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## **STANDARD CHARTERED PLC**

**渣打集團有限公司**

*(Registered in England and Wales number 966425)*

(Stock Code: 02888)

### **NOTICE OF ANNUAL GENERAL MEETING 2012**

This year's Annual General Meeting ('AGM') will be held at The Honourable Artillery Company, Armoury House, City Road, London, EC1Y 2BQ on Wednesday 9 May 2012 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 26 to 29 (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 2011 together with the reports of the directors and auditors.
2. To declare a final dividend of 51.25 US cents per ordinary share for the year ended 31 December 2011.
3. To approve the directors' remuneration report for the year ended 31 December 2011, as set out on pages 126 to 151 of the annual report and accounts.
4. To elect Mr V Shankar, who has been appointed as an executive director by the Board since the last AGM of the Company.
5. To re-elect Mr S P Bertamini, an executive director.
6. To re-elect Mr J S Bindra, an executive director.
7. To re-elect Mr R Delbridge, a non-executive director.
8. To re-elect Mr J F T Dundas, a non-executive director.
9. To re-elect Miss V F Gooding CBE, a non-executive director.
10. To re-elect Dr Han Seung-soo KBE, a non-executive director.
11. To re-elect Mr S J Lowth, a non-executive director.
12. To re-elect Mr R H P Markham, a non-executive director.

13. To re-elect Ms R Markland, a non-executive director.
14. To re-elect Mr R H Meddings, an executive director.
15. To re-elect Mr J G H Paynter, a non-executive director.
16. To re-elect Sir John Peace, as Chairman.
17. To re-elect Mr A M G Rees, an executive director.
18. To re-elect Mr P A Sands, an executive director.
19. To re-elect Mr P D Skinner, a non-executive director.
20. To re-elect Mr O H J Stocken, a non-executive director.
21. 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.
22. To authorise the Board to set the auditor's fees.
23. 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.
24. 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\$238,461,246 (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\$397,435,410 can be allotted under paragraphs (A) and (B) and no more than US\$794,870,820 can be allotted under paragraphs (A), (B) and (C));
  - (B) up to a nominal amount of US\$397,435,410 (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\$397,435,410 can be allotted under paragraphs (A) and (B) and no more than US\$794,870,820 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\$794,870,820 (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\$794,870,820 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 8 August 2013) 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.

25. 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\$238,461,246 pursuant to paragraph (A) of resolution 24 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 27, 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 24 exceeding US\$794,870,820.

## Special resolutions

26. That if resolution 24 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 24, 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 24 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\$59,615,311,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 8 August 2013) 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.

27. 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 238,461,246 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 8 August 2013) 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.

28. 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 8 August 2013) 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.

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

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

23 March 2012

## 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 10.00pm London time on Friday 4 May 2012 or on the Company's branch register of members in Hong Kong at 5.00am Hong Kong time on Tuesday 8 May 2012. This will enable us to determine how many votes you have on a poll. If the AGM is adjourned to a time after 10.00pm London time on Wednesday 9 May 2012, 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](http://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 7.00pm Hong Kong time on Monday 7 May 2012. 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; or
- 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 7.00pm Hong Kong time on Monday 7 May 2012 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.

### **Electronic 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. The poll voting will be by electronic means. On arrival at the AGM, all those entitled to vote will be required to register and be given a hand held keypad containing a personalised smart card with details of your shareholding to be used for the electronic poll vote. After each resolution is put to the AGM by the Chairman, you will be asked to cast your vote by pressing a button on your keypad. All the votes present will be counted and added to those received by proxy and the provisional final votes will be shown on the screen at the front of the meeting room. If you have already voted by proxy you will still be able to vote using the electronic poll voting system 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. However, if you submitted your votes online you will not have an attendance pass and you will need to confirm your name and address details with our registrar prior to admittance. Before the AGM commences, you will be given instructions on how to use your keypad at the AGM.

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 Wednesday 14 March 2012 (being the latest practicable date prior to the publication of this document), the Company had 2,384,612,462 ordinary shares of US\$0.50 each in issue, none of which were held in treasury. The ordinary shares carry in aggregate 596,153,115 voting rights on a poll.

You can obtain the results of the poll by telephoning our registrar on or after Thursday 10 May 2012. 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 10 May 2012.

### **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 Aldermanbury Square, London EC2V 7SB 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 Honourable Artillery Company 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 non-executive directors.

## Directors' interests in shares and options

As at Wednesday 14 March 2012, being the latest practicable date prior to the publication of this document, the directors held the following interests:

|                      | Total interest in<br>ordinary shares | Total interest in<br>ordinary shares<br>under Deferred<br>Bonus Plan | Total interest in<br>ordinary shares<br>under option | Range of option<br>exercise prices | Range of option<br>exercise periods |
|----------------------|--------------------------------------|--|--|------------------------------------|-------------------------------------|
| Sir John Peace       | 7,543                                | —  | 113,985  | Nil                                | 2011–2019                           |
| P A Sands            | 213,852                              | —  | 816,611  | Nil–£10.48                         | 2012–2022                           |
| S P Bertamini        | 120,000                              | —  | 433,298  | Nil–£11.04                         | 2013–2022                           |
| J S Bindra           | 165,994                              | —  | 395,405  | Nil–£11.04                         | 2013–2022                           |
| R Delbridge          | 9,043                                | —  | —  | —                                  | —                                   |
| J F T Dundas         | 3,141                                | —  | —  | —                                  | —                                   |
| V F Gooding CBE      | 3,154                                | —  | —  | —                                  | —                                   |
| Dr Han Seung-soo KBE | 2,334                                | —  | —  | —                                  | —                                   |
| S J Lowth            | 6,023                                | —  | —  | —                                  | —                                   |
| R H P Markham        | 4,109                                | —  | —  | —                                  | —                                   |
| R Markland           | 3,722                                | —  | —  | —                                  | —                                   |
| R H Meddings         | 120,000                              | —  | 543,816  | Nil–£14.63                         | 2013–2022                           |
| J G H Paynter        | 10,000                               | —  | —  | —                                  | —                                   |
| A M G Rees           | 137,176                              | 70,255   | 954,421  | Nil                                | 2013–2022                           |
| V Shankar            | 149,662                              | —  | 429,100  | Nil                                | 2013–2022                           |
| P D Skinner          | 15,477                               | —  | —  | —                                  | —                                   |
| O H J Stocken        | 17,915                               | —  | —  | —                                  | —                                   |

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 2012 circular which will be sent to a shareholders together with the Company's Annual Report 2011.

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 Richard Delbridge; Mr James Frederick Trevor Dundas; 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 and Mr Oliver Henry James Stocken