

IMPORTANT

If you are in any doubt about this prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.



STANDARD CHARTERED PLC

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

SHARE OFFER AND LISTING ON THE STOCK EXCHANGE OF HONG KONG LIMITED

Number of Offer Shares:	30,434,800 (subject to Over-allotment Option adjustment)
Number of Placing Shares:	27,391,300 (subject to Over-allotment Option adjustment and to adjustments between the Placing and the Hong Kong Public Offer)
Number of Hong Kong Public Offer Shares:	3,043,500 (subject to adjustments between the Placing and the Hong Kong Public Offer)
Offer Price:	to be determined on or about 26th October, 2002 with a maximum offer price as stated in the Application Forms
Nominal value:	U.S.\$0.50 per Share
Stock code:	2888

Global Coordinator and Bookrunner



Goldman Sachs (Asia) L.L.C.

Sponsor and Joint Lead Manager

Co-Sponsor and Joint Lead Manager



Goldman Sachs (Asia) L.L.C.

CAZENOVE

Cazenove Asia Limited

Co-Lead Manager

BOCI Asia Limited

Co-Managers

Core Pacific-Yamaichi International (H.K.) Ltd.
G. K. Goh Securities (HK) Ltd
KGI Asia Ltd
Kingsway SW Securities Limited
Shenyin Wanguo Capital (H.K.) Limited
Tai Fook Securities Company Limited

Dao Heng Securities Limited
Guotai Junan Securities (Hong Kong) Limited
Kim Eng Securities (Hong Kong) Limited
SBI E2-Capital Securities Limited
Sun Hung Kai International Limited
TingKong-RexCapital Securities International Limited

The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange") and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus (which includes this document and any of the application forms which sets out the maximum offer price), make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

Application has been made to the U.K. Listing Authority for the Offer Shares to be admitted to the Official List and to the London Stock Exchange for the Offer Shares to be admitted to trading on the London Stock Exchange. It is proposed that the Company will have dual primary listings in London and Hong Kong.

A copy of this prospectus, having attached thereto the other documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix IX to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission ("SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other document referred to above.

The Offer Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) ("U.S. Securities Act") and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the U.S. Securities Act. Accordingly, the Offer Shares are being sold in the United States only to qualified institutional buyers (as defined in Rule 144A of the U.S. Securities Act ("Rule 144A")) in accordance with Rule 144A, and outside the United States in offshore transactions in reliance on Regulation S of the U.S. Securities Act.

Neither the U.S. Securities and Exchange Commission nor any state securities commission in the United States has approved or disapproved of the Offer Shares or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offence.

This prospectus is being distributed to and is directed only at persons who (i) are persons falling within Article 49 ("high net worth companies, unincorporated associations etc.") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 of the United Kingdom (as amended) (the "Order") or (ii) have professional experience in matters relating to investments who fall within Article 19 of the Order, or (iii) are outside the United Kingdom (all such persons together being referred to as "relevant persons"). The Offer Shares are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be available only to or will be engaged in only with relevant persons. This prospectus must not be acted on or relied on by persons who are not relevant persons.

The pricing of the Offer Shares is expected to be determined by agreement between the Global Coordinator, on behalf of the Underwriters and after consultation with the Co-Sponsor, and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around 26th October, 2002 and, in any event, not later than 29th October, 2002. Investors applying for Hong Kong Public Offer Shares must pay the maximum offer price stated in the Application Forms, together with brokerage of 1%, SFC transaction levy of 0.007% and Hong Kong Stock Exchange trading fee of 0.005%. If, for any reason, the pricing of the Offer Shares is not agreed between the Global Coordinator (on behalf of the Underwriters), after consultation with the Co-Sponsor, and the Company, by 29th October, 2002, the Hong Kong Public Offer and the Placing will not proceed.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk Factors" of this prospectus.

21st October, 2002