SUPPLEMENTARY PROSPECTUS DATED 9 August 2011

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 ZC 18)

Standard Chartered Bank (Hong Kong) Limited

(Incorporated with limited liability in Hong Kong: Number 875305)

Standard Chartered First Bank Korea Limited

(Incorporated in the Republic of Korea with limited liability: Number 1028121843)

U.S.$35,000,000,000 Debt Issuance Programme

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the base prospectus dated 10 November 2010 (the "**Base Prospectus**", which definition includes the base prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) 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.$35,000,000,000 Debt Issuance Programme established by Standard Chartered PLC ("**SCPLC**"), Standard Chartered Bank ("**SCB**"), Standard Chartered Bank (Hong Kong) Limited ("**SCBHK**") and Standard Chartered First Bank Korea Limited ("**SC First Bank**") (each of SCPLC, SCB, SCBHK and SC First Bank 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.

The purpose of this Supplement is to: (i) incorporate by reference the unaudited interim report of SCPLC and its subsidiaries (together referred to as the "**Group**") for the six months ended 30 June 2011 and SCBHK's unaudited interim statements for the six months ended 30 June 2011 (each as announced on 3 August 2011) into the Base Prospectus; (ii) update certain details relating to the Directors of SCBHK in the section entitled "Standard Chartered Bank (Hong Kong) Limited – Directors"; and (iii) to update certain of the risk factors relating to risk of increased capital and liquidity requirements to meet the minimum required by regulators and changes to the capital adequacy framework.

This Supplement has been approved by the United Kingdom Financial Services Authority ("**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (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.

Investors should be aware of their rights under Section 87Q(4) of FSMA.

Prospective investors should have regard to the factors described under the section headed "Risk Factors" in the Prospectus.

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.

Hong Kong Exchanges and Clearing Limited and The Hong Kong Stock Exchange 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.

New Documents Incorporated by Reference

Each of the following, which have been previously published and which have been approved by the FSA or filed with it shall, by virtue of this Supplement, be deemed to be incorporated in, and form part of the Base Prospectus:

1. the unaudited interim report of the Group for the six months ended 30 June 2011 (as announced on 3 August 2011); and
2. SCBHK's unaudited interim statements for the six months ended 30 June 2011 (as announced by SCBHK on 3 August 2011).

The section headed "Documents Incorporated by Reference" on pages 7 to 8 of the Base Prospectus shall be amended by inclusion of the above.

Recent Developments - SCBHK

Mr Julian Fong has been re-designated as Non-Executive Director of SCBHK with effect from 26 May 2011. Ms Olga Zoutendijk stepped down as Non-Executive Director of SCBHK on 30 June 2011. The section entitled "Standard Chartered Bank (Hong Kong) Limited – Directors" on pages 82 to 83 of the Base Prospectus shall be amended accordingly.

Recent updates regarding Basel III

1. *The text under the heading "The Group is subject to the risk of increased capital and liquidity requirements to meet the minimum required by regulators" in the "Risk Factors" section of the Base Prospectus, commencing on page 18 of the Base Prospectus, shall, by virtue of this Supplement, be amended as follows:*

The words "in stages" in the final sentence of the third paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and the words "as well as potentially other transactions" shall, by virtue of this Supplement, be added to the end of the final sentence of the third paragraph of this section after the word "securitisations".

The words "In December 2009" in the first sentence of the fourth paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words "In December 2010" and the word "published" in the fourth paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words "finalised its".

The words "(the so called "Basel III" proposals)" in the first sentence of the fourth paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words "("Basel III")".

The words "introduction of" in the second sentence of the fourth paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted.

The sentence “A revised version of Basel III was published in June 2011.” shall, by virtue of this Supplement, be added to the end of the fourth paragraph of this section on page 19 of the Base Prospectus.

The words “On 26 July 2010” in the first sentence of the fifth paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words “In January 2011”.

The following text “it had reached broad agreement on these new rules, but that it had postponed some of the key elements pending further study. On 12 September 2010, the Basel Committee endorsed the reforms announced in July 2010, and agreed a detailed calibration for the Basel III package (which will be based on the new definitions of Tier 1 Capital and Tier 2 Capital) including increasing” in the first sentence of the fifth paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the following:

“the terms and conditions of all non-common equity Tier 1 and Tier 2 instruments issued after 1 January 2013 must have a provision that requires such instruments, at the option of the relevant authority, either to be written off or converted into common equity upon the occurrence of a trigger event unless: (1) the governing jurisdiction of the bank has in place laws that require such Tier 1 and Tier 2 instruments to be written off upon such event, or otherwise require such instruments to fully absorb losses before tax payers are exposed to loss; (2) a peer group review confirms that the jurisdiction conforms with clause (1); and (3) it is disclosed by the relevant regulator and by the issuing bank, in issuance documents going forward, that such instruments are subject to loss. The trigger event is the earlier of: (a) a decision that a write-off, without which the firm would become non-viable, is necessary, as determined by the relevant authority; and (b) the decision to make a public sector injection of capital, or equivalent support, without which the firm would have become non-viable, as determined by the relevant authority. In July 2011 the Financial Stability Board released a consultation paper proposing statutory bail-in powers as a bank resolution tool. It is possible that legislation could be passed that would result in Senior Notes and/or Subordinated Notes absorbing losses in the course of a resolution of the relevant Issuer. The application of such legislation may have an adverse effect on the position of holders of Senior Notes and/or Subordinated Notes.”

The following text “the minimum common equity Tier 1 Capital ratio from 2 per cent to 4.5 per cent, introducing a capital conservation buffer of 2.5 per cent to be made up of common equity, thereby increasing the new core Tier 1 Capital ratio to an effective 7 per cent, increasing the minimum total capital ratio (including the capital conservation buffer of 2.5 per cent) from 8 per cent to 10.5 per cent of risk weighted assets and implementing a leverage ratio calibrated at 3 per cent during an initial testing phase. National regulators will be able to impose an additional counter-cyclical capital buffer of up to 2.5 per cent. Systemically important banks will be required to have loss absorbing capacity in excess of these standards although the detailed requirements remain to be determined.” in the fifth paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the following commencing as a new paragraph:

“Under Basel III the minimum common equity Tier 1 Capital ratio will increase from 2 per cent to 4.5 per cent, with a further capital conservation buffer of 2.5 per cent to be made up of common equity, increasing the new core Tier 1 Capital ratio to an effective 7 per cent. The minimum total capital ratio (including the capital conservation buffer of 2.5 per cent) will increase from 8 per cent to 10.5 per cent of risk weighted assets. In addition, banks will need to satisfy a leverage ratio calibrated at 3 per cent during an initial testing phase. National regulators will be able to impose an additional counter-cyclical capital buffer of up to 2.5 per cent. Systemically important banks will be required to have loss absorbing capacity in excess of these standards. According to proposals released by the Basel Committee for consultation in July 2011 global systemically important banks will need to meet an additional common equity capital requirement ranging from 1% to 2.5%, depending on a bank's systemic importance. To provide a disincentive for banks facing the highest charge to increase materially their global systemic importance in the future, an additional 1% loss absorbency would be applied in such circumstances.”

The following text “The new requirements will be implemented in stages from 1 January 2013, with final implementation of the Basel III package by 1 January 2019. Certain elements of the new standards remain subject to further work and agreement including aspects of the new liquidity requirements (discussed below). Basel III will be implemented in the European Union through amendments to the EU Capital Requirements Directive which are expected to published in the first quarter of 2011. It is possible that the FSA will impose more onerous requirements than those required by Basel III, or require compliance in advance of the timetable announced by the Basel Committee, which, in the case of the former, could have a material adverse effect on the Group.” in the fifth paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the following commencing as a new paragraph:

“The new requirements will be implemented in stages from 1 January 2013, with final implementation of the Basel III package by 1 January 2019. Basel III will be implemented in the European Union through legislation replacing the EU Capital Requirements Directive (known as CRD IV). The European Commission’s proposals for CRD IV were published in July 2011. It is possible that the FSA will impose more onerous requirements than those required by Basel III, or require compliance in advance of the timetable announced by the Basel Committee, which, in the case of the former, could have a material adverse effect on the Group.”

The words “CRD II will impose” in the first sentence of the third from final paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words “CRD II imposed” and the words “with effect” in the first sentence of the third from final paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted.

The words “Existing Capital” in the second sentence of the third from final paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the word “Capital” and the word “new” in the second sentence shall, by virtue of this Supplement, be deleted.

The words “will be” in the second sentence of the third from final paragraph of this section on page 19 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the word “are”.

2. *The heading “Changes to the capital adequacy framework may result in changes to the risk-weighting of the Notes” in the “Risk Factors” section of the Base Prospectus, commencing on page 31 of the Base Prospectus, shall, by virtue of this Supplement, be deleted and replaced with the following:*

“*Implementation of and/or changes to the capital adequacy framework may result in changes to the risk-weighting of the Notes and/or loss absorption by Noteholders in certain circumstances”*

The text under the new heading "“Implementation of and/or changes to the capital adequacy framework may result in changes to the risk-weighting of the Notes and/or loss absorption by Noteholders in certain circumstances” section of the Base Prospectus, commencing on page 31 of the Base Prospectus, shall, by virtue of this Supplement, be amended as follows:

The words “Basel II” before the words “IRB approach” and the words “at the earliest” in the first sentence of the second paragraph of this section on page 31 of the Base Prospectus shall, by virtue of this Supplement, be deleted.

The fourth paragraph of this section on page 31 of the Base Prospectus beginning “ On 17 December 2009…” shall, by virtue of this Supplement, be deleted and replaced with the following paragraphs:

“The Basel III changes refer to, amongst other things, new definitions of instruments eligible as regulatory capital, measures to strengthen the capital requirements for counterparty credit exposures arising from certain transactions and the introduction of a leverage ratio as well as short-term and longer-term standards for funding liquidity (referred to as the "Liquidity Coverage Ratio" and the "Net Stable Funding Ratio"). Banking supervisors will be required to implement the new capital standards from January 2013, the new Liquidity Coverage Ratio from January 2015 and the Net Stable Funding Ratio from January 2018 (See paragraph headed “The Group is subject to the risk of increased capital and liquidity requirements to meet the minimum required by regulators” commencing on page 18 above for further details on the Liquidity Coverage Ratio and the Net Stable Funding Ratio.

The European authorities have indicated that they support the work of the Basel Committee, and the European Commission's corresponding proposals to implement the changes were published by the European Commission on 20 July 2011 although such proposals are not expected to be implemented until 1 January 2013. The changes adopted by the Basel Committee and/or the European Commission may have an impact on incentives to hold the Notes for investors that are subject to requirements that follow the revised framework and, as a result, may affect the liquidity and/or value of the Notes.”

The words “January 2006” in the first sentence of the fifth paragraph of this section on page 32 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words “January 1996”.

The following text shall, by virtue of this Supplement, be added as a new paragraph after the words “and investment firms) in the fifth paragraph of this section on page 32 of the Base Prospectus:

“In addition, following the July 2011 Financial Stability Board consultation paper proposing statutory bail-in powers as a bank resolution tool, it is possible that legislation could be passed that would result in Senior Notes and/or Subordinated Notes absorbing losses in the course of a resolution of the relevant Issuer. The application of such legislation may have an adverse effect on the position of holders of Senior Notes and/or Subordinated Notes and, as a result, may affect the liquidity and/or value of the Notes. See “Internal Risks and Risks relating to the Group and its business operations – 5. The Group is subject to the risk of increased capital and liquidity requirements to meet the minimum required by regulators” above.”

and the sentences beginning with “In all other respects,” and ending in “including Basel II and Basel III” shall be a new paragraph thereunder.

The words “including Basel II and Basel III” in the last sentence of the new penultimate paragraph referred to above of this section on page 32 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words “(including the Basel II and Basel III changes described above) and the relevant implementing measures”.

The words “in late 2012” in the second sentence of the final paragraph of this section on page 32 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words “January 2013” and the words “the Solvency II” in the third sentence of the final paragraph of this section on page 32 of the Base Prospectus shall, by virtue of this Supplement, be deleted and replaced with the words “Solvency II”.

General

Copies of all documents incorporated by reference in the Base Prospectus and this Supplement may be obtained (without charge) from the website of the Regulatory News Service operated by the London Stock Exchange at: http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in or incorporated by reference into, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and the supplements dated 15 March 2011 and 8 April 2011, 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.