

**STANDARD CHARTERED BANK (HONG KONG) LIMITED REGISTRATION DOCUMENT
SUPPLEMENT NO.3 DATED 2 APRIL, 2019**

STANDARD CHARTERED BANK (HONG KONG) LIMITED 渣打銀行 (香港) 有限公司

(incorporated with limited liability in Hong Kong; number 875305)

This Supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the Standard Chartered Bank (Hong Kong) Limited (“**SCBHK**” and the “**Issuer**”) registration document dated 9 July, 2018 (the “**SCBHK Registration Document**”, which definition includes the SCBHK registration document supplement dated 2 August, 2018 relating thereto (“**SCBHK Registration Document Supplement No.1**”) and the SCBHK registration document supplement dated 1 March, 2019 relating thereto (“**SCBHK Registration Document Supplement No.2**”) and shall also include all information incorporated by reference therein) constitutes a supplement to the SCBHK Registration Document for the purposes of Article 16 of Directive 2003/71/EC, as amended and is prepared in connection with the U.S.\$ 15,000,000,000 Notes, Certificates and Warrants Programme (the “**Programme**”). Terms defined in the SCBHK Registration Document have the same meaning when used in this Supplement, unless otherwise defined.

This Supplement is supplemental to, updates, should be read in conjunction with and forms part of the SCBHK Registration Document.

This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

SCBHK accepts responsibility for the information contained in this Supplement. To the best of the knowledge of SCBHK (who has taken all reasonable care to ensure that such is the case), the information contained or incorporated by reference in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Document Incorporated by Reference

The following document, which has been previously published and which has been filed with the Central Bank and Euronext Dublin, is hereby incorporated by reference in, and form part of, the SCBHK Registration Document:

The Consolidated Financial Statements of SCBHK for the year ended 31 December, 2018, published on 28 March, 2019 (the “**SCBHK 2018 Annual Financial Statements**”), available at: <https://av.sc.com/hk/content/docs/hk-en-directors-report-2019.pdf>.

Description of the Issuer

The Description of the Issuer set out on pages 21 to 23 of the SCBHK Registration Document shall be amended by the deletion of the first two paragraphs thereof and the substitution of the following paragraphs therefor:

"The Issuer was incorporated in Hong Kong with limited liability on 12 December, 2003 under the previous Companies Ordinance (Cap. 32) of Hong Kong as a non-private company (registered number 875305). The Issuer's issued ordinary share capital is owned by SCPLC. With effect from 1 July, 2004, the businesses of the Hong Kong branch of Standard Chartered Bank, Manhattan Card Company Limited, Standard Chartered Finance Limited, Standard Chartered International Trade Products Limited and Chartered Capital Corporation Limited were merged into the Issuer, principally by a private ordinance in Hong Kong.

On 4 March 2019, the Issuer became a wholly-owned subsidiary of SCPLC as part of a project to create a Greater China & North Asia hub for the Group. Subject to regulatory

approval, other Group subsidiaries in China, Korea and Taiwan will become subsidiaries of the Issuer by the end of 2019.

The registered office of the Issuer is situated at 32nd Floor, 4-4A Des Voeux Road Central in Hong Kong; telephone: (+852) 2820 3333."

No significant change

There has been no significant change in the financial or trading position of the Issuer since 31 December, 2018, the last day of the financial period in respect of which the most recent financial statements of the Issuer have been published.

No material adverse change

There has been no material adverse change in the prospects of the Issuer since 31 December, 2018, the last day of the financial period in respect of which the most recent audited financial statements of the Issuer have been published.

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the SCBHK Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the SCBHK Registration Document, the statements in (a) above will prevail.

For as long as the SCBHK Registration Document remains valid with the Central Bank, copies of this Supplement and the SCBHK Registration Document will be available on the website of the Central Bank at www.centralbank.ie.

Save as disclosed in this Supplement (including any documents incorporated by reference therein), no other significant new factor, material mistake or inaccuracy relating to information included in the SCBHK Registration Document has arisen or been noted, as the case may be, since the publication of the SCBHK Registration Document Supplement No.2.