

## Directors' Remuneration Report

This report has been prepared by the Board Remuneration Committee and has been approved by the Board as a whole.

The report comprises the following sections:

- background information on the Board Remuneration Committee's (the "Committee's") members and advisors;
- the remuneration policy of the Group, executive directors and other employees;
- outline of the remuneration arrangements for executive directors and non-executive directors;
- detailed information on the Group's share plans;
- tabular information on directors' emoluments, pension arrangements and share awards; and
- tabular information on highest paid individuals.

### Background information on the Committee Committee Membership

The Committee comprises exclusively independent non-executive directors. The members of the Committee are Mr H E Norton (Committee Chairman), Mr Ho KwonPing, Ms R Markland, Mr P D Skinner and Mr O H J Stocken.

### Role of the Committee

During 2005, the Committee met six times. Details of attendance at meetings by Committee members are shown on page 44.

The Committee has specific terms of reference. It considers and recommends to the Board the Group's remuneration policy and agrees the individual remuneration packages of the Group Chairman, Group Chief Executive and all other executive directors.

The Committee also reviews and approves the remuneration of certain other highly paid senior management of the Group. No directors are involved in determining their own remuneration.

### Advisors to the Board Remuneration Committee

In 2004, the Committee appointed Kepler Associates as independent advisors to the Committee. Kepler advise the Committee on a range of executive compensation-related issues. Kepler do not provide any other advice/services to the Group.

In addition, during 2005, the Committee received advice from the Group Head of Human Resources (Mr T J Miller) and the Senior Reward Manager (Mr N A Cuthbertson). Their advice draws on formal remuneration survey data provided by McLagan Partners and Towers Perrin.

Towers Perrin also provided advice to the Group on executive compensation issues and, together with Clifford Chance LLP, on the design and operation of the Group's share plans. Clifford Chance LLP also advise on issues relating to executive directors' contracts.

### Remuneration Policy Group

The success of the Group depends upon the performance and commitment of talented employees. The Group's reward programmes support and drive our business strategy and reinforce our values. The Group's remuneration policy is to:

- support a strong performance-oriented culture and ensure that individual rewards and incentives relate directly to the performance of the individual, the operations and functions in which they work or for which they are responsible, the Group as a whole and the interests of shareholders; and
- maintain competitive awards that reflect the international nature of the Group and enable it to attract and retain talented executives of the highest quality internationally. Many of the Group's employees bring international experience and expertise to the Group and the Group recognises that it recruits from an international marketplace.

The Committee continually reviews the remuneration policy against significant regulatory developments, market practice and shareholder expectations.

### Executive Directors

Target remuneration levels for the executive directors are set with reference to the median of the FTSE 30 and the Group's international competitors. These two groupings have business characteristics similar to the Group such as international scope of operations, complexity and size (both in financial terms and with regard to numbers of employees).

Although target remuneration levels are aligned to the market median, excellent performance by both the Group and by the individual executive director is rewarded with higher bonus levels and share awards, taking potential total compensation to the upper quartile or higher of the Group's key international competitors.

As the table below demonstrates, each executive director's target remuneration is structured to give the heaviest weighting to performance-related elements.

Base salary 35%  
Cash bonus 30%  
Long-term incentives\* 35%

\* Includes the element of the annual bonus deferred in shares and an expected value of target share awards.

### Other Employees

The Committee considers the remuneration policy in the context of all employees across the Group.

Base salaries of employees are determined in a similar way to executive directors. The Group's approach is to ensure that target total compensation is benchmarked to the median of the relevant market in which the individual is employed. Potential total compensation is set at upper quartile or higher for excellent individual and business performance. In addition:

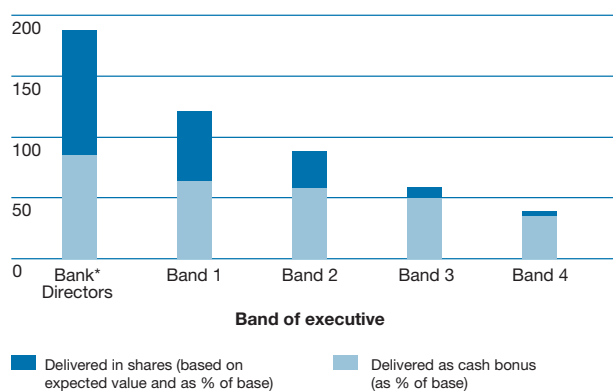
- All employees are eligible to receive a discretionary bonus dependent upon performance and their contractual position.
- All employees are eligible to participate in the Group's all-employee sharesave schemes.
- Core benefits are provided to all employees worldwide based on local regulations and competitive practice. These will normally include retirement benefits, medical insurance, life assurance and annual leave.
- All employees are eligible to receive an award under one or more of the Group's discretionary share schemes depending on performance and potential. The Group is actively looking to increase the level of equity participation enabling more employees to share in the Group's success, rewarding and retaining talent throughout the Group at all levels. In 2003 and 2004, over 700 and 1,250 employees respectively received a discretionary share award for the first time. In 2005, a further 1,000 were added to this total.
- The Group is keen that an element of each employee's total compensation is performance-related. The proportion of this variable compensation (which might be delivered through bonus and share awards) increases the more senior the executive is. In addition, as the chart below shows, the balance of shares as opposed to cash also increases with seniority. The chart also shows the typical level of target variable compensation for senior executives/management (the Group's bands 1-4) expressed as a percentage of base salary.

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### Breakdown of target variable compensation

#### between cash and shares

As a % of base



\* excluding the Group Chairman.

Although the above principles apply Group-wide, there is some variation in how compensation is delivered. The Group employs almost 44,000 employees worldwide in 56 countries and territories. There are differing local market conditions which means compensation is often structured in different ways (for example, base salaries are not always the only element of core compensation).

### Summary of proposed changes in approach to executive compensation and the Group's share plans

Since 2003, the Committee has implemented a series of changes designed to provide a better mix of performance related compensation, while keeping the overall value of incentives awarded to executives for on-target performance broadly unchanged. This has included increasing target bonus levels, introducing an automatic deferral in shares of part of the annual bonus and placing a greater reliance on performance shares compared to executive share options.

During 2005, the Committee reviewed the impact of the above changes as part of a broader review of the Group's long-term incentive plans. Shareholder approval will be sought at the 2006 Annual General Meeting for changes to these plans. The proposed changes can be summarised as follows:

- Complete the removal of executive share option awards from the remuneration package. The Committee believes that performance shares rather than options offer a clearer link between performance and reward as well as making a more efficient use of share capital.
- Increase the maximum award under the 2001 Performance Share Plan ("PSP") from 200% to 400% of base salary in any one year. This will enable awards to be made under PSP up to a broadly equivalent expected value to that provided under the current maximum award levels under the 2000 Executive Share Option Scheme ("2000 ESOS") and PSP combined. Awards will only be made at the proposed maximum in exceptional circumstances. In practice, a 'working maximum' of 325% of base salary will be adopted. The proposed target award level under the PSP is 150% of base salary per annum for all executive directors, but with the actual grant levels dependent, as now, on individual and Group performance. Both the proposed 'working maximum' and the target award levels have also been set to provide an equivalent expected value to that provided under the current arrangements.

- Amend the vesting schedule for the Total Shareholder Return ("TSR") performance condition under the PSP. Under the proposed vesting schedule:
  - 15% of the award will vest for median performance rather than 20% as is currently the case; and
  - full vesting will only occur if the Group's TSR performance is ranked third against the comparator group rather than fourth as is currently the case.
- Amend the earnings per share ("EPS") performance condition under PSP such that 15% of the award vests for threshold EPS performance rather than 20% as is currently the case.
- Extend eligibility for PSP so that it replaces the 1997 Restricted Share Scheme ("RSS") as the key long-term incentive plan for approximately a further 250 senior executives.
- Renew the RSS, with broadly the same terms and conditions as the current plan.

### Remuneration arrangements for Executive Directors

#### Base Salaries

The Group policy is that base salary levels are set with reference to the median of the FTSE 30 and the Group's key international competitors. Salary levels are reviewed annually by the Committee taking account of the latest available market data.

Any increases in annual base salary are effective from 1 April of the relevant year. The average sterling salary increase for executive directors in 2005 (effective 1 April 2005) was 5.6 per cent. The increases in base salary were intended to align salary levels to those within the market. The annual base salary levels of executive directors as at 1 January 2005 and 31 December 2005 were as follows:

	1 January 2005	31 December 2005	Increase as a % of base salary
E M Davies	\$1,365,150 (£750,000)	\$1,456,160 (£800,000)	6.67%
M B DeNoma	\$755,383 (£415,000)	\$782,686 (£430,000)	3.61%
R H Meddings	\$755,383 (£415,000)	\$782,686 (£430,000)	3.61%
K S Nargolwala	\$755,383 (£415,000)	\$782,686 (£430,000)	3.61%
P A Sands	\$864,595 (£475,000)	\$955,605 (£525,000)	10.5%

## Annual Performance Bonus

### Key Features

Executive directors are eligible to receive a discretionary annual bonus. The target and maximum award levels for executive directors remain at 125 per cent and 200 per cent of base salary. Two-thirds of any bonus payment is payable immediately in cash. The balance is deferred into shares in the Company, which are held for up to one year before being released to the executive. The deferred element is forfeited if the executive leaves voluntarily during that period. From 2005, a notional dividend will accrue on any deferred shares during the vesting period and will be delivered in the form of shares.

### Determining Award Levels

Annual bonus awards are made on the basis of Group and individual performance.

During 2005, the Committee undertook a review of the target-setting process and the link between the achievement of targets and compensation decisions. The objective was to clarify the process.

The Committee assesses Group performance by considering a number of quantitative and qualitative measures, including earnings per share; revenue growth; costs and cost control; bad debts; pre-tax profits; risk management; cost to income ratio, total shareholder return, corporate social responsibility and customer service. When determining award levels, the Committee ensures that bonuses are consistent with the overall Group performance. It also compares the financial performance of the Group with that of its key international competitors.

Individual performance is appraised taking account not only of the results achieved by the individual but also their support of the Group's values and contribution to the collective leadership of the Group. The 'values' principle is applied throughout the organisation.

Each executive director has written objectives which are presented to the Committee at the start of the financial year and then assessed at the year-end.

The importance of individual performance as a determinant of the level of awards is reflected in the variation of actual bonus award levels made to executive directors in recent years. These award levels also reflect the exceptional Group performance over the past two years.

	Min award actually made (as percentage of base salary)	Max award actually made (as percentage of base salary)	Target award (as percentage of base salary)	Max award permitted (as percentage of base salary)
2005	154%	200%	125%	200%
2004	156%	200%	125%	200%

### Long Term Incentives

In order to align the interests of executive directors with those of shareholders, the executive directors are eligible to participate in two of the Group's share incentive plans, the PSP and the 2000 ESOS. In 2003/2004 the Committee undertook a review of the Group's long term incentive arrangements for executive directors and decided to place greater emphasis on performance shares rather than share options while maintaining the overall value of awards. As outlined on page 50, during 2005 the Committee undertook a further review of the plans and shareholders are being asked to support a resolution at the Annual General Meeting which would complete the transition from options to performance shares.

The target and maximum levels of award under the PSP are currently 100 per cent and 200 per cent of base salary respectively.

Both the PSP and 2000 ESOS are designed to provide competitive long-term incentives, which are only exercisable upon the achievement of stretching performance criteria. The significance of such programmes as a percentage of executive directors' total potential remuneration is one of the strongest indicators of the Group's commitment to paying for demonstrable performance. Awards under these plans are entirely discretionary and are based on directors' individual performance.

As shown in the table below, there has been variation in the levels of share awards made to executive directors, illustrating the importance the Group places on individual performance. A performance test is therefore effectively applied both at the time of award and upon vesting. The table shows the face value of the awards made in 2005 (2004 awards are in brackets).

Plan	Min award in 2005 (as percentage of salary)	Max award in 2005 (as percentage of salary)	Target award (as percentage of salary)	Max award permitted under rules (as percentage of salary)
2000 ESOS	150% (65%)	200% (200%)	100%	600%
PSP	175% (100%)	200% (200%)	100%	200%

At its meeting in February 2006, the Committee recommended the following proposed PSP awards in respect of performance in the financial year ended 31 December 2005. These awards will be granted in 2006 if shareholders approve the increase in the PSP limit.

	Proposed PSP awards (as percentage of salary)
E M Davies	350%
M B DeNoma	275%
R H Meddings	275%
K S Nargolwala	300%
P A Sands	300%

Executive directors are not generally eligible to participate in the RSS. However, upon recruitment to the Group, awards may be made on an exceptional basis, for example, to newly appointed executive directors to compensate such directors for share awards forfeited on leaving their previous employer. No such awards were made in 2005.

### Retirement Benefits

All of the executive directors are eligible for retirement benefits. The Group policy is to provide a retirement benefit to executive directors, equivalent to two-thirds of base salary for those who have completed at least 20 years' service with the Group at retirement.

The retirement benefits are provided through a combination of approved and/or unapproved defined benefit and cash structures depending upon when the executive director joined the Group and his geographical location. Executive directors are given the opportunity to waive a proportion of any potential bonus to enhance their unfunded unapproved retirement benefits. Any amounts waived in respect of 2005 are shown on page 56 and the additional pension benefits have been calculated by the Group's actuary using the assumptions adopted for IFRS 19 reporting.

The defined benefit plans comprise a combination of the Standard Chartered Pension Fund, an approved non-contributory scheme, and an unapproved retirement benefit scheme. The unapproved scheme is unfunded but the benefits are secured by a charge, in the name of an independent trustee, over specific

## Directors' Remuneration Report continued

Group assets. The unapproved unfunded retirement benefit scheme provides that part of the benefit which cannot be delivered through the approved plan. In other respects the terms of the unapproved scheme are designed to mirror the provisions of the Standard Chartered Pension Fund. For example, both have a normal retirement age of 60 and a spouse's pension of 60 per cent of the member's pension on death after retirement. On the death in service of an executive director, pension benefits are available to a spouse and dependant children and a lump sum is payable.

Base salary is the only element of remuneration which is pensionable.

The Group's current pension arrangements have been reviewed in the light of the government's proposals on pension simplification. No change has been made to the level of benefits being provided as a result of this review. However, where the benefits provided by the approved Standard Chartered Pension Fund are less than the maximum allowable, part of the benefits currently provided on an unapproved basis are being transferred to the approved scheme to maximise the overall tax efficiency of the arrangements.

### Executive Directors' Contracts of Employment

The Group policy is for all executive directors to receive and be required to give 12 months' notice.

The dates of the executive directors' contracts of employment are as follows:

Mr M B DeNoma and Mr K S Nargolwala – 11 December 2003;  
Mr R H Meddings – 12 December 2003; Mr E M Davies and  
Mr P A Sands – 31 December 2003.

All executive directors have contracts subject to 12 months' rolling notice. These terminate automatically at the first annual general meeting following the executive director's 60th birthday.

The contracts contain payment in lieu of notice ("PILON") provisions which can be exercised at the Group's discretion. The PILON would comprise an amount equal to 12 months' base salary, pension contributions/entitlement and certain benefits and allowances (such as life assurance and car allowance). The amount of any bonus payable as part of a PILON is determined by the Committee taking into consideration individual and Group performance. Any payment under the PILON would be paid in quarterly instalments and be subject to mitigation.

There are special provisions which apply in the event that the Company terminates the executive's contract in the 12 months following a change of control without giving notice. These provide that, if the executive's contract is terminated by the Group (other than where summary dismissal is appropriate or the executive serves out notice), the Group will pay in four equal instalments an amount equal to 12 months' base salary, bonus, pension contributions/entitlement and certain benefits and allowances. The amount of bonus payable in respect of the 12 months following the date of termination is the executive's target bonus. The amount of bonus payable in respect of the performance period which the executive director worked prior to termination will be decided by the Committee taking into consideration individual and Group performance, unless such a period is less than six months, in which case a pro rata target bonus is payable.

### Group Chairman Contract

Mr B K Sanderson's contract of employment is dated 22 April 2005 and is subject to 12 months' rolling notice, albeit that the contract automatically expires on 14 October 2008. The terms of his contract governing PILON provisions and payments on termination following a change of control are similar to those outlined above in relation to executive directors.

### Compensation

During 2004, the Committee reviewed the compensation arrangements for the Chairman. In 2004, he received a base salary and was eligible to participate in the Group's annual bonus plan and discretionary share plans in respect of the financial year 2004. The share awards which were made in March 2005 and shown on page 56 were in respect of the financial year ended 31 December 2004.

Following the review, the arrangements were restructured to take effect from 1 January 2005, in the light of current best practice. The new arrangement comprises a base salary of \$682,575 (£375,000) and an award of shares equal in value, based on the share price at the end of 2004. The share component is delivered in two tranches each year in April and October. The Chairman is no longer eligible to participate in the Group's annual bonus and discretionary share plans. This arrangement will remain unchanged for two years, after which it will be reviewed against prevailing market practice for roles of this type.

### Non-executive Directors of Standard Chartered PLC

The fees of the non-executive directors are determined by the Chairman and the executive directors and are non-pensionable. Non-executive directors' fees are reviewed at least every two years and, as with executive directors' remuneration, reflect the international nature of the roles which they perform. Basic annual fees and committee fees are set to be competitive against the Group's international comparator group. The non-executive directors' fees were reviewed in April 2004. Increases in fee levels, particularly for involvement in committees, reflect, in part, the growing regulatory and governance responsibilities resulting in an increase in the time commitment required by non-executive directors.

Current basic annual fees are \$100,111 (£55,000) with additional fees for ordinary membership or chairmanship of a Board committee as follows:

Committee	Ordinary membership	Chairmanship
Audit and Risk	\$18,202 (£10,000)	\$63,707 (£35,000)
Board Nomination	\$5,461 (£3,000)	N/A*
Board Remuneration	\$18,202 (£10,000)	\$45,505 (£25,000)
Corporate Responsibility and Community ("CRC")	\$9,101 (£5,000)	N/A*

\* B K Sanderson is chairman of the CRC Committee and the Board Nomination Committee. As Group Chairman, he does not receive any fees in his capacity as a member of either Committee.

An additional annual fee of \$36,404 (£20,000) is payable to the Senior Independent Director to reflect the further workload that is associated specifically with this role.

Further detail on non-executive directors' remuneration is set out on page 56.

### Details of Non-executive Directorships held by the Group Chairman and Executive Directors

Certain directors serve as non-executive directors of other companies. Details of these directorships are contained on page 38. Details of non-executive fees of the executive directors and Chairman are shown below:

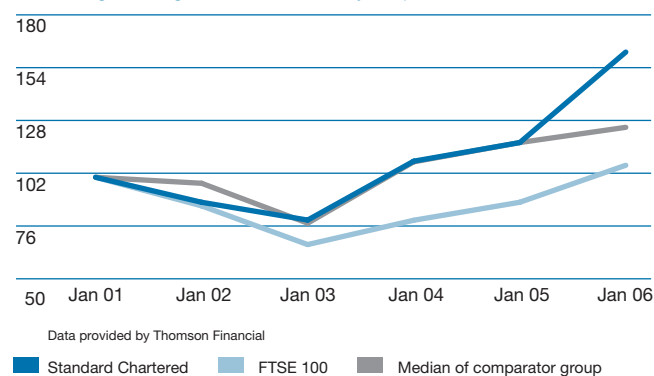
Name	Organisation	Current annual fees
B K Sanderson	BUPA (non-executive chairman)	\$327,636 (£180,000)*
	Commonwealth Business Council	No fees payable
	Durham County Cricket Club Holdings Limited	No fees payable
	Enterprise LSE Limited	No fees payable
	Sunderland Arc Limited	No fees payable
	Sunderland Limited	Fees waived
E M Davies	Tesco PLC	\$109,212 (£60,000)* inclusive of any committee fees
	Tottenham Hotspur plc	\$9,101 (£5,000)
R H Meddings	Indo British Partnership Network	No fees payable
K S Nargolwala	Tate & Lyle PLC	\$74,628 (£41,000)*
	VISA International (member of the Asia Pacific Regional Board)	No fees payable

\* Indicates fees are retained by the director.

### Performance Graph

The graph below shows the Group's TSR performance on a cumulative basis over the last five years alongside that of the FTSE 100 and of the PSP comparator group. The FTSE 100 provides a broad comparator group against which the Group's shareholders may measure their relative returns. The Company is a constituent member of the FTSE 100 Index and the London Stock Exchange is the principal exchange for the Company's shares.

### Total Shareholder Return Performance Graph Percentage change in TSR over five year period



### More Detailed Information on the Group's Share Plans 2001 Performance Share Plan (the "PSP")

#### Outline of the PSP

Shareholder approval for amendments to the PSP is currently being sought. The proposed changes relating to the performance conditions for future awards are indicated in the performance condition section below.

The PSP is designed to be an intrinsic part of total remuneration for the Group's executive directors and for a small but growing number of the Group's most senior executives. It is an internationally competitive long-term incentive plan that focuses executives on meeting and exceeding the long-term performance targets of the Group. Awards of deferred rights or nil price options to acquire shares are granted to the individual and will normally be exercised between three and ten years after the date of grant if the individual is still employed by the Group.

The performance criteria which need to be met are summarised below.

#### Performance Conditions

The Committee will set appropriate performance conditions each time that awards are made under the PSP. Half of the award is dependent upon the Group's TSR performance compared to that of a comparator group at the end of a three-year period. The other half of the award will be subject to an EPS growth target applied over the same three-year period.

The rationale for the selection of these performance conditions is set out below:

TSR	Measuring growth in share price plus dividends paid to shareholders during that period, relative TSR is recognised as one of the best indicators of whether a shareholder has achieved a good return on investing in the Group relative to a basket of companies or a single index
EPS	An EPS performance condition is used as this is recognised as providing an appropriate measure of the Group's underlying financial performance

#### TSR element

The appropriateness of the constituents of the Comparator Group for the TSR element was reviewed during 2005. However, no changes were made. The Comparator Group comprises:

ABN AMRO	HSBC
Bank of America	JP Morgan Chase
Bank of East Asia	Lloyds TSB
Barclays	Overseas Chinese Banking Corporation
Citigroup	Royal Bank of Scotland
DBS Group	United Overseas Bank
Deutsche Bank	Standard Chartered
HBOS	

The percentage of award which will normally be exercisable at the end of the relevant three-year performance period under the current and proposed arrangements is as follows:

TSR performance relative to Comparator Group	Percentage of award exercisable	
	Current arrangements	Proposed arrangements
9 <sup>th</sup> - 15 <sup>th</sup>	Nil	Nil
8 <sup>th</sup>	20.0	15.0
7 <sup>th</sup>	27.5	22.0
6 <sup>th</sup>	35.0	29.0
5 <sup>th</sup>	42.5	36.0
4 <sup>th</sup>	50.0	43.0
1 <sup>st</sup> - 3 <sup>rd</sup>	50.0	50.0

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The Committee believes that it is preferable to measure TSR performance using a local currency approach. This is considered the most appropriate approach given the international composition of the Comparator Group. It measures the real impact for a shareholder focusing on relative stock movement rather than taking into account exchange rate fluctuation.

### EPS element

The percentage of award which will normally be exercisable at the end of the relevant three-year performance period under the current and proposed arrangements is as follows:

Increase in EPS	Percentage of award exercisable	
	Current arrangements	Proposed arrangements
Less than 15%	Nil	Nil
15%	20.0	15.0
30% or greater	50.0	50.0

The proportion of the award which may be exercised for EPS growth between 15 per cent and 30 per cent will be calculated on a straight-line basis.

### Vesting of awards

The Committee is responsible for approving the vesting of all awards made to executive directors under the PSP.

The Committee recently reviewed whether the performance conditions on the awards granted in 2003 were satisfied at the end of the December 2005. The Committee determined that 100% per cent of the shares subject to each award has now vested. For awards granted in 2005, normalised EPS of 125.2 cents was used as a base EPS figure.

### 2000 Executive Share Option Scheme (the "2000 ESOS")

#### Outline

Subject to shareholder approval of the proposed changes to the PSP, it is proposed that no further awards will be made under the 2000 ESOS. However, the scheme will be retained for use in exceptional circumstances or if there is a subsequent change in policy in response to future market trends.

The 2000 ESOS was introduced to replace the Group's previous executive share option schemes.

Executive share options to acquire ordinary shares in the Company are exercisable after the third, but before the tenth, anniversary of the date of grant. The exercise price per share is the share price at the date of grant and options can normally only be exercised if a performance condition is satisfied.

#### Performance Conditions

An EPS performance criterion needs to be met before options can be exercised.

In 2004, the Committee introduced a new sliding scale EPS target without any retest for all grants made from January 2004 onwards. The revised condition is set out below.

Increase in EPS (over performance period)	Percentage of award exercisable
Less than 15%	Nil
15%	40.0
30% or greater	100.0

The proportion of the award which may be exercised for EPS growth between 15 per cent and 30 per cent will be calculated on a straight-line basis.

Options awarded under the 2000 ESOS between May 2001 and December 2003 may be exercised if the Group's EPS has increased by at least eight per cent per year for three years (i.e. at least 24 per cent over three years). Re-testing may be carried out in the fourth and fifth year after grant, but if the performance conditions have not been met at the end of the fifth year all options lapse automatically.

### Vesting of awards

The Committee recently reviewed whether the performance conditions on the awards granted in 2003 under the 2000 ESOS were satisfied at the end of December 2005. The Committee determined that 100 per cent of the options subject to award granted in 2003 had now vested. For options granted in 2005, normalised EPS of 125.2 cents was used as the base EPS figure.

### 1997 Restricted Share Scheme (the "RSS")

The Group operates a discretionary RSS for high performing and high potential staff at any level of the organisation who the Group wishes to motivate and retain. Executive directors are not eligible to receive awards under the RSS except in exceptional circumstances, for example on appointment. Fifty per cent of the award vests two years after the date of grant and the balance after three years. Along with the all-employee sharesave schemes detailed below, the RSS plays an important part in the Group's ambition to increase employee share ownership at all levels across its operations internationally.

The value of shares awarded in any year to any individual may not exceed two times their base salary.

Shareholder approval is currently being sought to renew the RSS on its existing terms.

### All-employee Sharesave Schemes

The Group believes strongly in encouraging employee share ownership at all levels in the organisation. It seeks to engage employees in the performance of the Group, align their interests more closely with those of shareholders and offer them an opportunity for long-term savings and a share in the Group's financial success which they help to create. The Group has operated a UK sharesave scheme since 1984 in which all UK-based employees are eligible to participate. In 1996 the International Sharesave Scheme was launched and made available to all employees based outside the UK.

Under the UK and the International Sharesave Schemes, employees have the choice of opening a three-year or a five-year savings contract. Within a period of six months after the third or fifth anniversary, employees may purchase ordinary shares in the Company. The price at which they may purchase shares is at a discount of up to 20 per cent on the share price at the date of invitation. Currently 41 per cent of employees globally participate in the Group's all employee sharesave schemes. There are no performance conditions attached to options granted under the all-employee sharesave schemes.

In some countries in which the Group operates it is not possible to operate sharesave schemes, typically because of securities law, regulatory or other similar issues. In these countries the Group offers an equivalent cash-based scheme to its employees.

### 1994 Executive Share Option Scheme (closed)

No awards have been made under this scheme since August 1999 as the scheme was replaced by the 2000 ESOS. Executive share options to purchase ordinary shares in the Company are exercisable after the third, but before the tenth anniversary of the date of grant. The exercise price is the share price at the date of grant and options can only be exercised if EPS increases by at least 15 per cent over three consecutive years.

### Shareholding Guidelines

The Group operates a shareholding guideline policy which aims to align the interests of executives with shareholders by ensuring that they build up a significant equity stake in the Company.

The key aspects of the guidelines are as follows:

- There is a single shareholding target for employees at specific levels.
- The current guideline levels are as follows:
 

Group CEO	at least 100,000 shares
Chairman/Other Group Executive Directors	at least 60,000 shares
Directors of Standard Chartered Bank	at least 40,000 shares
Other senior management	at least 10-15,000 shares
- Executives will be expected to retain any shares acquired on the exercise of awards granted under the 2000 ESOS, the PSP and the deferred bonus plan until such time as the shareholding guideline is satisfied. However, executives may sell sufficient shares to pay for any tax and exercise price (if any).
- The Committee annually reviews the progress made by executives in terms of meeting their guideline targets. It will also continue to review the guideline levels to ensure they remain challenging and appropriate.
- Share ownership amongst the Group's management is growing year by year. The Group is pleased that as at 31 December 2005, 68% of its executives and senior managers have met their shareholding guideline level.

### Miscellaneous Long Term Incentive-related Matters

#### Employee Benefit Trusts

The Group has two employee benefit trusts which are administered by an independent trustee and which hold ordinary shares to meet various obligations under the Group's incentive plans. One trust (the 2004 trust) is used in conjunction with the 2004 Deferred Bonus Plan. The other trust (the 1995 trust) holds shares to satisfy the exercise of awards under the Group's various share plans.

The respective holdings of the trusts are as follows:

	31 December 2005	31 December 2004
1995 trust	13,631,747	12,128,841
2004 trust	409,160	178,926

As each executive director is within the class of beneficiary of these trusts, they are deemed, for the purposes of the Companies Act 1985, to have an interest in the shares held in the trusts.

#### Dilution Limits

The Group's existing share plans contain various limits which govern the amount of awards that may be granted and also the amount of shares which may be issued to satisfy any subsequent exercise of awards. These limits, which are monitored, are in line with those stated in the Association of British Insurers' corporate guidelines. Under the terms of the Company's listing on the Stock Exchange of Hong Kong, there is an additional limit which provides that awards under any plan cannot be granted (whether to be satisfied through the issue of new shares or market purchased shares) which would cause the total number of shares under option (all schemes) to exceed ten per cent of share capital at that time.

### Vesting Provisions on a Change of Control

The rules of the 2000 ESOS do not provide for automatic vesting. If there is a change of control, the Committee may 'at its discretion, and acting fairly and reasonably', determine the extent to which awards vest in full, in part or not at all.

Similarly, the rules of the PSP do not provide for automatic vesting. The rules also provide that the number of shares subject to the award be pro-rated, based on the length of the shortened performance period. However, in common with the 2000 ESOS, the Committee may 'at its discretion, and acting fairly and reasonably', determine the extent to which awards vest having regard for the performance of the Group in the period since the date of grant.

### International Financial Reporting Standards

During 2004, the Group assessed the potential impact of the new International Financial Reporting Standards Board's reporting standard on accounting for share-based plans (IFRS 2) and considered the implications of this for its share plans. IFRS 2 will for the first time result in an accounting charge for granting market value options.

During 2005, the Committee considered the impact of the international financial reporting standards on performance measurement for the Group's share schemes. An approach to measuring EPS performance for PSP and 2000 ESOS awards was agreed by the Committee, which will ensure that performance is measured on a consistent basis without resulting in either advantage or disadvantage to participants.

Details on how share awards have been expensed is set out in note 40 to the accounts.

### General

The middle market price of an ordinary share at the close of business on 31 December 2005 was 1295 pence. The share price range during 2005 was 924.5 pence to 1295 pence per share (based on closing middle market prices). Full details of the directors' shares and options can be found in the Company's register of directors' interests.

The foreign exchange rates used in this directors' remuneration report are based on the average rates throughout the relevant financial year. The rates are £1:\$1.8202 (2005) and £1:\$1.8328 (2004).

## Directors' Remuneration Report continued

### Audited Information Remuneration of Directors

Directors	Notes	2005					2004					2005 <sup>(d)</sup>	2004 <sup>(d)</sup>
		Salary/fees \$000	Cash <sup>(a)</sup> bonus \$000	Deferred bonus <sup>(b)</sup> \$000	Benefits <sup>(c)</sup> \$000	Total \$000	Salary/fees \$000	Cash <sup>(a)</sup> bonus \$000	Deferred bonus <sup>(b)</sup> \$000	Benefits <sup>(c)</sup> \$000	Total \$000	Expected value of shares \$000	Expected value of shares \$000
B K Sanderson	(e)/(f)(i)	1,446	–	–	2	1,448	577	458	458	2	1,495	724	290
Sub total		1,446	–	–	2	1,448	577	458	458	2	1,495	724	290
E M Davies	(j)	1,473	1,765	961	64	4,263	1,369	1,669	907	68	4,013	1,835	1,382
M B DeNoma		795	976	481	457	2,709	731	890	439	504	2,564	830	693
R H Meddings		776	821	466	41	2,104	731	801	423	35	1,990	863	513
K S Nargolwala		795	976	481	182	2,434	731	438	439	483	2,091	830	693
P A Sands		933	1,281	631	63	2,908	859	1,105	544	51	2,559	1,204	868
C A Keljik	(g)	755	1,163	–	31	1,949	754	829	408	28	2,019	–	586
Sub total		5,527	6,982	3,020	838	16,367	5,175	5,732	3,160	1,169	15,236	5,562	4,735
Sir CK Chow	(h)	260	–	–	–	260	176	–	–	–	176	–	–
J F T Dundas	(i)(i)	120	–	–	–	120	91	–	–	–	91	–	–
V F Gooding	(j)(k)	106	–	–	–	106	–	–	–	–	–	–	–
Ho KwonPing	(l)	118	–	–	–	118	114	–	–	–	114	–	–
R H P Markham	(f)(i)	169	–	–	–	169	148	–	–	–	148	–	–
R Markland	(f)(i)(l)	142	–	–	–	142	117	–	–	–	117	–	–
H E Norton	(f)(i)(l)(m)	206	–	–	–	206	160	–	–	–	160	–	–
P D Skinner	(l)	118	–	–	–	118	108	–	–	–	108	–	–
O H J Stocken	(l)	118	–	–	–	118	62	–	–	–	62	–	–
Sub total		1,357	–	–	–	1,357	976	–	–	–	976	–	–
Total		8,330	6,982	3,020	839	19,172	6,728	6,190	3,618	1,171	17,707	6,286	5,025

#### Notes

- (a) The cash bonus amounts shown here for 2005 and 2004 are net of any amounts waived to provide additional pension benefits. See page 57 for further details.
- (b) The amounts shown in the deferred bonus column represent the amount of bonus that will be paid to an employee benefit trust to acquire shares in the Company of an equivalent value.
- (c) The benefits column includes amounts relating to car allowances and medical and life insurance benefits. The expatriate directors, Mr DeNoma and Mr Nargolwala, carry out their duties overseas and have their remuneration adjusted to take local living costs into account. This adjustment is to put them in a position, after taxation differentials, where they are no worse off as a result of carrying out their duties overseas. The benefits column for the expatriate directors includes additional benefits, such as allowances for working overseas, the provision of accommodation or education of children. For Mr DeNoma and Mr Nargolwala, these allowances and benefits amounted to \$456,812 (2004: \$503,508) and \$182,111 (2004: \$483,192), respectively.
- (d) The value of share awards is an expected value of any discretionary share awards granted during the course of the financial year. The values are based on, in the case of options, an adjusted binomial value, and in the case of performance shares, an initial value adjusted for factors such as performance conditions, risk of forfeiture and lack of dividends.
- (e) The Chairman's compensation is now delivered part in cash and part in shares, as set out on page 52. In addition to his base salary of \$682,575 (£375,000), he receives an award of shares equal in value. The number of shares delivered is fixed based on the share price at the end of 2004. The total face value of these shares at transfer dates in 2005 was \$763,679 (£419,558).
- (f) Member of the Board Nomination Committee.
- (g) Mr Keljik retired from the Board on 5 May 2005. However, he continued to be an employee of the Bank until 31 January 2006. His base salary and other contractual benefits continued to be paid until 31 January 2006 in line with his service agreement. The bonus paid to Mr Keljik in relation to the financial year ending 31 December 2005 is based on both Group performance and on individual performance and contribution to the Group.
- (h) Further details on the fees for non-executive directors are shown on page 52. Sir CK Chow is also Chairman of Standard Chartered Bank (Hong Kong) Limited. He receives an all-inclusive fee for his Hong Kong and Standard Chartered PLC Board duties of HK\$2,000,000 (\$257,159) per annum.
- (i) Member of the Board Audit and Risk Committee.
- (j) Member of the Corporate Responsibility and Community Committee. Miss Gooding and Mr Dundas were appointed members of this committee with effect from 5 May 2005 and 1 November 2005 respectively.
- (k) Miss Gooding was appointed as a non-executive director on 1 January 2005.
- (l) Member of the Board Remuneration Committee.
- (m) Mr Norton was appointed Senior Independent Director on 11 May 2004.
- (n) Relevant exchange rates are shown on page 55.



**Audited Information** continued**Retirement Benefits of Executive Directors**

Directors	Accrued pension \$000 <sup>(c)</sup>			Transfer value of accrued pension \$000 <sup>(d)</sup>			Increase in accrued pension (net of inflation and bonus waiver) during 2005 \$000 <sup>(f)</sup>		
	At 1 January 2005	Increase during the year	At 31 December 2005	At 1 January 2005	Increase during the year net of bonus waiver	At 31 December 2005	2005 bonus waiver \$000 <sup>(e)</sup>	Annual pension	Transfer value
E M Davies	188	73	245	3,657	1,460	5,474	176	58	1,375
R H Meddings	94	38	125	1,602	760	2,576	117	29	722
K S Nargolwala	96	29	118	1,918	673	2,695	–	27	619
P A Sands	59	36	90	1,313	1,008	2,436	–	35	970
C A Keljik <sup>(g)</sup>	557	37	557	10,058	679	10,187	–	24	437

**Notes**

- (a) The ages of the executive directors are shown on page 38.
- (b) Mr DeNoma only receives salary supplements which totalled \$213,023 during 2005 (\$201,000 in 2004). All other executive directors participate in the defined benefit plans set out above. These amounts are not included in the table on page 56.
- (c) The accrued pension amounts include benefits arising from transfer payments received in respect of service with previous employers.
- (d) The transfer values in respect of benefits under the unapproved unfunded retirement benefits scheme have been calculated using the Group's pension accounting methodology and assumptions.
- (e) Executive directors are given the opportunity to waive a proportion of any potential bonus to enhance their unfunded unapproved retirement benefits. The amounts waived in respect of 2005 are shown in the table.
- (f) The increase in the accrued pension (net of inflation and bonus waiver) during the year is the difference between the accrued pension at the end of 2004 increased by an allowance for inflation of 2.4 per cent (2004: 3.4 per cent) and the accrued pension at the end of 2005 excluding any bonus waiver in 2005.
- (g) Mr Keljik retired from the Board on 5 May 2005. However, he continued to be an employee of the Bank until 31 January 2006. His base salary and other contractual benefits continued to be paid until 31 January 2006 in line with his service agreement.
- (h) In addition to the amounts identified in the table above the Group paid \$307,573 (2004: \$307,199) in retirement benefits to former directors and their dependants. All of these benefits first become payable before 31 March 1997.
- (i) The amounts included in the table above as at 31 December 2005 are calculated using the exchange rate at the year-end (£1: \$1.7176). The other entries are calculated using the exchange rates shown on page 55.

## Directors' Remuneration Report continued

### Audited Information continued

#### Directors' Interests in Ordinary Shares

Directors	At 1 January 2005 interests	Personal interests	Family interests	Other interests <sup>(d)</sup>	At 31 December 2005* Total interests
B K Sanderson	101,617	147,448	16,159	26,062	189,669
E M Davies	124,538	109,291	–	51,602	160,893
Sir CK Chow	15,664	15,664	–	–	15,664
M B DeNoma	53,172	85,607	–	24,941	110,548
J F T Dundas	2,100	2,100	–	–	2,100
V F Gooding	–	2,049	–	–	2,049
Ho KwonPing	2,375	2,450	–	–	2,450
R H P Markham	2,232	2,302	–	–	2,302
R Markland	2,019	2,083	–	–	2,083
R H Meddings	17,947	53,308	–	24,081	77,389
K S Nargolwala	116,917	147,340	–	24,941	172,281
H E Norton	4,000	7,500	–	–	7,500
P A Sands	24,238	15,641	–	30,961	46,602
P D Skinner	3,029	3,124	–	–	3,124
O H J Stocken	5,000	10,000	–	–	10,000
C A Keljik	164,177	94,724	63,453	23,221	181,398

\* or date of retirement from the Board, if earlier.

#### Notes

- The beneficial interests of directors and their families in the ordinary shares of the Company are set out above. The directors do not have any non-beneficial interests in the Company's shares.
- No director had an interest in the Company's preference shares or loan stock, nor the shares or loan stocks of any subsidiary or associated undertaking of the Group.
- No director had any corporate interests in the Company's ordinary shares.
- The shares shown in this column are shares conditionally awarded under the 2004 Deferred Bonus Plan. Under this plan shares are awarded instead of all or part of a director's annual cash bonus. The shares are held in trust and automatically vest one year after the date of purchase; no exercise is necessary.
- As the Chairman and each executive director is within the class of beneficiary of the Group's two employee benefit trusts, they are deemed, for the purposes of the Companies Act 1985, to have an interest in the shares held in the trusts. The respective holdings of the trusts are set out in note 40 to the accounts.

Subsequent pages contain information on shareholding, share options and share awards.

**Audited Information** continued  
Long Term Incentives

Director	Scheme	At 1 January 2005	Granted	Exercised	Lapsed	At 31 December 2005*	Weighted average exercise price (pence)	Period of exercise
B K Sanderson	2000 ESOS	142,055	49,433 <sup>(a)</sup>	–	–	191,488	822.5	2006-2015
	Sharesave	2,472	–	–	–	2,472	641	2008-2009
E M Davies	2000 ESOS	1,138,426	154,479 <sup>(a)</sup>	415,052 <sup>(b)</sup>	–	877,853	813.57	2006-2015
	Sharesave	2,957	–	–	–	2,957	559.5	2007-2008
	Supplemental Scheme	26,832	–	–	26,832	–	–	–
	1994 ESOS	132,848	–	–	–	132,848	754.02	2006-2009
M B DeNoma	2000 ESOS	622,473	64,109 <sup>(a)</sup>	316,828 <sup>(c)</sup>	–	369,754	795.8	2006-2015
	Sharesave	2,397	–	2,397 <sup>(c)</sup>	–	–	–	–
	Supplemental Scheme	36,585	–	–	36,585	–	–	–
	1994 ESOS	33,783	–	33,783 <sup>(c)</sup>	–	–	–	–
R H Meddings	2000 ESOS	302,805	74,794 <sup>(a)</sup>	135,957 <sup>(d)</sup>	–	241,642	843.7	2006-2015
	Sharesave	1,439	–	–	–	1,439	641	2006-2007
K S Nargolwala	2000 ESOS	580,819	64,109 <sup>(a)</sup>	–	–	644,928	829.16	2006-2015
	Supplemental Scheme	54,878	–	–	54,878	–	–	–
	1994 ESOS	99,063	–	–	–	99,063	757.1	2006-2009
P A Sands	2000 ESOS	500,580	97,837 <sup>(a)</sup>	–	–	598,417	835.54	2006-2015
	Sharesave	2,957	–	–	–	2,957	559.5	2007-2008
C A Keljik	2000 ESOS	535,925	–	–	–	535,925	814.48	2006-2007
	Sharesave	1,439	–	–	–	1,439	641	2006
	Supplemental Scheme	47,317	–	–	47,317	–	–	–
	1994 ESOS	117,098	–	–	–	117,098	767.01	2006-2007

\* or date of retirement from Board if earlier.

**Share Option Scheme Notes:**

- (a) Market value on date of award (9 March 2005) was 971p.  
(b) Market value on date of exercise (3 October 2005) was 1244p.  
(c) Market value on date of exercise (21 June 2005) was 1039p.  
(d) Market value on date of exercise (7 December 2005) was 1215p.  
(e) 1997 Supplemental Share Option Scheme (“Supplemental Scheme”) – no awards have been made under this scheme since February 2000 and it is anticipated that no future grants will be made under it except in exceptional circumstances.

Director	Type of Scheme*	Options where market price greater than exercise price			Options where market price lower than exercise price		
		At December 2005**	Weighted exercise price (pence)	Expiry date	At December 2005**	Weighted exercise price (pence)	Expiry date
B K Sanderson	Executive Schemes	191,488	822.5	2013-2015	–	–	–
	Sharesave Scheme	2,472	641	2009	–	–	–
E M Davies	Executive Schemes	1,010,701	821.38	2007-2015	–	–	–
	Sharesave Scheme	2,957	559.5	2008	–	–	–
M B DeNoma	Executive Schemes	369,754	795.8	2013-2015	–	–	–
R H Meddings	Executive Schemes	241,642	843.7	2012-2015	–	–	–
	Sharesave Scheme	1,439	641	2007	–	–	–
K S Nargolwala	Executive Schemes	743,991	819.56	2008-2015	–	–	–
P A Sands	Executive Schemes	598,417	835.54	2012-2015	–	–	–
	Sharesave Scheme	2,957	559.5	2008	–	–	–
C A Keljik	Executive Schemes	653,023	805.96	2007	–	–	–
	Sharesave Scheme	1,439	641	2006	–	–	–

\* ‘Executive Schemes’ includes the 1994 Executive Share Option Scheme and the 2000 ESOS.

\*\* or date of retirement from the Board if earlier.

## Directors' Remuneration Report continued

### Audited Information continued

Director	Scheme	Grant date	As at 1 January 2005	Granted	Exercised	Lapsed	As at 31 December 2005*	Period of exercise
B K Sanderson	RSS	13 May 2003	40,404	–	20,202 <sup>(c)</sup>	–	20,202	2006-2010
	PSP	4 March 2004	32,068	–	–	–	32,068	2007-2014
	PSP	9 March 2005	–	57,672 <sup>(b)</sup>	–	–	57,672	2008-2015
E M Davies	PSP	6 March 2002	83,010	–	–	6,226	76,784 <sup>(i)</sup>	2006-2012
	PSP	5 March 2003	86,893	–	–	–	86,893 <sup>(i)</sup>	2006-2013
	PSP	4 March 2004	69,481	–	–	–	69,481	2007-2014
	PSP	9 June 2004	70,575	–	–	–	70,575	2007-2014
	PSP	9 March 2005	–	154,479 <sup>(b)</sup>	–	–	154,479	2008-2015
M B DeNoma	PSP	6 March 2002	30,713	–	28,409 <sup>(d)</sup>	2,304	–	–
	PSP	5 March 2003	55,032	–	–	–	55,032 <sup>(i)</sup>	2006-2013
	PSP	4 March 2004	42,757	–	–	–	42,757	2007-2014
	PSP	9 June 2004	21,715	–	–	–	21,715	2007-2014
	PSP	9 March 2005	–	74,794 <sup>(b)</sup>	–	–	74,794	2008-2015
R H Meddings	PSP	5 March 2003	38,015	–	–	–	38,015 <sup>(i)</sup>	2006-2013
	PSP	4 March 2004	37,413	–	–	–	37,413	2007-2014
	PSP	9 June 2004	9,500	–	–	–	9,500	2007-2014
	PSP	9 March 2005	–	74,794 <sup>(b)</sup>	–	–	74,794	2008-2015
	RSS	5 December 2002	45,319	–	45,319	–	–	–
K S Nargolwala	PSP	6 March 2002	51,189	–	47,349 <sup>(e)</sup>	3,840	–	–
	PSP	5 March 2003	55,032	–	–	–	55,032 <sup>(i)</sup>	2006-2013
	PSP	4 March 2004	42,757	–	–	–	42,757	2007-2014
	PSP	9 June 2004	21,716	–	–	–	21,716	2007-2014
	PSP	9 March 2005	–	74,794 <sup>(b)</sup>	–	–	74,794	2008-2015
P A Sands	PSP	20 May 2002	52,216	–	48,299 <sup>(f)</sup>	3,917	–	–
	PSP	5 March 2003	65,170	–	–	–	65,170 <sup>(i)</sup>	2006-2013
	PSP	4 March 2004	48,102	–	–	–	48,102	2007-2014
	PSP	9 June 2004	36,645	–	–	–	36,645	2007-2014
	PSP	9 March 2005	–	97,837 <sup>(b)</sup>	–	–	97,837	2008-2015
	RSS	20 May 2002	52,216	–	–	–	52,216	2006-2009
C A Keljik	PSP	6 March 2002	38,392	–	–	2,879	35,513 <sup>(i)</sup>	2006-2007
	PSP	5 March 2003	41,274	–	–	–	41,274 <sup>(i)</sup>	2006-2007
	PSP	4 March 2004	42,757	–	–	13,065	29,692	2006-2007
	PSP	9 June 2004	10,858	–	–	3,318	7,540	2006-2007

\* or date of retirement from Board if earlier.

#### Awards notes

- Executive directors' base salaries for the purposes of determining number of shares subject to awards at the date of grant are set out in the notes on page 50. Refer to the column headed "1 January 2005".
- Market value on date of award (9 March 2005) was 971p.
- Market value on date of exercise (10 June 2005) was 1042.5p.
- Market value on date of exercise (21 June 2005) was 1039p.
- Market value on date of exercise (7 December 2005) was 1215p.
- Market value on date of exercise (11 May 2005) was 973p.
- Market value on date of exercise (23 May 2005) was 989p.
- Market value of awards in previous years: 13 June 2001 – 991p; 6 March 2002 – 722.8p; 20 May 2002 – 861.8p; 6 December 2002 – 772.5p; 5 March 2003 – 690.5p; 13 May 2003 – 742.5p; 4 March 2004 – 935.5p; and 9 June 2004 – 921p.
- The performance and service conditions attached to these awards have been met and the options are exercisable accordingly.
- The performance conditions attached to these awards have been met and the options will be exercisable after meeting the service conditions on 6 March 2006.

### Remuneration of Five Highest Paid Individuals

In addition to its responsibilities for the remuneration of executive directors, the Committee ensures that the remuneration policy of the Group is consistently applied for other senior executives. Specifically the Committee approves any significant remuneration packages for newly appointed senior executives.

Following the Company's listing on the Stock Exchange of Hong Kong it is necessary to disclose certain information relating to the five highest paid employees in the Group. Set out below are details for five individuals (one of whom is not an executive director) whose emoluments (excluding bonuses or commissions linked to profits generated by the individual or collectively by the individuals) were the highest in the year ending 31 December 2005:

Components of remuneration	\$'000
Basic salaries, allowances and benefits in kind	5,897
Pension contributions	351
Bonuses paid or receivable	10,284
Payments made on appointment	–
Compensation for loss of office	
– contractual	–
– other	–
<b>Total</b>	<b>16,533</b>
<b>Total (HK\$'000)</b>	<b>128,581</b>

The emoluments were in the following bands:

HK\$ (approx. \$ equivalent)	Number of employees
HK\$19,000,001 – HK\$19,500,000 (\$2,442,976 – \$2,507,265)	1
HK\$22,500,001 – HK\$23,000,000 (\$2,892,988 – \$2,957,286)	2
HK\$28,500,001 – HK\$29,000,000 (\$3,664,464 – \$3,728,753)	1
HK\$35,000,001 – HK\$35,500,000 (\$4,500,219 – \$4,564,507)	1

By order of the Board:

**C B Brown**

Group Company Secretary  
2 March 2006