SG Issuer

(Incorporated in Luxembourg with limited liability)

ANNOUNCEMENT

Proposed Further Issue of
19,300,000 European Style Cash Settled Short Certificates
relating to the ordinary shares of Tencent Holdings Limited
with a Daily Leverage of -5x

Introduction

SG Issuer (the "**Issuer**") wishes to announce the launch of the proposed issuance of a further 19,300,000 European Style Cash Settled Short Certificates (the " **New Certificates**") relating to the ordinary shares of Tencent Holdings Limited (the "**Underlying Stock**") unconditionally and irrevocably guaranteed by Société Générale (the "**Guarantor**"). The New Certificates shall be consolidated and form a single series with an existing issue of 2,700,000 European Style Cash Settled Short Certificates relating to the ordinary shares of Tencent Holdings Limited (DLC SOCGEN5XSHORT TENCENT (DQTW)) listed on the Singapore Exchange Securities Trading Limited (the "**SGX-ST"**) on 7 November 2018 (the "**Existing Certificates**", together with the New Certificates, the "**Certificates**"). Société Générale has been appointed as the designated market maker (the "**Designated Market Maker**") and The Central Depository (Pte) Limited ("**CDP**") has been appointed as the warrant agent (the "**Warrant Agent**") for the Certificates.

The Certificates are cash-settled warrants which entitle a certificate holder (the "**Certificate Holder**") to be paid a cash settlement amount (the "**Cash Settlement Amount**") less any exercise expense (if positive) in accordance with the terms and conditions of the Certificates.

Further details of the Certificates are set out below.

Exercise of the New Certificates

The issue price and the notional amount per New Certificate (the "**Notional Amount**") are S$2.20. The inverse leverage mechanism integrated in the New Certificates (the "**Leverage Inverse Strategy**") carries a daily leverage of -5 times.

The New Certificates have a strike level of zero (the "**Strike Level**") and may only be exercised on 5 November 2021 (the "**Expiry Date**").

Cash Settlement Amount

The Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in a Board Lot or integral multiples thereof. Certificate Holders shall not be required to deliver an exercise notice. Exercise of Certificates shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses (which has the meaning given to it in the terms and conditions of the Certificates)) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in the terms and conditions of the Certificates. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.

A "**Business Day**" is a day on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.

The "**Board Lot**" of the New Certificates is 100.

The Cash Settlement Amount in respect of each Certificate is the amount (if positive) equal to:

Closing Level multiplied by the Notional Amount

Where

Closing Level: In respect of each Certificate shall be calculated as follows:

$$\left(\frac{\textit{Final Reference Level} \times \textit{Final Exchange Rate}}{\textit{Initial Reference Level} \times \textit{Initial Exchange Rate}} - \textit{Strike Level}\right) \times \textit{Hedging Fee Factor}$$

Final Reference Level: The closing level of the Leverage Inverse Strategy on the Valuation Date which shall be calculated in accordance with the formula set out in the "Specific Definitions relating to the Leverage Inverse Strategy" section of the Appendix to this Announcement and the supplemental listing document relating to the New Certificates to be dated on or about 18 April 2019 (the "**Supplemental Listing Document**") and is floored at zero and subject to the Air Bag Mechanism.

Air Bag Mechanism: Refers to the mechanism built in the Leverage Inverse Strategy and which is designed to reduce the Leverage Inverse Strategy exposure to the Underlying Stock during extreme market conditions. If the Underlying Stock rises by 15% or more during the trading day (which represents an approximately 75% loss after a 5 times inverse leverage), the Air Bag Mechanism is triggered and the Leverage Inverse Strategy is adjusted intra-day. The Air Bag Mechanism reduces the impact on the Leverage Inverse Strategy if the Underlying Stock rises further, but will also maintain a reduced exposure to the Underlying Stock in the event the Underlying Stock starts to fall after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses. Further details of the Air Bag Mechanism are or will be set out in the "Extraordinary Strategy Adjustment for Performance Reasons ("Air Bag Mechanism")" section of the Appendix to this Announcement and the Supplemental Listing Document, and the "Description of Air Bag Mechanism" section of the Supplemental Listing Document.

Valuation Date:	3 November 2021 or if such day is not an Exchange Business Day, the immediately preceding Exchange Business Day. An "**Exchange Business Day**" is a day on which the SGX-ST and The Stock Exchange of Hong Kong Limited (the "**HKEX**") are open for dealings in Singapore and Hong Kong respectively during their normal trading hours and banks are open for business in Singapore and Hong Kong.
Final Exchange Rate:	The rate for the conversion of Hong Kong Dollar to Singapore Dollar as at 5:00pm (Singapore Time) on the Valuation Date as shown on Reuters, provided that if the Reuters service ceases to display such information, as determined by the Issuer by reference to such source(s) as the Issuer may reasonably determine to be appropriate at such a time.
Initial Reference Level:	1,000
Initial Exchange Rate:	0.1757, the rate for the conversion of Hong Kong Dollar to Singapore Dollar as at 5:00pm (Singapore Time) on 5 November 2018 as shown on Reuters.
Hedging Fee Factor:	In respect of each Certificate, shall be an amount calculated as follows: Product (for t from 1 to Valuation Date) of (1 – Management Fee x (ACT (t-1;t) ÷ 360)) x (1 – Gap Premium (t-1) x (ACT (t-1;t) ÷ 360)), where: "**t**" refers to "**Observation Date**" which means each Underlying Stock Business Day from (and including) the Underlying Stock Business Day immediately preceding 7 November 2018 to the Valuation Date; and "**ACT (t-1;t)**" means the number of calendar days between the Underlying Stock Business Day immediately preceding the Observation Date (which is "t-1") (included) and the Observation Date (which is "t") (excluded). An "**Underlying Stock Business Day**" means a day on which the HKEX is open for dealings in Hong Kong during its normal trading hours and banks are open for business in Hong Kong. Examples and illustrations of the calculation of the Hedging Fee Factor will be set out in the "Information relating to the European Style Cash Settled Short Certificates on Single Equities" section of the Supplemental Listing Document.
Management Fee : (p.a.)[1]	0.40%

[1] Please note that the Management Fee may be increased up to a maximum of 3% p.a. on giving one month's notice to investors. Any increase in the Management Fee will be announced on the SGXNET.

Gap Premium (p.a.): 4.60%

Examples and illustrations of the calculation of the Cash Settlement Amount will be set out in the "Information relating to the European Style Cash Settled Short Certificates on Single Equities" section of the Supplemental Listing Document.

The reference price of the Underlying Stock used for the pricing of the New Certificates is HK$292.374 which is the closing price of the Underlying Stock on 5 November 2018.

Listing and Trading of the New Certificates

An application will be made to the SGX-ST for the listing of and quotation for the New Certificates. The New Certificates, when issued, will be represented by a global warrant certificate to be deposited with CDP. The New Certificates will be traded on the SGX-ST through the book-entry scripless settlement system of CDP. It is expected that dealings in the New Certificates will commence on or about 22 April 2019 on the SGX-ST. The New Certificates will be traded in Singapore Dollar on the SGX-ST.

Waiver of Rule 505(2) of the SGX-ST Listing Manual

As Tencent Holdings Limited (the "**Company**") does not satisfy Rule 505(2) of the SGX-ST Listing Manual ("**Rule 505(2)**") which requires the Company to meet the requirements in subsections (2), (3) and (4) of Rule 210 of the SGX-ST Listing Manual, the SGX-ST has, pursuant to Rule 107 of the SGX-ST Listing Manual, waived compliance with Rule 505(2).

The Designated Market Maker

The Designated Market Maker will provide competitive buy and sell quotes (the "**Quotations**") for the Certificates continuously during the trading hours of the SGX-ST (with the spread between the buy and sell quotes not exceeding 10 ticks or S$0.20 whichever is greater). The minimum quantity of Certificates to which the Quotations will apply is 10,000 Certificates.

Quotations may however not be provided by the Designated Market Maker in the following circumstances:

(i) during the pre-market opening and five minutes following the opening of the SGX-ST on any trading day;

(ii) if the Certificates are valueless (where the Issuer's bid price is below the minimum bid size for such securities as prescribed by the SGX-ST), the Designated Market Maker will not provide the bid price. In such an instance, the Designated Market Maker will provide the offer price only;

(iii) before the HKEX has opened and after the HKEX has closed on any trading day;

(iv) when trading in the Underlying Stock is suspended or limited in a material way for any reason, for the avoidance of doubt, the Designated Market Maker is not obliged to provide quotations for the Certificates at any time when the Underlying Stock is not negotiated/traded for any reason;

(v) where the Certificates are suspended from trading for any reason;

(vi) market disruption events, including, without limitation, any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the SGX-ST or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) in the Underlying Stock;

(vii) where the Issuer or the Designated Market Maker faces technical problems affecting the ability of the Designated Market Maker to provide bids and offer quotations;

(viii) where the ability of the Issuer to source a hedge or unwind an existing hedge, as determined by the Issuer in good faith, is materially affected by the prevailing market conditions, and the Issuer informs the SGX-ST of its inability to do so as soon as practicable;

(ix) in cases where the Issuer has no Certificates to sell, then the Designated Market Maker will only provide the bid price;

(x) if the stock market experiences exceptional price movement and volatility;

(xi) when it is a public holiday in Singapore and/or Hong Kong and/or the SGX-ST and/or the HKEX are not open for dealings; and

(xii) during the suspension of trading of Certificates after the Air Bag Mechanism has been triggered.

The last trading day on which the Designated Market Maker will provide competitive Quotations for the Certificates would be the fifth Exchange Business Day immediately preceding the Expiry Date.

Termsheet

A copy of the termsheet relating to the New Certificates is attached as an Appendix to this Announcement.

Information on the Issuer

SG Issuer was incorporated on 16 November 2006 for an unlimited duration as a limited liability company under the laws of Luxembourg. SG Issuer is a 100 percent. subsidiary of the Société Générale Bank & Trust S.A. and a fully consolidated company. SG Issuer has no subsidiaries.

SG Issuer’s registered address is located at 33, Boulevard Prince Henri, L-1724, Luxembourg. SG Issuer is registered in the Luxembourg trade and companies register under No. B 121.363. SG Issuer has not established a place of business in Singapore.

SG Issuer’s purpose and object pursuant to SG Issuer’s Articles of Association, is to invest in particular financial instruments, or any other debt securities, acknowledgements of debts or capital securities and to issue debt securities, bonds, certificates, warrants and other debt securities or acknowledgements of debt or financial securities

Information on the Guarantor

Société Générale was founded in France in 1864. It was then nationalized in 1945, but returned to the private sector in July 1987 as a Société Anonyme under the laws of the Republic of France. Its existence has been extended to 31 December 2047.

Société Générale, which is registered under n° 552 120 222 R.C.S. Paris, has its registered office at 29, boulevard Haussmann, 75009 Paris.

The purpose of Société Générale is to engage in banking, finance, insurance brokerage and credit operations in France and outside France with all persons, corporate entities, public and local authorities in accordance with the regulations applicable to établissements de crédit (credit institutions).

Société Générale may also engage on a regular basis in all transactions other than those listed above, including in particular insurance brokerage, under the conditions set by the Comité de la réglementation bancaire et financiére (French Banking and Financial Regulations Committee).

Generally, Société Générale may also carry out, on its own account, on behalf of third parties or in a joint venture, all financial, commercial, industrial or agricultural personalty and realty transactions, directly or indirectly related to the above-mentioned activities or likely to facilitate the accomplishment of such activities.

The financial year of Société Générale runs from 1 January to 31 December.

As of the date hereof, the Société Générale's long term credit rating by S&P Global Ratings is A, and by Moody's Investors Service, Inc. is A1.

Risk Factors

Investors are warned that the price of the Certificates may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment.

Prospective purchasers should therefore ensure that they understand the nature of the Certificates and carefully study the risk factors set out in the Base Listing Document dated 21 June 2018 and the Supplemental Listing Document before they invest in the Certificates.

Issued by
SG Issuer

16 April 2019