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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)*

**Amendments to Modifications to the Hong Kong Listing Rules in relation to  
the waiver to enable Standard Chartered PLC to hold Treasury Shares**

Reference is made to the Company's announcements dated 23 April 2008, 16 July 2008, 6 May 2009 and 28 July 2011 in relation to the waiver of the Hong Kong Listing Rules to enable the Company to repurchase its ordinary shares and hold them in treasury in accordance with UK company law.

On 16 April 2008, the Stock Exchange granted a conditional waiver to the Company in respect of Rule 10.06(5) of the Hong Kong Listing Rules. Rule 10.06(5) provides that any shares repurchased by the Company must be automatically cancelled. The waiver granted by the Stock Exchange allows the Company, following any repurchase of shares, to elect to hold its own shares in treasury as opposed to having to cancel those shares automatically. As a consequence of the waiver, the Stock Exchange agreed to certain Modifications to other Hong Kong Listing Rules which apply to the Company to enable the Company to hold treasury shares and not automatically cancel their listing. The Modifications were amended in May 2009 and July 2011.

Since the waiver was originally granted in 2008, there have been some changes to UK company law and the UK Listing Rules in respect of treasury shares. In light of these changes, the Company made an application to the Stock Exchange to seek to amend the Modifications with the aim of making the Hong Kong Listing Rules and the UK Listing Rules consistent in this respect.

On 9 October 2013, the Stock Exchange approved two amendments to the Modifications. Firstly, paragraph 1.2 of the Modifications has been amended to refer to the relevant provisions of the UK Companies Act 2006 as opposed to the Companies (Acquisition of Own Shares) (Treasury Shares) Regulation 2003, which has been repealed. In addition, paragraph 1.2 of the Modifications confirms that the 10% limit on the maximum holding of treasury shares by the Company at any one time continues to apply, even though that limit no longer applies under the UK Companies Act 2006.

Secondly, paragraph 10.1(A) of the Modifications has been amended to introduce a de minimis threshold of 0.5% of the Company's issued share capital before it is required to announce any cancellation of treasury shares.

A full version of the revised Modifications is posted on the Company's website at [www.standardchartered.com](http://www.standardchartered.com) and on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and copies of the revised Modifications are available on request from the Group Company Secretary, 1 Basinghall

Avenue, London EC2V 5DD and the Assistant Company Secretary, 4-4A Des Voeux Road Central, Hong Kong.

## Definitions

“Company”	Standard Chartered PLC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Modifications”	The modifications to the Hong Kong Listing Rules applicable to the Company in relation to treasury shares agreed between the Company and the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“UK Listing Rules”	The United Kingdom Listing Authority Listing Rules

By order of the Board  
**Annemarie Durbin**  
*Group Company Secretary*

Hong Kong, 18 October 2013

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

*Chairman:*  
Sir John Wilfred Peace

*Executive Directors:*  
Mr Peter Alexander Sands; Mr Stefano Paolo Bertamini; Mr Jaspal Singh Bindra; Mr Richard Henry Meddings;  
Mr Alun Michael Guest Rees and Mr Viswanathan Shankar

*Independent Non-Executive Directors:*  
Mr Om Prakash Bhatt; Dr Kurt Michael Campbell; Dr Louis Chi-Yan Cheung; Mr James Frederick Trevor Dundas;  
Mrs Margaret Ewing; Dr Han Seung-soo, KBE; Mrs Christine Mary Hodgson; Mr Simon Jonathan Lowth;  
Mr Rudolph Harold Peter Markham; Ms Ruth Markland (Senior Independent Director); Mr John Gregor Hugh  
Paynter; Mr Paul David Skinner; Mr Oliver Henry James Stocken, CBE and Dr Lars Henrik Thunell