

Certification of Persons Surrendering Regulation S ADSs for the Purpose of Withdrawing
Deposited Securities During the Restricted Period

(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 ("Regulation S 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.

The undersigned is (or is acting as agent for a person that is) surrendering Regulation S ADR(s) or giving written instructions for the purpose of withdrawal of the Deposited Securities represented by the ADSs evidenced by such Regulation S ADR(s) (the "Preference Shares") or constituting the undersigned's beneficial interest in the Master ADR as provided for in paragraph (2) of the form of Regulation S ADR pursuant to Section 6 of the Deposit Agreement. The undersigned hereby:

(i) represents, acknowledges and agrees (or if it is a broker-dealer, its customer has confirmed to it in writing that it represents, acknowledges and agrees) that the Regulation S ADRs, the Regulation S ADSs evidenced thereby and the Deposited Securities represented thereby have not been and will not be registered under the Securities Act of 1933, as amended (the "Act") or with any securities regulatory authority in any state or jurisdiction in the United States; and

(ii) certifies that either:

(a) it is not a U.S. Person (as defined in Regulation S under the Act) and it is located outside the United States (within the meaning of Regulation S under the Act), and either:

(x) it has sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Regulation S ADRs or the Preference Shares to persons other than U.S. Persons (as such term is defined in Regulation S under the Act) in accordance with Regulation S under the Act, and it is, or prior to such sale or other transfer it was, the beneficial owner of the Regulation S ADRs, or

(y) it has sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred the Regulation S ADRs or the Preference Shares to a qualified institutional buyer (as defined in Rule 144A under the Act) in accordance with Rule 144A, and, accordingly, it is separately giving instructions to the Depository to deliver the Preference Shares to the custodian under the Deposit Agreement for deposit thereunder and issuance of a Rule 144A ADRs evidencing Rule 144A ADSs upon receipt of the proper certification on behalf of the purchaser and otherwise in accordance with the terms and conditions of the Deposit Agreement, and it is, or prior to such sale or other transfer it was, the beneficial owner of the Regulation S ADRs, or

(z) it will be the beneficial owner of the Preference Shares upon withdrawal, and accordingly, it agrees that, prior to the expiration of 40 days after the later of the commencement of the offering of ADSs and Rule 144A ADSs on behalf of the Company and the related closing, it will not offer, sell, pledge or otherwise transfer the Preference Shares except (A) to a person whom it (and anyone acting on its behalf) reasonably believes is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, or (B) to a person other than a U.S. Person (as defined in Regulation S) in accordance with Regulation S under the Act.

OR

(b) it is a qualified institutional buyer (as defined in Rule 144A under the Act) acting for its own account or for the account of one or more qualified institutional buyers; it has (or they have) agreed to acquire the ADRs or the Preference Shares in a transaction which it understands is being made in reliance upon Rule 144A, and accordingly, it is (or they are) separately taking all action necessary to cause the Preference Shares being withdrawn to be deposited under the depository receipt facility for issuance of a Rule 144A ADR evidencing Rule 144A ADSs;

(iii) If it is a broker-dealer, it further certifies that it is acting for the account of its customer and that its customer has confirmed the accuracy of the representations contained in paragraph (ii) hereof that are applicable to it and, if paragraph (ii)(a)(z) is applicable to its customer, has confirmed that it will comply with the agreements set forth in paragraph (ii)(a)(z).

Very truly yours,

(insert name of certifying entity)

By: _____
Name:
Title