

Statement of Shareholding



THIS STATEMENT OF SHAREHOLDING IS NOT TRANSFERABLE.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are not sure what to do, please contact an independent professional adviser. If you have **sold, transferred or purchased** ordinary shares in Standard Chartered PLC (the "Company") before 7 March 2007 but that sale, transfer or purchase is not reflected in the number shown in box (1) below, please refer to the 2006 Final Dividend document (the "Dividend document") which was sent to you with this statement.

For issue of fully paid ordinary shares of US\$0.50 each ("new shares") in the Company instead of cash for the final dividend of 50.21 US cents per existing Ordinary Share for the year ended 31 December 2006 ("final dividend")

Standard Chartered PLC
Registered Office:
1 Aldermanbury Square
London EC2V 7SB
Registered in England and Wales
(Company No. 966425)
Principal Place of Business in Hong Kong:
32nd Floor
4-4A Des Voeux Road Central
Hong Kong
Shareholder Helpline: +852 2862 8555
You can check your holding
at www.computershare.com.hk
Shareholder Reference Number:

(1) The number of ordinary shares registered in your name(s) at the opening of business on 9 March 2007	(2) The number of new shares to be issued to you on 11 May 2007 at US\$27.42591 (£14.2140) per share	(3) Cash balance brought forward from previous dividend	(4) Cash balance to be carried forward to the next dividend
		US\$	US\$

You have a standing instruction in place to receive your dividend payments in new shares. Therefore, the number of new shares to be issued to you as shown in box (2) will, subject to the terms and conditions of the Dividend document and the Memorandum and Articles of Association of the Company (including the new shares being listed by the UK Listing Authority and The Stock Exchange of Hong Kong Limited and admitted to trading on the London Stock Exchange and The Stock Exchange of Hong Kong Limited by 11 May 2007), automatically be issued to you instead of cash for the final dividend. The number of new shares to be issued to you as shown in box (2) is for your holding shown in box (1) and has been calculated on the basis set out in the Dividend document. The balance shown in box (4) is the cash balance after you receive the number of new shares shown in box (2) and will be carried forward to the next dividend unless you have chosen to donate your cash balance to charity. If you do not wish to receive new shares instead of the cash dividend, you should write a letter cancelling your standing instruction and send it to the Company's registrars, at the address shown below. Please quote your Shareholder Reference Number in all correspondence. Your letter must reach them by 3.00pm (Hong Kong time) on Friday 20 April 2007. You will then be paid cash in Hong Kong dollars (unless you ask for the cash to be paid in US dollars or sterling) for this dividend and all future dividend payments or until you give them new instructions to receive shares instead of cash.

Please address your letter cancelling your standing instruction and any other enquires to: The Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (telephone: +852 2862 8555).

The new shares to which you are entitled will automatically be issued to you. If you still wish to receive new shares instead of the cash dividend you do not need to do anything.

The Dividend document gives full details (on page 9) of how the share dividend price, and therefore, how your entitlement to new shares has been calculated. Please read it carefully.

When deciding whether you want to receive your dividend in cash or in shares, please remember that the price of Standard Chartered PLC shares can go down as well as up and that the value of a Standard Chartered PLC ordinary share on 27 April 2007 (being the date on which the then prevailing US dollar/sterling and US dollar/Hong Kong dollar exchange rates are used for calculating the sterling and Hong Kong dollar cash dividend) may be lower or higher than the share dividend price (as a result of share price movement and/or movement in the US dollar/sterling exchange rate and/or movement in the US dollar/Hong Kong dollar exchange rate). Whether or not it is to your advantage to elect to receive new shares in lieu of a cash dividend or to elect to receive payment in US dollars, sterling or Hong Kong dollars is a matter for individual decision by each shareholder. Standard Chartered PLC does not accept any responsibility for your decision. If you are not sure what to do, please contact an appropriate independent professional adviser.