

# **STANDARD CHARTERED BANK (HONG KONG) LIMITED**

## **Internal Debt Issuance Programme**

**U.S.\$1,500,000,000 1.456 per cent. Fixed Rate Reset Notes due 2027**

**Issued by**

**Standard Chartered Bank (Hong Kong) Limited**

The date of the Final Terms is 13 January 2021.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933 (the “Securities Act”) or with any securities regulatory authority of any State or other jurisdiction of the United States. Subject to certain exceptions, the Notes may not be offered or sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S (“Regulation S”) under the Securities Act).

The Notes may be offered and sold (i) in the United States or to U.S. persons in reliance on Rule 144A under the Securities Act (“Rule 144A”) only to qualified institutional buyers (“QIBs”) as defined in Rule 144A and (ii) outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act.

The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, or any securities regulatory authority of any State or other jurisdiction of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of Notes or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

THE NOTES ARE OFFERED TO PROFESSIONAL INVESTORS ONLY. INVESTORS SHOULD NOT PURCHASE THE NOTES IN THE PRIMARY OR SECONDARY MARKETS UNLESS THEY ARE PROFESSIONAL INVESTORS. INVESTING IN THE NOTES INVOLVES RISKS. INVESTORS SHOULD HAVE SUFFICIENT KNOWLEDGE AND EXPERTISE TO EVALUATE EFFECT OR THE LIKELIHOOD OF THE OCCURRENCE OF A NON-VIABILITY EVENT OR A LOSS ABSORPTION EVENT FOR THE NOTES, WHICH FEATURE LOSS ABSORPTION.

## CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "Conditions") contained in Schedule 1 Part C of the Deed Poll dated 20 June 2019 and executed by the Issuer in favour of, *inter alios*, the Noteholders.

1.	Issuer:	Standard Chartered Bank (Hong Kong) Limited
2.	(i) Series Number:	011
	(ii) Tranche Number:	001
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Currency or Currencies:	United States dollar (" <b>U.S.\$</b> ")
4.	Aggregate Nominal Amount:	
	(i) Series:	U.S.\$1,500,000,000
	(ii) Tranche:	U.S.\$1,500,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	Denominations:	U.S.\$250,000 and integral multiples of U.S.\$1,000 in excess thereof
7.	Calculation Amount:	U.S.\$1,000
8.	(i) Issue Date:	14 January 2021
	(ii) Interest Commencement Date:	Issue Date
9.	Maturity Date:	14 January 2027
10.	Interest Basis:	1.456 per cent. Fixed Rate  Reset Notes
11.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
12.	Change of Interest:	Not Applicable
13.	Put/Call Options:	Issuer Call  Loss Absorption Disqualification Event Call
14.	Status of the Notes:	Loss Absorbing Non-Preferred
	(i) Parity Obligations:	As per Condition 3
	(ii) Additional Dated Subordinated Notes or junior ranking obligations for the purpose of Condition 3(a):	Not Applicable
15.	Date Board approval for	30 May 2019

issuance of Notes obtained:

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>16. Fixed Rate Note Provisions</b>	Not Applicable
<b>17. Floating Rate Note Provisions</b>	Not Applicable
<b>18. Reset Note Provisions</b>	Applicable
(i) Initial Rate of Interest:	1.456 per cent. per annum
(ii) First Margin:	1.000 per cent. per annum
(iii) Subsequent Margin:	Not Applicable
(iv) Interest Payment Dates:	14 January and 14 July in each year, commencing on 14 July 2021
(v) First Interest Payment Date:	14 July 2021
(vi) Fixed Coupon Amount up to (but excluding) the First Reset Date:	U.S.\$7.28 per Calculation Amount
(vii) Broken Amount(s):	Not Applicable
(viii) First Reset Date:	14 January 2026
(ix) Second Reset Date:	Not Applicable
(x) Subsequent Reset Date:	Not Applicable
(xi) Reset Rate:	Reference Bond
(xii) Relevant Screen Page:	Not Applicable
(xiii) Mid-Swap Rate:	Not Applicable
(xiv) Mid-Swap Maturity:	Not Applicable
(xv) Day Count Fraction (Condition 4(j)):	30/360
(xvi) Relevant Time:	Not Applicable
(xvii) Interest Determination Dates:	Not Applicable
(xviii) Business Day Convention:	Not Applicable
(xix) Relevant Currency:	Not Applicable
(xx) Relevant Financial Centre(s) (Condition 4(j)):	Not Applicable
(xxi) Benchmark Rate Replacement:	Not Applicable
<b>19. Zero Coupon Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

<b>20. Issuer Call</b>	Applicable
------------------------	------------

The Issuer shall not redeem any Loss Absorbing Non-Preferred Note or any Dated Subordinated Note unless the prior written consent of the Monetary Authority thereto shall have been obtained, to the extent such consent is required under the Banking Ordinance (Cap. 155) of Hong Kong or the Banking (Capital) Rules (Cap. 155L) of Hong Kong or the Financial Institutions (Resolution) (Loss-absorbing Capacity Requirements – Banking Sector) Rules (Cap. 628B) of Hong Kong, or any successor legislation or regulations made thereunder, or any supervisory guidance issued by the Monetary Authority in relation thereto

(i)	Optional Redemption Date(s):	14 January 2026
(ii)	Call Option Redemption Amount(s) and method, if any, of calculation of such amount(s):	U.S.\$1,000 per Calculation Amount, subject to Condition 6(d)
(iii)	If redeemable in part:	
(a)	Minimum Call Option Redemption Amount:	U.S.\$1,000 per Calculation Amount, subject to Condition 6(d)
(b)	Maximum Call Option Redemption Amount:	U.S.\$1,000 per Calculation Amount, subject to Condition 6(d)
(iv)	Notice period:	per Condition 5(d)
<b>21.</b>	<b>Regulatory Capital Event Call</b>	Not Applicable
<b>22.</b>	<b>Loss Absorption Disqualification Event Call</b>	Applicable
(i)	Redeemable on days other than Interest Payment Dates (Condition 5(f)):	Yes
<b>23.</b>	<b>Put Option</b>	Not Applicable
<b>24.</b>	<b>Final Redemption Amount of each Note</b>	U.S.\$1,000 per Calculation Amount, subject to Condition 6(d)
<b>25.</b>	<b>Early Redemption Amount</b>	
(i)	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, due to Regulatory Capital Event or due to Loss Absorption Disqualification Event or on event of default:	U.S.\$1,000 per Calculation Amount, subject to Condition 6(d)
(ii)	Redeemable on days other than Interest Payment Dates (Condition 5(c)):	Yes

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |            |                                                                                                      |                             |
|------------|------------------------------------------------------------------------------------------------------|-----------------------------|
| <b>26.</b> | Form of Notes:                                                                                       | Registered                  |
| <b>27.</b> | Business Day Jurisdiction(s) (Condition 7(c)) or other special provisions relating to Payment Dates: | London and Hong Kong        |
| <b>28.</b> | Issuance to group company established or incorporated in a non-Hong Kong jurisdiction:               | Yes (further details below) |
|            | (i) Jurisdiction of group company:                                                                   | United Kingdom              |
|            | (ii) Non-Hong Kong resolution authority of group company:                                            | Bank of England             |

Signed on behalf of the Issuer:

By:  \_\_\_\_\_  
*Duly authorised*