



## **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.\$27,500,000,000 Debt Issuance Programme**

This document is a supplement (the "Supplement") to the SCPLC Prospectus, the SCB Prospectus and the SCBHK Prospectus (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 2009 prepared in connection with the U.S.\$27,500,000,000 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 announcement by SCB dated 5 January 2010 entitled "Full Early Redemption" (pursuant to which SCB announced the early redemption in full on 4 February 2010 of its USD500 million dated subordinated notes due 2015);
2. the announcement by SCB dated 23 March 2010 entitled "Redemption of Securities" (pursuant to which SCB announced the early redemption in full on 23 March 2010 of (i) the €500,000,000 8.16 per cent. non-cumulative trust preferred securities issued by Standard Chartered Capital Trust I and (ii) SCB's €500,000,000 fixed/floating rate subordinated notes due 2045);
3. the following sections of the consolidated Annual Report and audited accounts of SCPLC, its subsidiaries and subsidiary undertakings (the "Group") for the year ended 31 December 2009 released on 26 March 2010:

- (i) the sub-sections of the Operating and Financial Review entitled “Our performance in our markets”, “The Group”, “Consumer Banking” and “Wholesale Banking” (pages 14 to 36 inclusive);
  - (ii) Risk Review;
  - (iii) Capital;
  - (iv) Board of Directors;
  - (v) Senior Management;
  - (vi) Report of the Directors;
  - (vii) Corporate Governance;
  - (viii) Directors’ Remuneration Report;
  - (ix) Statement of Directors’ Responsibilities;
  - (x) Independent Auditor’s Report;
  - (xi) Audited consolidated financial statements of the Group for the year ended 31 December 2009 (including the notes thereto); and
  - (xii) Supplementary Financial Information;
4. the document entitled “Pillar 3 Disclosures” dated 31 December 2009 released by SCPLC on 31 March 2010;
  5. the announcement by SCPLC dated 30 March 2010 entitled “Standard Chartered PLC announces the public filing of a Draft Red Herring Prospectus in India” (pursuant to which SCPLC announced that it is considering an issue and listing in India of Indian Depositary Receipts representing underlying new ordinary shares in SCPLC and that it has filed a Draft Red Herring Prospectus with the Securities and Exchange Board of India);
  6. the audited annual accounts of SCBHK for the year ended 31 December 2009 (including the audit report thereon) released on 1 April 2010; and
  7. the audited annual consolidated accounts of SCB for the year ended 31 December 2009 (including the audit report thereon) released on 15 April 2010.

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.**