STANDARD CHARTERED BANK

and

STANDARD CHARTERED BANK (HONG KONG) LIMITED

U.S.$10,000,000,000
Debt Issuance Programme

SERIES NO: 7
TRANCHE NO: 2

£275,000,000 Fixed/Floating Rate Step Up Undated Subordinated Notes
(to be consolidated and form a single series with the existing
£400,000,000 Fixed/Floating Rate Step Up Undated Subordinated Notes
issued on 17 June 2005 as Tranche 1 of Series 7
of the Debt Issuance Programme)

Issued by
Standard Chartered Bank

Issue Price: 100.430 per cent plus 117 days’ accrued interest

JPMorgan Cazenove
Lehman Brothers
Morgan Stanley
Banc of America Securities Limited
Deutsche Bank
Goldman Sachs International
Standard Chartered Bank
UBS Investment Bank

The date of this Pricing Supplement is 10 October 2005.
**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions incorporated by reference in the Prospectus dated 26 September 2005 (the “Prospectus”) (and which were first set forth in the Offering Circular dated 19 November 2004 and the supplemental Offering Circular dated 15 June 2005).

This document constitutes the final terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”) and must be read in conjunction with the Prospectus dated 26 September 2005, which constitutes a base prospectus for the purposes of the Prospectus Directive and which incorporates by reference the Conditions as aforesaid, which also appear in the Trust Deed dated 19 November 2004, as supplemented by the Supplemental Trust Deed dated 15 June 2005. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Prospectus dated 26 September 2005. The Prospectus is available for viewing at the registered office of the Issuer and at the office of the Issuing and Paying Agent and on the website of the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/cn-gb/pricesnews/marketnews](http://www.londonstockexchange.com/cn-gb/pricesnews/marketnews) and copies may be obtained from the registered office of the Issuer.

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<th>Standard Chartered Bank</th>
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<tr>
<td>2</td>
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</tr>
<tr>
<td></td>
<td>(ii) Tranche Number:</td>
<td>2</td>
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<td>On the date on which the Temporary Global Note is exchanged for the Permanent Global Note, which will not be earlier than 40 days after the Issue Date (the “Exchange Date”), the Notes will be consolidated to form a single series with the Issuer’s existing £400,000,000 Fixed/Floating Rate Step-Up Undated Subordinated Notes representing Series 7, Tranche 1 issued on 17 June 2005</td>
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<td>3</td>
<td>Currency or Currencies:</td>
<td>Sterling (“£”)</td>
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<td>Aggregate Nominal Amount:</td>
<td>£675,000,000</td>
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<td>(i) Series:</td>
<td>£275,000,000</td>
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<td>(ii) Tranche:</td>
<td>100,430 per cent of the Aggregate Nominal Amount of the Tranche plus 117 days’ accrued interest</td>
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<td>5</td>
<td>Issue Price:</td>
<td>£1,000, £10,000 and £100,000</td>
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<td>Denominations:</td>
<td>12 October 2005</td>
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<td>7</td>
<td>(i) Issue Date:</td>
<td>17 June 2005</td>
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<td>(ii) Interest Commencement Date:</td>
<td>Not applicable</td>
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<tr>
<td>8</td>
<td>Maturity Date:</td>
<td>Not applicable</td>
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9 Interest Basis: 5.375 per cent. per annum Fixed Rate from and including the Interest Commencement Date to but excluding 14 July 2020; and thereafter 3 month LIBOR +1.89 per cent Floating Rate

10 Redemption/Payment Basis: Redemption at par

11 Change of Interest or Redemption/Payment Basis: Fixed Rate from and including the Interest Commencement Date to but excluding 14 July 2020 and thereafter Floating Rate, as specified in paragraphs 15 and 16 below

12 Put/Call Options: Issuer Call

(further particulars specified in paragraph 20 below)

13 Status of the Notes: Undated Subordinated. Financial Liability Accounting.

14 Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15 Fixed Rate Note Provisions Applicable, to but excluding 14 July 2020

(i) Rate of Interest: 5.375 per cent. per annum payable (save in respect of the first Interest Period) annually in arrear

(ii) Interest Payment Date(s): 14 July in each year, commencing 14 July 2006, not adjusted

(iii) Fixed Coupon Amount(s): £53.75 per £1,000 in nominal amount, £537.50 per £10,000 in nominal amount and £5,375.00 per £100,000 in nominal amount

(iv) Broken Amount: The fixed Coupon Amount payable in respect of the first Interest Period ending on 14 July 2006 shall be £57.73 per £1,000 in nominal amount, £577.26 per £10,000 in nominal amount and £5772.60 per £100,000 in nominal amount

(v) Day Count Fraction (Condition 4(j)): Actual/Actual

(vi) Determination Date(s) (Condition 4(j)): 14 July in each year

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not applicable

16 Floating Rate Provisions Applicable from and including 14 July 2020
(i) Interest Period(s): The period beginning on (and including) 14 July 2020 and ending on (but excluding) the first Interest Payment Date after 14 July 2020 and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date

(ii) Interest Payment Dates: 14 July, 14 October, 14 January and 14 April of each year, commencing on 14 October 2020, subject to adjustment in accordance with the Business Day Convention specified below

(iii) Business Day Convention: Modified Following Business Day Convention

(iv) Relevant Financial Centre(s) (Condition 4(j)): London

(v) Manner in which the Rate(s) of Interest is/are to be determined: Page

(vi) Interest Period Date(s): Each Interest Payment Date

(vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): Not applicable

(viii) Page (Condition 4(d)(i)):
       – Relevant Time: 10.00 am (London time)
       – Interest Determination Date: The first day of the relevant Interest Accrual Period
       – Primary Source for Floating Rate: Telerate Monitor Page 3750
       – Relevant Financial Centre: London
       – Benchmark: LIBOR
       – Effective Date: The first day of the relevant Interest Accrual Period
       – Specified Duration: Three months

(ix) Margin(s): Plus 1.89 per cent per annum

(x) Minimum Rate of Interest: Not applicable

(xi) Maximum Rate of Interest: Not applicable

(xii) Day Count Fraction (Condition 4(j)): Actual/365

(xiii) Rate Multiplier: Not applicable
(xiv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:

Not applicable

17 Zero Coupon Note Provisions
Not applicable

18 Index Linked Interest Note Provisions
Not applicable

19 Dual Currency Note Provisions
Not applicable

PROVISIONS RELATING TO REDEMPTION

20 Call Option
Applicable

(i) Optional Redemption Date(s):
Any Interest Payment Date from and including 14 July 2020

(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):
£1,000 per Note of £1,000 specified denomination, £10,000 per Note of £10,000 specified denomination and £100,000 per Note of £100,000 specified denomination

(iii) If redeemable in part:
Not applicable

(iv) Notice period:
The Issuer may redeem all, but not some only, of the Notes on any Interest Payment Date from and including 14 July 2020 at their principal amount together with interest accrued to the date fixed for redemption and Arrears of Interest (if any), with the consent of the FSA if required by the FSA, upon giving not less than 30 nor more than 60 days’ notice to the Noteholders in accordance with the Conditions

21 Put Option
Not applicable

22 Final Redemption Amount of each Note
£1,000 per Note of £1,000 specified denomination, £10,000 per Note of £10,000 specified denomination and £100,000 per Note of £100,000 specified denomination

23 Early Redemption Amount

(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or an event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):
£1,000 per Note of £1,000 specified denomination, £10,000 per Note of £10,000 specified denomination and £100,000 per Note of £100,000 specified denomination

(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 5(c)):
Yes, at any time prior to and including 14 July 2020 and thereafter only on Interest Payment Dates
(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 6(f));

No, in respect of all Coupons having a maturity date to and including 14 July 2020, and yes in respect of all Coupons having a maturity date falling after 14 July 2020

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes:

Bearer Notes

Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note

25 Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to payment dates:

Not applicable

26 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):

Yes

27 Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:

Not applicable

28 Details relating to Instalment Notes:

Not applicable

29 Redenomination, renominalisation and reconventioning provisions:

Not applicable

30 Consolidation provisions:

Not applicable

31 Other final terms:

Not applicable

DISTRIBUTION

32 (i) If syndicated, names and addresses of Managers and underwriting commitments:

J.P.Morgan Securities Ltd.

Address: 125 London Wall
London EC2Y 5AJ

Underwriting commitment: £87,083,334

Lehman Brothers International (Europe)

Address: 25 Bank Street
London E14 5LE

Underwriting commitment: £87,083,333

Morgan Stanley & Co. International Limited

Address: 25 Cabot Square
Canary Wharf
London E14 4QA

Underwriting commitment: £87,083,333
Banc of America Securities Limited

Deutsche Bank AG, London Branch

Goldman Sachs International

Standard Chartered Bank

UBS Limited

Address: 5 Canada Square
Canary Wharf
London E14 5AQ

Underwriting commitment: £2,750,000

Address: Winchester House
1 Great Winchester Street
London EC2N 2DB

Underwriting commitment: £2,750,000

Address: Peterborough Court
133 Fleet Street
London EC4A 2BB

Underwriting commitment: £2,750,000

Address: 1 Aldermanbury Square
London EC2V 7SB

Underwriting commitment: £2,750,000

Address: 1 Finsbury Avenue
London EC2M 2PP

Underwriting commitment: £2,750,000

(ii) Date of Subscription Agreement:
10 October 2005

(iii) Stabilising Manager(s) (if any):
Not Applicable

(iv) Dealer’s Commission:
Combined management and underwriting commission

Not applicable

33 If non-syndicated, name and address of Dealer:

34 Total commission and concession:

0.35 per cent. of the Aggregate Nominal Amount of the Tranche being £962,500

35 Additional selling restrictions:

Italy: The offering of the Notes has not been cleared by CONSOB (the Italian Securities Exchange Commission) pursuant to Italian securities legislation and, accordingly, no Notes may be offered, sold or delivered, nor may copies of the Pricing Supplement, the Prospectus or any other document relating to the Notes be distributed in the Republic of Italy, except (i) to qualified investors (operatori qualificati), as defined in Article 31, second paragraph, of CONSOB Regulation No. 11522 of 1 July 1998, as amended, provided that such professional investors will act in such capacity and not as depositaries or nominees for other shareholders, or (ii) in circumstances which are exempted from the rules on solicitation of investments pursuant to Article 94 et seq. of Legislative Decree No. 58 of 24 February 1998, as amended (the "Italian Financial Services Act"), and its implementing CONSOB regulations including Article 33, first paragraph, of CONSOB Regulation No. 11971
of 14 May 1999, as amended.

In any event, the offering, sale or delivery of the Notes shall be made in compliance with all Italian securities, tax and exchange controls and other applicable Italian laws and regulations. Accordingly, the Notes may not be offered and neither the Pricing Supplement, the Prospectus nor any other material relating to the Notes may be distributed or made available in Italy, unless such offer of the Notes or distribution or availability of copies of the Pricing Supplement, the Prospectus or any other material relating to the Notes in Italy is (i) made by an investment firm, a bank or a financial intermediary permitted to conduct such activities in Italy in accordance with Legislative Decree No. 385 of 1 September 1993, as amended (the “Banking Law”), and the implementing instructions of the Bank of Italy, Legislative Decree No. 58, Regulation No. 11971 and any other applicable Italian laws and regulations; (ii) in compliance with Article 129 of the Banking Law and the implementing instructions of the Bank of Italy, pursuant to which the issue or offer of securities in Italy is subject to prior notification to the Bank of Italy, unless an exemption, depending inter alia on the aggregate amount of the securities issued or offered and the features of the securities, applies; and (iii) in compliance with any other applicable notification requirement or limitation which may be imposed by CONSOB or the Bank of Italy. In any case, the Notes shall not be offered, sold, re-sold or delivered on a retail basis, either in the primary or secondary market, to any individuals residing in Italy.

GENERAL

36 Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 10(a):

37 The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of £1.00 = U.S.$1.811682, producing a sum of (for Notes not denominated in U.S. dollars):

38 In the case of Registered Notes, specify the location of the office of the Registrar if other than Hong Kong:

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<th>Step</th>
<th>Description</th>
<th>Value</th>
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<td>36</td>
<td>Additional steps</td>
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<tr>
<td>37</td>
<td>Aggregate principal amount</td>
<td>U.S.$498,212,550</td>
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<td>38</td>
<td>Location of the office of the Registrar</td>
<td>Not applicable</td>
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</table>
In the case of Bearer Notes, specify the location of the office of the Issuing and Paying Agent if other than London:

Not applicable

LISTING AND ADMISSION TO TRADING APPLICATION

This Pricing Supplement comprises the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the U.S.$10,000,000,000 Debt Issuance Programme of Standard Chartered Bank and Standard Chartered Bank (Hong Kong) Limited.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:

Duty authorised
PART B – OTHER INFORMATION

1 LISTING

(i) Listing:

(ii) Admission to trading:

Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange.

Application has been made for the Notes to be admitted to trading on the London Stock Exchange’s EEA Regulated Market with effect from 12 October 2005.

On the Exchange Date, the Notes will be consolidated to form a single series with the existing £400,000,000 Fixed/Floating Rate Step-Up Undated Subordinated Notes issued on 17 June 2005 as Tranche 1 of Series 7 under the Debt Issuance Programme which have been admitted to trading on the London Stock Exchange.

2 RATINGS

The Notes to be issued have been rated:

(i) S&P: BBB+

(ii) Moody's: A3

3 NOTIFICATION

Not Applicable

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Estimated net proceeds: £279,958,099.32

(ii) Estimated total expenses: £100.00

6 YIELD

Indication of yield:

5.259 per cent.

Calculated as the yield on the benchmark gilt plus the spread on the 21 September 2005.

As set out above, the yield is calculated at 21 September 2005 on the basis of the Issue Price. It is not an indication of future yield.

7 HISTORIC INTEREST RATES

Details of historic LIBOR rates can be obtained from Telerate Monitor Page 3750.

8 PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING:

Not Applicable
PERFORMANCE OR RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT:
Not Applicable

OPERATIONAL INFORMATION

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<td>(i)</td>
<td>XS0222434200</td>
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<td>022243420</td>
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<tr>
<td></td>
<td>(ii)</td>
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</tr>
</tbody>
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12 Any clearing system(s) other than Euroclear and Clearstream Banking and the relevant identification number(s):
Not Applicable

13 Delivery:
Delivery against payment

14 Names and addresses of additional Paying Agent(s) (if any):
Not Applicable

GENERAL

15 Applicable TEFRA exemption:
D Rules