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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)
(Stock Code: 02888)

**Notice of adjustment of the Conversion Price of U.S.\$2,000,000,000 Fixed Rate
Resetting Perpetual Subordinated Contingent Convertible Securities
(Stock Code: 05890; Rule 144A ISIN: US853254AT77; Regulation S ISIN:
USG84228CE61)
(the “Securities”)**

Standard Chartered PLC (the “**Company**”) refers to (i) its announcement dated 30 March 2015 in relation to the issuance of the Securities (the “**Launch Announcement**”), and (ii) its announcement dated 3 November 2015, prospectus dated 18 November 2015, supplementary prospectus dated 1 December 2015 and announcement dated 11 December 2015 (the “**Rights Issue Results Announcement**”), all in relation to the 2 for 7 rights issue of 728,432,451 new Ordinary Shares at 465 pence each (the “**Rights Issue**”). Unless the context requires otherwise, terms which are undefined herein shall bear the same meaning as those defined in the Launch Announcement.

As announced in the Rights Issue Results Announcement, the offer period for the Rights Issue ended on 10 December 2015. As a result of the Rights Issue, the Conversion Price per Ordinary Share in respect of the Securities and the number of Ordinary Shares to be allotted and issued upon the occurrence of a Conversion Trigger Event has been adjusted in accordance with the Terms and Conditions (the “**Adjustment**”), as follows:

Principal Amount of outstanding Securities as at the date hereof	Before Adjustment		After Adjustment	
	Conversion Price per Ordinary Share	Number of Ordinary Shares issuable upon the occurrence of a Conversion Trigger Event	Conversion Price per Ordinary Share	Number of Ordinary Shares issuable upon the occurrence of a Conversion Trigger Event
U.S.\$2,000,000,000	U.S.\$11.424	175,070,028	U.S.\$10.865	184,077,312

The Adjustment became effective on 23 November 2015 and was computed in accordance with Condition 7(e)(iv) of the Terms and Conditions. Apart from the Adjustment, the Terms and Conditions remain unchanged.

By Order of the Board
Annemarie Durbin
Group Company Secretary

Hong Kong, 11 December 2015

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; 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; Ms Ruth Markland; Mr Paul David Skinner, CBE; Dr Lars Henrik Thunell and Ms Jasmine Whitbread