

SUPPLEMENTARY PROSPECTUS DATED 5 MARCH 2012



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 Bank Korea Limited (formerly Standard Chartered First Bank Korea Limited)

(Incorporated in the Republic of Korea with limited liability: Number 1028121843)

U.S.\$42,500,000 Debt Issuance Programme

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the base prospectus dated 11 November 2011 (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.\$42,500,000,000 Debt Issuance Programme established by Standard Chartered PLC ("**SCPLC**"), Standard Chartered Bank ("**SCB**"), Standard Chartered Bank (Hong Kong) Limited ("**SCBHK**") and Standard Chartered Bank Korea Limited (formerly Standard Chartered First Bank Korea Limited) ("**SCB Korea**") (each of SCPLC, SCB, SCBHK and SCB Korea 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: (i) incorporate into the Base Prospectus SCPLC's 2011 Full Year Results announcement by reference; (ii) update the Base Prospectus to note that Viswanathan Shankar has been appointed as Group Executive Director of SCPLC; and (iii) update the Base Prospectus to note that the name of SCB Korea has been changed from "Standard Chartered First Bank Korea Limited" to "Standard Chartered Bank Korea Limited".

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 Base 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.

New Document Incorporated by Reference

SCPLC's results for the year ended 31 December 2011 (as announced by SCPLC on 29 February 2012) (the "**Results**"), which have been previously published and which have been approved by the FSA or filed with it shall, by virtue of this Supplement, be deemed to be incorporated in, and form part of the Base Prospectus.

The Results have been prepared in accordance with the Listing Rules of the FSA relating to preliminary results. They do not include all of the information that will be included in the full annual financial statements of SCPLC. Furthermore, the financial information included in SCPLC's Results does not constitute audited statutory accounts within the meaning of section 434 of the Companies Act 2006. Statutory accounts for the year ended 31 December 2011 were approved by the Directors of SCPLC on 29 February 2012 and will be delivered to the Registrar of Companies following publication on 23 March 2012.

Recent Developments – SCPLC

With effect from 1 January 2012, Mr Viswanathan Shankar has been appointed as Group Executive Director of SCPLC.

Recent Developments – SCB Korea

With effect from 11 January 2012, the name of SCB Korea was changed from "Standard Chartered First Bank Korea Limited" to "Standard Chartered Bank Korea Limited".

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/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 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.