



## **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 ZC18)*

## **Standard Chartered Bank (Hong Kong) Limited**

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

## **U.S.\$77,500,000,000 Debt Issuance Programme**

This supplement (the “**Supplement**”, which definition shall include all information incorporated by reference herein) to the base prospectus dated 9 October 2015 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein, as supplemented by the supplementary prospectuses dated 9 November 2015, 4 December 2015 and 8 January 2016) 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.\$77,500,000,000 Debt Issuance Programme (the “**Programme**”) established by Standard Chartered PLC (“**SCPLC**”), Standard Chartered Bank (“**SCB**”) and Standard Chartered Bank (Hong Kong) Limited (“**SCBHK**”) (each of SCPLC, SCB and SCBHK 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. This Supplement is for distribution to professional investors only.

The purpose of this Supplement is to:

1. incorporate by reference: (i) certain sections of the consolidated annual report and audited accounts of SCPLC, its subsidiaries and subsidiary undertakings for the year ended 31 December 2015; (ii) the audited annual accounts of SCB for the year ended 31 December 2015; and (iii) the document entitled “Pillar 3 Disclosures 31 December 2015”;
2. (a) update the disclosures of SCPLC and SCB in the Base Prospectus relating to legal proceedings; and (b) update the no significant change and no material adverse change statements of SCPLC and SCB in the Base Prospectus;
3. update certain details relating to the Directors of SCPLC and changes to the Group Company Secretary as further described below; and
4. update the disclosure in the Base Prospectus relating to the credit ratings of SCPLC and SCB provided by Moody’s Investors Service Hong Kong Ltd (“**Moody’s Hong Kong**”) as further described below.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (“**FCA**”), 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.

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.

This Supplement includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuers. The Issuers accept full responsibility for the accuracy of the information contained in this Supplement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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**

The following documents, which have been previously published and which have been filed with the FCA, are hereby incorporated in, and form part of, this Supplement:

1. 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 2015 released on 23 February 2016 (the “**Annual Report**”):
  - (i) Our Business – pages 9 to 23;
  - (ii) The Group in 2015 – pages 35 to 41;
  - (iii) Financial Review – pages 42 to 59;
  - (iv) Board of Directors – pages 62 to 65;
  - (v) Corporate Governance – pages 67 to 98;
  - (vi) Directors’ Remuneration Report – pages 99 to 141;
  - (vii) Other Disclosures – pages 142 to 150;
  - (viii) Statement of Directors’ Responsibilities - page 151;
  - (ix) Risk Overview – pages 156 to 160;
  - (x) Risk Profile – pages 161 to 199;
  - (xi) Principal Uncertainties – pages 200 to 203;
  - (xii) Risk Management Approach – pages 204 to 217;
  - (xiii) Capital – pages 218 to 225;
  - (xiv) Financial Statements and Notes (which includes the Independent Auditor’s Report and the audited consolidated financial statements of the Group for the year ended 31 December 2015 and the notes thereto) – pages 228 to 325; and
  - (xv) Pages 328 to 342 (inclusive) of Supplementary Financial Information;
2. the audited annual accounts of SCB for the year ended 31 December 2015 (including the audit report thereon) released on 25 February 2016; and
3. the document entitled “Pillar 3 Disclosures 31 December 2015” released by SCPLC on 23 February 2016.

### **General Information**

Save in relation to the matters described in the section of the Annual Report entitled “Regulatory compliance, reviews, requests for information and investigations” on page 201 of the Annual Report, there are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which SCPLC is aware)

during the twelve months preceding the date of the Base Prospectus or during the twelve months preceding the date of this Supplement, which may have, or have had in the recent past, significant effects on the financial position or profitability of SCPLC and/or the Group nor is SCPLC aware that any such proceedings are pending or threatened.

Save in relation to the matters described in the section of the Annual Report entitled “Regulatory compliance, reviews, requests for information and investigations” on page 201 of the Annual Report, there are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which SCB is aware) during the twelve months preceding the date of the Base Prospectus or during the twelve months preceding the date of this Supplement, which may have, or have had in the recent past, significant effects on the financial position or profitability of SCB and/or the Group nor is SCB aware that any such proceedings are pending or threatened.

There has been no significant change in the financial or trading position of SCPLC and its subsidiaries since 31 December 2015. There has been no material adverse change in the prospects of SCPLC and its subsidiaries since 31 December 2015.

There has been no significant change in the financial or trading position of SCB and its subsidiaries since 31 December 2015. There has been no material adverse change in the prospects of SCB and its subsidiaries since 31 December 2015.

#### **Recent developments – SCPLC Board changes and Group Company Secretary change**

Mr David Philbrick Conner joined the Group and was appointed to the Board as an independent non-executive director on 1 January 2016. He has also been appointed to the Board Risk Committee, Audit Committee and the Board Financial Crime Risk Committee at that time. As announced in December 2015, Dr Lars Thunell stepped down from the Board as an independent non-executive director on 31 January 2016.

Miss Annemarie Durbin stepped down as Group Company Secretary with effect from 31 December 2015 and was succeeded by Ms Elizabeth (Liz) Lloyd as Group Company Secretary on 1 January 2016.

#### **Credit ratings provided by Moody’s Hong Kong**

On 7 March 2016, Moody’s Hong Kong released an announcement stating that:

- (A) SCPLC’s long term senior debt rating has been downgraded from “Aa3” to “A1”; and
- (B) SCB’s long term senior debt rating has been downgraded from “Aa2” to “Aa3”.

References to the long term senior debt ratings of SCPLC and SCB provided by Moody’s Hong Kong at pages 1 and 14 of the Base Prospectus are updated accordingly.

Moody’s Hong Kong is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009, as amended (the “CRA Regulation”). Moody’s Hong Kong is affiliated to Moody’s Investors Service Ltd which is established in the European Union and is registered under the CRA Regulation. In accordance with the CRA Regulation, Moody’s Investors Service Ltd may endorse credit ratings issued by Moody’s Hong Kong.

Notes issued under the Programme may be rated or unrated. When an issue of Notes is rated, its rating will not necessarily be the same as the rating applicable to the Programme. The rating of certain Series of Notes to be issued under the Programme may be specified in the applicable Final Terms. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

**General**

Copies of the documents incorporated by reference in 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> and are available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection at the registered office of the Issuers and at the office of the Issuing and Paying Agent, as set out in the Base Prospectus.

If the 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. The websites which are referred to in the documents which are incorporated by reference into this Supplement do not form part of this Supplement for the purposes of the Prospectus Directive. The parts of the above mentioned documents which are not incorporated by reference are either not relevant for investors or are covered elsewhere within the Base Prospectus.

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

Save as disclosed in this Supplement and the supplementary prospectuses dated 9 November 2015, 4 December 2015 and 8 January 2016, 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.