

IMPORTANT
重要提示

Please staple
your payment
here
請將股款
緊釘在此

Reference is made to the prospectus (the "Rights Issue Prospectus") issued by Standard Chartered PLC (the "Company") dated 18 November 2015 in relation to the Rights Issue. Terms defined in the Rights Issue Prospectus shall bear the same meanings when used herein unless the context otherwise requires.

THIS DOCUMENT IS OF VALUE, IS NEGOTIABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT EXPIRES AT 4:00 P.M. ON 10 DECEMBER 2015.

本公司的證券、未繳款權利及新普通股之買賣可通過中央結算系統進行交易。閣下應諮詢股票經紀、銀行經理、律師、會計師、基金經理或其他獨立財務顧問，以了解結算安排詳情以及有關安排可能如何影響閣下之權利及權益。

有關供股之暫定配額通知書(「暫定配額通知書」)以及據此作出之任何接納及申請須受英國法例監管，並按其詮釋。

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Subject to the granting of the listing of, and permission to deal in, the Nil Paid Rights and the New Ordinary Shares on the Hong Kong Stock Exchange, and subject to compliance with the stock admission requirements of HKSCC, the Nil Paid Rights and the New Ordinary Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Nil Paid Rights and the New Ordinary Shares or such other date(s) as determined by HKSCC.

待未繳款權利及新普通股獲香港聯交所批准上市及買賣並符合香港結算之股份收納規定後，未繳款權利及新普通股將獲香港結算接納為合資格證券，自未繳款權利及新普通股各自開始買賣之日或香港結算釐定之有關其他日期起，可在中央結算系統內寄存、結算及交收。



Standard Chartered PLC
(渣打集團有限公司)

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

(於英格蘭及威爾士註冊成立的公眾有限公司，註冊編號966425)

(HK Stock Code: 2888)

(香港股份代號: 2888)

2 FOR 7 RIGHTS ISSUE OF NEW ORDINARY SHARES
AT HK\$55.60 PER NEW ORDINARY SHARE
PAYABLE IN FULL ON ACCEPTANCE
BY NOT LATER THAN 4:00 P.M. ON 10 DECEMBER 2015

按每股新普通股55.60港元

以7股獲配2股的基準

進行供股發行新普通股

股款須不遲於二零一五年十二月十日下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Provisional Allotment Letter number

暫定配額通知書編號

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Blank space for shareholder name and address

Identifier
識別號

Total number of Existing Ordinary Shares in your name(s) at 4:30 p.m. on 18 November 2015
於二零一五年十一月十八日下午四時三十分，登記於閣下名下之現有普通股總數

BOX A
甲欄

Total number of New Ordinary Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on 10 December 2015
暫定配發予閣下之新普通股總數，有關股款須不遲於二零一五年十二月十日下午四時正前接納時繳足

BOX B
乙欄

Total subscription monies payable on acceptance in full
於接納時應繳足之股款總額

BOX C
丙欄

HKS
港元

Name of bank on which cheque/
banker's cashier order is drawn:

支票/銀行本票的付款銀行名稱:

Cheque/banker's cashier
order number:

支票/銀行本票號碼:

Please insert your contact telephone no:

請填上閣下聯絡電話號碼:

A copy of this Provisional Allotment Letter, together with a copy of the Rights Issue Prospectus (together, the "Prospectus Documents"), has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.

No person receiving the Rights Issue Prospectus or a Provisional Allotment Letter in any territory outside Hong Kong may treat it as an offer or invitation to apply for the New Ordinary Shares, unless in the relevant territory such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof.

任何人士如在香港以外任何地區接獲供股章程或暫定配額通知書，除非在該有關地區可合法提出有關要約或邀請而毋須辦理任何登記手續或符合該地區之其他法例及監管規定，否則不可視作申請新普通股的要約或邀請。

Each person accepting the provisional allotment specified in this document:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the separate pages attached to this Provisional Allotment Letter and in the Rights Issue Prospectus and agrees to be bound by them; and
- agrees that this Provisional Allotment Letter, and the resulting contract, will be governed by and construed in accordance with English law.

閣下如全數接納新普通股的暫定配額，必須將本文件整份連同以上列兩欄所示之全數款項，不遲於二零一五年十二月十日下午四時正前投入於供股章程中所載本公司之香港股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

The Rights Issue is conditional upon the fulfillment of the conditions set out in the paragraph headed "Terms and conditions of the Rights Issue" under the part headed "Terms of the Rights Issue" of the Rights Issue Prospectus. If the conditions of the Rights Issue is not fulfilled, the Rights Issue will not proceed.

供股須待供股章程中「供股條款」一節「供股的條款及條件」一段所載之條件達成後，方可作實。倘供股之條件未能達成，則供股將不會進行。

Any Shareholder or other person contemplating dealing in the New Ordinary Shares or Nil Paid Rights is recommended to consult his/her own professional advisers. For the avoidance of doubt, we do not accept any special instructions written on this Provisional Allotment Letter.

任何有意買賣新普通股或未繳款權利之股東或其他人士，務請各自諮詢其專業顧問之意見。為免存疑，任何在本暫定配額通知書上的額外手寫指示，本公司將不予處理。

IN THE EVENT OF TRANSFER OF THE RIGHT TO SUBSCRIBE FOR NEW ORDINARY SHARE(S) REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE NEW ORDINARY SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指之新普通股之權利時，每宗買賣雙方均須繳付從價印花稅。除出售以外，饋贈或轉讓實益權益亦須繳付從價印花稅。在登記任何轉讓認購本文件所指之新普通股之權利前，須出示已繳付從價印花稅之證明。

Form B 表格乙

FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their right(s) to subscribe for the New Ordinary Shares comprised herein)
(僅供有意轉讓其全部認購本表格所列新普通股之權利之合資格股東填寫及簽署)

To the Directors,
Standard Chartered PLC
致：渣打集團有限公司
列位董事 台照

Dear Sirs,
I/We* hereby transfer all of my/our rights to subscribe for the New Ordinary Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人／吾等*謹將本暫定配額通知書所列本人／吾等認購新普通股之全部權利轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of Qualifying Shareholder(s) (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均須簽署)

Date 日期：_____

Ad valorem stamp duty is payable by the transferor(s) if this form is completed.
如已填妥本表格，轉讓人須繳付從價印花稅。

Form C 表格丙

REGISTRATION APPLICATION FORM 登記申請表格

(To be completed and signed only by the person(s) to whom the right to subscribe for the New Ordinary Share(s) is being transferred)
(僅供獲轉讓可認購新普通股之權利之人士填寫及簽署)

To the Directors,
Standard Chartered PLC
致：渣打集團有限公司
列位董事 台照

Dear Sirs,
I/We* request you to register the number of New Ordinary Shares mentioned in Box B of Form A in my/our* name(s). I/We* agree to accept the same on the terms set out in this Provisional Allotment Letter and the accompanying Rights Issue Prospectus and subject to the articles of association of the Company.

敬啟者：
本人／吾等*謹請閣下將表格甲中乙欄所列數目之新普通股登記於本人／吾等*名下，本人／吾等*同意按照本暫定配額通知書及隨附之供股章程所載之條款，並在貴公司之公司章程之規限下接納此等股份。

Existing shareholder(s) please mark "X" in this box
現有股東請在欄內填上「X」號

To be completed in block letters in English. Joint applicants should give the address of the first named applicant only.
請用英文大楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。
For Chinese applicants, please provide your name in both English and Chinese.
中國籍申請人請同時填寫中、英文姓名。

Name of applicant in English 申請人英文姓名	Family name 姓氏	Other name(s) 名字	Name in Chinese 中文姓名
Name continuation and/or name(s) of joint applicants in English (if applicable) 續姓名及／或聯名申請人英文姓名 (如適用)			
Address in English (Joint applicants should give the address of the first named applicant only) 英文地址(聯名申請人僅須填寫排名首位之申請人之地址)			
Occupation 職業			Tel. No. 電話號碼
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址		Bank account no. 銀行戶口號碼	
		Account Type 賬戶類別	For office use only 公司專用

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicant(s) must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期：_____

NOTE: Hong Kong stamp duty is payable by the transferee(s) if this form is completed.

附註：填妥此表格後，承讓人須繳付香港印花稅。

* Delete as appropriate

* 刪去不適用者



Dear Qualifying Shareholder(s),

In accordance with the terms and conditions of the Provisional Allotment Letter and those set out in the Rights Issue Prospectus and subject to the articles of association of the Company, you have been provisionally allotted, conditional upon HK Admission becoming effective by no later than 9:00 a.m. on 24 November 2015 (or such later time and/or date as the Company and the Banks may agree), the number of New Ordinary Shares set out in Box B on the cover page of the Provisional Allotment Letter. New Ordinary Shares have been provisionally allotted to all Qualifying Shareholders (other than, subject to certain exceptions, Qualifying Shareholders with registered addresses in the Excluded Territories) in the proportion of 2 New Ordinary Shares for every 7 Existing Ordinary Shares registered in their name at 4:30 p.m. on 18 November 2015. Each New Ordinary Share will, when allotted, issued and fully paid, rank *pari passu* in all respects with each Existing Ordinary Share including the right to receive all dividends or other distributions made, paid or declared after the date of allotment and issue of the New Ordinary Shares. Fractions of New Ordinary Shares have not been provisionally allotted and fractional entitlements have been rounded down to the nearest whole number of the New Ordinary Shares. You have the rights to acquire for the New Ordinary Shares provisionally allotted to you at a price of HK\$55.60 per New Ordinary Share payable in full on acceptance, in the manner set out below, by not later than 4:00 p.m. on 10 December 2015. You may, subject to the section entitled "Overseas Shareholders" below, accept all or any number of the New Ordinary Shares offered to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder, you should refer to the instructions in the section entitled "Splitting" below. If you wish to transfer all of the rights to New Ordinary Shares, you should refer to the instructions in the section entitled "Transfer" below. A summary of the rights attaching to the New Ordinary Shares is set out in Part IX of the Rights Issue Prospectus.

PROCEDURE FOR ACCEPTANCE

To take up your provisional allotment, you must lodge the whole of the Provisional Allotment Letter intact with the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance of the number of New Ordinary Shares provisionally allotted to you as set out in Box C, so as to be received by not later than 4:00 p.m. on 10 December 2015. All remittances must be made in Hong Kong dollars. Cheques must be drawn on a bank account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Standard Chartered PLC Rights Issue" and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment on the terms of the Provisional Allotment Letter and the Rights Issue Prospectus and subject to the articles of association of the Company.

It should be noted that unless the Provisional Allotment Letter, together with the appropriate remittance for the amount shown in Box C, has been physically received as described above by not later than 4:00 p.m. on 10 December 2015 whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights hereunder will be deemed to have been declined and will lapse.

EFFECT OF COMPLETING AND SUBMITTING THE PROVISIONAL ALLOTMENT LETTER

By completing and submitting the Provisional Allotment Letter you (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:

- **agree** (subject to applicable laws and without prejudice to any other rights which you may have) that once your acceptance of the provisional allotment of New Ordinary Shares has been received and/or accepted, you may not rescind it because of an innocent misrepresentation;
- **agree** that your acceptance of the provisional allotment of New Ordinary Shares and the resulting contract/contracts will be governed by and construed in accordance with English law;
- **agree** to disclose to the Company, and/or its Hong Kong Share Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of New Ordinary Shares. The Personal Data (Privacy) Ordinance (Cap. 486) provides the holders of securities with rights to ascertain whether the Company or its Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance (Cap. 486), the Company and its Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its registered office or principal place of business in Hong Kong as stated on the cover of the Provisional Allotment Letter or as notified from time to time in accordance with applicable law, for the attention of the Group Company Secretary or (as the case may be) the Company's Hong Kong Share Registrar;
- **agree** with the Company, and each shareholder of the Company, and the Company agrees with each of its shareholders, to observe and comply with the Hong Kong Companies (Winding Up and Miscellaneous Provisions) Ordinance and the articles of association of the Company;
- **agree** with the Company and each shareholder of the Company that the Existing Ordinary Shares in the Company are freely transferable by the holders thereof;
- **warrant** the truth and accuracy of the information in your acceptance of the provisional allotment of New Ordinary Shares; and
- if the laws of any place outside Hong Kong are applicable to your application, **agree** and **warrant** that you have complied with all such laws and neither the Company nor the Banks nor any of their respective officers or advisors will infringe any law outside Hong Kong as a result of your acceptance of the provisional allotment of New Ordinary Shares, or any action arising from your rights and obligations under the terms and conditions contained in the Rights Issue Prospectus.

TRANSFER

If you wish to transfer all of your New Ordinary Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand the Provisional Allotment Letter to the person(s) to or through whom you are transferring your New Ordinary Shares. The transferee(s) must then complete and sign the registration application form (Form C) and lodge the Provisional Allotment Letter intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Hong Kong Share Registrar so as to be received by not later than 4:00 p.m. on 10 December 2015. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant New Ordinary Shares. It will not be possible to transfer the Nil Paid Rights represented by the Provisional Allotment Letter into rights to acquire New Ordinary Shares to be registered on the UK register of members.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your right to subscribe for the New Ordinary Shares provisionally allotted under the Provisional Allotment Letter or to transfer all of your rights to subscribe for the New Ordinary Shares provisionally allotted under the Provisional Allotment Letter, the original Provisional Allotment Letter must be surrendered by not later than 4:30 p.m. on 2 December 2015 to the Hong Kong Share Registrar who will cancel the original Provisional Allotment Letter and issue new Provisional Allotment Letter(s) in the denominations required. The Provisional Allotment Letter contains full information regarding the procedures to be followed if you wish to accept only part of your provisional allotment or if you wish to transfer all or part of your provisional allotment.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement will not be subject to any right of termination after UK Admission. The terms of the Underwriting Agreement are summarised in Part XVI of the Rights Issue Prospectus.

WITHDRAWAL RIGHTS

Persons wishing to exercise statutory withdrawal rights under section 87Q(4) of FSMA after a supplementary prospectus (if any) in respect of the Rights Issue Prospectus has been published by the Company, must do so by lodging in person or sending a signed written notice of withdrawal which must include the account number or Identifier set out on the cover page of the Provisional Allotment Letter, the full name and address of the person wishing to exercise such right of withdrawal to Computershare Hong Kong Investor Services Limited (for further details Shareholders should contact Computershare Hong Kong Investor Services Limited on 2862 8648 (from inside Hong Kong) or +852 2862 8648 (from outside Hong Kong)), so as to be received no later than two Business Days after the date on which the supplementary prospectus is published. Withdrawal is effective as at the time of receipt of the withdrawal notice by Computershare Hong Kong Investor Services Limited. Notice of withdrawal given by any other means or which is deposited with or received by Computershare Hong Kong Investor Services Limited after expiry of such period will not constitute a valid withdrawal. Furthermore, the exercise of withdrawal rights will not be permitted after payment by the relevant person in respect of their New Ordinary Shares in full and the allotment of the New Ordinary Shares to such person becoming unconditional. In such circumstances, Shareholders are advised to consult their professional advisers. Provisional allotments of entitlements to New Ordinary Shares which are the subject of a valid withdrawal notice will be deemed to be declined. Such entitlements to New Ordinary Shares will be subject to the provisions of paragraph 8(a) of Part IX of the Rights Issue Prospectus as if the entitlement had not been validly taken up.

OVERSEAS SHAREHOLDERS

The attention of Overseas Shareholders is drawn to Section 9 of Part IX of the Rights Issue Prospectus.

The offer of Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares to persons resident or located in, or who are citizens of, or who have a registered address in countries other than the United Kingdom, Republic of Ireland or Hong Kong may be affected by the laws of the relevant jurisdiction. Those persons should consult their professional advisers as to whether they require any governmental or other consent or need to observe any other formalities to enable them to take up their rights.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately upon receipt and any interest earned on such monies will be retained for the benefit of the Company. If any cheque or cashier's order is not honoured upon first presentation, the Provisional Allotment Letter is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will lapse.

GENERAL

Lodgement of the Provisional Allotment Letter with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for Existing Ordinary Shares.

The Provisional Allotment Letter and any acceptance of the offer contained in it shall be governed by and construed in accordance with English law.

Further copies of the Rights Issue Prospectus giving details of the Rights Issue are available from the Company's principal place of business in Hong Kong at 32nd Floor, 4–4A Des Voeux Road, Central, Hong Kong and at the Hong Kong Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during normal business hours.