



24 May 2012

Send to: COAprotocol@isda.org

Dear Sirs,

**ISDA Close-out Amount Protocol - Adherence**

The purpose of this letter is to confirm our adherence to the ISDA Close-out Amount Protocol as published by the International Swaps and Derivatives Association, Inc. on 27 February 2009 (the **Protocol**). This letter constitutes an Adherence Letter as referred to in the Protocol. The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Covered Master Agreement between us and each other Adhering Party.

**1. Specified Terms**

The amendments in the Attachment and the Annexes to the Protocol shall apply to each Covered Master Agreement to which we are a party in accordance with the terms of the Protocol and this Adherence Letter.

|                      |            |                |
|----------------------|------------|----------------|
|                      | Applicable | Not Applicable |
| Annex 1 - 9 Election |            |                |
|                      | Amended    | Preserved      |
| Loss Election        |            |                |

We agree that if we do not specify above whether the Annex 1 – 9 Election is “Applicable” or “Not Applicable” and/or whether the Loss Election is “Amended” or “Preserved”, we shall be **deemed to check the Annex 1 – 9 Applicable Election and Loss Amended Election** respectively.

**2. Appointment as Agent and Release**

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive, and hereby release ISDA from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by ISDA.

### 3. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Ross Mackenzie  
Address: Level 37, HSBC Main Building, 1 Queen's Road Central, Hong Kong SAR  
Telephone: + 852 2822 1428  
Fax: + 852 3409 1096  
E-mail: rossmackenzie@hsbc.com.hk

We consent to the publication of a conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

The Hongkong and Shanghai Banking Corporation Limited

By:

Name: Sander Slotema  
Title: COO, Global Markets  
Signature: Sander Slotema