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# **STANDARD CHARTERED PLC**

**( 渣打集團有限公司 )**

**(the "Company")**

**(Registered in England and Wales number 966425)**

**(Stock Code: 02888)**

## **NOTICE OF ANNUAL GENERAL MEETING 2010**

This year's Annual General Meeting ('AGM') will be held at The Honourable Artillery Company, Armoury House, City Road, London, EC1Y 2BQ on Friday 7 May 2010 at 12.00pm London time (7.00pm Hong Kong time). You will be asked to consider and, if thought fit, to pass the resolutions below. Resolutions 22 to 27 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

### **Ordinary resolutions**

1. To receive the Company's annual report and accounts for the financial year ended 31 December 2009, together with the reports of the directors and auditors.
2. To declare a final dividend of 44.80 US cents per ordinary share for the year ended 31 December 2009.
3. To approve the directors' remuneration report for the year ended 31 December 2009, as set out on pages 94 to 109 of the annual report and accounts.
4. To re-elect Mr J F T Dundas, a non-executive director.
5. To re-elect Miss V F Gooding CBE, a non-executive director.
6. To re-elect Mr R H P Markham, a non-executive director.
7. To re-elect Mr J W Peace as Chairman

8. To re-elect Mr P A Sands, an executive director.
9. To re-elect Mr P D Skinner, a non-executive director.
10. To re-elect Mr O H J Stocken, a non-executive director.
11. To elect Mr J S Bindra, who has been appointed as an executive director by the Board since the last AGM of the Company.
12. To elect Mr R Delbridge, who has been appointed as a non-executive director by the Board since the last AGM of the Company.
13. To elect Dr Han Seung-soo KBE, who has been appointed as a non-executive director by the Board since the last AGM of the Company.
14. To elect Mr S J Lowth, who has been appointed as a non-executive director by the Board since the last AGM of the Company.
15. To elect Mr A M G Rees, who has been appointed as an executive director by the Board since the last AGM of the Company.
16. To re-appoint KPMG Audit Plc as auditor to the Company from the end of the AGM until the end of next year's AGM.
17. To authorise the Board to set the auditor's fees.
18. That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries during the period for which this resolution has effect are authorised to:
  - (A) make donations to political parties and/or independent election candidates not exceeding £100,000 in total;
  - (B) make donations to political organisations other than political parties not exceeding £100,000 in total; and
  - (C) incur political expenditure not exceeding £100,000 in total,

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing this resolution and expiring at the end of the next year's AGM, unless such authority has been previously renewed, revoked or varied by the Company in a general meeting.

19. That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

(A) up to a nominal amount of US\$202,747,588.50 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (B) or (C) so that in total no more than US\$675,825,295 can be allotted);

(B) up to a nominal amount (when combined with any allotments made under paragraph (A)) of US\$337,912,647.50 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (C) so that in total no more than US\$675,825,295 can be allotted) in connection with:

(i) an offer or invitation:

(a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(b) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(ii) a scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company;

(C) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of US\$675,825,295 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (B) so that in total no more than US\$675,825,295 can be allotted) in connection with an offer by way of a rights issue:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(D) pursuant to the terms of any existing share scheme of the Company or any of its subsidiary undertakings adopted prior to the date of this meeting,

such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2011) but, in each such case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

20. That the authority granted to the Board to allot shares or grant rights to subscribe for or convert securities into shares up to a nominal amount of US\$202,747,588.50 pursuant to paragraph (A) of resolution 19 be extended by the addition of such number of ordinary shares of US\$0.50 each representing the nominal amount of the Company's share capital repurchased by the Company under the authority granted pursuant to resolution 24, to the extent that such extension would not result in the authority to allot shares or grant rights to subscribe for or convert securities into shares pursuant to resolution 19 exceeding US\$675,825,295.
21. That the Board be authorised to allot shares in the Company up to a nominal amount of US\$20,274,758.50 in connection with a listing of the Company's shares or of securities representing such shares in India, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2011) but during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted after the authority ends and the Board may allot shares under any such offer or agreement as if the authority had not ended.

### **Special resolutions**

22. That if resolution 19 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, such power to be limited:

(A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (C) of resolution 19, by way of a rights issue only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(B) in the case of the authority granted under paragraph (A) of resolution 19 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of US\$50,686,897

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2011) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

23. That if resolution 21 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution as if section 561 of the Companies Act 2006 did not apply to such allotment, such power to be limited to the allotment of equity securities up to a nominal amount of US\$20,274,758.50 at a discount of no more than 15 per cent to the middle market price of the Company's ordinary shares at the close of business in London on the business day before the price range for the relevant offering is announced (calculated by reference to the spot rate of exchange for the purchase of sterling with Indian rupees as displayed on the appropriate page of the Reuters screen at or around 11.00am London time on such business day), such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2011) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

24. That the Company be authorised to make market purchases (as defined in the Companies Act 2006) of its ordinary shares of US\$0.50 each provided that:

(A) the Company does not purchase more than 202,747,588 shares under this authority;

(B) the Company does not pay less for each share (before expenses) than US\$0.50 (or the equivalent in the currency in which the purchase is made, calculated by reference to a spot exchange rate for the purchase of US dollars with such other currency as displayed on the appropriate page of the Reuters screen at or around 11.00am London time on the business day before the day the Company agrees to buy the shares); and

(C) the Company does not pay more for each share (before expenses) than five per cent over the average of the middle market prices of the ordinary shares according to the Daily Official List of the London Stock Exchange for the five business days immediately before the date on which the Company agrees to buy the shares,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2011) but during this period the Company may agree to purchase shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of ordinary shares in accordance with any such agreement as if the authority had not ended.

25. That the Company be authorised to make market purchases (as defined in the Companies Act 2006) of up to 477,500 preference shares of US\$5.00 each and up to 195,285,000 preference shares of £1.00 each provided that:

(A) the Company does not pay less for each share (before expenses) than the nominal value of the share (or the equivalent in the currency in which the purchase is made, calculated by reference to the spot exchange rate for the purchase of the currency in which the relevant share is denominated with such other currency as displayed on the appropriate page of the Reuters screen at or around 11.00am London time on the business day before the day the Company agrees to buy the shares); and

(B) the Company does not pay more for each share (before expenses) than 25 per cent over the average of the middle market prices of such shares according to the Daily Official List of the London Stock Exchange for the ten business days immediately before the date on which the Company agrees to buy the shares,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2011) but during this period the Company may agree to purchase shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of shares in accordance with any such agreement as if the authority had not ended.

26. That

(A) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's articles of association; and

(B) the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

27. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

### **Ordinary resolutions**

28. That the rules of the Standard Chartered 2006 Restricted Share Scheme be amended in accordance with the changes summarised in appendix 6 on page 58 and that the Board (or any duly authorised committee of the Board) be authorised to do anything which it considers necessary or desirable to give effect to these amendments.

29. That the waiver from strict compliance with the reporting and annual review requirements of Chapter 14A of the Hong Kong Listing Rules in respect of Ongoing Banking Transactions with associates of Temasek Holdings (Private) Limited that the Company has not been able to identify, despite having used all reasonable efforts to identify such associates, as more particularly described on pages 25 to 31 in the explanatory notes to the Notice of Annual General Meeting of the Company dated 26 March 2010, be and is hereby approved for a period of three years from the date of this resolution.
30. That the waiver from compliance with the requirement for any member of the Group to enter into a fixed-term written agreement with Temasek Holdings (Private) Limited or any of its associates in accordance with the Hong Kong Listing Rules in relation to any Ongoing Banking Transactions be and hereby approved for a period of three years from the date of this resolution.
31. That the transactions contemplated under each of the Ongoing Banking Transactions, including any margin, collateral and other similar arrangements entered into in connection with them, and in the absence of a maximum aggregate annual value, be and are hereby approved for a period of three years from the date of this resolution.

By Order of the Board  
**Annemarie Durbin**  
*Group Company Secretary*

Hong Kong, 25 March 2010

As of the date of this announcement, the Board of Directors of the Company comprises:

*Chairman:*

Mr John Wilfred Peace

*Executive Directors:*

Mr Peter Alexander Sands, Mr Stefano Paolo Bertamini, Mr Jaspal Singh Bindra, Mr Gareth Richard Bullock, Mr Richard Henry Meddings and Mr Alun Michael Guest Rees

*Independent Non-Executive Directors:*

Mr Richard Delbridge, Mr James Frederick Trevor Dundas, Ms Valerie Frances Gooding CBE, Dr Han Seung-soo KBE, Mr Rudolph Harold Peter Markham (Senior Independent Director), Ms Ruth Markland, Mr John Gregor Hugh Paynter, Mr Paul David Skinner and Mr Oliver Henry James Stocken