



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.\$70,000,000,000 Debt Issuance Programme

This supplement (the “**Supplement**”, which definition shall include all information incorporated by reference herein) to the base prospectus dated 10 October 2014 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein, as supplemented by the supplementary prospectuses dated 30 October 2014, 15 December 2014 and 20 March 2015) 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.\$70,000,000,000 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.

The purpose of this Supplement is to:

1. incorporate the interim management statement for the first quarter of 2015 announced by SCPLC on 28 April 2015;
2. (a) incorporate the consolidated financial statements of SCBHK for the year ended 31 December 2014; (b) update the disclosures of SCBHK in the Base Prospectus relating to legal proceedings; and (c) update the no significant change and no material adverse change statements of SCBHK in the Base Prospectus; and
3. update certain details relating to the Directors of SCPLC and SCB as further described below.

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.

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 interim management statement for the first quarter of 2015 announced by SCPLC on 28 April 2015, which has been previously published and which has been filed with the FCA, is hereby incorporated in, and forms part of, this Supplement.

The consolidated financial statements of SCBHK for the year ended 31 December 2014 (including the audit report thereon) released on 30 March 2015, which have been previously published and which have been filed with the FCA, are hereby incorporated in, and form part of, this Supplement.

General Information

There are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which SCBHK 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 SCBHK and/or the Group nor is SCBHK aware that any such proceedings are pending or threatened.

There has been no significant change in the financial or trading position of SCBHK and its subsidiaries since 31 December 2014. There has been no material adverse change in the prospects of SCBHK and its subsidiaries since 31 December 2014.

Recent Developments – SCPLC and SCB Board Changes

On 1 April 2015, SCPLC announced the following changes to the SCPLC Board and SCB Court.

Viswanathan Shankar (also known as V. Shankar) ("**Shankar**"), Group Executive Director, has resigned to pursue other interests. Shankar will stand down from the SCPLC Board with effect from 30 April 2015 and the SCB Court with effect from 30 June 2015.

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.

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 30 October 2014, 15 December 2014 and 20 March 2015, 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.