



## **Standard Chartered PLC**

*(Incorporated as a public limited company in England and Wales with registered number 966425)*

## **Standard Chartered Bank**

*(Incorporated with limited liability in England by Royal Charter with reference number ZC18)*

## **U.S.\$77,500,000,000 Debt Issuance Programme**

This supplement (the “**Supplement**”) to the base prospectus dated 19 June 2018 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein), as supplemented by the supplementary prospectuses dated 31 July 2018, 21 September 2018, 1 November 2018, 30 November 2018, 7 January 2019, 1 March 2019, 7 March 2019, 10 April 2019 and 30 April 2019, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (“**FSMA**”) and is prepared in connection with the U.S.\$77,500,000,000 Debt Issuance Programme (the “**Programme**”) established by Standard Chartered PLC (“**SCPLC**”) and Standard Chartered Bank (“**SCB**”) (each of SCPLC and SCB in such capacity an “**Issuer**” and together the “**Issuers**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, updates, must be read in conjunction with, and forms part of, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuers. This Supplement is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (together, “**Professional Investors**”)) only. **Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors and understand the risks involved. The Notes are only suitable for Professional Investors.**

**The Stock Exchange of Hong Kong Limited has not reviewed the contents of this Supplement, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Supplement to Professional Investors only have been reproduced in this Supplement. Listing of the Programme and the Notes on The Stock Exchange of Hong Kong Limited is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuers or the quality of disclosure in this Supplement.** Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Supplement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Supplement.

The purpose of this Supplement is to update the disclosures of SCPLC and SCB in the Base Prospectus relating to the ownership of shares in Standard Chartered Bank (China) Limited (“**SCBC**”).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (“**FCA**”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC as amended or superseded (the “**Prospectus Directive**”) and relevant implementing measures in the United Kingdom, as a supplement to the Base Prospectus. The Base Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers (which have taken all reasonable care to ensure that such is the

case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuers. The Issuers accept full responsibility for the accuracy of the information contained in this Supplement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

#### **Standard Chartered Bank (China) Limited**

On 1 June 2019, SCB transferred its 100% interest in SCBC to Standard Chartered Bank (Hong Kong) Limited (“**SCBHK**”). In consideration for this transfer, SCB will be issued with class C shares in SCBHK (the “**Relevant Shares**”). As a result of this transfer, SCBC will cease to be a subsidiary of SCB.

Shortly following this transfer, it is proposed that SCB will distribute the Relevant Shares to Standard Chartered Holdings Limited (“**SCH**”). Immediately following this distribution, it is proposed that SCH will distribute the Relevant Shares to SCPLC. SCBHK will accordingly remain a direct wholly owned subsidiary of SCPLC.

#### **General**

To the extent that there is any inconsistency between: (a) any statement in this Supplement; and (b) any other statement in or incorporated by reference into the Base Prospectus or the supplementary prospectuses dated 31 July 2018, 21 September 2018, 1 November 2018, 30 November 2018, 7 January 2019, 1 March 2019, 7 March 2019, 10 April 2019 and 30 April 2019, the statements in (a) above will prevail.

Save as disclosed in this Supplement or the supplementary prospectuses dated 31 July 2018, 21 September 2018, 1 November 2018, 30 November 2018, 7 January 2019, 1 March 2019, 7 March 2019, 10 April 2019 and 30 April 2019, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.