
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings indicated.

“ALM”	asset and liability management activities
“Application Forms”	white application forms, yellow application forms and pink application forms, or where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of the Company
“A\$”	Australian dollars, the lawful currency of Australia
“Authorised Representatives”	the authorised representatives of the Company, details of whom are set out in the paragraph headed “Authorised Representatives” in the section “Directors, Senior Management and Staff” of this prospectus
“Bahrain Dinars” or “BHD”	Bahrain Dinars, the lawful currency of Bahrain
“Bancassurance”	the sale of insurance products through Standard Chartered’s distribution channels
“Bank”	Standard Chartered Bank
“Banking Ordinance”	the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended)
“Board”	the board of Directors
“Bonds”	€575,000,000 4.5% subordinated guaranteed convertible bonds due 2010 issued by SCF(J)L and guaranteed by Standard Chartered Bank and convertible into 4.5% exchangeable redeemable preference shares in SCF(J)L which will be exchanged immediately for Shares
“Cazenove”	Cazenove Asia Limited
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“cent” or “¢”	cent, one-hundredth of a U.S. dollar
“CGU”	CGU International Insurance PLC
“Chartered Trust”	the Group’s former U.K. consumer finance and contract hire business disposed of by the Company in 2000
“City Code”	the City Code on Take-overs and Mergers and The Rules Governing Substantial Acquisitions of Shares issued on behalf of the U.K. Panel on Takeovers and Mergers
“Companies Act 1985”	the Companies Act 1985 of the United Kingdom (including any orders, regulations or other subordinate legislation made under it) (as amended)
“Companies Act 1989”	the Companies Act 1989 of the United Kingdom (including any orders, regulations or other subordinate legislation made under it) (as amended)
“Companies Acts”	every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning English companies in so far as it applies to the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended)
“Company”	Standard Chartered PLC
“Consumer Banking”	the business division of Standard Chartered which offers a variety of banking and financial services to individuals and small and medium-sized businesses, as described in the paragraph headed “Business—Consumer Banking” in the section headed “Description of Business” of this prospectus
“Co-Sponsor”	Cazenove Asia Limited
“Directors”	the directors of the Company
“Efficiency Programme”	the programme announced by Standard Chartered in August, 2000, the focus of which is to give Standard Chartered a competitive advantage in terms of product delivery, customer service and cost efficiency, as described in the paragraph headed “Business—Efficiency Programme” in the section headed “Description of Business” of this prospectus
“Employee Preferential Offer”	the offer for subscription of initially 450,000 Shares by eligible employees of the Group, as further described in the paragraph headed “Employee Preferential Offer” in the section headed “Structure of the Share Offer” of this prospectus
“Employee Share Schemes”	the employee share schemes as further described in paragraph 6 to Appendix VIII to this prospectus

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“E.U.”	the European Union
“Euro” or “€”	Euro, the single currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty establishing the European Communities, as amended by the Treaty on the European Union
“Executive Schemes”	the Standard Chartered 1994 (No. 1) Executive Share Option Scheme, the Standard Chartered 1994 (No. 2) Executive Share Option Scheme, the Standard Chartered 2000 Executive Share Option Scheme and the Standard Chartered 1997 Supplemental Executive Share Option Scheme, the Standard Chartered 2001 Performance Share Plan and the Standard Chartered 1984 Executive Share Option Scheme, as described in the paragraph 6 of Appendix VIII to this prospectus
“FIDF”	Financial Institutions Development Fund, a Thai Government Agency
“FSA”	the Financial Services Authority of the United Kingdom
“FSMA”	the Financial Services and Markets Act 2000 of the United Kingdom
“Global Coordinator”	Goldman Sachs (Asia) L.L.C.
“Global Markets”	part of the Wholesale Banking business which consists largely of Standard Chartered’s debt capital market and treasury activities, as described in the paragraph headed “Business—Wholesale Banking—Product Mix—Global Markets” in the section headed “Description of Business” of this prospectus
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.
“Government”	the government of Hong Kong
“Grindlays”	Standard Chartered Grindlays Bank Limited (formerly ANZ Grindlays Banking Limited) and the associated Grindlays private banking business
“Group” or “Standard Chartered”	the Company, its consolidated subsidiaries (including Standard Chartered Bank) and subsidiary undertakings, taken together
“Group Risk Committee” or “GRC”	the Group Risk Committee which is chaired by an executive Director and is responsible for supervising and directing the management of market (excluding balance sheet risk), credit, country, operational, compliance and reputational risks within Standard Chartered. See the paragraph headed “Risk Management” in the section headed “Financial Information”
“HKMA”	Hong Kong Monetary Authority
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Code”	the Code on Takeovers and Mergers and the Code on Share Repurchases issued by the SFC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong GAAP”	generally accepted accounting principles in Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Public Offer Shares”	the 3,043,500 new Shares initially being offered for subscription in the Hong Kong Public Offer (subject to adjustment as described in the section headed “Structure of the Share Offer” of this prospectus)
“Hong Kong Public Offer”	the offer for subscription of Hong Kong Public Offer Shares in Hong Kong (subject to adjustment as described in the section headed “Structure of the Share Offer” of this prospectus) at the Offer Price and on and subject to the terms and conditions described in this prospectus and the Application Forms, as further described in the section headed “Structure of the Share Offer” of this prospectus
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriting—Hong Kong Underwriters” of this prospectus
“Hong Kong Underwriting Agreement”	the conditional underwriting agreement relating to the Hong Kong Public Offer dated 19th October, 2002 amongst the Company, the Global Coordinator, the Co-Sponsor and the Hong Kong Underwriters, brief particulars of which are summarised in the section headed “Underwriting” of this prospectus
“INR”	Indian Rupees, the lawful currency of India
“Issue Mandate”	the general unconditional mandate given to the Directors by the Company’s shareholders in respect of Shares, further details of which are contained in paragraph 1(C)2 of Appendix VIII to this prospectus
“Joint Lead Managers”	Goldman Sachs (Asia) L.L.C. and Cazenove Asia Limited
“Latest Practicable Date”	4th October, 2002, being the latest practicable date for the purposes of ascertaining certain information contained in this prospectus

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“London Stock Exchange”	London Stock Exchange plc
“Malaysian Ringgit” or “RM”	Ringgit, the official currency of Malaysia
“MAS”	Monetary Authority of Singapore
“MCCL”	Manhattan Card Company Limited (formerly Chase Manhattan Card Company Limited)
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company
“Offer Price”	the final Hong Kong dollar price per Hong Kong Public Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee) at which Offer Shares are to be subscribed for under the Hong Kong Public Offer, to be determined as described in the section headed “Structure of the Share Offer” of this prospectus
“Offer Shares”	the Placing Shares and the Hong Kong Public Offer Shares
“Official List”	the list maintained by the FSA in accordance with Section 74(1) of FSMA (The Official List) for the purposes of Part VI of FSMA (Official Listing)
“Over-allotment Option”	the option to be granted by the Company to the Placing Underwriters and exercisable by the Global Coordinator (for and on behalf of the Placing Underwriters and after consultation with the Co-Sponsor and the Company, to the extent practicable) to require the Company to issue and allot up to an aggregate of 4,565,200 additional new Shares solely to cover over-allocations in the Placing, if any, details of which are contained in the section headed “Structure of the Share Offer” of this prospectus
“Partnership”	Standard Chartered Capital I, L.P., a Delaware limited partnership, in which Standard Chartered Bank is the general partner
“pence” or “p”	pence, one-hundredth of a Pound Sterling
“Performance Share Plan”	the Standard Chartered 2001 Performance Share Plan, as described in paragraph 6 of Appendix VIII to this prospectus
“Placing”	the conditional placing of the Placing Shares at the Offer Price as further described in the section headed “Structure of the Share Offer” of this prospectus
“Placing Shares”	the 27,391,300 new Shares initially being offered for subscription under the Placing (subject to adjustment, as described in the section headed “Structure of the Share Offer” of this prospectus)

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“Placing Underwriters”	the underwriters listed in the section headed “Underwriting—Placing Underwriters” of this prospectus
“Placing and Underwriting Agreement”	the conditional placing and underwriting agreement to be entered into on or about 26th October, 2002 amongst the Company, the Global Coordinator, the Co-Sponsor and the Placing Underwriters relating to the underwriting of the Placing Shares by the Placing Underwriters, brief particulars of which are summarised in the section headed “Underwriting” of this prospectus
“Pounds Sterling” or “Pounds” or “Sterling” or “£”	Pounds Sterling, the lawful currency of the United Kingdom
“PRC” or “China”	the People’s Republic of China. Except where the context requires, references in this prospectus to the “PRC” or “China” do not apply to Hong Kong, Macau or Taiwan
“Price Determination Date”	the date on which the pricing of the Offer Shares is to be determined by the Global Coordinator (on behalf of the Underwriters and after consultation with the Co-Sponsor) and the Company for the purposes of the Placing and the Hong Kong Public Offer, expected to be on or around 26th October, 2002
“Principal Properties”	the properties owned or leased by Standard Chartered, which individually, as at 30th June, 2002, had a net book value of U.S.\$5 million or more, details of which are set out in Appendix III to this prospectus
“Principal Share Registrar”	Computershare Investor Services PLC
“prospectus”	this document and any of the Application Forms which sets out the maximum offer price
“Prudential”	The Prudential Assurance Company Limited
“Regulation S”	Regulation S under the U.S. Securities Act
“Repurchase Mandate”	the general unconditional mandate given to the Directors to repurchase Shares by the Company’s shareholders, further details of which are contained in paragraph 1(C)4 of Appendix VIII to this prospectus
“Restricted Schemes”	the Standard Chartered 1995 Restricted Share Scheme and the Standard Chartered 1997 Restricted Share Scheme, as described in paragraph 6 of Appendix VIII to this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SCF(J)L”	Standard Chartered Finance (Jersey) Limited, a wholly-owned subsidiary of the Company

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“SCNB”	Standard Chartered Nakornthon Bank Public Company Limited
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong) (as amended)
“Securities Ordinance”	the Securities Ordinance (Chapter 333 of the Laws of Hong Kong) (as amended)
“SFC”	the Securities and Futures Commission of Hong Kong
“Singapore Dollar”	Singaporean dollars, the official currency of Singapore
“Share Offer”	the Hong Kong Public Offer and the Placing
“Shares”	ordinary shares of £0.25 each in the capital of the Company prior to the share conversion on 18th January, 2001 (whereby each shareholder of the Company received one new ordinary share of U.S.\$0.50 for each ordinary share of £0.25 that such shareholder held before conversion), and ordinary shares of U.S.\$0.50 each in the capital of the Company on or after 18th January, 2001, unless otherwise specified
“Sharesave Schemes”	the Standard Chartered 1994 Sharesave Scheme and the Standard Chartered 1996 International Sharesave Scheme, as described in paragraph 6 of Appendix VIII to this prospectus
“Sponsor”	Goldman Sachs (Asia) L.L.C.
“subsidiary” and “subsidiary undertaking”	has the meanings given to those terms in the Companies Act 1985 or the Companies Ordinance, as appropriate
“Supplemental Scheme”	the Standard Chartered 1997 Supplemental Executive Share Option Scheme, as described in paragraph 6 of Appendix VIII to this prospectus
“THB”	Thai Baht, the lawful currency of Thailand
“Trust”	Standard Chartered Capital Trust I, a Delaware statutory business trust
“Trust Preferred Securities”	€500,000,000 8.16% non-cumulative trust preferred securities issued by the Trust in March 2000
“U.K.” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“U.K. GAAP”	generally accepted accounting principles in the U.K.
“U.K. Listing Authority”	the FSA acting in its capacity as the competent authority for the purposes of Part VI of the FSMA and in the exercise of its functions in respect of the admission to the Official List including, where the context so permits, any committee, employee, officer or servant to whom any function of the U.K. Listing Authority may for the time being be delegated

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“U.K. Listing Rules”	the listing rules made by the U.K. Listing Authority under Part VI of the FSMA as amended from time to time in respect of the admission of securities to the Official List, the enforcement of those obligations and the suspension and cancellation of listing
“Underwriters”	the Hong Kong Underwriters and the Placing Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the Placing and Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
“U.S. dollars” or “U.S.\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933 (as amended)
“U.S. Securities and Exchange Commission”	the Securities and Exchange Commission of the United States
“VAR”	Value at Risk
“Wholesale Banking”	the business division of Standard Chartered which provides a variety of banking and financial services to corporate and institutional customers, as described in the paragraph headed “Business—Wholesale Banking” in the section headed “Description of Business” of this prospectus
“1999 Valuations”	Property valuations prepared by independent professional valuers during the last quarter of 1999 for the purpose of the audited accounts of Standard Chartered for the year ended 31st December, 1999

Reporting currency

Commencing on 1st January, 2001, Standard Chartered changed its reporting currency from Pounds Sterling to U.S. dollars. Since most of the Group’s business is denominated in U.S. dollars or currencies linked to the U.S. dollar, Standard Chartered considers that it is most appropriate to prepare its accounts in U.S. dollars. Financial information as at the dates, and the periods ended, prior to 1st January, 2001 have been translated into U.S. dollars on the following bases:

- (i) *Assets and liabilities have been translated at the rate of exchange between Pound Sterling and the U.S. dollar applicable on the date of the relevant balance sheet, as follows:*

<u>At</u>	<u>Exchange Rate</u> <u>(U.S.\$ per £1.00)</u>
31st December, 2000	1.491
31st December, 1999	1.620
31st December, 1998	1.660
31st December, 1997	1.650

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- (ii) *Profits and losses and cash flows have been translated at the average exchange rate between Pound Sterling and the U.S. dollar, for the periods in which such amounts were earned or incurred, as follows:*

<u>Period</u>	<u>Exchange Rate</u> <u>(U.S.\$ per £1.00)</u>
Year ended 31st December, 2000	1.516
Year ended 31st December, 1999	1.618
Year ended 31st December, 1998	1.658
Year ended 31st December, 1997	1.639

Convenience translation to Hong Kong dollars

Some financial information has been translated from U.S. dollars into HK dollars for reference only on the following bases:-

- (i) *Assets and liabilities have been translated at the rate of exchange between the U.S. dollar and the HK dollar applicable on the date of the relevant balance sheet, as follows:-*

<u>At</u>	<u>Exchange Rate</u> <u>(HK\$ per U.S.\$1.00)</u>
30th June, 2002	7.799
30th June, 2001	7.800
31st December, 2001	7.798
31st December, 2000	7.800
31st December, 1999	7.774
31st December, 1998	7.747
31st December, 1997	7.748

- (ii) *Profits and losses and cash flows have been translated at the average exchange rate between the U.S. dollar and the HK dollar, for the periods in which such amounts were earned or incurred, as follows:-*

<u>Period</u>	<u>Exchange Rate</u> <u>(HK\$ per U.S.\$1.00)</u>
Six months ended 30th June, 2002	7.799
Six months ended 30th June, 2001	7.800
Year ended 31st December, 2001	7.799
Year ended 31st December, 2000	7.792
Year ended 31st December, 1999	7.759
Year ended 31st December, 1998	7.746
Year ended 31st December, 1997	7.743

Rounding

For the convenience of the reader, certain financial data in this prospectus have been subject to rounding and, as a result, the totals of the data presented herein may vary slightly from the actual arithmetic totals of such data.