



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)

U.S.\$20,000,000,000 Debt Issuance Programme

This document is a supplement (the "Supplement") to the SCPLC Prospectus, the SCB Prospectus and the SCBHK Prospectus (each as supplemented by the supplementary prospectuses dated 6 March 2009 and 1 April 2009 and each a "Prospectus"), which constitute base prospectuses for Standard Chartered PLC ("SCPLC"), Standard Chartered Bank ("SCB") and Standard Chartered Bank (Hong Kong) Limited ("SCBHK"), respectively, and are included within the document dated 5 November 2008 prepared in connection with the U.S.\$20,000,000,000 Debt Issuance Programme (the "Programme") established by SCPLC, SCB, SCBHK and Standard Chartered First Bank Korea Limited (each an "Issuer" and together, the "Issuers"). This Supplement constitutes a supplementary prospectus to each Prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("FSMA") and is prepared in connection with the Programme. Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the relevant Prospectus.

SCPLC, SCB and SCBHK accept responsibility for the information contained in this Supplement. To the best of the knowledge of SCPLC, SCB and SCBHK (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.

The following documents, which have previously been published and have been filed with the Financial Services Authority shall, by virtue of this Supplement, be deemed to be incorporated in, and form part of, each Prospectus:

1. the directors' report and consolidated financial statements of SCBHK for the year ended 31 December 2008 (including the audit report thereon) released on 31 March 2009 and the unaudited supplementary financial information of SCBHK released on 30 April 2009;
2. the announcement by SCPLC on 6 April 2009 of an exchange offer (the "Exchange Offer") relating to the £675,000,000 fixed-to-floating rate step-up undated subordinated notes callable 14 July 2020 and issued by SCB;
3. the announcement by SCB on 6 April 2009 of a tender offer (the "Tender Offer") relating to its US\$700,000,000 8.00 per cent. subordinated notes due May 2031;
4. the announcement by SCPLC on 14 April 2009 relating to the Exchange Offer;
5. the announcement by SCPLC on 22 April 2009 of the results of the Exchange Offer;
6. the announcement by SCB on 22 April 2009 of the results of the Tender Offer;
7. the document entitled "Pillar 3 Disclosures" dated 31 December 2008 and released by SCPLC on 29 April 2009;
8. the announcement by SCPLC on 5 May 2009 of its interim management statement for the first quarter of 2009; and
9. the AGM statement released by SCPLC on 7 May 2009.

Copies of all documents incorporated by reference in each Prospectus and this Supplement can be obtained from the registered offices of the Issuers and the office of the Issuing and Paying Agent.

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 a Prospectus by this Supplement; and (b) any other statement in or incorporated by reference into, a Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in any Prospectus since the publication of the relevant Prospectus.

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.