Standard Chartered

Attendance Card

Please bring this card with you to the AGM and present it at the Shareholder Registration desk.

Shareholder Reference Number

Personal Identification Number

Form of Proxy – Annual General Meeting to be held on 7 May 2009 ("AGM")

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Standard Chartered PLC ('the Company') and Computershare Hong Kong Investor Services Limited accept no liability for any instruction that does not comply with these conditions.

Please use a **black** pen. Mark with an X inside the box as shown in this example. ☒

I/We, the undersigned, being a member/members of the Company, hereby appoint the Chairman of the AGM OR the following person

*

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s)

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 AGM of the Company to be held at The Honourable Artillery Company, Armoury House, City Road, London, EC1Y 2BQ 12.00pm UK time (7.00pm Hong Kong time) on Thursday 7 May 2009, and at any adjournment of the AGM. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an 'X' in the appropriate boxes.

*** For the appointment of more than one proxy, please refer to Explanatory Note 3 (see below).**

☐ Please tick here to indicate that this proxy instruction is in addition to a previous instruction. Otherwise it will overwrite any previous instruction.

Ordinary 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 J F T Dundas, a non-executive director retiring by rotation	☐	☐	☐
5. To re-elect Mr R H P Markham, a non-executive director retiring by rotation	☐	☐	☐
6. To re-elect Ms R Markland, a non-executive director retiring by rotation	☐	☐	☐
7. To re-elect Mr R H Meddings, an executive director retiring by rotation	☐	☐	☐
8. To re-elect Mr J W Peace, a non-executive director retiring by rotation	☐	☐	☐
9. To elect Mr S P Bertamini who was appointed an executive director by the board during the year	☐	☐	☐
10. To elect Mr J G H Paynter, who was appointed a non-executive director by the board during the year	☐	☐	☐

	For	Against	Vote Withheld
11. To re-appoint the auditor	☐	☐	☐
12. To authorise the board to set the auditor's fees	☐	☐	☐
13. To authorise the Company and its subsidiaries to make political donations	☐	☐	☐
14. To authorise the Company to increase its authorised share capital	☐	☐	☐
15. To authorise the board to allot shares	☐	☐	☐
16. To extend the authority to allot shares	☐	☐	☐
Special Resolutions			
17. To disapply pre-emption rights	☐	☐	☐
18. To authorise the Company to buy back its ordinary shares	☐	☐	☐
19. To authorise the Company to buy back its preference shares	☐	☐	☐
20. To adopt new articles of association	☐	☐	☐
21. To authorise the Company to call a general meeting other than an annual general meeting on not less than 14 clear days' notice	☐	☐	☐
I will attend the AGM	☐		

Signature

Date

/ /

In the case of joint shareholders, only one shareholder need sign. In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (eg director, secretary).

Explanatory Notes:

1. If you wish to attend the Annual General Meeting at The Honourable Artillery Company, Armoury House, City Road, London, EC1Y2BQ on Thursday 7 May 2009 at 12.00pm UK time (7.00pm Hong Kong time), please bring with you the Attendance Card. You may be asked to produce it to show you have the right to attend and speak or vote at the AGM.
2. If you wish to vote at the AGM, but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf by completing the Form of Proxy above or by voting online (details below). If you wish to appoint a proxy other than the Chairman, you should enter the name of the proxy into the appropriate space on the Form of Proxy above. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the AGM will be deemed to be 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.
3. You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact our branch registrar, Computershare Hong Kong Investor Services Limited (2862 8555) to request further Forms of Proxy. Alternatively, you may photocopy this Form of Proxy. Please indicate in the box next to proxy holder's name the number of shares in relation to which they are entitled to act as your proxy. Please also indicate by ticking the box at the top of the Form of Proxy if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. A proxy need not be a member of the Company. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. Appointment of a proxy does not preclude a member from attending the AGM and voting in person.
5. The voting options for a member in the event of a poll are: 'For' or 'Against'. Alternatively you may wish to withhold your vote. However it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a 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 AGM.
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 register of members.
7. If you intend to attend and vote at the AGM please tick the box above 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 AGM. If you attend the AGM 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 AGM, your votes will not be counted.
8. If you have a question you would like to have addressed at the AGM on 7 May 2009, please email it to **agm.2009@standardchartered.com**. Alternatively, you can fill in the form at the back of the Notice of Annual General Meeting 2009 and return it along with your Form of Proxy 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 AGM. Any questions submitted that are not relevant to the business of the AGM 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 AGM.
9. To appoint a proxy using the Form of Proxy above, the form and any power of attorney or any other authority (or a copy of such authority certified notarially) under which it is signed must be:
   - completed and signed;
   - sent to Computershare Hong Kong Investor Services Limited using the envelope provided; and
   - received by Computershare Hong Kong Investor Services Limited not later than 48 hours before the time of the AGM.

Corporations are requested to complete this form either by sealing it or by signing under the hand of its attorney or duly authorised officer.

To be effective, all votes must be lodged at the office of the Company's branch registrar at:
Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 5 May 2009 at 7.00pm

LODGE YOUR PROXY VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

To Vote Using the Internet

Go to the following website:

www.computershare.com/investor/proxy/HK/EN

Please select Standard Chartered PLC, then Annual General Meeting. You must have your Shareholder Reference Number (SRN) and Personal Identification Number (PIN) to access the voting service. These are printed above. For your votes to be counted you must register your votes by 7.00pm Hong Kong time on Tuesday 5 May 2009. Your PIN will expire at this time.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.