



## **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 Bank Korea Limited (formerly Standard Chartered First Bank Korea Limited)**

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

## **U.S.\$42,500,000,000 Debt Issuance Programme**

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 11 November 2011 (the “**Base Prospectus**”, which definition includes the base prospectus as supplemented (by the supplements dated 5 March 2012 and 3 May 2012), 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.\$42,500,000,000 Debt Issuance Programme established by Standard Chartered PLC (“**SCPLC**”), Standard Chartered Bank (“**SCB**”), Standard Chartered Bank (Hong Kong) Limited (“**SCBHK**”) and Standard Chartered Bank Korea Limited (formerly Standard Chartered First Bank Korea Limited) (“**SCB Korea**”) (each of SCPLC, SCB, SCBHK and SCB Korea 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 Base Prospectus, as supplemented by this Supplement and any other supplements to the Base Prospectus issued by the Issuers, is not a prospectus for the purposes of the FSMA insofar as it relates to SCB Korea.

The purpose of this Supplement is:

1. to 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 2012 and SCBHK’s unaudited interim statements for the six months ended 30 June 2012 (each as announced on 1 August 2012) into the Base Prospectus;
2. to incorporate by reference into the Base Prospectus an announcement issued by SCPLC on 14 August 2012 and an announcement issued by one of the Group’s regulators, the New York State Department of Financial Services (the “DFS”) on 14 August 2012, each regarding settlement terms between the Group and the DFS following an investigation by the DFS into the Group’s historical compliance with US sanctions relating to Iran, and to provide a statement in relation to such announcements; and
3. to update certain details relating to the Directors of SCBHK.

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 Stock Exchange of Hong Kong Limited 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 results of the Group for the six months ended 30 June 2012 (as announced on 1 August 2012);
2. SCBHK’s unaudited Interim Financial Information Disclosure Statements for the six months ended 30 June 2012 (as announced by SCBHK on 1 August 2012); and
3. the announcement issued by SCPLC on 14 August 2012 and the announcement issued by the DFS on 14 August 2012, referred to in the SCPLC announcement of the same date, each regarding settlement terms between the Group and the DFS following an investigation by the DFS into the Group’s historical compliance with US sanctions relating to Iran.

**Recent Developments – The Group**

As disclosed in paragraph 6 of the ‘General Information’ section of the Base Prospectus, the Group is conducting a review of its historical US sanctions compliance and is discussing that review with US enforcement agencies and regulators.

On 14 August 2012 SC PLC issued an announcement referring to an announcement, also issued on 14 August 2012, by the New York State Department of Financial Services (the “DFS”) (both of these announcements are, by virtue of this Supplement, incorporated into the Base Prospectus by reference) setting out settlement terms between the Group and the DFS following an investigation by the DFS into the Group’s historical compliance with US sanctions relating to Iran. Under that settlement the Group is required:

- to pay a civil penalty to the DFS of \$340 million;
- to install a monitor for at least two years, who will report directly to the DFS and who will evaluate the money laundering risk controls in the Group’s New York branch and implementation of appropriate corrective measures; in addition DFS examiners will be placed on site at the branch;

- to permanently install personnel at the Group's New York branch to oversee and audit offshore any money-laundering due diligence and monitoring undertaken by the Group.

The Group continues to engage constructively with the other relevant US authorities. The Group cannot predict when the discussions will be completed nor what the outcome will be.

### **Recent Developments – SCBHK**

Kwok Ping Luen Raymond resigned as an independent non-executive Director of SCBHK with effect from 27 July 2012.

### **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 5 March 2012 and 3 May 2012, 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.