



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)

U.S.\$50,000,000,000 Debt Issuance Programme

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 10 October 2012 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein, as supplemented by the supplementary prospectuses dated 8 November 2012, 13 December 2012, 19 March 2013 and 15 April 2013) 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.\$50,000,000,000 Debt Issuance 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.

The purpose of this Supplement is:

1. to incorporate by reference: (i) the unaudited interim report of SCPLC and its subsidiaries (together referred to as the “**Group**”) for the six months ended 30 June 2013, (ii) SCBHK’s unaudited interim statements for the six months ended 30 June 2013 and (iii) the document entitled “Additional Capital Disclosures 30 June 2013” (each as announced on 6 August 2013); and
2. to update certain details relating to the Directors of SCPLC, SCB and SCBHK.

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.

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 unaudited interim results of the Group for the six months ended 30 June 2013 (as announced on 6 August 2013);
2. SCBHK's unaudited Interim Financial Information Disclosure Statements for the six months ended 30 June 2013 (as announced by SCBHK on 6 August 2013); and
3. the document entitled "Additional Capital Disclosures 30 June 2013" released by SCPLC on 6 August 2013.

Recent Developments – SCPLC, SCB and SCBHK

Dr. Kurt Michael Campbell and Mrs. Christine Mary Hodgson have been appointed as Independent Non-Executive Directors of SCPLC with effect from 18 June 2013 and 1 September 2013 respectively, and Ms. Ruth Markland has been appointed as Senior Independent Director of SCPLC with effect from 1 July 2013.

Tim Miller resigned as a Director of SCB with effect from 1 April 2013.

Fong Ching (Eddy) has been appointed as an Independent Non-Executive Director and member of the Audit Committee of SCBHK with effect from 29 May 2013, and Stephen Robert Eno has been appointed as an Independent Non-Executive Director and member of the Audit Committee of SCBHK with effect from 25 July 2013.

Tan Siew Boi has been re-designated as a Non-Executive Director of SCBHK with effect from 29 May 2013.

Ma Xuezheng ceased to be an Independent Non-Executive Director of SCBHK with effect from 29 June 2013 and Janardhan Parthasarathi Cadambi ceased to be a Non-Executive Director of SCBHK with effect from 1 July 2013.

General

Copies of all 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 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 this Supplement; and (b) any other statement in or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and the supplementary prospectuses dated 8 November 2012, 13 December 2012, 19 March 2013 and 15 April 2013, 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.

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