

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

## **Internal Debt Issuance Programme**

**U.S.\$600,000,000 Floating Rate Notes due 2023**

**Issued by**

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

The date of the Final Terms is 20 June 2019.

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 to 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:	005
	(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 ("U.S.\$")
4.	Aggregate Nominal Amount:	
	(i) Series:	U.S.\$600,000,000
	(ii) Tranche:	U.S.\$600,000,000
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:	24 June 2019
	(ii) Interest Commencement Date:	Issue Date
9.	Maturity Date:	The Interest Payment Date falling on or nearest to 20 January 2023
10.	Interest Basis:	3-month U.S.\$ LIBOR + 1.26 per cent. Floating Rate
11.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100per 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 issuance of Notes obtained:	30 May 2019

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

<b>16. Fixed Rate Note Provisions</b>	Not Applicable
<b>17. Floating Rate Note Provisions</b>	Applicable
(i) Interest Period(s):	The period beginning on (and including) the Issue Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date
(ii) Interest Payment Dates:	20 July, 20 October, 20 January and 20 April in each year, commencing on 20 July 2019, up to and including 20 January 2023, subject in each case to adjustment in accordance with the Business Day Convention
(iii) First Interest Payment Date:	20 July 2019
(iv) Business Day Convention:	Modified Following Business Day Convention
(v) Relevant Financial Centre(s) (Condition 4(j)):	London, Hong Kong
(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Page
(vii) Interest Period Date(s):	Not Applicable
(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issuer):	Not Applicable
(ix) Page (Condition 4(c)):	
– Relevant Time:	11:00am London time
– Interest Determination Date:	Second London Business Day prior to the start of the relevant Interest Period
– Primary Source for Floating Rate:	Bloomberg BBAM screen
– Reference Banks (if Primary Source is "Reference Banks"):	Not Applicable
– Relevant Financial Centre:	London
– Benchmark:	3-month U.S.\$ LIBOR
– Effective Date:	The first day of the relevant Interest Accrual Period
– Specified Duration:	3 months
(x) Linear Interpolation:	Not Applicable
(xi) Margin(s):	+1.26 per cent. per annum

(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction (Condition 4(j)):	Actual/360
(xv)	Rate Multiplier:	Not Applicable
(xvi)	Benchmark Rate Replacement:	Applicable
18.	<b>Reset Note Provisions</b>	Not Applicable
19.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

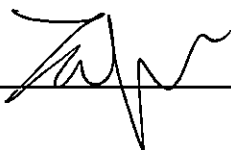
20.	<b>Issuer Call</b>	Applicable
		The Issuer shall not redeem any Loss Absorbing Non-Preferred Note or any Dated Subordinated Note unless the prior written consent of the Monetary Authority thereto shall have been obtained, to the extent such consent is required under the Banking Ordinance (Cap. 155) of Hong Kong or the Banking (Capital) Rules (Cap. 155L) of Hong Kong, or any successor legislation or regulations made thereunder, or any supervisory guidance issued by the Monetary Authority in relation thereto
(i)	Optional Redemption Date(s):	20 January 2022
(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 6(d)
21.	<b>Regulatory Capital Event Call</b>	Not Applicable
22.	<b>Loss Absorption Disqualification Event Call</b>	Applicable
(i)	Redeemable on days other than Interest Payment Dates (Condition 5(f)):	No
23.	<b>Put Option</b>	Not Applicable
24.	<b>Final Redemption Amount of each Note</b>	U.S.\$1,000 per Calculation Amount, subject to Condition 6(d)
25.	<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)): No

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 26. Form of Notes: Registered
- 27. Business Day Jurisdiction(s) (Condition 7(c)) or other special provisions relating to Payment Dates: London and Hong Kong
- 28. 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*