

Driving investment, trade and the creation of wealth across Asia, Africa and the Middle East

2015 Interim Dividend Circular

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult a stockbroker, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares before Wednesday 12 August 2015, please pass this document and any accompanying forms to the person who arranged the sale or transfer so that they can pass these documents on to the purchaser or transferee, or to the person who now holds the shares. If you have sold or transferred some, but not all, of your shares before Wednesday 12 August 2015, and those shares are included in the number shown on your election form or notice of entitlement, you should contact the person who arranged the sale or transfer without delay for advice on the action you should take.

This document is for use by the holders of ordinary shares in Standard Chartered PLC. Holders of Standard Chartered PLC's Indian Depository Receipts are not entitled to participate in the proposals referred to in this document.

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4 September 2015

STANDARD CHARTERED PLC (Stock Code: 02888)

4 September 2015

Dear Shareholder,

I am writing to tell you about the arrangements for the 2015 interim dividend. The interim dividend of 14.40 US cents per ordinary share will be payable on Monday 19 October 2015. This document explains the options available for receiving your dividend, and the arrangements for calculating and paying the cash dividend and the share dividend alternative. The full terms and conditions for the 2015 interim dividend are set out in the document entitled 'Dividend Terms and Conditions (HK version)' which is available at <http://investors.sc.com/en/dividend.cfm>.

I would like to take this opportunity to thank shareholders who take the share dividend option and elect to have their fractional amounts paid to charity. For the 2014 final dividend, you raised a total of £1,326.45 for our charitable initiative Seeing is Believing, an amount which Standard Chartered PLC (the 'Company') matched. We appreciate your continued support for this charity, on which further information can be found on page 5 of this document and at www.seeingisbelieving.org.

Yours sincerely,



Sir John Peace
Chairman

The Company does not contact its shareholders directly to provide recommendation advice, nor does it appoint third parties to do so. As required by law, our shareholder register is available for public inspection. As the Company cannot control the use of information obtained by persons inspecting the register, please treat any approaches providing recommendation advice purporting to originate from the Company with caution.

The Company's Hong Kong branch register is administered by our branch registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for shareholder enquiries, telephone 2862 8555).

As at the date of this document, the board of directors of the Company comprises:

Chairman:	Sir John Wilfred Peace
Executive Directors:	William Thomas Winters, Andrew Nigel Halford, and Alun Michael Guest Rees
Independent Non-Executive Directors:	Om Prakash Bhatt, Dr Kurt Michael Campbell, Dr Louis Chi-Yan Cheung, Dr Byron Elmer Grote, Dr Han Seung-soo KBE, Christine Mary Hodgson, Gay Huey Evans, Naguib Kheraj (Senior Independent Director), Simon Jonathan Lowth, Ruth Markland, Paul David Skinner CBE, Dr Lars Henrik Thunell, and Jasmine Whitbread

Standard Chartered PLC

1 Basinghall Avenue
London EC2V 5DD

Registered Office: as above

Registered in England and Wales number 966425

2015 Interim Dividend Options

Option 1: Share dividend

You can elect to have your dividend in the form of new fully paid ordinary shares ('new shares'). The price of the new shares offered to you instead of the 2015 interim cash dividend is US\$13.34383 (£8.5226) per share.

If you have a standing instruction in place to receive new shares and want to continue receiving your dividends in the same way, no further action is required. We will automatically give you your dividend in new shares. We cannot issue fractions of a share, so any cash balance will be carried forward without interest to the next dividend payment, unless you choose to give it to charity (see note 4 on page 5). If you wish to amend your standing instruction, please refer to note 3 on page 5.

If you do not have a standing instruction in place and you wish to receive new shares, you can register your instructions electronically or by writing to our branch registrar (see contact details in note 5 on page 5), provided your instructions are received by our branch registrar by 4.00pm on Friday 2 October 2015.

If you elect for the share dividend, you will receive approximately one new share for every 93 ordinary shares you held as at Friday 14 August 2015 (the 'Record Date').

Option 2: Cash dividend in Hong Kong dollars

If you are a Hong Kong registered shareholder, you will automatically receive your cash dividend in Hong Kong dollars, unless you have a standing instruction in place to receive it in another currency or as new shares. If you currently receive your dividend in Hong Kong dollars and you wish for this to continue, no further action is required.

If you have a standing instruction in place to receive your dividend in new shares or another currency but wish to receive your cash dividend in Hong Kong dollars, please refer to note 3 on page 5 for instructions on how to amend your standing instruction.

In addition, we encourage shareholders to have their cash dividend in Hong Kong dollars paid directly into a Hong Kong dollars bank account. We can arrange this for you, provided your account is held with a bank in Hong Kong. This will save you the time of cashing the cheque, and will mean you will receive your dividend faster. Please contact our branch registrar at 2862 8555 or email to hkinfo@computershare.com.hk for a dividend instruction form (see contact details in note 5 on page 5).

The cash dividend is quoted in US dollars and the amount that you will receive in Hong Kong dollars is calculated by using the forward US dollar/Hong Kong dollar exchange rate as displayed on the appropriate page of the Reuters screen at or around 2.00pm (London time) on Wednesday 7 October 2015, which will be published on our website at <http://investors.sc.com/en/dividend.cfm>.

Option 3: Cash dividend in another currency (sterling or US\$)

If you are a Hong Kong registered shareholder, you may choose to receive your cash dividend in sterling or US dollars. If you hold shares on the principal register in the UK you will automatically receive your cash dividend in sterling, which is the default currency for shareholders on the principal register.

If you have a standing instruction in place to receive your cash dividend in sterling or US dollars and want to continue receiving your dividends in the same way, no further action is required.

If you want to receive this cash dividend and future dividends in sterling or US dollars, you can register, update and/or cancel your instructions electronically or complete an election form and send it to our branch registrar (see contact details in note 5 on page 5), provided your instructions are received by our branch registrar by 4.00pm on Friday 2 October 2015.

The cash dividend is quoted in US dollars and the amount that you will receive in sterling is calculated by using the forward US dollar/sterling exchange rate as displayed on the appropriate page of the Reuters screen at or around 2.00pm (London time) on Wednesday 7 October 2015, which will be published on our website at <http://investors.sc.com/en/dividend.cfm>.

2015 Interim Dividend Timetable

Wednesday 12 August 2015 – Ex-Dividend Date*

Date that the ordinary shares were quoted ex-dividend. If you bought the Company's ordinary shares on or after this date, you will not be entitled to the 2015 interim dividend on those shares.

Thursday 13 August to Wednesday 19 August 2015

Dealing days for calculating the average middle-market price of the new ordinary shares to be offered to you under the share dividend offer (the 'share dividend price').

Friday 14 August 2015 – Record Date

Record date for the interim dividend. You will receive the 2015 interim dividend on the number of ordinary shares registered in your name at the opening of business in Hong Kong (9.00am) on this date.

Wednesday 19 August 2015 – Share Dividend Calculation Date

Sterling/US dollar exchange rate as displayed on the appropriate page of the Reuters screen at or around 2.00pm (London time) on this date was used to convert the sterling share dividend price into US dollars.

Wednesday 23 September 2015

The latest date by which our branch registrar can receive a request for a form to amend an existing standing instruction to receive part or all of your dividend in cash, in a different currency or in new shares (see note 5 on page 5 for contact details). Our branch registrar will arrange the cancellation of your existing standing instruction and issue a new printed election form. Your letter must reach them by no later than 4.00pm on this date to provide sufficient time for the branch registrar to send you a new election form for your completion and return by Friday 2 October 2015.

Alternatively, you can cancel or amend your instructions electronically through our branch registrar's Investor Centre (see note 2 on page 5) (provided that you have not submitted a printed election form). This facility is available throughout the share dividend offer period, but your final instruction must be submitted by 4.00pm on Friday 2 October 2015, which is the expiry date for this share dividend offer.

Friday 2 October 2015 – Election Deadline Date

The date on which any cancellation of, or changes to, your existing instructions about this dividend payment will be final. This includes any standing instruction to receive part or all of your dividend in cash, in a different currency or in new shares. Your instructions must be received by our branch registrar by 4.00pm on this date.

Wednesday 7 October 2015 – Hong Kong Dollar/Sterling Dividend Calculation Date

The US dollar/Hong Kong dollar and US dollar/sterling forward exchange rates as displayed on the appropriate page of the Reuters screen at or around 2.00pm (London time) on this date will be used for calculating the Hong Kong dollar and sterling cash dividend.

These exchange rates, together with the Hong Kong dollar and sterling cash values of the interim dividend, will be published on the Company's website: <http://investors.sc.com/en/dividend.cfm> on or around Wednesday 7 October 2015.

Friday 16 October 2015

Dividend cheques and share certificates posted.

Monday 19 October 2015 – Payment Date

Cash dividend paid and CCASS accounts credited with new shares. Expected first day of dealing in new shares.

When deciding whether you want to receive your dividend in cash or in new shares, please remember that the price of Standard Chartered PLC shares can go down as well as up, and that the value of a Standard Chartered PLC ordinary share on Wednesday 7 October 2015 (being the date on which the then prevailing US dollar/Hong Kong dollar and US dollar/sterling forward exchange rates are used for calculating the Hong Kong dollar and sterling cash dividend) may be lower or higher than the share dividend price (calculated on Wednesday 19 August 2015) (due to share price movement and/or movement in the exchange rates). Whether or not it is to your advantage to elect to receive new shares or payment in Hong Kong dollars, US dollars or sterling is a matter for each individual shareholder to decide. The Company does not accept any responsibility for your decision. If you are not sure what to do, please contact an appropriate independent professional adviser.

We are sending this circular to registered holders of preference shares and to information rights holders (persons nominated under Section 146 of the Companies Act 2006) for information only.

*Please note that the Ex-Dividend Date for the UK register is Thursday 13 August 2015.

Key Information

If you held ordinary shares in the Company at the opening of business (9.00am) on Friday 14 August 2015, you are entitled to the 2015 interim dividend of 14.40 US cents per ordinary share, payable on Monday 19 October 2015.

The following information should be read in conjunction with the full Dividend Terms and Conditions (HK version) which can be downloaded from the Company's website: <http://investors.sc.com/en/dividend.cfm>. They contain the full terms of the dividend, further explanation of the options available to shareholders, and general information on multiple shareholdings and payment of cash balances. They also contain further information for overseas shareholders.

1. Share dividend price

The price of the new shares offered to you instead of the 2015 interim cash dividend is US\$13.34383 (£8.5226) per share, which has been calculated as the average middle-market price over a five-day dealing period commencing on Thursday 13 August 2015 (the date on which the Company's shares were quoted ex-dividend). We will tell you in your election form the number of new shares you are entitled to receive instead of the cash dividend. The US dollar/Hong Kong dollar and US dollar/sterling forward exchange rates for the cash dividend will be set on Wednesday 7 October 2015, and published on the Company's website: <http://investors.sc.com/en/dividend.cfm> on or around that date.

2. Making your dividend election

Electronic Election

By choosing to communicate with the Company electronically, you are directly contributing to our pledge to reduce the impact on our environment associated with printing, mailing and distributing shareholder documents. You also benefit from receiving shareholder publications instantly and avoid the risk of your documents being delayed or lost in the post. You can make your dividend election electronically by first registering at the Investor Centre website: www.computershare.com/hk/investors. **Please contact our branch registrar at 2862 8555 or email to hkinfo@computershare.com.hk before registering with the Investor Centre as you may need to receive an activation code which is issued to safeguard your interests. For security purposes the code will be sent to you by post.** Once registered you can make your dividend election (by selecting 'Dividend Plans'), which must be received no later than 4.00pm on Friday 2 October 2015. If you have any difficulty in using the website, please contact the branch registrar's web queries team at hkinfo@computershare.com.hk.

Paper Election

If you prefer to use printed election forms, please return the election form to our branch registrar using the reply-paid envelope provided (for use in Hong Kong only). All forms and letters are sent at your own risk. We are

not able to acknowledge receipt. If our branch registrar does not receive your form in time, we will send you your dividend in accordance with your existing standing instruction. Please note that once your election form for this dividend has been received by our branch registrar, you will not be able to cancel or amend it.

3. Changing your standing instruction

You can alter your existing standing instruction online by visiting our branch registrar's Investor Centre at www.computershare.com/hk/investors. Changes can be made to your standing instruction up to 4.00pm on Friday 2 October 2015.

Alternatively, please write to our branch registrar (see note 5 below) to cancel your existing standing instruction. Your letter must reach them by 4.00pm on Wednesday 23 September 2015. You will be sent a new election form which you must complete and return to our branch registrar. Your election form must reach them by 4.00pm on Friday 2 October 2015.

If your instructions are received after the dates set out above, your dividends will be paid to you in accordance with your existing standing instruction.

4. Donation to charities

The Company continues to support Seeing is Believing, the fundraising and community investment programme that aims to restore sight and prevent avoidable blindness. You can choose to donate the cash balance following payment of your interim dividend in new shares to Seeing is Believing by putting a cross in the appropriate box in Option 1 on the printed election form. All donations to Seeing is Believing will be matched by the Company until the fundraising target of US\$100 million is met. Seeing is Believing is a global initiative delivered in partnership with The International Agency for the Prevention of Blindness (IAPB), Registered Charity no: 1100559, Company Limited by Guarantee No: 4620869, Registered in England & Wales. More information can be found at www.seeingisbelieving.org.

5. Branch Registrar's details and helpline

Our branch registrar is Computershare Hong Kong Investor Services Limited. All written communications can be sent to them at **Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong**. If you have any questions about the dividend arrangements, please call the shareholder helpline between 9.00am and 6.00pm Monday to Friday, excluding HK public holidays. The telephone number is **2862 8555**. The helpline will not be able to give you advice on the merits of the share dividend offer or any financial advice. If you need financial advice you will need to contact an appropriate independent professional adviser.

6. General

If all shareholders choose to receive the cash dividend, the charge to the Company's reserves will be approximately US\$366.7 million. The applicable tax credit is the sterling equivalent of approximately US\$40.7 million.

If all shareholders choose to receive new shares in lieu of the cash dividend, the Company will issue approximately 27.5 million new shares, an increase of approximately 1.1 per cent in its existing issued ordinary share capital.

7. Delivery and listing of new shares

The Company will apply to the UK Listing Authority and to the Listing Committee of The Stock Exchange of Hong Kong Limited for the new shares to be listed, and to the London Stock Exchange for the new shares to be admitted to trading on the London Stock Exchange. Subject to admission of new shares to the Official List of the UK Listing Authority and to listing approval from The Stock Exchange of Hong Kong Limited, share certificates in respect of shareholdings held either in UK or Hong Kong in certificated form will be posted to you, at your own risk, one business day before the Payment Date. If your shares are held in UK in uncertificated form in CREST, Euroclear UK & Ireland Limited will be instructed to credit your stock account with the appropriate number of new shares on the Payment Date. If you hold your shares in the ShareCare Company nominee, your shares will be credited to Computershare Company Nominees Limited who hold the shares on your behalf. While if your shares are held in Hong Kong in uncertificated form through CCASS (where they are registered in the name of a nominee), HKSCC Nominees Limited will be instructed to credit your stock account with the appropriate number of new shares on the Payment Date. The new shares will rank equally with, and have the same rights as the existing ordinary shares you hold. The Company also has Indian Depository Receipts (representing the Company's shares) listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. However, no new shares will be applied for listing in India. Holders of Indian Depository Receipts are only expected to receive a cash dividend in Indian Rupees.

The new shares are expected to obtain listing approval from The Stock Exchange of Hong Kong Limited on the Payment Date. Dealing in the new shares is expected to begin on the Payment Date. However, if permission for the new shares to be listed and admitted to trading on the London Stock Exchange and The Stock Exchange of Hong Kong Limited is not granted, the Company will not issue any new shares and you will receive all of your dividend in cash.

8. Tax implications for shareholders receiving the share dividend

The Company is not required to withhold tax at source from dividend payments. Dividends (cash or share) are not generally taxable in Hong Kong. **If you are not sure as to how you will be affected if you choose to receive the share dividend, or if you are uncertain of your tax position, you should consult an appropriate independent professional adviser.**

This clause does not consider your position if you are not resident in Hong Kong for tax purposes, nor the position of shareholders who may be regarded as acquiring the new shares as part of a trading activity. This clause does not address the tax treatment of the receipt by you of any cash balance from the share dividend.

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