate and truthful. Non-U.S. issuers are subject to U.S. anti-fraud liability for material misstatements of facts or omissions that may deceive or mislead investors.

The two principal U.S. federal securities laws that govern the creation of ADR facilities are:

- i. **The Securities Act of 1933** generally governs the offering and sale of securities. The Securities Act requires full and fair disclosure of all information of which investors should be aware in order to make an informed investment decision about securities being offered and/or sold, and contains requirements for the registration of securities to be offered and sold to the public.
- ii. **The Securities Exchange Act of 1934** regulates the secondary markets for listed or quoted securities and requires on-going reporting by those issuers whose securities are traded in secondary markets.

## 5.2. The Deposit Agreement

The Deposit Agreement is a tri-party agreement that sets forth the legal relationship and obligations of the depository bank, the issuer and the ADR holders. It describes the services and rights the depository bank and issuer will provide to ADR holders. Many provisions of a deposit agreement are standard, with little deviation from one agreement to the next, other than jurisdictional requirements.

The deposit agreement includes provisions relating to the following:

- Form of the ADRs
- Deposit of the issuer’s shares
- Execution and delivery of the ADRs
- Transfer and surrender of the ADRs
- Obligations and rights of the depository and the holders of the ADRs
- Limitations on depository’s liabilities
- Distribution by the depository of cash dividends, stock dividends, rights to acquire additional shares of the issuer, and other distributions made by the issuer
- Setting of record dates by the depository
- Voting rights arising from the issuer’s underlying shares (i.e. the shares evidenced by the ADRs)
- Circumstances in which reports and proxies are to be made available to ADR holders
- Tax obligations of ADR holders
- Fees and expenses that ADR holders, the issuer, and the depository may have to pay
- Amendment and termination of the deposit arrangements

By trading or investing in the ADRs, investors are deemed to have understood the terms and conditions in the deposit agreement and are bound by the terms and conditions in the deposit agreement and the rules of the Exchange. Investors are urged to read carefully the terms and conditions in the deposit agreements of the ADRs as the terms and conditions in the deposit agreements of different underlying companies may vary from one another. You can go to the Electronic Data Gathering and Retrieval (EDGAR) system used by the SEC to retrieve the individual ADR deposit agreements.

## 5.3. Information Dissemination & Availability

You can go to the Market Information page and Product Information page on SGX Website to view the following information about ADRs quoted on GlobalQuote:

- Trading information such as live prices, volume traded and stock charts

- List of ADRs and related information such as trading currency, trading stock code, conversion ratio, place of listing and depositary bank
- Investor education materials & FAQs
- Relevant links and other information

You can go to the Electronic Data Gathering and Retrieval (EDGAR) system used by the SEC to retrieve company documents made available to investors publicly. All overseas and domestic companies regulated by the SEC are required to file registration statements, periodic reports, and other forms electronically through EDGAR. Anyone can access and download this information for free.

To search for an ADR company filing on EDGAR:

- Go to [www.sec.gov/edgar/searchedgar/companysearch.html](http://www.sec.gov/edgar/searchedgar/companysearch.html)
- Enter the ADR company's Ticker Symbol (e.g. PTR for PetroChina Co Ltd ADRs)
- Look under Filings to download the information.
  - The usual filings include:
    - Form F-6: Registration Statement for ADR and Deposit Agreement
    - Form 20-F: Annual Disclosure to SEC (i.e. Company Annual Report, Identity of directors, senior managers and advisors, Sarbanes-Oxley compliance)
    - Form 6-K: Informational Reports
    - Form F-1, F-2, F-3, F-4: Public Offerings

You may also visit the company's official website or website of the depositary bank for past and current information about the company's business, related news, annual reports, upcoming corporate events, etc. The depositary bank - Bank of New York Mellon - has a dedicated website for Depositary Receipts which investors can access via <http://www.adrbnymellon.com>

**Updated: May 2021**

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## Request for Cross-Border Securities Transfer (USA)

PLEASE READ IMPORTANT NOTES OVERLEAF.

Please complete in BLOCK letters and countersign against any amendments.

### 1 Type of Transfer

Transfer of Securities/Depository Receipts ("DR") (please tick one)

☐ Into CDP account

☐ Out of CDP account

Change in Beneficial Owner (please tick one)

☐ Yes

☐ No

### 2 Account Details

Name of Direct CDP Securities Account Holder/Depository Agent ("DA") \_\_\_\_\_

CDP Securities Account Number/Depository Agent Sub-Account Number \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_

### 3 Security Details

Name of Security/DR (in full) \_\_\_\_\_

Quantity of Security/DR to be Transferred (in figures) \_\_\_\_\_ , \_\_\_\_\_ , \_\_\_\_\_ , \_\_\_\_\_

Quantity of Security/DR to be Transferred (in words) \_\_\_\_\_

### 4 Settlement Details (see section 7 for details)

Name of Beneficial Owner \_\_\_\_\_

Trade Date \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

Intended Settlement Date \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

#### For Transfer of Securities/Depository Receipts

Name of Participant with Depository Trust Company \_\_\_\_\_

Participant Account Number \_\_\_\_\_

Client Account Number with Participant (if any) \_\_\_\_\_

#### For Issuance/Cancellation of Depository Receipts

Issuer Details \_\_\_\_\_ Bank of New York BNY Mellon DRS 2504

Local Custodian Account Name for Underlying Security \_\_\_\_\_

Local Custodian Account Number for Underlying Security \_\_\_\_\_

### 5 Declaration of Account Holder / Depository Agent ("DA")

I/We hereby request the above securities to be credited into/debited from the abovementioned securities account.

\_\_\_\_\_  
Signature of CDP Securities Account Holder/Authorised Signatories of DA  
Corporation/DA to affix Company Stamp/Common Seal with at least 2 authorised signatories

\_\_\_\_\_  
Date

### 6 To be completed by broker (SGX-ST Member) / DA submitting this form to CDP for Direct CDP Account Holder

\_\_\_\_\_  
Authorised Signatories of Member Company/DA  
Member Company/DA to affix Company Stamp/Common Seal with at least 2 authorised signatories

\_\_\_\_\_  
Date

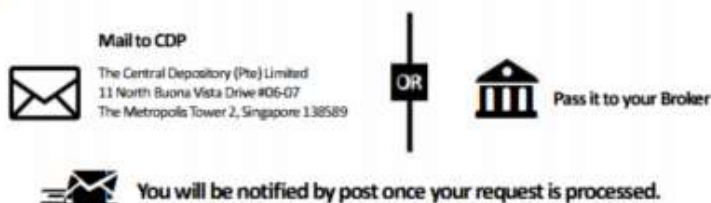
## 7 Important Information

- 1) Barring unforeseen circumstances, for a transfer request received by CDP by 5.00 pm (Singapore time) on a market day, if you have sufficient securities/depositary receipts for delivery and your transfer instructions (including for issuance or cancellation) are in order, the cross border transfer of securities/depositary receipts between Singapore and the United States of America will be completed by 9.00 am the following day after CDP receives the transfer request. Please be mindful of the cut off time for submission of transfer request to the Depository Trust Company ("DTC") Participant.
- 2) For transfer of securities into your CDP account  
CDP will credit the securities/depositary receipts upon receipt of confirmation from DTC that the securities/depositary receipts have been transferred into CDP's account with DTC. You will be notified of the crediting of the securities/depositary receipts into your securities account with CDP. Please ensure that the securities/depositary receipts are credited into your securities account before you begin to trade the securities/depositary receipts on the SGXST as a buying-in may be instituted against you if you are unable to deliver the securities/depositary receipts for settlement pursuant to trades which you have made.
- 3) For transfer of securities out of your CDP account  
CDP will earmark the securities/depositary receipts upon receipt of the transfer request and debit the securities/depositary receipts from your securities account upon receipt of confirmation from DTC that the securities/depositary receipts have been transferred out of CDP's account. You will be notified of the debiting of the securities/depositary receipts from your securities account with CDP.
- 4) Please instruct your DTC Participant to deliver securities/depositary receipts to or receive securities/depositary receipts from:  
Name of Participant with DTC: The Central Depository (Pte) Limited  
Participant Account Number: 5700
- 5) Where the transfer of depositary receipt arises from an issuance, you are required to instruct your custodian to deliver the underlying securities to the depositary bank to facilitate the issuance of the depositary receipt.
- 6) Where the transfer of depositary receipt arises from a cancellation, you are required to instruct your custodian to receive the underlying securities from the depositary bank after the depositary bank cancels the depositary receipt.
- 7) The transfer fee payable is S\$10.00 per request (S\$10.70 inclusive of 7% GST). Cheque payment should be made payable to "The Central Depository (Pte) Limited".
- 8) CDP reserves the right to reject any transfer request where payment of the fees is not made/insufficient or where the details given on this form are incomplete/inaccurate.
- 9) Your request for transfer of securities/depositary receipt is subject to the Terms and Conditions for Operation of Securities Account with the CDP and the Terms and Conditions for the CDP to act as Depository for Foreign Securities, as amended from time to time.

### Settlement Details

- i) Trade Date refers to the date when the transfer is initiated.
- ii) Intended Settlement Date refers to the date when the transfer is to be effected in Depository Trust Company.

## 8 What happens next?



**APPENDIX A : Letter of Transmittal**  
**To be filled by Client or Client's Custodian to BNY Mellon**

ADR – LETTER OF TRANSMITTAL

Company and Class	Certificate Number (s)	No. of Shares	Registration / Coupon Attached
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The Hongkong and Shanghai Banking Corporation  
Box 64 GPO  
Hong Kong

Dated:

Custodian for

BNY Mellon  
101 Barclay Street, 22 West  
New York 10286  
USA

Dear Sirs:

We enclose herewith the above securities for transfer to the name of your nominee Company.

Kindly instruct The Bank of New York by cable to deliver the relative American Depositary Receipts against payment of the issuance fees to:

All duty, scrip fees and telex charges will be paid by us/are enclosed

In consideration of your so doing, we do hereby, for ourselves, our successors and assigns, unconditionally guarantee to you and The Bank of New York, its successors and assigns, that the above described securities are genuine and that we have good title to them, and that there are no stops or restraints against the same on the books of the above Company or otherwise, and we agree at all times hereafter that if for any reason you or any other party or parties should make claim on said securities or declare said securities to be invalid, or if for any reason your nominees Company is not recognized or at any time fails to continue to be recognized as the holder, we will, upon request, substitute other valid securities, and in addition, we agree to at all times hereafter indemnify and save harmless you and The Bank of New York, its successors and assigns, against all loss or damage to it in the premises.

If the above Depositary Receipts are issued on a cum dividend basis and it is not practicable to register the attached stock in time for your nominee Company to receive the dividend, we undertake to reimburse your nominee Company with the amount of the dividend your nominee Company would have received had you been the registered holder.



The undersigned certifies as to the correctness of the statement appearing on the reverse hereof.

Yours faithfully,

.....

N.B. An official signature is required.

### DIVIDEND CLAIMS

If the relative Depositary Receipts/Share Certificates are issued on a cum dividend basis and you are unable to register the stock/shares in time for your nominees Company to receive the dividend, we undertake to reimburse you with the amount of the dividend less tax, if any, at the appropriate preferential rate pr, where applicable, with the amount of the gross dividend.

Certification based upon provisions of  
United States Securities Act of 1933 specifying  
exempted transactions in securities  
registrable thereunder

---

The depositor signing on the reverse hereof hereby certifies that: (1) neither the depositor nor the person(s) on whose behalf securities are being presented for deposit against the issuance of American Depositary Receipts is an "issuer" of such securities or is directly or indirectly acting for such "issuer" (2) neither the depositor nor such other person(s) has purchased any of such securities from an "issuer" with a view to distribution or is proposing to offer or sell any of such securities for an "issuer" in connection with the distribution of such securities; (3) neither the depositor nor such other person(s) is participating, or has a direct or indirect participation, in any such undertaking or in the direct or indirect underwriting of any such undertaking; (4) such securities do not constitute the whole or a part of an unsold allotment to or subscription by a "dealer", as a participant in the distribution of such securities by the Company issuing the same or by or through an "underwriter".

For the purposes of this certification the term "issuer" includes not only the Company but also any person directly or indirectly controlling, controlled by or under direct or indirect common control with the Company; the term "dealer" means any person who engages either for all or part of his time, directly or indirectly, as agent, broker, or principal, in the business of offering, buying, selling, or otherwise dealing or trading in securities issued by another person; the term "underwriter" means any person who has purchased from the "issuer" the securities presented for deposit with a view to, or offers or sells for the "issuer" in connection with, the distribution of any such securities, or participates or has a direct or indirect participation in any such undertaking or participates or has participation in

the direct or indirect underwriting of any such undertaking; but the term “underwriter” does not include a person whose interest is limited to a commission from an underwriter or dealer not in excess of the usual and customary distributors’ or seller’ commission; as used herein, the term “means an individual, a corporation, a partnership, an association, a joint-stock company, a trust (such trusts shall include only a trust where the interest or interests of a beneficiary or beneficiaries are evidenced by a security), any unincorporated organization, or a government or political subdivision thereof.

Accepted & Agree to:

.....

Date:

**Singapore Exchange**

Beijing ▪ Chicago ▪ Hong Kong ▪ London  
▪ Mumbai ▪ New York ▪ San Francisco ▪  
Shanghai ▪ Tokyo

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