

The whole of this document must be returned to be valid.

本文件必須整份交回方為有效。

Form A
表格甲

Provisional Allotment Letter No.
暫定配額通知書編號

IMPORTANT
重要提示

If you are in any doubt as to any aspect of this document or as to the action to be taken, or if you have sold all or part of your shares in Standard Chartered PLC (the "Company") you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.
閣下如對本文件任何方面或應辦理的手續有任何疑問，或閣下如已售出閣下名下所有或部分的渣打集團有限公司（「本公司」）股份，應諮詢閣下的持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。
THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT EXPIRES AT 4:00 P.M. ON WEDNESDAY, 17 DECEMBER 2008.
此乃有價值及可轉讓的文件，敬請閣下即時處理。本文件所載的要約於二零零八年十二月十七日（星期三）下午四時正截止。

The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this document, 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 document.
香港聯合交易所有限公司（「香港聯交所」）及香港中央結算有限公司（「香港結算」）對本文件的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本文件全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Dealt in the shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") operated by HKSCC and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份的買賣可透過香港結算營運的中央結算及交收系統（「中央結算系統」）交收。閣下應就該等交收安排的詳情及該等安排如何影響閣下的權利及權益，諮詢閣下的持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。
A copy of this provisional allotment letter, together with a copy of the Prospectus dated Wednesday, 26 November 2008, has been registered with 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 Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.
本暫定配額通知書，連同日期為二零零八年十一月二十六日（星期三）的章程（「章程」），已遵照香港法例第32章公司條例第342C條的規定送呈香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對任何此等文件的內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the New Ordinary Shares in their nil-paid form on the Hong Kong Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the New Ordinary Shares in their nil-paid form will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the New Ordinary Shares in their nil-paid form or such other dates as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳款的新普通股獲准於香港聯交所上市及買賣，並符合香港結算的證券收納規定後，該等未繳款的新普通股將獲香港結算接納為合資格證券，由該等未繳款的新普通股分別開始買賣日期或香港結算指定的其他日期起，可在中央結算系統內寄存、結算及交收。香港聯交所參與者之間於任何交易日進行交易的交收須於交易後第二個交易日在中央結算系統內進行。所有在中央結算系統的活動均須按照不時生效的中央結算系統一般規則及中央結算系統運作程序規則進行。
Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.
除文義另有所指外，章程所界定的詞彙與本通知書所採用者具相同涵義。

TO ACCEPT THE PROVISIONAL ALLOTMENT SPECIFIED IN THIS DOCUMENT IN FULL, YOU MUST LODGE THIS DOCUMENT INTACT WITH THE COMPANY'S HONG KONG REGISTRAR ("HK REGISTRAR"), COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT ROOMS 1712-1716, 17th FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE AMOUNT SHOWN IN BOX C BELOW SO AS TO BE RECEIVED BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 17 DECEMBER 2008. CHEQUES MUST BE DRAWN ON A BANK ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "STANDARD CHARTERED PLC - RIGHTS ISSUE ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF.

閣下如欲接納本文件所指的全部暫定配額，須將本文件整份連同下列丙欄所示港元數額的股款，不遲於二零零八年十二月十七日（星期三）下午四時正前交回本公司的香港股份過戶登記處（「香港過戶處」）香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。支票必須由香港持牌銀行的銀行戶口開出，而銀行本票亦必須由香港的持牌銀行發出，並註明抬頭人為「STANDARD CHARTERED PLC - RIGHTS ISSUE ACCOUNT」，及以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆配額的指示載於背頁。
Each person accepting the provisional allotment specified in this document:

- 接納本文件所指的暫定配額的每名人士：
- confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this provisional allotment letter and in the Prospectus and agrees to be bound by them; and
 - 確認彼已細閱本暫定配額通知書及章程各頁所載條款、條件及接納手續並同意受其約束；及
 - agrees that this provisional allotment letter, and the resulting contract, will be governed by and construed in accordance with English law.
 - 同意本暫定配額通知書及據此而訂立的合約將受英國法例規管，並須按其詮釋。

Hong Kong share registrar:
COMPUTERSHARE HONG KONG INVESTOR
SERVICES LIMITED
Rooms 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
香港股份過戶登記處：
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓
1712-1716室

Standard
Chartered
STANDARD CHARTERED PLC
（渣打集團有限公司）
(Incorporated as a public limited company in England and Wales with registered number 966425)
(於英格蘭及威爾士註冊成立的公眾有限公司，註冊編號966425)
(Stock Code: 02888)
(股份代號：02888)

Principal place
of business in Hong Kong:
香港主要營業地點：
32nd Floor,
4-4A Des Voeux Road Central
Hong Kong
香港
中環德輔道中4-4A號
32樓
Registered office:
註冊辦事處：
1 Aldermanbury Square
London EC2V 7SB
United Kingdom

30 for 91 RIGHTS ISSUE OF NEW ORDINARY SHARES AT 390 PENCE (HK\$45.11) PER
NEW ORDINARY SHARE

按每股新普通股390便士（45.11港元）以91供30的供股方式發行新普通股

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)
合資格股東的姓名及地址

Total number of Existing Ordinary Shares registered in your name(s) on
Friday, 28 November 2008
於二零零八年十一月二十八日（星期五）登記於閣下名下的現有普通股總數

BOX A
甲欄

Number of New Ordinary Shares provisionally allotted to you subject to payment in
full on acceptance by not later than 4:00 p.m. on Wednesday, 17 December 2008.
暫定配發予閣下的新普通股數目，股款須不遲於二零零八年十二月十七日
（星期三）下午四時正前接納時繳足。

BOX B
乙欄

Total subscription monies payable
應繳認購股款總額

BOX C
丙欄
HK\$
港元

Contact telephone no.:

聯絡電話：
No person receiving a provisional allotment letter for New Ordinary Shares in any jurisdiction other than Hong Kong may treat it as an offer or an invitation to apply for New Ordinary Shares unless in the relevant jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to accept the provisional allotment of the New Ordinary Shares to satisfy himself/herself/itself, before exercising any rights to subscribe for the New Ordinary Shares, as to the observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to the paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for New Ordinary Shares if it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

The Underwriting Agreement will not be subject to any right of termination after UK Admission (including in respect of any statutory withdrawal rights). The terms of the Underwriting Agreement are summarised in Part XIII of the Prospectus.

於香港以外任何司法權區接獲新普通股的暫定配額通知書的任何人士，概不得將之視為申請新普通股的要約或邀請，除非於有關司法權區內在毋須遵守任何登記或其他法律或監管規定的情況下，可合法作出該新普通股要約或邀請。香港境外的任何人士如欲為其本身接納新普通股的暫定配額，則有責任在行使認購新普通股的任何權利前確保已遵守所有有關司法權區的法律及法規，包括取得任何政府或其他同意，及就此繳付該司法權區規定須繳納的任何稅項及徵稅。倘本公司相信接納新普通股的申請將違反任何司法權區適用的證券或其他法律或法規，則本公司保留拒絕接納任何該等新普通股申請的權利。

於英國准入後，包銷協議將不受任何終止權利（包括有關任何法定撤銷權利）的規限，包銷協議的條款概列於章程第十三部分。

NO RECEIPT WILL BE GIVEN. 本公司將不另發收據。

IN THE EVENT OF ANY TRANSFER OF THE ENTITLEMENTS TO THE NEW ORDINARY SHARES REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE NEW ORDINARY SHARES REPRESENTED BY THIS DOCUMENT.

在以本文件提出任何轉讓新普通股配額時，每項買賣均須繳付從價印花稅。除以出售形式外，餽贈或轉讓實益擁有的權益亦須繳付從價印花稅。在以本文件提出登記轉讓新普通股配額之前，須出示已繳付從價印花稅的證明。

Form B

表格乙

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by the Shareholder(s) who wish(es) to transfer all of his/her/their right(s) to subscribe for the New Ordinary Shares comprised herein)

(只供擬轉讓彼／彼等於本通知書所列全部新普通股認購權的股東填寫及簽署)

To: The Directors,
STANDARD CHARTERED PLC

致：渣打集團有限公司
列位董事 台照

Dear Sirs,

I/We hereby transfer all of my/our rights to subscribe for the New Ordinary Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等茲將本暫定配額通知書所列予本人／吾等的新普通股認購權悉數轉讓予接受此權利並簽署下列登記申請表格（表格丙）的該（等）人士。

1. _____2. _____3. _____4. _____

Signature(s) (all joint shareholders must sign) 簽署（所有聯名股東均須簽署）

Date 日期: _____ 2008

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for New Ordinary Shares.

附註：轉讓 閣下的新普通股認購權須繳付香港印花稅。

Form C

表格丙

REGISTRATION APPLICATION FORM

登記申請表格

(To be completed and signed only by the person(s) to whom the right to subscribe for the New Ordinary Shares have been transferred)

(只供新普通股認購權的承讓人填寫及簽署)

To: The Directors,
STANDARD CHARTERED PLC

致：渣打集團有限公司
列位董事 台照

Dear Sirs,

I/We request you to register the number of the New Ordinary Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms set out in this provisional allotment letter and the accompanying Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：

本人／吾等謹請 閣下將表格甲內乙欄所列的新普通股數目登記於本人／吾等名下，本人／吾等同意依照本暫定配額通知書及隨附的章程所載條款，並在 貴公司的公司組織章程大綱及章程細則的規限下接納此等股份。

Existing Shareholder(s)
Please mark "X" in the box
現有股東請於欄內填上「X」號

To be completed in block letters in ENGLISH. Joint applicants should give one address only.
請用英文正楷填寫。聯名申請人只須填報一個地址。

Name in English 英文姓名	Family Name 姓氏	Other Names 名字	Name in Chinese 中文姓名
Name continuation and/or name(s) of Joint Applicants 申請人續姓名及／或 聯名申請人姓名			
Address 地址			
Occupation 職業		Tel. No. 電話號碼	
Dividend Instructions 派息指示			
Name & Address of Bank 銀行名稱及地址			Bank Account No. 銀行戶口號碼

1. _____2. _____3. _____4. _____

Signature(s) (all joint applicants must sign) 簽署（所有聯名申請人均須簽署）

Date 日期: _____ 2008

Ad valorem stamp duty is payable by the transferee(s) if this form is completed.

填妥此表格後，承讓人須繳付從價印花稅。

**Standard
Chartered**
STANDARD CHARTERED PLC
(渣打集團有限公司)

(Incorporated as a public limited company in England and Wales with registered number 966425)
(Stock Code: 02888)

Dear Qualifying Shareholder(s),

In accordance with the terms and conditions of this provisional allotment letter and those set out in the Prospectus and subject to the memorandum and articles of association of the Company, you have been provisionally allotted, conditional upon HK Admission becoming effective by no later than 9:30 a.m. on Tuesday, 2 December 2008 (or such later time and/or date as the Company and the Underwriters may agree), the number of New Ordinary Shares set out in Box B on the cover page of this Provisional Allotment Letter. New Ordinary Shares have been provisionally allotted to all Qualifying Shareholders (other than, subject to certain exceptions, Qualifying Shareholders with registered addresses in the Excluded Territories) in the proportion of 30 New Ordinary Shares for every 91 Existing Ordinary Shares registered in their name at 4:30 p.m. on Friday, 28 November 2008. Each New Ordinary Share will, when allotted, issued and fully paid, rank *pari passu* in all respects with each Existing Ordinary Share including the right to receive all dividends or other distributions made after the date of allotment and issue of the New Ordinary Shares. Fractions of New Ordinary Shares have not been provisionally allotted and fractional entitlements have been rounded down to the nearest whole number of the New Ordinary Shares. You have the rights to acquire for the New Ordinary Shares provisionally allotted to you at a price of 390 pence (HK\$45.11) per New Ordinary Share payable in full on acceptance, in the manner set out below, by not later than 4:00 p.m. on Wednesday, 17 December 2008. You may, subject to the section entitled "Restricted Shareholders" below, accept all or any number of the New Ordinary Shares offered to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your rights to more than one person, you should refer to the instructions in the section entitled "Splitting" below. If you wish to transfer all of your provisional allotment you should refer to the instructions in the section entitled "Transfer" below. The New Ordinary Shares will have the same rights in all respects as the Existing Ordinary Shares including the right to receive all dividends or other distributions made, paid or declared after the date of their issue. A summary of the rights attaching to the New Ordinary Shares is set out in Part VI of the Prospectus.

PROCEDURE FOR ACCEPTANCE

To take up your provisional allotment, you must lodge the whole of this provisional allotment letter intact with the Company's HK Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance of the number of New Ordinary Shares provisionally allotted to you as set out in Box C, so as to be received by not later than 4:00 p.m. on Wednesday, 17 December 2008. All remittances must be made in Hong Kong dollars. Cheques must be drawn on a bank account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Standard Chartered PLC – Rights Issue Account" and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment on the terms of this provisional allotment letter and the Prospectus and subject to the memorandum and articles of association of the Company.

It should be noted that unless this provisional allotment letter, together with the appropriate remittance for the amount shown in Box C, has been physically received as described above by not later than 4:00 p.m. on Wednesday, 17 December 2008 whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights hereunder will be deemed to have been declined and will be cancelled.

EFFECT OF COMPLETING AND SUBMITTING THE PROVISIONAL ALLOTMENT LETTER

By completing and submitting the provisional allotment letter you (and if you are joint applicants, each of you jointly and severally) for yourself or as agent or nominee and on behalf of each person for whom you act as agent or nominee:

- **agree** (subject to applicable laws and without prejudice to any other rights which you may have) that once your acceptance of the provisional allotment of New Ordinary Shares has been received and/or accepted, you may not rescind it because of an innocent misrepresentation;
- **agree** that your acceptance of the provisional allotment of New Ordinary Shares and the resulting contract/contracts will be governed by and construed in accordance with English law;
- **agree** to disclose to the Company, and/or its HK Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of New Ordinary Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or its HK Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and its HK Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its registered office or principal place of business in Hong Kong as stated on the cover of this provisional allotment letter or as notified from time to time in accordance with applicable law, for the attention of the Group Company Secretary or (as the case may be) the Company's HK registrar;
- **agree** with the Company, and each shareholder of the Company, and the Company agrees with each of its shareholders, to observe and comply with the Hong Kong Companies Ordinance and the memorandum and articles of association of the Company;
- **agree** with the Company and each shareholder of the Company that the Existing Ordinary Shares in the Company are freely transferable by the holders thereof;
- **warrant** the truth and accuracy of the information in your acceptance of the provisional allotment of New Ordinary Shares; and
- if the laws of any place outside Hong Kong are applicable to your application, agree and warrant that you have complied with all such laws and neither the Company nor the Underwriters nor any of their respective officers or advisors will infringe any law outside Hong Kong as a result of your acceptance of the provisional allotment of New Ordinary Shares, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus.

TRANSFER

If you wish to transfer all of your New Ordinary Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this provisional allotment letter to the person(s) to or through whom you are transferring your New Ordinary Shares. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this provisional allotment letter intact together with a remittance for the full amount payable on acceptance as set out in Box C with the HK Registrar so as to be received by not later than 4:00 p.m. on Wednesday, 17 December 2008. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant New Ordinary Shares.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your rights to subscribe for the New Ordinary Shares provisionally allotted to you or to transfer your rights to more than one person, the original provisional allotment letter must be surrendered by not later than 4:00 p.m. on Wednesday, 17 December 2008 to the HK Registrar who will cancel the original provisional allotment letter and issue new provisional allotment letter(s) in the denominations required. The provisional allotment letter contains full information regarding the procedures to be followed if you wish to accept only part of your provisional allotment or if you wish to transfer all or part of your provisional allotment.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement will not be subject to any right of termination after UK Admission (including in respect of any statutory withdrawal rights). The terms of the Underwriting Agreement are summarised in Part XIII of the Prospectus.

RESTRICTED SHAREHOLDERS

The attention of Restricted Shareholders is drawn to Section 9 of Part VI of the Prospectus.

The offer of Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares to persons resident in, or who are citizens of, or who have a registered address in countries other than the United Kingdom or Hong Kong may be affected by the law of the relevant jurisdiction. Those persons should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their rights.

Qualifying Shareholders who have registered addresses in or who are resident in, or who are citizens of countries other than the United Kingdom or Hong Kong should consult their appropriate professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their Nil Paid Rights or to acquire Fully Paid Rights (UK Shareholders only) or New Ordinary Shares.

If the Rights Issue fails to proceed, the subscription monies received will be refunded to the applicants without interest by means of cheques(s) to be despatched by ordinary mail at the risk of such applicants on or about Tuesday, 23 December 2008. Shareholders and potential investors in the Company should therefore exercise caution when dealing in the Existing Ordinary Shares or the New Ordinary Shares in their nil-paid form, and if they are in any doubt about their position, they should consult their professional advisers.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately upon receipt and any interest earned on such monies will be retained for the benefit of the Company. If any cheque or cashier's order is not honoured upon first presentation, this provisional allotment letter is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

GENERAL

Lodgement of this provisional allotment letter with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for Existing Ordinary Shares.

This provisional allotment letter and any acceptance of the offer contained in it shall be governed by and construed in accordance with English law.

Further copies of the Prospectus giving details of the Rights Issue are available from the Company's principal place of business in Hong Kong at 32nd Floor, 4-4A Des Voeux Road Central, Hong Kong and at the HK Registrar at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during normal business hours.

By Order of the Board
Annemarie Durbin
Group Company Secretary