



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)

NOTICE OF ANNUAL GENERAL MEETING 2013

This year's Annual General Meeting ('AGM') will be held at etc.venues, 200 Aldersgate, St Paul's, London EC1A 4HD on Wednesday 8 May 2013 at 11.00 am London time (6.00 pm Hong Kong time). You will be asked to consider and, if thought fit, to pass the resolutions below. Resolutions 28 to 31 (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 2012 together with the reports of the directors and auditors.
2. To declare a final dividend of 56.77 US cents per ordinary share for the year ended 31 December 2012.
3. To approve the directors' remuneration report for the year ended 31 December 2012, as set out on pages 160 to 185 of the annual report and accounts.
4. To elect Mr O P Bhatt who has been appointed as a non-executive director by the Board since the last AGM of the Company.
5. To elect Dr L C Y Cheung who has been appointed as a non-executive director by the Board since the last AGM of the Company.
6. To elect Mrs M Ewing who has been appointed as a non-executive director by the Board since the last AGM of the Company.
7. To elect Dr L H Thunell who has been appointed as a non-executive director by the Board since the last AGM of the Company.
8. To re-elect Mr S P Bertamini, an executive director.
9. To re-elect Mr J S Bindra, an executive director.
10. To re-elect Mr J F T Dundas, a non-executive director.

11. To re-elect Dr Han Seung-soo KBE, a non-executive director.
12. To re-elect Mr S J Lowth, a non-executive director.
13. To re-elect Mr R H P Markham, a non-executive director.
14. To re-elect Ms R Markland, a non-executive director.
15. To re-elect Mr R H Meddings, an executive director.
16. To re-elect Mr J G H Paynter, a non-executive director.
17. To re-elect Sir John Peace, as Chairman.
18. To re-elect Mr A M G Rees, an executive director.
19. To re-elect Mr P A Sands, an executive director.
20. To re-elect Mr V Shankar, an executive director.
21. To re-elect Mr P D Skinner, a non-executive director.
22. To re-elect Mr O H J Stocken, a non-executive director.
23. 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.
24. To authorise the Board to set the auditor's fees.
25. 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.

26. 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\$241,734,701 (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\$402,891,168.50 can be allotted under paragraphs (A) and (B) and no more than US\$805,782,337 can be allotted under paragraphs (A), (B) and (C));

(B) up to a nominal amount of US\$402,891,168.50 (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\$402,891,168.50 can be allotted under paragraphs (A) and (B) and no more than US\$805,782,337 can be allotted under paragraphs (A), (B) and (C)) 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\$805,782,337 (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\$805,782,337 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 7 August 2014) 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.

27. 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\$241,734,701 pursuant to paragraph (A) of resolution 26 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 29, 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 26 exceeding US\$805,782,337.

Special resolutions

28. That if resolution 26 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 26, 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 26 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\$120,867,350.

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 7 August 2014) 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.

29. 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 241,734,701 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 11.00 am 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 7 August 2014) 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.

30. 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 11.00 am 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 10 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 7 August 2014) 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.

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

Ordinary resolution

32. That the rules of the Standard Chartered 2013 Sharesave Plan as summarised in the appendix on pages 18 to 19 of the Notice of Annual General Meeting circular of the Company dated 28 March 2013, be approved and 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 the new plan.

By order of the Board

Annemarie Durbin
Group Company Secretary

28 March 2013

NOTES

Right to attend the AGM

If you want to attend the AGM and vote, you must be on the Company's register of members in the UK at 10.00 pm London time on Friday 3 May 2013 or on the Company's branch register of members in Hong Kong at 5.00 am Hong Kong time on Tuesday 7 May 2013. This will enable us to determine how many votes you have on a poll. If the AGM is adjourned to a time after 10.00 pm London time on Wednesday 8 May 2013, you must be on the appropriate register of members of the Company 48 hours before the time of the adjourned meeting. This will also allow us to confirm how many votes you will have on a poll at such a meeting. If we give you notice of an adjourned meeting we will tell you in the notice when you need to be on the register to be able to attend and vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Right to ask questions at the AGM

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Proxy appointments

If you are an ordinary shareholder you may attend, speak and vote at the AGM or appoint one or more proxy(ies) to exercise all or any of your rights to attend and to speak and vote on your behalf at the Company's AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy may be appointed by any of the following methods:

- Electronic proxy — shareholders on the Hong Kong branch register of members may appoint a proxy electronically, which is a quicker, simpler and more efficient method of appointment. If you wish to submit your proxy form electronically, you will need an internet-enabled PC. For best results we recommend that you use the latest vendor supported release of the following browsers: Microsoft Internet Explorer, Mozilla Firefox or Apple Safari. In addition to improving your experience on the site, upgrading your browser will provide the latest browser security updates. You can then appoint your proxy online at www.eproxyappointment.com/STDH. You will need your Shareholder Reference Number ('SRN'), and Personal Identification Number ('PIN'), which are stated on the accompanying proxy form to access the service. Your PIN will expire at 6.00 pm Hong Kong time on Monday 6 May 2013. Before you can appoint a proxy electronically, you will be asked to agree to the terms and conditions for electronic proxy appointment. It is important that you read these terms and conditions carefully as they will govern the electronic appointment of your proxy;
- Completing and returning the enclosed proxy form to our branch registrar Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

IMPORTANT: Whichever method you choose, any proxy form or other instrument appointing a proxy must be received by the Company's branch registrar no later than 6.00 pm Hong Kong time on Monday 6 May 2013 to be valid.

Appointing a proxy electronically or the return of a completed proxy form will not prevent a shareholder attending the AGM and voting in person if s/he wishes to do so.

Nominated persons

Any person to whom this document is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom s/he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, s/he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements under the paragraphs headed 'Proxy appointments' do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ordinary shareholders (or by proxy(ies) appointed to act on their behalf) at a general meeting of the Company.

Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Poll voting procedure

The Company will call a poll on all resolutions at the AGM. This allows the votes of both shareholders who have lodged proxies and shareholders who attend the meeting to be taken into account. On arrival at the AGM, all those entitled to vote will be required to register and be given a personalised poll card with details of your shareholding to be used for the poll vote. At the end of the AGM, the Chairman will ask you to cast your vote by completing the poll card. All the votes present will be counted and added to those received by proxy and the provisional final votes. If you have already voted by proxy you will still be able to vote using the poll card and your vote on the day will replace your proxy vote lodged previously. To facilitate these arrangements, it would be helpful if you could please arrive at the AGM venue in good time and have your attendance pass to hand. If you have submitted your votes online you will need to print the attendance pass provided within the site.

On a poll, every ordinary shareholder present in person or by proxy has one vote for every US\$2.00 nominal value of ordinary shares held. The nominal value of each ordinary share being US\$0.50 means that a member needs to hold four ordinary shares to register one vote on a poll, and Indian Depository Receipts ('IDRs') holders have one vote for every forty IDRs they hold. As at 19 March 2013 (being the latest practicable date prior to the publication of this document), the Company had 2,417,347,011 ordinary shares of US\$0.50 each in issue, none of which were held in treasury. The ordinary shares carry in aggregate 604,336,753 voting rights on a poll.

You can obtain the results of the poll by telephoning our branch registrar on or after Thursday 9 May 2013. The results of the poll will be announced to the London Stock Exchange, The Stock Exchange of Hong Kong Limited, the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited and will appear on our website at <http://investors.standardchartered.com/en/releases.cfm> on Thursday 9 May 2013.

Audit statement

Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Website

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at <http://investors.standardchartered.com/en/downloads.cfm>.

Inspection of documents

The following documents will be available for inspection at 1 Basinghall Avenue, London EC2V 5DD and at the offices of Slaughter and May, 47th Floor, Jardine House, One Connaught Place, Central, Hong Kong from the date of this document until the end of the AGM and at the AGM venue from 15 minutes before the AGM until it ends.

- Copies of the executive directors' contracts of employment.
- Copies of the Chairman's contract of employment and the letters of appointment of independent non-executive directors.
- A copy of the proposed new rules of the Standard Chartered 2013 Sharesave Plan as proposed by resolution 32.

Directors' interests in shares and options

As at 19 March 2013, being the latest practicable date prior to the publication of this document, the directors held the following interests:

	Total interest in ordinary shares	Total interest in ordinary shares under Deferred Bonus Plan	Total interest in ordinary shares under option	Range of option exercise prices	Range of option exercise periods
Sir John Peace	7,543	—	143,655	0	2011–2020
P A Sands	224,661	—	1,064,475	0–£11.40	2012–2023
S P Bertamini	223,832	—	430,085	0–£11.40	2014–2023
O P Bhatt	2,000	—	—	—	—
J S Bindra	178,776	—	530,715	0–£11.40	2013–2023
Dr L C Y Cheung	2,000	—	—	—	—
R Delbridge	12,544	—	—	—	—
J F T Dundas	3,141	—	—	—	—
M Ewing	2,000	—	—	—	—
V F Gooding CBE	5,542	—	—	—	—
Dr Han Seung-soo KBE	2,413	—	—	—	—
S J Lowth	8,396	—	—	—	—
R H P Markham	4,248	—	—	—	—
R Markland	3,848	—	—	—	—
R H Meddings	128,964	—	713,039	0–£11.463	2013–2023
J G H Paynter	10,000	—	—	—	—
A M G Rees	169,835	70,255	1,302,923	0	2013–2023
V Shankar	165,539	—	578,983	0	2013–2023
P D Skinner	16,005	—	—	—	—
O H J Stocken	17,915	—	—	—	—
Dr L H Thunell	6,200	—	—	—	—

In the case of any conflict between any translation and this English text, this English text shall prevail.

Explanatory Notes

Further notes giving an explanation of the resolutions proposed in this notice will be contained in the Notice of Annual General Meeting 2013 circular which will be sent to shareholders together with the Company's Annual Report 2012.

As at the date of this announcement, the Board of Directors of Standard Chartered PLC comprises:

Chairman:

Sir John Wilfred Peace

Executive Directors:

Mr Peter Alexander Sands; Mr Stefano Paolo Bertamini; Mr Jaspal Singh Bindra; Mr Richard Henry Meddings; Mr Alun Michael Guest Rees and Mr Viswanathan Shankar

Independent Non-Executive Directors:

Mr Om Prakash Bhatt; Dr Louis Chi-Yan Cheung; Mr Richard Delbridge; Mr James Frederick Trevor Dundas; Mrs Margaret Ewing; Ms Valerie Frances Gooding, CBE; Dr Han Seung-soo, KBE; Mr Simon Jonathan Lowth; Mr Rudolph Harold Peter Markham (Senior Independent Director); Ms Ruth Markland; Mr John Gregor Hugh Paynter; Mr Paul David Skinner; Mr Oliver Henry James Stocken and Dr Lars Henrik Thunell