Proxy Form for use at Annual General Meeting

Standard Chartered

SRN:
PIN:

Standard Chartered PLC

I/We, the undersigned, being a member/members of the above Company, appoint the Chairman of the Meeting or the following person *(note 1)*

as my/our proxy to exercise all or any of my/our rights to speak, attend and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at The Plaisterers' Hall, One London Wall, London EC2Y 5JU 12.00 noon London time (7.00pm Hong Kong time) on Wednesday 7 May 2008, and at any adjournment of the Meeting. I/We direct that my/our vote(s) be cast on the specified Resolutions as indicated by an 'X' in the appropriate boxes *(note 5)*.

☐ Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder *(note 2)*.

Resolutions		**For**	**Against**	**Vote Withheld**
1.	To receive the report and accounts	☐	☐	☐
2.	To declare the final dividend	☐	☐	☐
3.	To approve the directors' remuneration report	☐	☐	☐
4.	To re-elect Mr M B DeNoma, an executive director retiring by rotation	☐	☐	☐
5.	To re-elect Miss V Gooding, a non-executive director retiring by rotation*	☐	☐	☐
6.	To re-elect Mr R H P Markham, a non-executive director retiring by rotation**	☐	☐	☐
7.	To re-elect Mr P A Sands, an executive director retiring by rotation***	☐	☐	☐
8.	To re-elect Mr O H J Stocken, a non-executive director retiring by rotation*	☐	☐	☐
9.	To elect Mr G R Bullock, who was appointed an executive director by the Board during the year	☐	☐	☐
10.	To elect Mr S B Mittal, who was appointed as a non-executive director by the Board during the year	☐	☐	☐
11.	To elect Mr J W Peace, who was appointed as a non-executive director by the Board during the year†	☐	☐	☐
12.	To re-appoint the auditor	☐	☐	☐
13.	To authorise the directors to set the auditor's fees	☐	☐	☐
14.	To authorise the directors to allot shares	☐	☐	☐
15.	To extend the authority to allot shares	☐	☐	☐
16.	To disapply pre-emption rights§	☐	☐	☐
17.	To authorise the Company to buy back its ordinary shares§	☐	☐	☐
18.	To authorise the Company to buy back its preference shares§	☐	☐	☐
19.	To adopt new articles of association§	☐	☐	☐
20.	To authorise the Company and its subsidiaries to make political donations	☐	☐	☐
21.	To authorise the Company to offer the share dividend alternative	☐	☐	☐

☐

* Member of remuneration committee and sustainability and responsibility committee
** Chairman of audit and risk committee and a member of nomination committee
*** Member of sustainability and responsibility committee †Member of audit and risk committee and nomination committee §Special Resolution

001SCB

Signature *(note 4)* Date

Notes

1. If you wish to appoint a proxy who is **not** the Chairman of the Meeting, you must delete the reference 'the Chairman of the Meeting' and insert the full name of your proxy in the space provided in the first box. This person does not have to be a member of the Company. If no deletion or amendment is made, the Chairman of the Meeting will be deemed appointed as your proxy. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
2. To appoint more than one proxy, additional Proxy Form may be obtained by contacting the Company's branch registrar, Computshare Hong Kong Investor Services Limited (telephone: 2862 8555) or you may copy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same prepaid envelope.
3. You may find it easier and more convenient to complete your Proxy Form online. The benefit of doing this is that your votes are lodged immediately and recorded. You also avoid the risk of having to send a form through the post which maybe delayed thereby missing the deadline for receipt of the Proxy Form or not received at all by our branch registrar and therefore your votes would not be counted.

   You can submit your Proxy Form electronically via the internet by accessing our branch registrar's website at www.computershare.com/investor/proxy/HK/EN or via the Company's website at http://investors.standardchartered.com/mypage.cfm. You must have your Shareholder Reference Number (SRN) and Personal Identification Number (PIN) to access the voting service. These are printed on the right hand corner of this form. **For your votes to be counted you must register your votes by 7.00pm Hong Kong time on Monday 5 May 2008**. Your PIN will expire at that time.
4. You can submit your votes using a printed Proxy Form which must be completed, signed, dated and sent in the reply-paid envelope provided (for use in Hong Kong only), together with any power of attomey or any other authority under which it is signed (or a certified copy thereof), to reach the Company's branch registrar, **Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 7.00pm Hong Kong time on Monday 5 May 2008.**
5. The choices as to how a member may vote in the event of a poll are: 'for' or 'against'; Alternatively you may wish to withhold your vote. If you decide to withhold your vote, the number of votes that you hold will not be counted towards the total number of votes cast 'for' or 'against' the Resolution. If you do not indicate a choice, your proxy may exercise his or her discretion as to whether and, if so, how he or she votes on any Resolution and on any amended Resolution or other procedural issue that may arise at the Meeting.
6. In the case of joint holders, only the votes of the most senior holder will be accepted. The senior holder is the holder with the name that appears first on the branch Register of Members.
7. If the appointor is a corporation, this Proxy Form must be executed under its common seal by the signature of a director and its secretary or two directors or other authorised signatories in the name of the corporation or by the signature of a duly authorised officer or attorney.
8. Any alterations to this form should be initialled.
9. If you intend to attend and vote at the Annual General Meeting please tick the box and return your form in the reply-paid envelope provided (for use in Hong Kong only). If you do not tick the box, you will still be able to attend and vote at the Meeting. If you attend the Meeting and have ticked the box, you do not need to cast your votes on this form. However, if you return this form without voting and do not attend the Meeting, your votes will not be counted.
10. The appointment of a proxy does not prevent you from attending the Meeting in person and voting.
11. This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed above. This personalised form is not transferable between different (i) account holders, (ii) classes of security, or (iii) uniquely designated accounts. The Company and Computershare Hong Kong Investor Services Limited accept no liability for any instruction that does not comply with these conditions.
12. If there is a question or question(s) you would like to have addressed at the Annual General Meeting on 7 May 2008, please email it to **agm.2008@standardchartered.com**. Alternatively, you can fill in the form on page 22 of the Notice of Annual General Meeting 2008 and return it along with your Proxy Form using the reply-paid envelope (for use in Hong Kong only). We will endeavour to address any questions raised when an item to which it relates is under consideration by the Meeting. Any questions submitted that are not relevant to the business of the Meeting will be forwarded for the attention of an appropriate executive. Submitting a question in this way does not affect your rights as a shareholder to attend and speak at the Meeting.

The directors recommend all shareholders vote in favour of all Resolutions as the directors intend to do in respect of their own shares, and consider that the Resolutions are in the best interests of the Company and shareholders as a whole.