



## **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 11 October 2016 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein), as supplemented by the supplementary prospectus dated 4 November 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 Chapter 37 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (together, “**Professional Investors**”). **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 only suitable for Professional 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 and the Notes 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 Programme, the Notes or the Issuers or the 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 howsoever 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 consolidated annual report and audited accounts of SCPLC, its subsidiaries and subsidiary undertakings for the year ended 31 December 2016; (ii) the document entitled “Pillar 3 Disclosures 31 December 2016” released by SCPLC on 24 February 2017; and (iii) the audited annual accounts of SCB for the year ended 31 December 2016;
- (2) update the disclosures of SCPLC and SCB in the Base Prospectus relating to legal proceedings; and

- (3) update the no significant change and no material adverse change statements of SCPLC and SCB in the Base Prospectus.

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 consolidated annual report and audited accounts of SCPLC, its subsidiaries and subsidiary undertakings (the "**Group**") for the year ended 31 December 2016 released on 24 February 2017 (the "**Annual Report**");
2. the document entitled "Pillar 3 Disclosures 31 December 2016" released by SCPLC on 24 February 2017; and
3. the audited annual accounts of SCB for the year ended 31 December 2016 (including the audit report thereon) released on 28 February 2017.

#### **General Information**

Save in relation to the matters described in the sections of the Annual Report entitled "Regulatory investigations, reviews and legal proceedings" on page 138 of the Annual Report and "Legal and Regulatory Matters" on pages 250 to 251 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 sections of the Annual Report entitled "Regulatory investigations, reviews and legal proceedings" on page 138 of the Annual Report and "Legal and Regulatory Matters" on pages 250 to 251 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 2016. There has been no material adverse change in the prospects of SCPLC and its subsidiaries since 31 December 2016.

There has been no significant change in the financial or trading position of SCB and its subsidiaries since 31 December 2016. There has been no material adverse change in the prospects of SCB and its subsidiaries since 31 December 2016.

**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 the supplementary prospectus dated 4 November 2016, the statements in (a) above will prevail.

Save as disclosed in this Supplement or the supplementary prospectus dated 4 November 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.