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Standard Chartered PLC Rights Issue Guide

For shareholders holding shares in their own name on the register of members in Hong Kong and issued with a Provisional Allotment Letter

THIS DOCUMENT AND THE ACCOMPANYING PROVISIONAL ALLOTMENT LETTER ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

In connection with a rights issue (the "Rights Issue") by Standard Chartered PLC ("Standard Chartered" or the "Company"), you have been allotted a number of "Rights" to acquire ordinary shares of US\$0.50 each in the Company (the "Ordinary Shares"). The accompanying Provisional Allotment Letter ("PAL") sets out the number of Ordinary Shares you held on 18 November 2015 and the number of Rights that have been allotted to you. These Rights represent the number of new Ordinary Shares (the "New Ordinary Shares") you are entitled to buy at HK\$55.60 per New Ordinary Share under the Rights Issue.

This document is not an offering circular or prospectus but an advertisement and investors must neither accept any offer for, nor acquire, any securities referred to in this document, except on the basis of the information contained in the Prospectus and the PAL. This document does not constitute an offer or invitation to sell or the solicitation of, or an invitation to induce, an offer to buy or subscribe for, any securities and cannot be relied upon for any investment contract or decision. Copies of the Prospectus are available at <http://investors.sc.com>, and can also be obtained from the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited. This document does not constitute a recommendation regarding the securities of Standard Chartered PLC.

This document is not a summary of the Prospectus or the PAL and should not be regarded as a substitute for reading the full Prospectus and PAL. You should read the Prospectus for detailed information about the Rights Issue before deciding whether or not to invest in the nil paid rights or New Ordinary Shares.

You have various options available to you which have different deadlines for when your completed PAL must be received by Computershare Hong Kong Investor Services Limited in Hong Kong. The earliest deadline is 2 December 2015 and the latest deadline is 10 December 2015. To help you complete your PAL, please read this Guide in full. No application to take up your Rights or the New Ordinary Shares provisionally allotted to you should be made, nor will any such application be accepted, unless you have validly submitted your PAL in accordance with the instructions in this Guide and your PAL.

If you are in any doubt as to the action you should take, you are recommended to seek immediately your own personal professional advice.

If after reading the Rights Issue documents you have any further questions, please call our Shareholder Helpline on the numbers set out below. The helpline is available from 9.00 a.m. to 6.00 p.m. (HK time) Monday to Friday and will remain open until 31 December 2015.

Shareholder Helpline telephone numbers:

2862 8648 (from inside Hong Kong) or +852 2862 8648 (from outside Hong Kong)

For legal reasons, the Shareholder Helpline will be unable to give advice on the merits of the Rights Issue or to provide financial, tax or investment advice.

If you sell or transfer or have sold or otherwise transferred all of your existing Ordinary Shares (other than "ex-rights") before 17 November 2015 (the "Ex-Rights Date"), please forward this document together with the accompanying PAL, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected. However, these documents should not be distributed, forwarded or transmitted in or into any jurisdiction in which such act might constitute a violation of the relevant laws of such jurisdiction, including, but not limited to the United States, Canada, India, Malaysia, the United Arab Emirates or South Africa. If you sell or have sold or transferred only part of your holding of existing Ordinary Shares (other than "ex-rights") before the Ex-Rights Date, you should refer to the instruction regarding split applications in the accompanying PAL.

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What is happening?

Standard Chartered is raising approximately £3.3 billion of new capital (net of expenses) through what is called a “Rights Issue”.

What documents will I receive?

- The Notice of Availability for those shareholders on the Hong Kong branch register of members who have agreed or are taken to have agreed to receive corporate communications by electronic means.
- The Rights Issue Prospectus, for those shareholders on the Hong Kong branch register of members who have not agreed or have not been taken to have agreed to receive corporate communications by electronic means.
- A ‘Provisional Allotment Letter’ (“PAL”) – the form you must return to tell us if you want to take up some or all of your Rights to buy New Ordinary Shares or otherwise deal with your Rights.
- A prepaid business reply envelope to return your PAL (from within Hong Kong only).

Rights Issue Prospectus

The Prospectus (dated 18 November 2015) is also available at the Company’s website at:

<http://investors.sc.com>

Further copies can also be obtained from the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (telephone from inside Hong Kong: 2862 8648 or +852 2862 8648 from outside Hong Kong).

What should I do now?

Please read the Prospectus and the PAL.

Use this Guide to help you understand your options under the Rights Issue and how to complete your PAL. Part A of this Guide sets out various questions and answers in relation to the Rights Issue.

You have a number of options:

- Option 1:** **Take up all** of your Rights and make a payment
- Option 2:** **Do nothing** (let your Rights lapse)
- Option 3:** **Other actions** (split/renounce/transfer into CCASS/take up some of your Rights)

This Guide and the enclosed PAL are for use only by persons who hold Ordinary Shares in their own name on the Hong Kong branch register of Standard Chartered. Persons holding Ordinary Shares on the UK register should refer to the guide entitled “For shareholders holding shares in their own name on the register of members in the United Kingdom and issued with a Provisional Allotment Letter”.

IF YOU DO NOT WISH TO TAKE UP ANY OF YOUR RIGHTS, YOU NEED TAKE NO ACTION.

- 1. What is a Rights Issue?** Standard Chartered is raising approximately £3.3 billion of new capital (net of expenses) through what is called a “Rights Issue”. A Rights Issue is a way for companies to raise additional money. Companies do this by giving their existing shareholders a Right to acquire further shares in proportion to their existing shareholdings.
- 2. Why is Standard Chartered undertaking the Rights Issue?** A full description of the reasons for the Rights Issue is set out in the Prospectus. The Prospectus is available on the Company’s website at <http://investors.sc.com> and a copy has been sent to those shareholders on the Hong Kong branch register who have not agreed or are not taken to have agreed to receive corporate communications by electronic means.
- Printed copies of the Prospectus are also available on request from Computershare Hong Kong Investor Services Limited in Hong Kong.
- 3. What is being offered?** Qualifying Shareholders (see question 4 below) are being offered the opportunity to buy 2 New Ordinary Shares for every 7 Ordinary Shares that they held on 18 November 2015 (the “Record Date”) at a price of HK\$55.60 per New Ordinary Share.
- 4. Am I a Qualifying Shareholder?** If your name is on the enclosed PAL, unless you have sold all your Ordinary Shares (other than ex-rights) shown in Box A of Form A on page 1 of your PAL prior to the Ex-Rights Date, you are a Qualifying Shareholder and are entitled to acquire New Ordinary Shares. You have been sent a PAL because, as at the Record Date, you were a Qualifying Shareholder in Standard Chartered.
- Shareholders with a registered address in the United States, Canada, India, Malaysia, the United Arab Emirates or South Africa are not entitled to participate in the Rights Issue. Shareholders resident outside the United Kingdom, the Republic of Ireland or Hong Kong are responsible for complying with any applicable legal requirements in their own jurisdictions in relation to the Rights Issue.
- 5. How many New Ordinary Shares am I entitled to acquire?** The number of New Ordinary Shares that you are entitled to acquire is set out in Box B of Form A on page 1 of your PAL. This number was determined by dividing the number of Ordinary Shares you held on the Record Date by 3.5 (on the basis of 2 New Ordinary Shares for every 7 Ordinary Shares held by you on that date), then rounding down to the nearest whole number.
- For example, if you held 140 Ordinary Shares on the Record Date, you would be entitled to acquire 40 New Ordinary Shares at HK\$55.60 each. This would cost a total of HK\$2,224.00. The amount you need to pay if you want to take up your right to acquire all the New Ordinary Shares provisionally allotted to you is shown in Box C of Form A on page 1 of your PAL.
- Fractions of New Ordinary Shares have not been allotted to Qualifying Shareholders, but will be aggregated and, if possible, sold in the market with the net proceeds of such sales accruing for the benefit of Standard Chartered.
- 6. What currency and form of payment can I use to take up my Rights?** Full instructions on how payments can be made are set out in your PAL and are summarised in Part B of this Guide.
- Payments by shareholders on the Hong Kong branch register (wherever resident) to take up Rights must be made in Hong Kong dollars. Cheques must be drawn on a bank account with, or by cashier’s order issued by, a licensed bank in Hong Kong. Payments in cash or by electronic transfer will not be accepted.

7. What options do I have?

You can choose one of 3 options:

Option 1: Take up all of your Rights and make a payment

- If you choose to take up all of your Rights to New Ordinary Shares, the proportion of the total number of Ordinary Shares in the Company that you will hold after the Rights Issue will be the same as it was before the Rights Issue (subject to fractions).
- You may instruct Computershare Hong Kong Investor Services Limited to arrange this for you by sending them your completed PAL and a cheque or cashier's order for the full amount indicated in Box C of Form A on page 1 of your PAL.

Option 2: Do nothing (let your Rights lapse)

- If you do not return your PAL, your Rights to New Ordinary Shares will lapse on 10 December 2015. The New Ordinary Shares that your Rights entitled you to acquire will be offered for sale and any premium obtained over the issue price and expenses of the sale will be paid to you by cheque (provided that the amount exceeds the HK\$ equivalent of £5.00).
- Any net proceeds will be paid to you in Hong Kong dollars.

Option 3: Other actions (split/renounce/transfer into CCASS/take up some of your Rights)

- You may (i) transfer all of your Rights, (ii) split your Rights (if you wish to transfer some of your Rights and keep the remainder or transfer your Rights to more than one person) or (iii) transfer your Rights into the CCASS system (see question 21 below).
- You may transfer all of your Rights (to a specific person rather than through a broker) by completing and signing Form B on page 2 of your PAL and arranging for the transferee to complete and sign Form C on page 2 of your PAL. The transferee must then lodge the PAL plus, if he/she wishes to take up the Rights, the remittance with Computershare Hong Kong Investor Services Limited.
- You may split your Rights by delivering your PAL in person to Computershare Hong Kong Investor Services Limited for cancellation, together with a cover letter stating clearly the number of split PALs required and the number of Rights to be comprised in each split PAL (which, in aggregate, should be equal to the number of New Ordinary Shares provisionally allotted to you as stated in Box B of Form A on page 1 of your PAL). Once your split PALs are available, you may then deal with your Rights in each split PAL in accordance with Options 1, 2 and 3.
- If you wish to take up some of your Rights, you will need to split your Rights (as above) and then follow the steps in Option 1 in respect of the Rights you wish to take up. Any Rights that are not taken up by you after splitting or are not sold or transferred by you to another person will lapse on 10 December 2015.
- If you require further information, please call the Shareholder Helpline at the number indicated on the front of this Guide for further information.

8. What are "Rights"?

Each "Right" allotted to you is a right to acquire New Ordinary Shares under the Rights Issue. The total number of Rights you have been allotted is shown in Box B of Form A on page 1 of your PAL. If you are entitled to acquire 10 New Ordinary Shares, you have been allotted 10 Rights. A Right in respect of which no payment has been made is a "Nil Paid Right".

9. What does "take up" mean?

To "take up" means to exercise a Right to acquire a New Ordinary Share at HK\$55.60 per New Ordinary Share under the Rights Issue.

10. What does "lapse" mean?

To "lapse" means to expire. If you do not return a properly completed PAL by 4.00 p.m. on 10 December 2015, your Rights to New Ordinary Shares will lapse, or expire, and you will no longer be entitled to take up, sell or otherwise deal with your Rights. The New Ordinary Shares that your Rights entitled you to acquire will be offered for sale and any premium obtained over the issue price and the expenses of the sale will be paid to you by cheque (provided that the amount exceeds the HK\$ equivalent of £5.00). There is no guarantee that it will be possible to find other people to acquire the New Ordinary Shares which your Rights entitled you to acquire at a price that would result in any payment to you.

Part A Questions and answers continued

11. What does “dealing in Nil Paid Rights” mean?

If you do not want to acquire all or some of the New Ordinary Shares being offered to you under the Rights Issue, you can instead sell or transfer your Rights to those New Ordinary Shares (“Nil Paid Rights”) and receive the net proceeds of the sale or transfer in cash. This is referred to as dealing “nil paid”.

Dealings on the Hong Kong Stock Exchange in the Nil Paid Rights are expected to commence at 9.00 a.m. (HK time) on 25 November 2015.

12. Will I have to pay any charges under any of the options?

There will be no charge for taking up your Rights. As payments must be made in Hong Kong dollars, where your bank account is in a different currency, you will incur foreign exchange transaction costs on payments made. If you sell some or all of your Rights you may be charged a fee by whoever arranges the sale for you. If you take your PAL to a broker and have the broker arrange the sale, he may charge you a fee, in accordance with whatever terms you agree with him.

13. If I decide to sell my Rights, how much money will I receive?

The price you receive for your Rights will depend on the market price for Rights at the relevant time. Please be aware that the market price for Rights is different from the issue price of the New Ordinary Shares under the Rights Issue and the price obtained may be higher or lower than the price received if your Rights lapse. The market price for Rights reflects the value the market places on the Rights.

For example:

- If the market price of the Ordinary Shares is HK\$78.42, the value of each Right may be somewhere in the region of HK\$22.82, reflecting the difference between the issue price of a New Ordinary Share (HK\$55.60) and the market price of an Ordinary Share (less any fees associated with the sale of such Ordinary Shares).
- If the market price of the Ordinary Shares is less than HK\$55.60, the Rights are unlikely to have any value and you may not be able to find a buyer for them.

You can check the current price of Rights at <http://investors.sc.com>.

It is possible that you will receive little or no proceeds from the sale of some or all of your Rights through your broker. It is also possible that, depending on the market price for Rights at the relevant time, your broker may not be able to sell your Rights. If your Rights are not sold, they will lapse on 10 December 2015. If possible, the New Ordinary Shares that your Rights entitled you to acquire will be offered for sale and any premium obtained over the issue price and the expenses of the sale will be paid to you by cheque (provided that the amount exceeds the HK\$ equivalent of £5.00). There is no guarantee that it will be possible to find other people to acquire the New Ordinary Shares which your Rights entitled you to acquire at a price that would result in any payment to you.

14. If I decide to sell my Rights, when will I receive the proceeds?

If you sell your Rights through your broker, he will return the proceeds to you (net of expenses) in accordance with whatever terms you agree with him.

If your Rights lapse, the New Ordinary Shares that your Rights entitled you to acquire will be offered for sale and any premium obtained over the issue price and the expenses of the sale will be paid to you by cheque (provided that the amount exceeds the HK\$ equivalent of £5.00). There is no guarantee that it will be possible to find other people to acquire the New Ordinary Shares which your Rights entitled you to acquire at a price that would result in any payment to you.

15. Can I transfer my Rights?

The Rights can only be traded on the Hong Kong Stock Exchange. Since 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 branch register of members to the UK register of members or vice versa.

16. What should I do if I think my shareholding stated in Box A of Form A on page 1 of my PAL is incorrect?

If you have bought or sold Ordinary Shares shortly before 18 November 2015, your transaction might not have been entered on the Company’s branch register of members in time to appear on the branch register at the Record Date. If you are concerned that your holding of Ordinary Shares shown in Box A of Form A on page 1 of your PAL may be incorrect, please call the Shareholder Helpline.

- 17. Are there any tax implications I need to consider?** If you have any questions on the tax implications of taking up or dealing with your Rights, you should obtain independent professional advice. Standard Chartered cannot provide any tax or other investment advice in relation to the Rights Issue.
- 18. When will I receive my New Ordinary Shares?** If you take up some or all of your Rights (under Options 1 or 3) you will be sent a share certificate representing your New Ordinary Shares by 15 December 2015.
- 19. Will I be better off selling my Rights or letting them lapse?** This is your own investment decision. The amount (if any) you will receive if you sell your Rights yourself or allow them to lapse will depend on the market price at the relevant time. Neither Standard Chartered nor Computershare Hong Kong Investor Services Limited can advise you in relation to the Rights Issue. Please obtain independent financial advice if you would like advice on how to deal with your Rights.
- 20. What do I need to do next?** Once you have decided what you wish to do with your Rights (i.e. which option you wish to take), you should refer to Part B for help completing your PAL. You can also telephone the Shareholder Helpline at the number on the front of this Guide.
- Unless you wish to let your Rights lapse, you must complete and return the PAL by post or deliver it in person to Computershare Hong Kong Investor Services Limited, before the relevant deadline. A prepaid business reply envelope has been provided to shareholders in Hong Kong for this purpose. **Please note that different options have different deadlines.** Please read and complete your PAL carefully and please ensure that you post or deliver your completed PAL in plenty of time to meet the relevant deadline.
- 21. How do I transfer my Rights into the CCASS system?** Your Rights may be deposited into CCASS. If you wish to transfer all of your Rights into CCASS, you must transfer your Rights to your broker by signing as a transferor on the PAL and taking the PAL to your broker. If you wish to only transfer some of your Rights into CCASS, you must first apply to split your PALs (Option 3). Once Rights are deposited into CCASS, all renunciations and transfers of Rights must be effected through CCASS. You are recommended to refer to the General Rules of CCASS and CCASS Operational Procedures for details of CCASS procedures. Please ensure that you allow sufficient time for conversion of the Rights into uncertificated form. Please call the Shareholder Helpline at the number indicated on the front of this Guide for further information.
- 22. What happens if I don't return my PAL and payment (if applicable) in time?** The Rights Issue process must run according to a strict timetable. If your completed PAL and payment (if applicable) are received after the relevant deadline, your election will not be processed and your Rights will lapse. If you are posting your PAL and payment (if applicable), it is recommended that you allow sufficient time for delivery before the relevant deadline.
- Please note that all items sent to, by, from or on behalf of a shareholder are sent entirely at the shareholder's own risk.
- 23. What happens if my payment for taking up Rights fails?** If your cheque is returned by the banking system and payment cannot be made on first presentation of your cheque, your application for New Ordinary Shares may be treated as invalid and you may not be allotted New Ordinary Shares. In this case, your Rights may be treated in the same way as if they had lapsed.
- 24. Where can I find out further information?** If you need further information or help in completing your PAL, please telephone the Shareholder Helpline at the number indicated on the front of this Guide. Please be aware that, for legal reasons, the Shareholder Helpline will only be able to provide information contained in the Prospectus and information relating to the Company's branch register of members and will be unable to give advice on the merits of the Rights Issue or to provide financial, tax or investment advice.
- 25. What if I change my mind?** Once you have sent your PAL and payment, you cannot withdraw your application or change the number of New Ordinary Shares that you have applied for, except in the very limited circumstances set out in the Prospectus.
- 26. What happens if I have authorised a Power of Attorney to carry out my instructions?** Any forms completed and returned on your behalf by an attorney must be accompanied by a certified copy of the Power of Attorney.

Part B How to complete the PAL

OPTION 1 Take Up all of your Rights and make a payment

Make out a cheque or obtain a cashier's order payable to 'Standard Chartered PLC Rights Issue' and crossed 'A/C Payee Only' for the full amount indicated in Box C of Form A of your PAL.

Write your name, your Provisional Allotment Letter Number or Identifier (on Form A of your PAL) and your contact telephone number on the reverse of the cheque or cashier's order and attach it to your PAL.

Put your PAL and cheque or cashier's order in the prepaid business reply envelope (from within Hong Kong only) provided or otherwise send by post or deliver by hand to Computershare Hong Kong Investor Services Limited.

OPTION 2 Do nothing

If you do not wish to take up or sell your Rights then you do not need to return your PAL. Your Rights will lapse on 10 December 2015. The New Ordinary Shares that your Rights entitled you to acquire will be offered for sale and any premium obtained over the issue price and expenses of the sale will be paid to you by cheque as long as the amount exceeds the HK\$ equivalent of £5.00.

OPTION 3 Other actions (split/renounce/ transfer into CCASS/take up some of your Rights)

You may (i) transfer all your Rights contained in your PAL by completing and signing Form B on page 2 of your PAL and arranging for the transferee to complete and sign Form C; or (ii) split your Rights by taking the PAL to Computershare Hong Kong Investor Services Limited. Please call the Shareholder Helpline as soon as possible on 2862 8648 (from inside Hong Kong: between 9.00 a.m. and 6.00 p.m.) if you wish to do this.

This must reach
Computershare Hong
Kong Investor Services
Limited by 4.00 p.m. on
10 December 2015.

If you post your PAL within
Hong Kong, please allow 4
working days for delivery.

Deadline:

**4.00 p.m. (Hong Kong
time) 10 December
2015**

Part C Your checklist

- Carefully read this Guide, the PAL, and the Prospectus (available at <http://investors.sc.com>).
- More than one member of your household may be a Standard Chartered shareholder. Keep individual applications from your household separate.
- Payment must be in Hong Kong Dollars.
- Make sure any cheque or cashier's order is made payable to "Standard Chartered PLC Rights Issue" and crossed "A/C Payee Only". Write your name, your Provisional Allotment Letter Number or Identifier and your contact telephone number on the reverse of the cheque or cashier's order. Cheques must be drawn on a bank account with, and cashier's orders issued by, a licensed bank in Hong Kong. Payment in cash or by electronic transfer will not be accepted. Third party cheques may be returned, and your application may not be accepted.
- Please do not post-date your cheque or cashier's order.
- Only one cheque or cashier's order (as applicable) is allowed per PAL.
- If your cheque is returned marked "insufficient funds", your instructions may not be processed and your Rights may lapse.
- Make sure your PAL is filled in properly, as indicated in the instructions in Part B of this Guide. Incorrect or incomplete PALs may not be accepted.
- **ENSURE YOU SIGN YOUR CHEQUE, AND IF RELEVANT, YOUR PAL.**
- If the PAL needs to be signed, all joint holders must sign the PAL. Any one of the persons named on the PAL, in the case of joint holders, may sign the cheque.
- **Make sure you return your cheque or cashier's order and the completed PAL in good time so that it is received by Computershare Hong Kong Investor Services Limited before the relevant deadline.**
- The PAL and relevant payment can be sent to Computershare Hong Kong Investor Services Limited using the prepaid business reply envelope. If sending the PAL and any relevant payment by post or delivering by hand, Computershare Hong Kong Investor Services Limited's address is as per the below.

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Part D Key Dates

25 November 2015 Trading in the Nil Paid Rights commences on the Hong Kong Stock Exchange.

2 December 2015 Any instructions to split your PAL must have been received by Computershare Hong Kong Investor Services Limited by 4.30 p.m.

10 December 2015 Any instructions to take up all or some of your Rights must have been received by Computershare Hong Kong Investor Services Limited no later than 4.00 p.m. Any instructions to take up all or some of your Rights received after 4.00 p.m. may not be carried out.

By 15 December 2015 Share certificates posted to shareholders.

**On or before
31 December 2015** Cheques expected to be posted to shareholders.

Important Notice

This document has not been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 (as amended). This document is communicated by Standard Chartered (the "Company") to persons whom the Company believes on reasonable grounds to be persons falling within Article 43(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended), being either (i) creditors or members of the Company; (ii) persons who are entitled to a relevant investment which is issued, or is to be issued, by the Company, (iii) persons who are entitled, whether conditionally or unconditionally, to become members of the Company but have not yet done so, or (iv) persons who are entitled, whether conditionally or unconditionally, to have transferred to them title to a relevant investment which is issued by the Company but have not yet acquired title to the investment. Any investment or investment activity to which this communication relates is only available to and will only be engaged in with such persons, and any other person who receives this document should not rely on or act upon it.

The document is issued by the Company and the directors of the Company take full responsibility for the contents of this document.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, the Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of this document.

This document does not constitute a recommendation regarding the New Ordinary Shares or the Rights. The contents of this document should not be construed as legal, business or tax advice. This document is for your information only and nothing in this document is intended to endorse a particular course of action. None of the Company, the registrars and their respective employees can provide advice in relation to the Rights Issue. If you are in any doubt about any matters in this document or relating to the Rights Issue, you should obtain your own professional advice.

This document does not constitute an offer for sale of securities of the Company in the United States, India, Canada, Malaysia, the United Arab Emirates or South Africa. The New Ordinary Shares, Nil Paid Rights and Fully Paid Rights have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration thereunder.

No communication or information related to the Rights Issue may be disseminated to the public in jurisdictions where prior registration or approval is required for that purpose. With the exception of the United Kingdom, the Republic of Ireland and Hong Kong, no steps have been taken or will be taken relating to the offering of Rights or New Ordinary Shares in any jurisdiction in which such steps would be required. The issue, exercise or sale of Rights and the acquisition of New Ordinary Shares or Rights are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

This document does not constitute an offering circular or prospectus in connection with an offering of securities of the Company. Investors must neither accept any offer for, nor acquire, any securities to which this document refers, unless they do so on the basis of the information contained in the prospectus published by the Company in connection with the Rights Issue. This document does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for, any securities and cannot be relied on for any investment contract or decision. This document is not a summary of the Prospectus or the PAL and should not be regarded as a substitute for reading the full Prospectus and PAL. You should read the Prospectus for detailed information about the Rights Issue before deciding whether or not to invest.

The distribution of this Guide and/or the Prospectus and/or the Provisional Allotment Letters into jurisdictions other than the United Kingdom, Republic of Ireland and Hong Kong may be restricted by law. Persons into whose possession these materials come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. It is the responsibility of any person (including, without limitation, nominees and trustees) outside the United Kingdom, the Republic of Ireland or Hong Kong wishing to apply for New Ordinary Shares or Rights under the Rights Issue to satisfy himself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

Application has been made to the UK Listing Authority for the New Ordinary Shares (nil and fully paid) to be admitted to the premium segment of the Official List, to the London Stock Exchange for the New Ordinary Shares (nil and fully paid) 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 (nil and fully paid) on the Main Board of the Hong Kong Stock Exchange.

For further information

Please note that further details regarding the Rights Issue are contained in the Prospectus that is available on the Company's website via the following link:

<http://investors.sc.com>

You will need to read the disclaimer and confirm your geographic location before accessing this information.

Shareholder Helpline telephone numbers:

2862 8648 (from inside Hong Kong)
+852 2862 8648 (from outside Hong Kong)

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For information, visit:
www.sc.com

(Registered in England and Wales
number 966425)
(HK Stock Code 2888)