



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: Number 1028121843)

U.S.\$35,000,000,000 Debt Issuance Programme

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 10 November 2010 (the “**Base Prospectus**”, which definition includes the base prospectus as supplemented, 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.\$35,000,000,000 Debt Issuance Programme established by Standard Chartered PLC (“**SCPLC**”), Standard Chartered Bank (“**SCB**”), Standard Chartered Bank (Hong Kong) Limited (“**SCBHK**”) and Standard Chartered First Bank Korea Limited (“**SC First Bank**”) (each of SCPLC, SCB, SCBHK and SC First Bank 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 purpose of this Supplement is to incorporate by reference certain information into the Base Prospectus and to update certain information in respect 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 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.

New Documents Incorporated by Reference

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, the Base Prospectus (provided that the document listed at paragraph 3 below shall not form part of the SCPLC Prospectus or the SCB Prospectus):

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 2010 released on 25 March 2011:
 - (i) Our Performance in Our Markets;
 - (ii) The Group;
 - (iii) Consumer Banking;
 - (iv) Wholesale Banking;
 - (v) Risk Review;
 - (vi) Capital;
 - (vii) Board of Directors;
 - (viii) Senior Management;
 - (ix) Corporate Governance;
 - (x) Directors’ Remuneration Report;
 - (xi) Report of the Directors;
 - (xii) Statement of Directors’ Responsibilities;
 - (xiii) Independent Auditor’s Report;
 - (xiv) Audited consolidated financial statements of the Group for the year ended 31 December 2010 (including the notes thereto); and
 - (xv) pages 224 to 227 (inclusive) of Supplementary Financial Information;
2. the audited annual accounts of SCB for the year ended 31 December 2010 (including the audit report thereon) released on 29 March 2011;
3. the audited annual accounts of SCBHK for the year ended 31 December 2010 (including the audit report thereon) released on 31 March 2011; and
4. the document entitled “Pillar 3 Disclosures 31 December 2010” released by SCPLC on 31 March 2011.

Recent Developments - SCBHK

With effect from 1 January 2011, Sir C K Chow has stepped down as Independent Non-Executive Director and Chairman of the Board of SCBHK and Ms Katherine Tsang, currently Non-Executive Director, has been appointed as Chairperson of the Board of SCBHK. The section of the Base Prospectus entitled “Standard Chartered Bank (Hong Kong) Limited – Directors” shall be amended accordingly.

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/prices-and->

news/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 supplement dated 15 March 2011, 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.