

# Summary of Goldman Sachs (Asia) L.L.C. & Goldman Sachs (Singapore) Pte. Private Wealth Management Best Execution Policy



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如果您想索取該份私人財富管理部最佳執行標準政策簡介的中文譯本，請聯絡您的私人財富管理團隊。

## A. Background

This document summarises the best execution policy (the “**Policy**”) of the Private Wealth Management (“**PWM**”) division of Goldman Sachs (Asia) L.L.C (“**GSALLC**”<sup>1</sup>) in Hong Kong and Goldman Sachs (Singapore) Pte. (“**GSSP**”) in Singapore, when placing and/or executing PWM clients’ orders in respect of certain financial instruments within the scope of requirements imposed by applicable laws and regulations.

Unless otherwise stated, all references to GS in this Policy should be construed as references to the Private Wealth Management division of GSALLC only if you are a GSALLC PWM client, and Private Wealth Management division of GSSP only if you are a GSSP PWM client. The execution of orders on behalf of clients of other divisions of GSALLC or GSSP is covered by such other divisions’ own best execution policy (as appropriate).

This Policy is designed to ensure that we obtain the best possible results for your orders, subject to and taking into account any specific instructions, the nature of your orders and the nature of the markets and the products concerned. We are not required to guarantee that we will always be able to provide best execution on every order executed on your behalf.

None of GSALLC, GSSP nor their affiliates owe you any fiduciary responsibilities as a result of the matters set out in this Policy, over and above the specific regulatory obligations placed upon us, or as contractually agreed with you.

## B. Scope

### 1. Clients

This Policy is applicable when:

- you give GS an order to execute on your behalf;
- GS places orders as part of discretionary management services for you; or
- GS receives and transmits your orders for execution with other entities.

### 2. Financial Instruments

This Policy applies with respect to equities and listed options, fixed income, structured notes, products traded on the Goldman Sachs Options Advisory Services (“**GOAS**”) platform, products traded by GSSP PWM sales in the GSSP clients’ discretionary mandates, over the counter (“**OTC**”) derivative transactions and spot foreign exchange (“**FX**”) transactions.

Certain businesses, including margin loans and deposits, are outside the scope of this Policy.

The application of this Policy to particular types of financial instruments is described further in Section H below.

## C. Best Execution

When GS places and/or executes a transaction on your behalf where GS owes regulatory obligations to you to execute on best available terms (a “**Relevant Order**”), GS must take reasonable steps to obtain the best possible result for you, taking into account the Execution Factors (as defined below) (the “**Best Execution Obligation**”).

For GSSP clients, the Best Execution Obligation only applies when clients are legitimately relying on GSSP to protect their interests in

relation to pricing and other elements of the transaction that may be affected by the choice made by GSSP in executing the Relevant Order. GSSP will consider the “**Reliance Factors**” stipulated under GSI’s Best Execution Policy to determine if clients are legitimately relying on GSSP to protect their interests

### 1. Execution Factors

GS will take into account the following Execution Factors:

- price;
- costs;
- speed;
- likelihood of execution and settlement;
- size;
- nature of the order;
- the impact on market prices of displaying and/or executing an order or part of an order;
- the availability of price improvement (the opportunity for an order to be executed at a better price than what is currently quoted publicly); and
- any other consideration relevant to the efficient execution of the order (collectively, the “**Execution Factors**”).

When executing a Relevant Order, GS must take into account the following criteria for determining the relative importance of the Execution Factors in the circumstances:

- the characteristics of the client, including the regulatory categorisation of the client;
- the characteristics of the Relevant Order;
- the characteristics of financial instruments that are the subject of that order; and
- the characteristics of the Execution Venues (as defined below) to which that order can be directed.

Subject to any specific instructions (see paragraph 2 of this Section C below), taking into account the criteria above, GS will generally give the highest priority to net price and total consideration. Net price is the total price paid by you, net of client commissions and fees, and takes into account our own commissions and fees. Total consideration is the price of the financial instrument plus execution costs, which must include all expenses incurred by the client which are directly related to the execution of the order, including execution venue fees, clearing and settlement fees and any other fees paid to third parties involved in the execution of the order. We may charge different commissions or fees for different Execution Venues (as defined below).

Where there is insufficient immediately available liquidity on the relevant Execution Venues to execute the Relevant Order in full, where you instruct GS to work a Relevant Order over a period of time or by reference to a benchmark calculated over a period of time (such as VWAP) or where GS determines that there are other circumstances, e.g. large orders, such that obtaining the best immediately available price may not be the best possible result for the client, GSALLC may prioritise one or more of the other Execution Factors listed above. In these cases, GS will

<sup>1</sup> Unless otherwise indicated, references to “we”, “us” and “our” in this Policy refer to PWM (as defined in Section A). GSALLC is incorporated in Delaware, U.S.A. as a limited liability company. GSSP is incorporated in Singapore with Company Number 198602165W.

determine the relative priority of each Execution Factor on an order-by-order basis, where the order is executed manually, and by order type (e.g. iceberg, VWAP), where the order is executed using an algorithm.

As GS has a degree of discretion in how to apply the different Execution Factors, this may result in a range of different permissible approaches to executing Relevant Orders. In determining what is the best possible result for a client, GS will not compare the results that could be achieved for such client on the basis of GS's policy and fees with results that might be achieved for such client by another investment firm on the basis of that firm's execution policy or a different structure of commission or fees, nor will GS compare the differences in the commissions or fees that GS charge to different clients which are attributable to the nature of the services that GS provides to each client.

GS may take other regulatory factors into consideration as it deems appropriate.

## 2. Impact of a specific instruction

If you give GS specific instructions on how to execute the orders and GS accepts your instructions, GS must then follow those instructions, and Best Execution Obligations in that instance will not apply to the specific instructions.

If GS receives an order from you that includes a specific instruction or specific instructions in relation to the handling and execution of the entire order or a particular aspect or aspects of the order (including selecting a particular execution venue, executing at a particular price or time or through the use of a particular strategy) then, subject to GS's legal and regulatory obligations, GS will execute the client's order in accordance with that specific instruction.

Execution in accordance with the specific instruction will discharge GS's Best Execution Obligation regarding the aspects covered by the specific instruction, but will not discharge Best Execution Obligation in respect of aspects of the order not covered by the specific instruction.

GS is not under an obligation to obtain the best possible result for each individual order, but we must comply with this Policy and meet the Best Execution Obligation on a consistent basis.

## D. Execution Venues

Execution Venues include:

- regulated markets; exchanges, multilateral trading facilities, organized trading facilities and swap execution facilities (each a "Trading Venue")
- Goldman Sachs (Asia) L.L.C. and its affiliates;
- alternative liquidity venues; and
- market makers and other liquidity providers.

Execution Venues can include venues of which a Goldman Sachs entity is a direct member or participant and venues that Goldman Sachs accesses through third party brokers or dealers. Such venues are determined by the Global Banking and Markets Division of the respective Goldman Sachs entity ("**Global Banking and Markets Division**") that executes your Relevant Order in accordance with policies applicable to Global Banking and Markets Division.

In respect of certain financial instruments, GS's procedures for the selection of Execution Venues are set out in Section H.

## E. Third Party Brokers and Affiliates

GS will execute through its affiliates wherever possible and if we believe we can meet the Best Execution Obligation by doing so, unless the client specifies otherwise.

Where a third party broker ("**Broker**") is used to execute client transactions, GS will undertake appropriate due diligence and ongoing monitoring, which shall include review of the Brokers and its

affiliates (where applicable).

Any concerns in relation to a Broker should be reported to the PWM Best Execution Review Group (see Section G below).

For Brokers used by Global Banking and Markets Division, Goldman Sachs has a procedure for the selection and appointment of third party broker and trading venues.

For trades in fixed income and listed options traded on the GOAS platform, GS may source these financial instruments via a selected list of Brokers, which are reviewed as and when required by the PWM Best Execution Review Group.

## F. Client Queries

If you have a query regarding best execution of a Relevant Order, please raise it with your Private Wealth Management team who will forward your query to the relevant personnel for further handling.

## G. Governance and Review

### 1. Review of Policies and Procedures and Execution Quality

At least on an annual basis, or more frequently if determined appropriate, GS will conduct a review of this Policy and other policies and procedures relating to best execution and execution quality to assess whether they are reasonably designed to achieve best execution.

### 2. Post Execution Monitoring Arrangements

GS monitors the effectiveness of its order execution arrangements and this Policy in order to identify and where appropriate, correct any deficiencies. GS's arrangements for monitoring are structured as follows:

- Trading desks/ PWM sales professionals (Front Line of Defence) are responsible for having in place arrangements to ensure that best execution is considered real time and reviewed after execution. Trading desks supervisors sign off on the completeness and effectiveness of ongoing, real-time and post-trade monitoring of best execution.
- Compliance (Second Line of Defence) performs regular in-depth reviews of selected themes and presents the results to the Best Execution Group on a periodic basis.
- Internal Audit (Third Line of Defence), as part of its audit plan will review the overall order execution arrangements.

### 3. Asia Private Wealth Management Best Execution Review Group (the "**PWM Best Execution Review Group**")

The PWM Best Execution Review Group oversees compliance with the best execution responsibilities of all transactions executed in Asia PWM through GS.

As a general matter, the PWM Best Execution Review Group periodically reviews GS PWM trade flow and order routing practices, and overall execution quality including review of statistical information on executions and order routing for client orders, as well as statistical analysis performed by a third party vendor.

The PWM Best Execution Review Group also considers factors that could impact execution quality to determine whether existing policies and procedures are adequate or should be modified, including decisions on material changes to order routing practices, new developments regarding best execution principles or regulations and any order execution exceptions that may be identified (if any).

## H. Application by Business and Product

### 1. Equities and Listed Options

GS executes all equity and listed equity derivative trades primarily via its U.K. affiliate, Goldman Sachs International, but also other Goldman Sachs affiliates where appropriate.

GS equity orders are routed via Goldman Sachs' internal trading systems, and then directed according to the subject equity's listing origin to GSI or another GSALLC affiliate. Given that equity and listed option transactions are executed through Goldman Sachs, GS will not obtain and compare quotes from external market participants prior to trade execution.

GSALLC relies on the trading capabilities and best execution governance arrangements of Global Banking and Markets Division to achieve best execution for PWM clients.

## 2. Fixed Income

GS operates an "open architecture" ("OA") model for executing the fixed income trades unless a Relevant Order is subject to specific instructions from you. Therefore, GS can trade either internally through the Global Banking and Markets Division or externally with third party dealers.

GS will take into account factors such as price, response time, quality of the third party dealers and likelihood of execution before deciding which route to place the order. In all cases, GS should take reasonable steps to seek the best price within the context of the market, whether the order is executed internally within Goldman Sachs or externally with third party dealers. Quotes generally are obtained from at least three counterparties as part of the price discovery process. However, it is not always possible or desirable to seek multiple quotes, for instance, where the order is large, or where the markets are illiquid; in such cases, attempting to obtain multiple quotes may have a potential negative impact on GS meeting its Best Execution Obligation. Further, for certain transactions, there may only be one available potential counterparty, and in such cases, obtaining multiple quotes will not be possible. GS will consider whether multiple quotes can or should be obtained depending on the security type, subject security, size of transaction and prevailing market conditions.

## 3. Structured Notes

GS operates an "open architecture" model for executing structured notes subject to certain constraints and unless a Relevant Order is subject to specific instructions from you. Therefore, GS can trade either internally through Global Banking and Markets Division or externally with third party dealers.

GS may take into factors such as:

- price, response time and likelihood of execution
- Counterparty's ability to transact due to internal conflicts or lack of expertise
- Diversification of issuer credit
- Proprietary ideas by dealers or Global Banking and Markets Division
- Improvement to GS terms/price
- Marginability of the structured notes
- Internal operational and resource constraints
- Quality of third party dealer

before deciding which route to place the order.

As part of the price discovery process, GS generally obtains quotes from at least three counterparties, unless GS determines that it may not be desirable. For instance, where the order is large, or where the markets are illiquid, attempting to obtain multiple quotes may have potential negative impact on GS meeting its Best Execution Obligation. Further, for certain transactions, there may only be one available potential counterparty, and in such cases, obtaining multiple quotes will not be possible. GS will consider whether multiple quotes can or should be obtained depending on the security type, subject security, size of transaction and prevailing market conditions. Where PWM locates a price that is better than that offered by Global Banking and Markets Division, PWM may give Global

Banking and Markets Division the opportunity to improve upon that price.

Due to the nature of certain structured notes, GS may not be able to offer third party issued structured notes. These include:

- proprietary and bespoke products;
- structured notes referencing equity underlyers in restricted markets;
- vanilla fixed or floating rate notes;
- unwinds and restructuring of existing structured notes.

In other circumstances, certain third party issued notes may be available, but not offered by GS. These include, but are not limited to:

- structured notes with a notional amount of less than USD 1 million, in which case likelihood of execution will take priority (in certain cases price discovery may still be conducted)
- orders placed close to or outside Asia trading hours;
- operational constraints,

in which case, additional disclosures are provided to the client.

In respect to discretionary account trades in structured notes, GS intends to execute the trades before market closes to ensure sufficient time for price discovery.

## 4. GOAS Platform

GOAS is a centrally managed discretionary strategy that invests primarily in options:

### *Listed-lookalike OTC options*

Currently, the custodian of GOAS client accounts, GSI, cannot custody listed options on Asia underlyers. As such, GOAS may, in lieu of executing listed options through the Global Banking and Markets Division in the market directly, execute listed-look-a-like OTC options on a back-to-back basis (i.e. the Global Banking and Markets Division would in turn execute a listed option trade in the market).

Best price, giving effect to commissions and commission equivalents, if any, and other transaction costs, are some of the important factors in this decision.

GS will keep a record of the executed price and a snapshot of the corresponding market prices to check the reasonableness of the execution.

### *OTC options*

Where listed-lookalike OTC options are not suitable (due to terms of strike, maturity, liquidity etc.), GOAS team will instead run an OTC auction and do an OTC option trade with the best-priced broker. In selecting a broker for each specific transaction, the GOAS team will seek to select the broker they believe will provide best execution and document this process in accordance with desk procedures. Best price, giving effect to commissions and commission equivalents, if any, and other transaction costs, are some of the important factors in this decision. The selection also takes into account the quality of brokerage services of the broker, including factors such as execution capability, willingness to commit capital, creditworthiness and financial stability, and clearance and settlement capability.

## 5. OTC derivative transactions

OTC derivative transactions are typically traded directly with Global Banking and Markets Division only.

## 6. Spot FX

Spot foreign exchange ("FX") are typically traded directly with Global Banking and Markets Division only. Foreign exchange derivatives will be handled in the same manner as other derivatives depending on whether they are listed options or

traded over-the-counter.

**I. Inducements, Third Party Payments and Conflicts Management**

We have put in place the necessary control to ensure for discretionary mandate (i) soft dollars received can reasonably be expected to assist in the provision of investment advice or related services and provide demonstrable benefit to our customers; and (ii) we do not enter into unnecessary trades in order to achieve a sufficient volume of transactions to qualify for soft dollars; and brokerage rates are not in excess of customary full-service brokerage rates.

GSSP does not receive payment for order flow ("PFOF") in placing and/or executing clients' orders. PFOF refers to commission or other form of payment which a broker receives from another broker or counterparty in return for routing customers' orders to that broker or counterparty.