



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 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 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 announcement by SCPLC on 13 November 2008 that its subsidiary, Standard Chartered Bank (Hong Kong) Limited, had entered into an agreement to acquire Cazenove Asia Limited;
2. the announcement by SCPLC on 14 November 2008 concerning a tender offer (the "Tender Offer") of four series of its undated primary capital floating rate notes (the "Notes") and the announcement by SCPLC of the same date relating to the amendment to the conditions of the Notes;
3. the announcement by SCPLC on 24 November 2008 of a 30 for 91 rights issue (the "Rights Issue") to raise £1.8 billion;
4. the announcement by SCPLC on 26 November 2008 of the publication of the Rights Issue prospectus;
5. the Rights Issue prospectus dated 26 November 2008, save for: (i) pages 1-7; (ii) paragraph 3 (Summary of terms of the Rights Issue) of Part I (Summary) on pages 8 and 9; (iii) the section "Risks relating to the Rights Issue and the New Ordinary Shares" in paragraph 6 (Risk factors) of Part I (Summary) on page 10; (iv) the section "Risks relating to the Rights Issue and the New Ordinary Shares" in Part II (Risk Factors) on page 17; (v) paragraph 4 (Summary of the principal terms of the Rights Issue), paragraph 8 (Overseas shareholders), paragraph 9 (Taxation), paragraph 10 (Action to be taken) and paragraph 11 (Other information) of Part III (Letter from the Chairman) on pages 20-22; (vi) Part IV (Trading Update) on pages 23-26; (vii) Part V (Rights Issue Statistics) on page 27; (viii) Part VI (Terms of the Rights Issue) on pages 28-47; (ix) paragraph 11 (Taxation) of Part VIII (Information Concerning the New Ordinary Shares) on page 55; (x) Part XI (Unaudited Pro Forma Financial Information) on pages 75-79; (xi) paragraph 5 (No significant change) and paragraph 6 (No material adverse change) of Part XIII (Additional Information) on pages 91 and 92, and paragraph 10 (United Kingdom taxation) and paragraph 11 (Hong Kong taxation) of that part on pages 94-97; (xii) Part XIV (Operating and Financial Review) on pages 99 and 100; (xiii) Part XV (Financial Information Relating to the Group) on pages 101 and 102; (xiv)

Part XVI (Documents Incorporated by Reference) on pages 103 and 104; and (xv) Part XVIII (Documents registered with the Registrar of Companies in Hong Kong) on page 111;

6. the announcement by SCPLC on 4 December 2008 of the results of the Tender Offer;
7. the announcement by SCPLC on 18 December 2008 concerning the valid acceptances of new ordinary shares offered to shareholders in connection with the Rights Issue and the announcement by SCPLC of the same date relating to the successful placement of the rump;
8. the announcement by SCPLC on 29 December 2008 of the completion of the acquisition of the “good bank” portion of Asia Trust by Standard Chartered Bank (Taiwan) Limited;
9. the announcement by SCPLC on 14 January 2009 relating to certain changes to the Board;
10. the announcement by SCPLC on 2 February 2009 of the completion of the acquisition of Cazenove Asia Limited by Standard Chartered; and
11. the results of SCPLC for the year ended 31 December 2008 released on 3 March 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.

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.

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.

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.