



## **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, 8 January 2016, 9 March 2016, 4 April 2016 and 27 April 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 (as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong). **Investors should not purchase the Notes in the primary or secondary markets unless they are professional investors and understand the risks involved. The Notes are not suitable for retail investors.**

**The Stock Exchange of Hong Kong Limited has not reviewed the contents of this Supplement, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Supplement to professional investors only have been reproduced in this Supplement. Listing of the Programme on The Stock Exchange of Hong Kong Limited is not to be taken as an indication of the commercial merits or credit quality of the Notes or the Issuer or quality of disclosure in this Supplement.** 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 however arising from or in reliance upon the whole or any part of the contents of this Supplement.

The purpose of this Supplement is to:

1. incorporate by reference: (i) the announcement by SCPLC dated 27 June 2016 entitled “Standard Chartered PLC Announces Board Change” (pursuant to which SCPLC announced that Simon Lowth, independent non-executive director of SCPLC and Chair of the Board Financial Crime Risk Committee, would be stepping down from the Board of Directors of SCPLC); (ii) the announcement by SCPLC dated 27 July 2016 entitled “Standard Chartered PLC appoints José Viñals to succeed Sir John Peace as Chairman” (pursuant to which SCPLC announced that José Viñals will join the Board of Directors of SCPLC as Chairman designate on 3 October 2016 and succeed Sir John

Peace as Chairman of SCPLC on 1 December 2016, with Sir John Peace stepping down as Director and Chairman on 1 December 2016); and (iii) the unaudited interim report of SCPLC, its subsidiaries and its subsidiary undertakings (together referred to as the “**Group**”) for the six months ended 30 June 2016 (the “**Interim Report**” (as announced on 3 August 2016));

2. update the no significant change statements of the Issuers in the Base Prospectus; and
3. update Condition 3(c) of the Terms and Conditions of the Notes so that the waiver of set-off and excess payment conditions also apply to the issue of Senior Notes under the Programme.

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.

#### **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 announcement by SCPLC dated 27 June 2016 entitled “Standard Chartered PLC Announces Board Change” (pursuant to which SCPLC announced that Simon Lowth, independent non-executive director of SCPLC and Chair of the Board Financial Crime Risk Committee, would be stepping down from the Board of Directors of SCPLC);
2. the announcement by SCPLC dated 27 July 2016 entitled “Standard Chartered PLC appoints José Viñals to succeed Sir John Peace as Chairman” (pursuant to which SCPLC announced that José Viñals will join the Board of Directors of SCPLC as Chairman designate on 3 October 2016 and succeed Sir John Peace as Chairman of SCPLC on 1 December 2016, with Sir John Peace stepping down as Director and Chairman on the same day); and
3. the Interim Report (as announced on 3 August 2016).

#### **General Information**

The no significant change statements of the Issuers at page 148 of the Base Prospectus are, by virtue of this Supplement, updated as set out below:

There has been no significant change in the financial or trading position of SCPLC and its subsidiaries since 30 June 2016, the date to which SCPLC and its subsidiaries’ last published interim financial information (as set out in the Interim Report) was prepared.

### Terms and Conditions of the Notes

The first paragraph of Condition 3(c) of the Terms and Conditions of the Notes on page 46 of the Base Prospectus shall, by virtue of this Supplement, be deleted in its entirety and replaced with the following so that the waiver of set-off and excess payment conditions also apply to the issue of Senior Notes under the Programme:

“Subject to applicable law, no Noteholder or Couponholder may exercise, claim or plead any right of set-off, counter-claim or retention in respect of any amount owed to it by the Issuer arising under or in connection with the Senior Notes, the Dated Subordinated Notes or the Coupons in respect of them and each Noteholder and Couponholder shall, by virtue of being the holder of any Senior Note, Dated Subordinated Note or, as the case may be, Coupon in relation to them, be deemed to have waived all such rights of such set-off, counter-claim or retention. Notwithstanding the preceding sentence, if any of the amounts owing to any Noteholder or Couponholder by the Issuer under or in connection with the Senior Notes and/or Dated Subordinated Notes is discharged by set-off, such Noteholder or Couponholder, as the case may be, shall, subject to applicable law, immediately pay an amount equal to the amount of such discharge to the Issuer or, in the event of its winding-up [or administration]<sup>1</sup>, the liquidator [or administrator as appropriate]<sup>1</sup> of the Issuer for payment to the Creditors in respect of amounts owing to them by the Issuer, and, until such time as payment is made, shall hold an amount equal to such amount in trust for the Issuer, or the liquidator [or administrator as appropriate]<sup>1</sup> of the Issuer (as the case may be), for the payment to the Creditors in respect of amounts owing to them by the Issuer, and accordingly any such discharge shall be deemed not to have taken place.”

### 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.

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, 8 January 2016, 9 March 2016, 4 April 2016 and 27 April 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.