

Certification of Acquirors of Rule 144A ADRs
or Beneficial Interests in the Master Rule 144A ADR
Upon Deposit of Preference Shares

(insert date)

JPMorgan Chase Bank, N.A., as Depositary
ADR Department
4 New York Plaza, 13th Floor
New York, New York 10004

Re: STANDARD CHARTERED PLC - 7.014%

Dear Sirs:

Reference is hereby made to the Deposit Agreement, dated as of December 8, 2006 as amended as of May 17, 2007 (the "Deposit Agreement"), among Standard Chartered PLC (the "Company"), JPMorgan Chase Bank, N.A., as Depositary, and all holders from time to time of Regulation S American depositary receipts ("ADRs") evidencing Regulation S American depositary shares ("Regulation S ADSs") and Rule 144A American depositary receipts ("Rule 144A ADRs") evidencing Rule 144A American depositary shares ("Rule 144A ADSs") issued thereunder.

Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement. References to the Deposit Agreement include the certification and other procedures established by the Depositary pursuant to such agreement.

We are acquiring a Rule 144A ADR or Rule 144A ADRs or a beneficial interest in the Master Rule 144A ADR upon deposit of Preference Shares under the Deposit Agreement.

This certification and agreement is furnished in connection with the deposit of Preference Shares and issuance of Rule 144A ADSs to be evidenced by one or more Rule 144A ADRs pursuant to the Section 3 of the Deposit Agreement.

We represent, acknowledge and agree (or if we are acting for the account of another person, such person has confirmed to us that it represents, acknowledges and agrees) that by depositing the Preference Shares, we will become a party to and be bound by the provisions of the Deposit Agreement and that the Rule 144A ADRs, the Rule 144A ADSs evidenced thereby and the Preference Shares represented thereby have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority in any state or other jurisdiction of the United States and are subject to significant restrictions on transfer.

We certify that we are not the Company or an "Affiliate" (as such term is defined in Rule 144 under the Securities Act) of the Company and that we are not acting on the Company's or an Affiliate of the Company's behalf.

We certify that either:

1. We are a qualified institutional buyer (as defined in Rule 144A under the Securities Act), and at the time of issuance of the Rule 144A ADSs referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner thereof.

OR

2. We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that it is a qualified institutional buyer and either:

(i) at the time of issuance of the Rule 144A ADSs referred to above, it will be the beneficial owner of thereof, or

(ii) it is acting for the account of a qualified institutional buyer that, at the time of issuance, will be the beneficial owner of the Rule 144A ADSs referred to above.

As the beneficial owner of the Rule 144A ADSs, we agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A ADRs, the Rule 144A ADSs evidenced thereby or the Preference Shares represented thereby except (a) to a person whom we reasonably believe is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act purchasing for its own account or for the account of another qualified institutional buyer in a transaction meeting the requirements of Rule 144A under the Securities Act, (b) in an offshore transaction under the Securities Act, or (c) pursuant to an exemption from registration provided by Rule 144 under the Act (if available) in each case in accordance with any applicable securities laws of any state or other jurisdiction of the United States.

We agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that (i) we (or it) will notify any subsequent purchaser of such ADSs of the resale restrictions referred to in (a), (b) and (c) above; (ii) notwithstanding anything to the contrary in the foregoing, the Preference Shares represented by the ADSs may not be deposited into any unrestricted depository facility established or maintained by a depository bank (including the Depositary), so long as such Preference Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act; and (iii) no representation can be made as to the availability of the exemption provided by Rule 144 for resale of the ADSs or the Preference Shares represented thereby.

Very truly yours,

(insert name of certifying entity)

By: _____
Name:
Title