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13 October 2010

Standard Chartered PLC

RIGHTS ISSUE TO RAISE £3.3 BILLION

Standard Chartered PLC ("Standard Chartered" or the "Company") today announces a 1 for 8 Rights Issue to raise approximately £3,258 million (net of expenses).

Highlights

- Standard Chartered has delivered seven successive years of record income and profit, and the Board continues to see exciting opportunities for significant growth across its market footprint in the world's fastest expanding economies. The third quarter 2010 Interim Management Statement released today builds on a strong performance in the first half of 2010.
- The Board believes that the new Basel III arrangements will see regulators raise requirements relating to minimum capital ratio levels and they may accelerate the transition timetable. To accommodate such increases, the Group may have to constrain RWA growth, sacrificing these growth opportunities, unless new capital is raised.
- The Rights Issue will enable Standard Chartered to continue to seize opportunities across Asia, Africa and the Middle East, to continue focusing on its organic growth strategy, whilst also giving the Group greater capacity to meet the Basel III countercyclical buffer and the enhanced capital requirements for systemically important institutions.

- Temasek, the Company's largest shareholder, intends to take up its rights.
- The Rights Issue is fully underwritten by J.P. Morgan Cazenove, Goldman Sachs International and UBS Investment Bank.
- The Directors intend to take up their entitlements in full.
- The Issue Price of 1,280 pence per share represents a discount of 32.93 per cent to the Closing Price on 12 October 2010 (the last business day prior to the date of this announcement) and a 30.38 per cent discount to the theoretical ex-rights price based on that Closing Price.

Commenting, Peter Sands, Standard Chartered Chief Executive said:

"We see many opportunities for growth across Asia, Africa and the Middle East as the world continues to rebalance between East and West. We are launching this rights issue to ensure that we can continue our strong record of organic growth and take full advantage of these opportunities, while at the same time being prepared for likely increases in capital requirements resulting from Basel III implementation. We believe this approach will create clear long-term value for our shareholders, and underpin the financial strength of the Group."

This summary should be read in conjunction with the full text of this announcement.

J.P. Morgan Cazenove is acting as Sponsor. The Banks are acting as Joint Underwriters. The Banks and Standard Chartered Securities (Hong Kong) Limited are acting as Joint Bookrunners.

Contacts:

Standard Chartered PLC

For further information, please contact:

Stephen Atkinson, Head of Investor Relations	+44 (0)20 7885 7245
Jon Tracey, Head of Media Relations	+44 (0)20 7885 7613

The defined terms set out in the Appendix apply in this announcement.

This announcement has been issued by and is the sole responsibility of Standard Chartered PLC.

A copy of the Prospectus when published will be available from the registered office of the Company and on the Company's website. Neither the content of Standard Chartered's website nor any website accessible by hyperlinks on Standard Chartered's website is incorporated in, or forms part of, this announcement. The Prospectus will give further details of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights being offered pursuant to the Rights Issue.

This announcement is not a Prospectus but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares referred to in this announcement except on the basis of the information contained in the Prospectus.

The Banks and Standard Chartered Securities (Hong Kong) Limited are acting for Standard Chartered and for no-one else in connection with the Rights Issue and will not be responsible to anyone other than Standard Chartered for providing the protections afforded to their respective clients nor for providing advice in connection with the Rights Issue or any other matter referred to herein.

Apart from the responsibilities and liabilities, if any, which may be imposed on any of the Banks and Standard Chartered Securities (Hong Kong) Limited by FSMA or the regulatory regime established thereunder, none of the Banks and Standard Chartered Securities (Hong Kong) Limited accepts any responsibility whatsoever or makes any representation or warranty, express or implied, for or in respect of the contents of this announcement, including its accuracy or completeness or for any other statement made or purported to be made by any of them, or on behalf of them, in connection with the Company, the New Ordinary Shares or the Rights Issue, and nothing in this announcement is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. The Banks and Standard Chartered Securities (Hong Kong) Limited accordingly disclaim all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above), which any of them might otherwise have in respect of this announcement.

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be registered under the Securities Act or under the applicable securities laws of any state, province or territory of the United States. Accordingly, unless a relevant exemption from the registration requirements of the Securities Act is available, neither the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares may, subject to certain exceptions, be offered, sold, taken up, renounced or delivered, directly or indirectly, within the United States. There will be no public offer of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares in the United States.

The distribution of this announcement and/or the Prospectus and/or the Provisional Allotment Letter and/or the transfer of Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares into jurisdictions other than the United Kingdom, Republic of Ireland, France or Hong Kong may be restricted by law, and, therefore, persons into whose possession this announcement and/or the Prospectus and/or the Provisional Allotment Letter comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, the Prospectus and the Provisional Allotment Letter should not be distributed, forwarded to or transmitted in or into the United States, Canada, India or South Africa.

The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

This announcement contains 'forward-looking statements' regarding the belief or current expectations of Standard Chartered, the Directors and other members of its senior management about the Group's businesses and the transactions described in this announcement. Generally, words such as "may", "could", "will", "expect", "intend", "estimate", "anticipate", "believe", "plan", "seek", "continue" or similar expressions identify forward-looking statements. These forward-looking statements are not guarantees of future performance. Rather, they are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of the Group and are difficult to predict, that may cause actual results to differ materially from any future results or developments expressed or implied from the forward-looking statements. Such risks and uncertainties include changes in the credit quality and the recoverability of loans and amounts due from counterparties; changes in the Group's financial models incorporating assumptions, judgments and estimates which may change over time; risks relating to capital, capital management and liquidity; risks associated with the implementation of Basel III and uncertainty over the timing and scope of regulatory changes in the various jurisdictions in which the Group operates; risks arising out of legal and regulatory matters, investigations and proceedings; operational risks inherent in the Group's business; risks arising out of the Group's holding company structure; risks associated with the recruitment, retention and development of senior management and other skilled personnel; risks associated with business expansion and engaging in acquisitions; reputational risk; pension risk; global macroeconomic risks; risks arising out of the dispersion of the Group's operations, the locations of its businesses and the legal, political and economic environment in such jurisdictions; competition; risks associated with the UK Banking Act 2009 and other similar legislation or regulations; changes in the credit ratings or outlook for the Group; market, interest rate, commodity price, equity price and other market risks; foreign exchange risk; financial market volatility; systemic risk in the banking industry and amongst other financial institutions or corporate borrowers; cross-border country risk; risks arising from operating in markets with less developed judicial and dispute resolution systems; risks arising out of hostilities, terrorist

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attacks, social unrest or natural disasters; risk of the price of the New Ordinary Shares falling below the Issue Price; risk of trading markets in the Nil Paid Rights not developing; failure to generate sufficient level of profits and cash flows to pay future dividends; risk of dilution for shareholders not acquiring New Ordinary Shares and risk of dilution resulting from any future issue of Ordinary Shares. Any forward-looking statement contained in this announcement based on past or current trends and/or activities of Standard Chartered should not be taken as a representation that such trends or activities will continue in the future. No statement in this announcement is intended to be a profit forecast or to imply that the earnings of the Company for the current year or future years will necessarily match or exceed the historical or published earnings of the Company. Each forward-looking statement speaks only as of the date of the particular statement. Except as required by the Listing Rules, the Disclosure and Transparency Rules, the Prospectus Rules, the London Stock Exchange or otherwise by law, Standard Chartered expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Standard Chartered's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

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Standard Chartered PLC RIGHTS ISSUE TO RAISE £3.3 BILLION

Introduction

Standard Chartered PLC ("Standard Chartered" or the "Company") today announces a Rights Issue to raise approximately £3,258 million (net of expenses).

Reasons for the Rights Issue and use of proceeds

Standard Chartered has produced seven successive years of record profits on the back of record income. Business continued to grow in 2010 as evidenced by very strong first half results and very strong third quarter trading performance. The Board believes the Group enjoys significant opportunities for further growth given the strength of its franchise across many of the world's fastest growing economies.

The Board believes that under the current regulatory regime the Group could sustain good growth whilst maintaining capital ratios broadly constant at their current strong levels through internal capital generation. However, the regulatory environment remains in flux and the Board believes that the Group's principal regulators will raise requirements relating to minimum capital ratio levels, through revised definitions of capital and incorporating further regulatory buffers, and in addition may accelerate the transition timetable announced by the Basel Committee on Banking Supervision (the "BCBS") on 12 September 2010. To accommodate such increases in effective capital ratios, the Group may have to constrain risk-weighted asset growth, sacrificing attractive growth opportunities, unless new capital is raised.

The purpose of this Rights Issue is therefore to enable the Group to continue to seize the opportunities presented in the markets in which it operates, whilst being prepared for higher capital requirements.

The announcement by the BCBS outlined new capital requirements for banks, increasing the minimum common equity ratio to 4.5 per cent and imposing a further capital conservation buffer of 2.5 per cent, bringing the minimum total common equity requirement to 7.0 per cent. In addition, banks will also be required (depending on macroeconomic conditions) to hold a further countercyclical capital buffer between 0 per cent and 2.5 per cent and the Board anticipates a further, as yet undefined, additional potential buffer will be imposed on systemically important institutions. The BCBS proposes phase-in arrangements, commencing as early as 1 January 2013, with full implementation from 1 January 2019.

Importantly, the BCBS has left significant discretion to individual regulators on the exact interpretation and implementation of Basel III and other proposed changes. At present, there remains significant uncertainty as to how the EU, the FSA, as the Group's lead regulator, and various other regulators in key markets will seek to interpret and apply these arrangements. There exist three main areas of uncertainty: the final definitions of, and appropriate adjustments to, regulatory capital and risk-weighted assets; the timetable for the phased implementation in the United Kingdom and other key jurisdictions; and the minimum levels of regulatory capital that will be required to cover the future countercyclical and systemically important institutions buffers. The Board believes it is prudent to assume the imposition of an accelerated timetable for the adoption of the new Basel III framework and that certain regulators are likely to take a conservative approach to the implementation of the new capital buffers, resulting in higher effective minimum capital requirements than have yet been announced.

Under the current regulatory framework, Basel II, Standard Chartered reported a Core Tier 1 Capital ratio of 9.0 per cent as at 30 June 2010. The Board estimates that the impact of the Rights Issue will be to increase the forecast Core Tier 1 Capital ratio by approximately 2 per cent. The Board also estimates that the impact of adjustments to risk-weighted assets and regulatory capital under both the proposed amendments to Basel II and introduction of Basel III will be to reduce the Group's future Core Tier 1 Capital ratio by up to 1 per cent. The Board believes the Rights Issue will give the Group greater capacity to meet the Basel III countercyclical buffer and the enhanced capital requirements for systemically important institutions.

The Group's strategy is to be the world's best international bank, leading the way in Asia, Africa and the Middle East. This strategy has now delivered record profits for seven consecutive years, delivering an annualised compound growth rate of 19 per cent in income and 22 per cent in profits over this period. The Group has continued to make good progress this year with a strong trading performance demonstrated by the record interim profits for the first six months of 2010. The Group also issued its third quarter 2010 Interim Management Statement on 13 October 2010, which highlights very strong continued performance, based on further increases in business activity levels and footings growth, together with continued low credit costs.

The Group continues to see many exciting opportunities for growth across its businesses. Economic growth rates within the Group's core markets in Asia, Africa and the Middle East

remain well above those seen in the United States and Western Europe. The Board therefore remains confident of the Group's long term organic growth prospects.

The Board acknowledges that it is making a judgement about the outcome of ongoing regulatory debates, but believes it is in the interests of Shareholders to strengthen further the Group's balance sheet in anticipation of the new regulatory capital requirements. Without the Rights Issue it may be necessary to constrain significantly the rate of increase in risk-weighted assets, thus potentially restricting the Group's ability to pursue attractive growth opportunities. The Board believes the Rights Issue will provide a significant degree of comfort against the expected tightening of the capital definitions and potentially expedited implementation of the new requirements by the Group's regulators as well as other potential changes in a still fluid regulatory environment.

The Board believes that the Group's balance sheet strength, liquidity profile and conservative funding structure remain a powerful source of competitive differentiation, reassuring stakeholders and attracting customers. The Rights Issue will further strengthen the Group's balance sheet, reinforcing what the Board believes is its competitive edge and distinctiveness.

Recent years have seen enormous changes to the international banking system which have required Standard Chartered to strengthen its capital position with the support of its Shareholders. Under the Basel II regime, the Core Tier 1 Capital ratio strengthened from 6.1 per cent to 9.0 per cent over a two-year period to 30 June 2010 through a mixture of internally generated capital and market supported capital raisings. This has enabled the Group to increase market share, deepen customer and client relationships and expand the business. Over the same period risk-weighted assets grew by 16 per cent in total from US\$201 billion to US\$234 billion. Despite regulatory and economic turbulence, Shareholders have seen total shareholder returns of 162 per cent in the period from the equity issue in December 2008 to 30 September 2010, a return substantially outperforming the Company's peer group and the wider equity markets. The Group's total shareholder returns for five and three years to 30 September 2010 are also excellent at 98 per cent and 44 per cent respectively.

The Board believes that raising capital now, on the basis of a pre-emptive rights issue, is in the best interests of Shareholders. It protects the Group's ability to pursue the attractive opportunities arising from its distinctive franchise and competitive strengths, whilst responding to the anticipated direction of regulatory changes.

Financial impact of the Rights Issue

As at 30 June 2010, Standard Chartered's Core Tier 1 Capital ratio was 9.0 per cent on a Basel II basis and its total Tier 1 Capital ratio was 11.2 per cent. The Board estimates that the impact of the Rights Issue will be to increase the forecast Core Tier 1 Capital ratio and total Tier 1 Capital ratio by approximately 2 per cent.

Dividends

Subject to actual and expected future earnings and general prevailing economic and business conditions, the Company intends to distribute by way of a final dividend for the financial year ending 31 December 2010 an amount that ensures that the total annual dividend per share in

2010 will be not less than the total annual dividend per share in 2009. The New Ordinary Shares issued will rank for the final 2010 dividend.

Principal terms of the Rights Issue

The New Ordinary Shares are being offered by way of rights to all Qualifying Shareholders on the following basis:

1 New Ordinary Share at 1,280 pence each for every 8 Existing Ordinary Shares

held and registered in their name on the Record Date. The Issue Price for HK Shareholders is HK\$156.82 for each New Ordinary Share, calculated at an exchange rate of £1:HK\$12.2511 at 4.30 p.m. (UK time) on 12 October 2010 (being the last business day prior to the announcement of the Rights Issue, sourced from Bloomberg). Entitlements to New Ordinary Shares will be rounded down to the nearest whole number.

Fractions of New Ordinary Shares will not be provisionally allotted to any Qualifying Shareholders, but will be aggregated and, if possible, sold in the market by the Joint Bookrunners or otherwise acquired by the Banks, as principals (or sub-underwriters or placees procured by the Banks) pursuant to the Underwriting Agreement. Qualifying Shareholders with fewer than 8 Existing Ordinary Shares will not be entitled to any New Ordinary Shares. The New Ordinary Shares will rank for all dividends declared, made or paid after the date of allotment and issue of the New Ordinary Shares and otherwise *pari passu* with the Existing Ordinary Shares.

The Issue Price of 1,280 pence per New Ordinary Share represents a 32.93 per cent discount to the Closing Price of an Ordinary Share of 1,908.50 pence on 12 October 2010 (being the last business day prior to the date of this announcement) and a 30.38 per cent discount to the theoretical ex-rights price based on that Closing Price. If a Qualifying Shareholder does not take up the offer of New Ordinary Shares, his/her proportionate shareholding will be diluted by 11.11 per cent.

The Rights Issue is conditional, amongst other things, upon:

- (i) UK Admission becoming effective by not later than 8.00 a.m. on 25 October 2010 (or such later time and date as the Company and the Joint Bookrunners may agree);
- (ii) each condition to enable the Nil Paid Rights and the Fully Paid Rights to be admitted as a participating security in CREST (other than UK Admission) being satisfied on or before 25 October 2010; and
- (iii) the fulfilment in all material respects by the Company of its obligations under a number of provisions of the Underwriting Agreement by the times specified therein.

Application will be made for the New Ordinary Shares to be admitted to the premium segment of the Official List, to be admitted to trading on the London Stock Exchange's main market for listed securities and to the Hong Kong Stock Exchange for listing of and permission to deal in the New Ordinary Shares on the Hong Kong Stock Exchange.

The Directors intend to take up their entitlements under the Rights Issue in full.

Temasek, the Company's largest Shareholder, which owns approximately 18 per cent of the existing Ordinary Share capital of the Company, is supportive of the Rights Issue and has informed the Company that it intends to take up its rights. Standard Chartered has been informed by the Banks that Temasek is also participating in the sub-underwriting of the Rights Issue.

The terms and conditions relating to the Rights Issue will be set out in the Prospectus and other related documentation. The Prospectus is expected to be published on or around 15 October 2010.

Summary expected timetable in the United Kingdom (all references below are to London time)

	2010
Transfers from UK register to Hong Kong register suspended	6.30 a.m. on 13 October
UK Record Date for entitlements under the Rights Issue	5.00 p.m. on 19 October
Despatch of Provisional Allotment Letters	21 October
Dealings in Nil Paid Rights commence on the London Stock Exchange	8.00 a.m. on 22 October
Existing Ordinary Shares marked "ex-rights" by the London Stock Exchange	8.00 a.m. on 22 October
Nil Paid Rights credited to stock accounts in CREST	8.00 a.m. on 22 October
Nil Paid Rights and Fully Paid Rights enabled in CREST	as soon as practicable after 8.00 a.m. on 22 October
Hong Kong register re-opens for transfers from UK register	8.00 a.m. on 22 October
Latest time and date in the UK for acceptance and payment in full	11.00 a.m. on 5 November

Summary expected timetable in Hong Kong (all references below are to Hong Kong time)

	2010
Transfers from Hong Kong register to UK register suspended	1.30 p.m. on 13 October
Existing Ordinary Shares marked "ex-rights" by the Hong Kong Stock Exchange	9.30 a.m. on 18 October
HK Record Date for entitlements under the Rights Issue	4.30 p.m. on 19 October
Despatch of Prospectus and Provisional Allotment Letters	22 October
UK register re-opens for transfers from Hong Kong register	9.00 a.m. on 22 October
Dealings in Nil Paid Rights commence on the Hong	9.30 a.m. on 25 October

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Kong Stock Exchange	
Latest time and date in Hong Kong for acceptance and payment in full	4.00 p.m. on 5 November

A more detailed summary will be available in the Prospectus and other shareholder documentation which is expected to be made available as set out above.

Since the UK ex-rights date and the HK ex-rights date are fixed for different dates to cater for different regulations and market practices for rights issues in the United Kingdom and Hong Kong and because the Issue Price in Hong Kong dollars has been fixed by reference to the relevant exchange rate on 12 October 2010 (being the last HK Business Day prior to the announcement of the Rights Issue), the Company has instructed the Registrars not to process transfers of Ordinary Shares (i) from the Hong Kong register of members to the UK register of members from 1.30 p.m. (Hong Kong time) on 13 October 2010 until 9.00 a.m. (Hong Kong time) on 22 October 2010; and (ii) from the UK register of members to the Hong Kong register of members from 6.30 a.m. (UK time) on 13 October 2010 until 8.00 a.m. (UK time) on 22 October 2010. Accordingly, Shareholders will not be able to transfer their Ordinary Shares between the two registers during these times. This will ensure that anyone who bought Ordinary Shares before the announcement of the Rights Issue will be able to participate in the Rights Issue by virtue of being on the register of members in the correct jurisdiction.

In addition, because the Issue Price for HK Shareholders is in Hong Kong dollars whereas the Issue Price for UK Shareholders is in Pounds Sterling, it will not be possible to transfer Nil Paid Rights from the Hong Kong register of members to the UK register of members or vice versa.

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A copy of the Prospectus when published will be available from the registered office of the Company and on the Company's website. Neither the content of Standard Chartered's website nor any website accessible by hyperlinks on Standard Chartered's website is incorporated in, or forms part of, this announcement. The Prospectus will give further details of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights being offered pursuant to the Rights Issue.

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attacks, social unrest or natural disasters; risk of the price of the New Ordinary Shares falling below the Issue Price; risk of trading markets in the Nil Paid Rights not developing; failure to generate sufficient level of profits and cash flows to pay future dividends; risk of dilution for shareholders not acquiring New Ordinary Shares and risk of dilution resulting from any future issue of Ordinary Shares. Any forward-looking statement contained in this announcement based on past or current trends and/or activities of Standard Chartered should not be taken as a representation that such trends or activities will continue in the future. No statement in this announcement is intended to be a profit forecast or to imply that the earnings of the Company for the current year or future years will necessarily match or exceed the historical or published earnings of the Company. Each forward-looking statement speaks only as of the date of the particular statement. Except as required by the Listing Rules, the Disclosure and Transparency Rules, the Prospectus Rules, the London Stock Exchange or otherwise by law, Standard Chartered expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Standard Chartered's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Appendix

Definitions

The following definitions apply throughout this announcement unless the context otherwise requires:

“Banks”	J.P. Morgan Cazenove, Goldman Sachs International and UBS Investment Bank;
“Basel II”	International Convergence of Capital Measurement and Capital Standards published by the Basel Committee in June 2006 as amended (including, without limitation, the measures to strengthen the rules governing trading book capital and to enhance the three pillars of the Basel II framework published in July 2009);
“Basel III”	the package of proposals to strengthen global capital and liquidity regulations published by the Basel Committee on 17 December 2009 as supplemented and modified by subsequent press releases including, in particular, those dated 26 July 2010 and 12 September 2010;
“Board”	the board of directors of the Company;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“certificated” or “in certificated form”	where a share or other security is not in uncertificated form (that is, not in CREST or CCASS);
“Closing Price”	the closing middle market quotation in Pounds Sterling of an Ordinary Share, as published in the daily official list of the London Stock Exchange;
“CREST”	the system for the paperless settlement of trades in securities and the holding of uncertificated securities in accordance with the Euroclear Regulations operated by Euroclear;
“Directors”	the directors of the Company at the date of this announcement and “Director” means one of them;
“Disclosure and Transparency Rules”	the disclosure and transparency rules made by the UK Listing Authority under Part VI of FSMA as amended;
“EU”	the European Union;
“Euroclear”	Euroclear UK & Ireland Limited;
“Euroclear	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as

Regulations”	amended from time to time;
“Existing Ordinary Shares”	the Ordinary Shares at the Record Date;
“FSA” or “Financial Services Authority”	the Financial Services Authority of the United Kingdom and, where applicable, includes any successor body or bodies carrying out the functions currently carried out by the Financial Services Authority;
“FSA Handbook”	the handbook of rules and guidance made by the FSA under FSMA;
“FSMA”	the Financial Services and Markets Act 2000, as amended;
“Fully Paid Rights”	rights to acquire the New Ordinary Shares, fully paid;
“HK Business Day”	a day (other than a Saturday, Sunday or a day on which either a tropical cyclone signal warning number 8 or a “black rainstorm warning” signal is hoisted in Hong Kong) upon which the Hong Kong Stock Exchange is open for dealings;
“HK Record Date”	4.30 p.m. (Hong Kong time) on 19 October 2010;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC;
“HK Shareholders”	Shareholders whose Ordinary Shares are registered on the Hong Kong register of members;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong dollar” or “HK\$”	the lawful currency of Hong Kong;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Issue Price”	1,280 pence per New Ordinary Share or, for HK Shareholders, HK\$156.82 per New Ordinary Share (being the Hong Kong dollar equivalent of 1,280 pence using the exchange rate of £1:HK\$12.2511 at 4.30 p.m. (UK time) on 12 October 2010, sourced from Bloomberg);
“Joint Bookrunners”	J.P. Morgan Cazenove, Goldman Sachs International, UBS Investment Bank and Standard Chartered Securities (Hong Kong) Limited;
“J.P. Morgan	J.P. Morgan Securities Ltd (which conducts its UK investment banking

Cazenove"	activities as J.P. Morgan Cazenove);
"Listing Rules"	the listing rules made under Part VI of FSMA (as set out in the FSA Handbook), as amended from time to time;
"London Stock Exchange"	London Stock Exchange plc or its successor(s);
"New Ordinary Shares"	the Ordinary Shares to be issued by the Company pursuant to the Rights Issue;
"Nil Paid Rights"	New Ordinary Shares in nil paid form to be provisionally allotted to Qualifying Shareholders pursuant to the Rights Issue;
"Official List"	the official list of the UK Listing Authority;
"Ordinary Shares"	ordinary shares of US\$0.50 each in the capital of the Company;
"Pounds Sterling" or "£" or "pence"	the lawful currency of the United Kingdom;
"Prospectus"	the prospectus to be published by the Company in relation to the Rights Issue;
"Prospectus Rules"	the prospectus rules made under Part VI of FSMA (as set out in the FSA Handbook), as amended;
"Provisional Allotment Letter"	the renounceable provisional allotment letter to be sent to Qualifying Non-CREST Shareholders and Qualifying Non-CCASS Shareholders;
"Qualifying Non-CCASS Shareholders"	Qualifying Shareholders holding Ordinary Shares on the HK register in certificated form (other than those being held in the name of HKSCC Nominees);
"Qualifying Non-CREST Shareholders"	Qualifying Shareholders holding Ordinary Shares on the UK register in certificated form (that is, not through CREST);
"Qualifying Shareholders"	holders of Existing Ordinary Shares on the register of members of the Company on the Record Date;
"Record Date"	the UK Record Date or, for HK Shareholders, the HK Record Date;
"Registrars"	Computershare Investor Services PLC and Computershare Hong Kong Investor Services Limited;
"Rights Issue"	the issue by way of rights of New Ordinary Shares to Qualifying Shareholders, on the terms and conditions to be set out in the

	Prospectus and, in the case of Qualifying Non-CREST Shareholders, Qualifying Non-CCASS Shareholders and HKSCC Nominees only, the Provisional Allotment Letter;
“RWA”	risk-weighted asset;
“Securities Act”	the United States Securities Act of 1933, as amended;
“Shareholder(s)”	holder(s) of Ordinary Shares;
“Standard Chartered” or “the Group”	the Company or, where the context requires, the Company and its subsidiaries and subsidiary undertakings and, where the context requires, “Group” also means any member of the Group;
“stock account”	an account within a member account in CREST or CCASS to which a holding of a particular share or other security in CREST or CCASS is credited;
“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
“subsidiary undertaking”	has the meaning given in section 1162 of the Companies Act 2006;
“Temasek”	Dover Investments Pte Ltd, a wholly owned subsidiary of Temasek Holdings (Private) Limited and, in the context of ownership of Existing Ordinary Shares, “Temasek” also includes Cavanagh Investments Pte Ltd;
“Tier 1 Capital” and “Core Tier 1 Capital”	depending on the context, has the meaning (i) given to such terms, from time to time, in the General Prudential Sourcebook (as set out in the FSA Handbook) or (ii) required under Basel III;
“UBS Investment Bank”	UBS Limited;
“UK Admission”	admission of the New Ordinary Shares, nil paid, to the premium segment of the Official List and to trading on the market for listed securities of the London Stock Exchange;
“UK Listing Authority”	the Financial Services Authority acting in its capacity as the competent authority for the purposes of FSMA;
“UK Record Date”	5.00 p.m. (UK time) on 19 October 2010;
“UK Shareholders”	Shareholders whose Ordinary Shares are registered on the UK register of members;
“uncertificated” or “in	a share or other security recorded on the UK register as being held in

uncertificated form"	uncertificated form in CREST and title to which, by virtue of the Euroclear Regulations, may be transferred by means of CREST;
"Underwriting Agreement"	the underwriting agreement dated 13 October 2010 between the Company, the Banks and the Joint Bookrunners;
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland;
"United States"	the United States of America, its territories and possessions, any state of the United States and the District of Columbia; and
"US\$"	the lawful currency of the United States.