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## 

(Incorporated as a public limited company in England and Wales with registered number 966425)
(Stock Code: 02888)

### STANDARD CHARTERED BANK

(Incorporated with limited liability in England by Royal Charter with reference number ZC 18)

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA (INCLUDING PUERTO RICO, THE US VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS). NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON RESIDENT AND/OR LOCATED IN, ANY JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION IS UNLAWFUL (SEE "OFFER AND DISTRIBUTION RESTRICTIONS" OF THE TENDER OFFER MEMORANDUM).

STANDARD CHARTERED PLC AND STANDARD CHARTERED BANK ANNOUNCE TENDER
OFFERS TO REPURCHASE CERTAIN OUTSTANDING NOTES LISTED HEREIN

Invitation to Tender for Repurchase for Cash up to the Maximum Consideration Amount

#### by STANDARD CHARTERED PLC

(a public limited company incorporated in England and Wales)

to the holders of its

£150,000,000 Undated Primary Capital Floating Rate Notes (ISIN: GB0008389008) €1,000,000,000 Floating Rate Notes due 2017 (ISIN: XS1077632013) €1,250,000,000 1.750% Notes due 2017 (ISIN: XS0849677348) (the "2017 Notes") €1,000,000,000 4.125% Notes due 2019 (ISIN: XS0732522965) (the "2019 Notes")

(the "SCPLC Notes", the holders of which being the "SCPLC Noteholders")

#### by **STANDARD CHARTERED BANK**

(incorporated in England with limited liability by Royal Charter)

to the holders of its

£200,000,000 Undated Subordinated Step-Up Notes (ISIN: XS0119816402) £675,000,000 Fixed/Floating Rate Step up Undated Subordinated Notes (ISIN: XS0222434200)

(the "SCB Notes", the holders of which being the "SCB Noteholders", the SCPLC Notes and the SCB Notes together being the "Notes", and the SCPLC Noteholders and the SCB Noteholders together being the "Noteholders")

in each case in the order of priority listed below and on the terms and subject to the conditions set out in full in the Tender Offer Memorandum dated 11 March 2016 (the "**Tender Offer Memorandum**")

Standard Chartered PLC ("SCPLC" or the "Company" in respect of the SCPLC Notes) has today invited holders of the SCPLC Notes to tender the SCPLC Notes for repurchase by the Company for cash (each such invitation an "SCPLC Offer" and together, the "SCPLC Offers") subject to certain offer restrictions as contained in the section "Offer and Distribution Restrictions" of the Tender Offer Memorandum. The SCPLC Offers are made on the terms of, and subject to the conditions contained in the Tender Offer Memorandum, copies of which may be obtained free of charge by eligible holders from the Information and Tender Agent, D.F. King Ltd. Capitalised terms used but not defined herein have the meanings given to them in the Tender Offer Memorandum.

Standard Chartered Bank ("SCB" or the "Company" in respect of the SCB Notes) has today invited holders of the SCB Notes to tender the SCB Notes for repurchase by the Company for cash (each such invitation an "SCB Offer" and together, the "SCB Offers" and, together with the SCPLC Offers, the "Offers") subject to certain offer restrictions as contained in the section "Offer and Distribution Restrictions" of the Tender Offer Memorandum. The SCB Offers are made on the terms of, and subject to the conditions contained in, the Tender Offer Memorandum. All documentation relating to the Offers and any updates will be available to eligible Noteholders via the offer website: http://sites.dfkingltd.com/scb.

Rationale for the Offers: The Companies have launched, contemporaneously with the launch of the Offers, offers to purchase for cash (the "**US Tender Offers**") any and all of six series of US dollar denominated notes issued by the Companies with an aggregate nominal amount outstanding of US\$1,744,700,000 (the "**US Notes**"). The Offers and the US Tender Offers are being undertaken to provide liquidity to relevant noteholders and to further optimise the Group's capital structure. The Group's strong liquidity position enables it to repurchase the notes subject to the Offers and the US Tender Offers without any corresponding change to its 2016 funding plan.

In this announcement, references to the "relevant Company" and a "relevant Offer" are, respectively, references to SCPLC and an SCPLC Offer in respect of a series of the SCPLC Notes only and to SCB and an SCB Offer in respect of a series of the SCB Notes only.

Holders of the relevant Notes should consult the Tender Offer Memorandum for more details of the Offers. The following is a brief summary of certain terms of the Offers only:

 Expiration Deadline: 4.00 p.m. (London time) on 18 March 2016, unless extended or earlier terminated.

- Tender Offer Consideration: Dependent on the relevant series of Notes (see table below). In respect of the 2017 Notes, the Repurchase Price will be determined by reference to a Fixed Spread of 20 bps over the 2017 Notes Interpolated Mid-Swap Rate, as set out in the Tender Offer Memorandum. In respect of the 2019 Notes, the Repurchase Price will be determined by reference to a Fixed Spread of 78 bps over the 2019 Notes Interpolated Mid-Swap Rate, as set out in the Tender Offer Memorandum. The Companies will announce at or around 10:00 a.m. (London time) on 21 March 2016 whether they intend to accept valid tenders of Notes pursuant to the Offers and if so accepted (1) non-binding indications of the (i) Maximum Consideration Amount, (ii) the Maximum Second Priority Consideration Amount, (iii) the levels at which the Companies expect to set the aggregate nominal amount of each series of Notes accepted for repurchase, and (iv) details of any scaling of Offers of Notes tendered for repurchase, and (2) the Sterling FX Rate and the Euro FX Rate. The Repurchase Price for the 2017 Notes and the 2019 Notes will be announced as soon as reasonably practicable after the Price Determination Time, which is expected to be 2.00 p.m. (London time) on 21 March 2016, unless extended or earlier terminated.
- Accrued Interest: Noteholders who validly tender their Notes and whose Notes are
  accepted for purchase in the Offers will be paid a cash amount in pounds sterling (for Notes
  denominated in pounds sterling) or in euro (for Notes denominated in euro) equal to the
  interest accrued and unpaid on the relevant Notes from (and including) the immediately
  preceding interest payment date for the relevant series of Notes to (but excluding) the
  Settlement Date.
- Withdrawal Rights: Tender Instructions are irrevocable except in the limited circumstances described in the Tender Offer Memorandum.
- Announcement of final acceptance, results and scaling: As soon as reasonably practicable after the Price Determination Date.
- Settlement Date for the Offers: Will occur promptly after the Expiration Date. Assuming that
  the relevant Offer is not extended or earlier terminated, it is expected that the Settlement
  Date will be 23 March 2016.
- Conditions to the Offers: Consummation of each relevant Offer is conditioned upon the satisfaction or, where applicable, waiver of the conditions described in the Tender Offer Memorandum.

The relevant Company will pay the following for each Integral Multiple in nominal amount of the Notes accepted by it for repurchase pursuant to the Offers, as well as accrued interest on such Notes.

## Invitation by SCPLC and SCB (as applicable):

Priority Acceptance Level	Description of the Notes	Company	ISIN	Outstanding nominal amount	Repurchase Price (for each Integral Multiple in nominal amount) / Fixed Spread over Benchmark Rate (for 2017 Notes and 2019 Notes)	Maximum Consideration Amount (for Priority Acceptance Level 1) / Maximum Second Priority Consideration Amount (for Priority Acceptance Level 2)
1	£150,000,000 Undated Primary Capital Floating Rate Notes	SCPLC	GB0008389008	£30,515,000	£3,000 per £5,000	US\$2,000,000,000 less the consideration payable in respect of the US Repurchased Notes (excluding in respect of any accrued interest thereon)
	£200,000,000 Undated Subordinated Step-Up Notes	SCB	XS0119816402	£200,000,000	£10,675 per £10,000	
	£675,000,000 Fixed/Floating Rate Step up Undated Subordinated Notes	SCB	XS0222434200	£393,742,000	£950 per £1,000	
2	€1,000,000,00 0 Floating Rate Notes due 2017	SCPLC	XS1077632013	€1,000,000,000	€1,002 per €1,000	The Maximum Consideration Amount less the USD Equivalent aggregate Purchase Consideration payable in respect of the First Priority Notes validly tendered and accepted for purchase
	€1,250,000,00 0 1.750% Notes due 2017	SCPLC	XS0849677348	€1,250,000,000	20 bps over the 2017 Notes Interpolated Mid-Swap Rate	
	€1,000,000,00 0 4.125% Notes due 2019	SCPLC	XS0732522965	€1,000,000,000	78 bps over the 2019 Notes Interpolated Mid-Swap Rate	

# The Maximum Consideration Amount and the Maximum Second Priority Consideration Amount

The Maximum Consideration Amount is the USD Equivalent of the Purchase Consideration payable by the Companies in aggregate pursuant to the Offers which shall not exceed an amount equal to (a) US\$2,000,000,000 less (b) the consideration payable in respect of the US Repurchased Notes (excluding, for the avoidance of doubt, consideration payable in respect of interest accrued and unpaid on the relevant US Notes from (and including) the immediately preceding interest payment date for the relevant series to (but excluding) the relevant settlement date of the US Tender Offers) (subject to the rights of the Companies to increase the Maximum Consideration Amount in their absolute discretion).

In respect of all Second Priority Notes validly tendered and accepted for purchase, the Maximum Second Priority Consideration Amount is (i) the Maximum Consideration Amount less (ii) the USD Equivalent of the Purchase Consideration payable by the Companies in aggregate in respect of the First Priority Notes validly tendered and accepted for purchase in the relevant Offers.

#### **Priority Acceptance Levels and Scaling**

The aggregate amount of each series of Notes that the Companies intend to accept for purchase in the relevant Offers will be based on the applicable Priority Acceptance Level for such series of Notes and on a maximum USD Equivalent Purchase Consideration payable by the Companies in aggregate pursuant to the Offers equal to the Maximum Consideration Amount. Repurchases of Notes may be pro-rated. See the table above for details of the Priority Acceptance Levels. The First Priority Notes, which are within the first Priority Acceptance Level, will be accepted (subject to the Maximum Consideration Amount) for purchase before the Second Priority Notes, which are within the second Priority Acceptance Level.

If the USD Equivalent Purchase Consideration payable in respect of the First Priority Notes validly tendered (and not validly withdrawn) in the relevant Offers equals the Maximum Consideration Amount, then none of the Second Priority Notes will be accepted for repurchase.

If the USD Equivalent Purchase Consideration payable in respect of the First Priority Notes validly tendered (and not validly withdrawn) and accepted for purchase in the relevant Offers is less than the Maximum Consideration Amount, then the Companies will accept Second Priority Notes validly tendered (and not validly withdrawn) for aggregate USD Equivalent Purchase Consideration in respect of such Second Priority Notes of up to the Maximum Second Priority Consideration Amount.

If the aggregate USD Equivalent Purchase Consideration that would be required to repurchase the aggregate principal amount of all the First Priority Notes validly tendered (and not validly withdrawn) in the relevant Offers is greater than the Maximum Consideration Amount, then the Companies intend to accept such validly tendered First Priority Notes on a pro rata basis such that the aggregate USD Equivalent Purchase Consideration payable in respect of such First Priority Notes accepted for purchase is no greater than the Maximum Consideration Amount. In such circumstances, each such tender of First Priority Notes will be scaled by a factor equal to (i) the Maximum Consideration Amount, divided by (ii) the USD Equivalent aggregate Purchase Consideration that would be required to repurchase the aggregate principal amount of all the First Priority Notes that have been validly tendered (and not validly withdrawn) in the relevant Offers (such factor being subject to adjustment to allow for the USD Equivalent Purchase Consideration of First Priority Notes accepted to equal as closely as possible the Maximum Consideration Amount).

If the aggregate USD Equivalent Purchase Consideration that would be required to repurchase the aggregate principal amount of all the Second Priority Notes validly tendered (and not validly withdrawn) in the relevant Offers is greater than the Maximum Second Priority Consideration Amount, then the Companies intend to accept such validly tendered Second Priority Notes on a pro rata basis such that the aggregate USD Equivalent Purchase Consideration payable in respect of such Second Priority Notes accepted for purchase is no greater than the Maximum Second Priority Consideration Amount. In such circumstances, each such tender of Second Priority Notes will be scaled by a factor equal to (i) the Maximum Second Priority Consideration Amount, divided by (ii) the USD Equivalent aggregate Purchase Consideration that would be required to repurchase the aggregate principal amount of all the Second Priority Notes that have been validly tendered (and not validly withdrawn) in the relevant Offers (such factor being subject to adjustment to allow for the USD Equivalent Purchase Consideration of Second Priority Notes accepted to equal as closely as possible the Maximum Second Priority Consideration Amount).

Each such tender of Notes for purchase will be rounded down to the nearest applicable Integral Multiple after application of the above scaling factor. In the event of any such pro-ration, the relevant Company will only accept tenders of First Priority Notes or Second Priority Notes, as the case may be, subject to pro-ration to the extent such pro-ration will not result in the relevant Noteholder transferring First Priority Notes or Second Priority Notes to the relevant Company in an aggregate nominal amount of less than the relevant Minimum Denomination.

The Companies reserve the right, but are not obligated, to increase or decrease the Maximum Consideration Amount and/or the Maximum Second Priority Consideration Amount in their absolute discretion.

No alternative, conditional or contingent tenders will be accepted.

#### **Indicative Offer Timetable**

The following table sets out the expected dates and times of the key events relating to the Offers. This is an indicative timetable and is subject to change. All times are London time, unless otherwise stated.

Date and time	Event		
On 11 March 2016	Launch Date		
	Offers announced and Tender Offer Memorandum available from the Information and Tender Agent		
	Notice of Offers published		
4 p.m. on 18 March 2016	Expiration Deadline		
	Deadline for receipt by the Information and Tender Agent of all Tender Instructions		
At or around	Announcement of indicative results of the Offers		
10.00 a.m. on			
21 March 2016	Announcement by the Companies of whether they intend to accept valid tenders		
	of Notes pursuant to the Offers and if so accepted (1) non-binding indications of		

	the (i) Maximum Consideration Amount, (ii) the Maximum Second Priority Consideration Amount, (iii) the levels at which the Companies expect to set the aggregate nominal amount of each series of Notes accepted for repurchase and (iv) details of any scaling of Offers of Notes tendered for repurchase and (2) the Sterling FX Rate and the Euro FX Rate
At or around 2.00 p.m. on 21 March 2016	Price Determination Time  Determination of the relevant Benchmark Rates, Purchase Yields and Repurchase Prices for the 2017 Notes and the 2019 Notes in the manner described in this Tender Offer Memorandum
As soon as reasonably practicable after the Price Determination Time	Announcement of Acceptance and Results  Announcement by the Companies of whether they accept for repurchase Notes validly tendered in the Offers, and, if so (i) the final Maximum Consideration Amount, (ii) the final Maximum Second Priority Consideration Amount (iii) the aggregate nominal amount of Notes of each series accepted for repurchase (if any), (iv) pro rata scaling factors (if any), (v) the relevant Benchmark Rates, Purchase Yields and Repurchase Prices for the 2017 Notes and the 2019 Notes
23 March 2016	Settlement Date  Date for the payment of the relevant Repurchase Price and Accrued Interest in respect of the Notes accepted for repurchase

For further information, please contact:

## The Dealer Managers

Barclays Bank PLC	Lloyds Bank plc	Standard Chartered Bank
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#### **DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer Memorandum. The Tender Offer Memorandum contains important information which must be read carefully before any decision is made with respect to the Offers described in this announcement. If any holder of Notes is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, from its stockbroker, bank manager, counsel, accountant or other independent financial adviser. Any holder of Notes whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Offers. None of the Companies, Barclays Bank PLC, Lloyds TSB Bank plc, Standard Chartered Bank, D.F. King Ltd. or any of their respective affiliates, makes any recommendation as to whether or not any holder of Notes should tender Notes held by them pursuant to the Offers.

No offer to purchase any Notes is being made pursuant to this announcement. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to purchase in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities laws and tenders of securities pursuant to the Offers will not be accepted from holders thereof in any jurisdiction where such invitation or tender is unlawful.

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law.

Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required to inform themselves about, and to observe, any such restrictions.

#### Offer Restrictions

#### **United Kingdom**

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers in respect of each series of Notes is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom, and are only for circulation to persons outside the United Kingdom or

to persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**")), or within Article 43(2) of the Order, or within Article 49(2)(a) to (d) of the Order, or to other persons to whom it may lawfully be communicated in accordance with the Order.

#### Belgium

Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers in respect of each Series of Notes have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority ("Authorite des services et marches financiers/Autoriteit financiele diensten en markten") and, accordingly, the Offers may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the "Belgian Takeover Law") as amended or replaced from time to time. Accordingly, the Offers may not be advertised and the Offers will not be extended, and neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to "qualified investors" in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account or (ii) in any circumstances set out in Article 6, § 4 of the Belgian Takeover Law. The Tender Offer Memorandum has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offers. Accordingly, the information contained in this announcement and the Tender Offer Memorandum may not be used for any other purposes or disclosed to any other person in Belgium.

#### Canada

Any offer or solicitation in Canada must be made through a dealer that is appropriately registered under the laws of the applicable province or territory of Canada, or pursuant to an exemption from that requirement. Where one of the Dealer Managers or any affiliate thereof is a registered dealer or able to rely on an exemption from the requirement to be registered in such jurisdiction, the relevant Offer shall be deemed to be made by such Dealer Manager, or such affiliate, on behalf of the relevant Company in that jurisdiction.

#### **France**

The Offers are not being made, directly or indirectly, to the public in France. Neither this announcement, the Tender Offer Memorandum nor any other documents or offering materials relating to the Offers in respect of each Series of Notes have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portfeuille pour compte de tiers) and/or (ii) qualified investors (investisseurs qualifiés), all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code monétaire et financier, are eligible to participate in the Offers. The Tender Offer Memorandum has not been submitted to the clearance procedures (visa) of the Autorité des marches financiers.

#### Italy

Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to Italian laws and regulations.

The Offers are being carried out in the Republic of Italy as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "Financial Services Act") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the "Issuers' Regulation"). The Offers are also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers' Regulation.

A holder of Notes located in the Republic of Italy can tender Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Offers.

#### **Spain**

Neither the Offers nor this announcement nor the Tender Offer Memorandum constitute an offer of securities or the solicitation of an offer of securities to the public in Spain under the Spanish Securities Market Law (*Ley 24/1988, de 28 de Julio, del Mercado de Valores*), Royal Decree 1310/2005, of November 4, 2005 and Royal Decree 1066/2007, of July 27, 2007. Accordingly, the Tender Offer Memorandum has not been submitted for approval and has not been approved by the Spanish Securities Market Regulator (*Comisión Nacional del Mercado de Valores*).

#### **United States**

The Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offers by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this announcement and the Tender Offer Memorandum and any other documents or materials relating to the Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Offers resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Notes participating in an Offer will represent that it is not located in the United States and is not participating in such Offer from the United States, or it is acting on a non-discretionary

basis for a principal located outside the United States that is not giving an order to participate in such Offer from the United States. For the purposes of this and the above paragraph, United States means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

#### 11 March 2016

As at the date of this announcement, the Board of Directors of Standard Chartered PLC comprises:

Chairman:

Sir John Wilfred Peace

Executive Directors:

Mr William Thomas Winters; Mr Andrew Nigel Halford and Mr Alun Michael Guest Rees

Independent Non-Executive Directors:

Mr Om Prakash Bhatt; Dr Kurt Michael Campbell; Dr Louis Chi-Yan Cheung; Mr David Philbrick Conner; Dr Byron Elmer Grote; Dr Han Seung-soo, KBE; Mrs Christine Mary Hodgson; Ms Gay Huey Evans; Mr Naguib Kheraj (Senior Independent Director); Mr Simon Jonathan Lowth and Ms Jasmine Whitbread

As of the date of this announcement, the Court of Directors of Standard Chartered Bank comprises:

Chairman:

William Thomas Winters

Directors:

Tracy Jayne Clarke; Andrew Nigel Halford; Alun Michael Guest Rees and Mark Smith

As of the date of this announcement, the Board of Directors of Standard Chartered Bank (Hong Kong) Limited comprises:

Chairman:

Hung Pi Cheng Benjamin

Executive Directors:

Tan Siew Boi and Ling Fou Tsong

Non-Executive Directors:

Sunil Kaushal; Anna Elizabeth Marrs; Edward Martin Williams; Fong Ching\*, Stephen Robert Eno\*; Cheng Edward Wai Sun\* and Tung Andrew Lieh Cheung\*

<sup>\*</sup>Independent Non-Executive Directors