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the Middle East

## Notice of Annual General Meeting 2009

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult a stockbroker, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or transferred all of your shares, please pass this document together with any accompanying documents to the person who arranged the sale or transfer so that they can pass these documents on to the person who now holds the shares. If you are not sure what to do, please contact an appropriate independent professional adviser. If you have sold or transferred some, but not all, of your shares you should contact the person who arranged the sale or transfer without delay for advice on what action you should take.

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This document includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the 'Hong Kong Listing Rules') for the purpose of giving information with regard to the Company. The directors of the Company collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

A Chinese translation of this document is available on request from Computershare Hong Kong Investor Services Limited, Rooms 1806 – 1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

Notice of the Annual General Meeting of Standard Chartered PLC to be held at The Honourable Artillery Company, Armoury House, City Road, London, EC1Y 2BQ on Thursday 7 May 2009 at 12.00pm UK time (7.00pm Hong Kong time) is set out on pages 6 to 8 of this document.

Whether or not you propose to attend the Annual General Meeting, if you are an ordinary shareholder please submit your proxy or voting instruction form electronically (please see page 9 for details). Alternatively, complete and return the enclosed form of proxy or voting instruction form. The proxy votes must be received no later than 48 hours before the time of the holding of the Annual General Meeting.

27 March 2009

**Standard  
Chartered**   
**STANDARD CHARTERED PLC**  
(Stock Code: 02888)



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# Letter from the Chairman



To ordinary shareholders and, for information only,  
preference shareholders

27 March 2009

**Dear Shareholder**

I am pleased to be sending you details of our Annual General Meeting ('AGM'), which we are holding on Thursday 7 May 2009 at 12.00pm UK time (7.00pm Hong Kong time) at The Honourable Artillery Company, Armoury House, City Road, London, EC1Y 2BQ. This is a new venue for the AGM and a map can be found on your proxy form or at the venue's website [www.hac.org.uk](http://www.hac.org.uk). The formal notice of our AGM starts on page 6 of this document.

At the AGM, I will present a review of the year's results and current business and there will be an opportunity for you to ask questions on the Company's performance and on each of the resolutions being proposed at the AGM.

## Final dividend

Shareholders are being asked to approve a final dividend of 42.32 US cents per ordinary share for the year ended 31 December 2008. If approved, this will be paid on 15 May 2009 to all ordinary shareholders who were on our register of members on 13 March 2009. Payment will be made in either sterling, US dollars, Hong Kong dollars or in shares, according to each individual shareholder's choice. For details on the dividend arrangements, please refer to the 2008 Final Dividend circular and the Dividend Terms and Conditions which are available on our website <http://investors.standardchartered.com/dividend.cfm>

## Board changes

Michael DeNoma, Sir CK Chow and Lord Adair Turner resigned as directors during the year. The board and I would like to take this opportunity to thank them for their dedicated service and the valuable contributions they have made to the Company and we wish them every success for the future.

During the year, we have appointed a new executive director and a new independent non-executive director to the board. Steve Bertamini (an executive director) was appointed on 1 June 2008, and John Paynter (an independent non-executive director) was appointed on 1 October 2008. They will both stand for election at this year's AGM and their biographical details can be found on pages 14 and 15 of this document.

Lord Davies stepped down from the board and as Chairman on 14 January 2009 following his appointment to the UK government as Minister for Trade Promotion and Investment. The board and I would like to congratulate Lord Davies on his appointment and express our sincere thanks and gratitude for his outstanding leadership and devotion to the Company over the past 15 years.

## Communications with shareholders

Over the past two years we have been writing to shareholders about the way we communicate with you. In September 2007 we wrote to you asking whether you wanted to receive shareholder documents published by the Company electronically rather than in paper form, and over the last six months some shareholders have received letters encouraging them to use our website and to take advantage of electronic dividend payments. The Company is promoting electronic communication as part of a focus on the significant economic and environmental issues the world is facing. This focus benefits you, by your funds and shareholder communications being received in a more secure and faster manner, and it benefits the environment by reducing paper and saving energy. If you would like to find out more about these electronic services please contact our registrar, Computershare Investor Services PLC on +44 (0)870 702 0138 or visit their website at [www.investorcentre.co.uk](http://www.investorcentre.co.uk)

## Questions

If you would like a question to be addressed at the AGM we would encourage you to email your question to [agm.2009@standardchartered.com](mailto:agm.2009@standardchartered.com) or to complete and return the form on page 22. We will endeavour to address any questions raised when the item of business to which the question relates is under consideration at the AGM. Any questions submitted that are not relevant to the business of the AGM will be forwarded for the attention of an appropriate executive. Submitting a question in this way does not affect your rights as a shareholder to attend, speak and vote at the AGM.

## Voting arrangements

As with last year, voting will be conducted by way of a poll, using an electronic poll voting system. The results of the polls will be announced to the London Stock Exchange and the Hong Kong Stock Exchange and published on the Company's website. A more detailed explanation of the electronic poll voting system is set out on page 10 of this document.

If you are not able to attend the AGM but would like to vote on the resolutions, please vote electronically at [www.investorcentre.co.uk/proxy](http://www.investorcentre.co.uk/proxy). Instructions can be found on page 9 of this document. You can also complete the proxy form (or voting instruction form for ShareCare members) sent to you with this document and return it to our registrar. All proxy forms must be received by 12.00pm London time (7.00pm Hong Kong time) on Tuesday 5 May 2009 (or 24 hours earlier for voting instruction forms for ShareCare members).

Explanatory notes on all the business to be considered at this year's AGM appear on pages 13 to 20 of this document. The directors consider that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your board will be voting in favour of them and unanimously recommends that you do so as well. In respect of resolution 15(B) and in accordance with Rule 7.19(6) of the Hong Kong Listing Rules, the executive directors and their associates will abstain from voting in favour of resolution 15 for the reasons set out on pages 16 and 17 of this document.

A light buffet lunch will be served after the AGM and the directors and I very much hope you will be able to join us.

Yours sincerely



**John Peace**

Acting Chairman

Standard Chartered does not contact its shareholders directly to provide recommendation advice, nor does it appoint third parties to do so. As required by law, our shareholder register is available for public inspection. As Standard Chartered has limited control regarding the use of information obtained by persons inspecting the register, please treat any approaches providing recommendation advice purporting to originate from Standard Chartered with caution.

The Standard Chartered PLC shareholder register is administered by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE (for shareholder enquiries, telephone: +44 (0)870 702 0138).

As at the date of this document, the board of directors of the Company comprises:

Executive Directors:	Peter Alexander Sands, Stefano Paolo Bertamini, Gareth Richard Bullock and Richard Henry Meddings
Independent Non-Executive Directors:	John Wilfred Peace (Acting Chairman), James Frederick Trevor Dundas, Valerie Frances Gooding CBE, Rudolph Harold Peter Markham (Acting Senior Independent Director), Ruth Markland, Sunil Bharti Mittal, John Gregor Hugh Paynter, Paul David Skinner, and Oliver Henry James Stocken

Standard Chartered PLC  
1 Aldermanbury Square  
London EC2V 7SB  
Registered Office as above  
Registered in England and Wales 966425

# Notice of Annual General Meeting 2009

This year's annual general meeting ('AGM') will be held at The Honourable Artillery Company, Armoury House, City Road, London, EC1Y 2BQ on Thursday 7 May 2009 at 12.00pm UK time (7.00pm Hong Kong time). You will be asked to consider and, if thought fit, to pass the resolutions below. Resolutions 17 to 21 (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 2008 together with the reports of the directors and auditor.
2. To declare a final dividend of 42.32 US cents per ordinary share for the year ended 31 December 2008.
3. To approve the directors' remuneration report for the year ended 31 December 2008, as set out on pages 80 to 93 of the annual report and accounts.
4. To re-elect Mr J F T Dundas, a non-executive director retiring by rotation.
5. To re-elect Mr R H P Markham, a non-executive director retiring by rotation.
6. To re-elect Ms R Markland, a non-executive director retiring by rotation.
7. To re-elect Mr R H Meddings, an executive director retiring by rotation.
8. To re-elect Mr J W Peace, a non-executive director retiring by rotation.
9. To elect Mr S P Bertamini, who has been appointed an executive director by the board since the last AGM of the Company, as an executive director.
10. To elect Mr J G H Paynter, who has been appointed a non-executive director by the board since the last AGM of the Company, as a non-executive director.
11. 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.
12. To authorise the board to set the auditor's fees.
13. 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;
  - (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.
14. That the authorised share capital of the Company be increased from US\$2,816,000,000, £500,000,000 and €1,000,000,000 to US\$3,316,000,000, £500,000,000, €1,000,000,000, AED100,000,000, HKD100,000,000, INR1,000,000,000, KRW500,000,000,000 and SGD100,000,000 by the creation of:
  - (A) 1,000,000,000 ordinary shares of US\$0.50 each;
  - (B) 100,000,000 non-cumulative preference shares of AED1 each;
  - (C) 100,000,000 non-cumulative preference shares of HKD1 each;
  - (D) 100,000,000 non-cumulative preference shares of INR10 each;

(E) 100,000,000 non-cumulative preference shares of KRW5,000 each; and

(F) 100,000,000 non-cumulative preference shares of SGD1 each.

15. That the board be authorised to allot relevant securities (as defined in the Companies Act 1985):

(A) up to a nominal amount of US\$189,697,263;

(B) comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of US\$632,324,211 (including within such limit any relevant securities allotted under paragraph (A) above and paragraph (C) below) in connection with an offer by way of a rights issue:

(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;

(C) up to a nominal amount of US\$316,162,105.50 (including within such limit any relevant securities allotted under paragraph (A) above) in connection with a scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company;

(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;

(E) (in substitution for the authorities granted in 2005) comprising non-cumulative preference shares of £1.00 each up to a nominal amount of £304,715,000, non-cumulative preference shares of US\$5.00 each up to a nominal amount of US\$1,497,612,500 and non-cumulative preference shares of €1,000 each up to a nominal amount of €1,000,000,000;

(F) comprising preference shares up to a nominal amount of AED100,000,000, HKD100,000,000, INR1,000,000,000, KRW500,000,000,000 and SGD100,000,000;

such authorities to apply in the case of paragraphs (A), (B), (C) and (D) until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2010) and in the case of paragraphs (E) and (F), until 6 May 2014 unless previously cancelled or varied by the Company in a general meeting, but, in each such case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the board may allot relevant securities under any such offer or agreement as if the authority had not ended.

16. That the authority granted to the board to allot relevant securities up to a nominal amount of US\$189,697,263 pursuant to paragraph (A) of resolution 15 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 18.

### Special resolutions

17. That if resolution 15 is passed, the board be given power to allot equity securities (as defined in the Companies Act 1985) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) of the Companies Act 1985, such power to be limited:

(A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (B) of resolution 15, 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 15 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 94(3A) of the Companies Act 1985, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of US\$47,424,315.50,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2010) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the board may allot equity securities under any such offer or agreement as if the power had not ended.

18. That the Company be authorised to make market purchases (as defined in the Companies Act 1985) of its ordinary shares of US\$0.50 each provided that:

- (A) the Company does not purchase more than 189,697,263 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 5 per cent over the average of the middle market prices of the ordinary shares according to the Daily Official List of the London Stock Exchange for the five business days immediately before the date on which the Company agrees to buy the shares,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2010) but during this period the Company may agree to purchase ordinary 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.

19. That the Company be authorised to make market purchases (as defined in the Companies Act 1985) of up to 477,500 preference shares of US\$5.00 each and up to 195,285,000 preference shares of £1.00 each provided that:

- (A) the Company does not pay less for each share (before expenses) than the nominal value of the share (or the equivalent in the currency in which the purchase is made, calculated by reference to the spot exchange rate for the purchase of the currency in which the relevant share is denominated with such other currency as displayed on the appropriate page of the Reuters screen at or around 11.00am London time on the business day before the day the Company agrees to buy the shares); and
- (B) the Company does not pay more for each share (before expenses) than 25 per cent over the average of the middle market prices of such shares according to the Daily Official List of the London Stock Exchange for the ten business days immediately before the date on which the Company agrees to buy the shares,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 August 2010) but during this period the Company may agree to purchase such preference shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of such preference shares in accordance with any such agreement as if the authority had not ended.

20. That the articles of association produced to the meeting and signed by the Chairman of the meeting for the purposes of identification be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

21. 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

27 March 2009

Registered Office:  
1 Aldermanbury Square  
London EC2V 7SB

# Notes

## Audio version of notice of AGM

We have produced an audio version of our notice of AGM. Copies are available (in limited numbers) on either audio cassette or CD. If you require an audio version, please contact our registrar, Computershare Investor Services PLC, on +44 (0)870 702 0138. Please specify whether you wish to receive an audio cassette or a CD and provide them with your full name and postal address. They will arrange for a copy to be sent to you.

## Right to attend AGM

If you want to attend the AGM and vote, you must be on the Company's register of members in the UK by 10.00pm UK time on Tuesday 5 May 2009 or on the Company's branch register of members in Hong Kong by 5.00am Hong Kong time on Wednesday 6 May 2009. 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 UK time on Thursday 7 May 2009, 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.

## 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 UK register of members may appoint a proxy electronically, which is a quicker, simpler and more efficient method of appointment. If you wish to appoint a proxy 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.investorcentre.co.uk/proxy](http://www.investorcentre.co.uk/proxy). You will need your Shareholder Reference Number (SRN), and Personal Identification Number (PIN) (both of which are stated on the accompanying proxy form) to access the service. Your PIN will expire at 12.00pm UK time on Tuesday 5 May 2009. 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 registrar Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK;
- CREST voting. If you are a member of CREST you can use the CREST electronic appointment service (see below).

**IMPORTANT.** Whichever method you choose, any proxy form or other instrument appointing a proxy must be received by the Company's registrar no later than 12.00pm UK time on Tuesday 5 May 2009 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.

## Voting through ShareCare

If you hold your shares in ShareCare, you may submit your voting instruction electronically in the same way as set out above for the electronic appointment of proxies using your ShareCare Number (SCN) and Personal Identification Number (PIN) (both of which are stated on the accompanying voting instruction form) or you can complete and return the enclosed voting instruction form to our registrar Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK. Your PIN will expire at 12.00pm UK time on Monday 4 May 2009. Whichever method you choose, any voting instruction form or other instrument giving voting instructions must be received by our registrar no later than 12.00pm UK time on Monday 4 May 2009 to be valid.

## CREST electronic proxy voting

If you are a CREST member and wish to appoint a proxy or proxies using the CREST electronic proxy appointment service, you may do so by following the procedures described in the CREST manual. If you are a CREST personal member or other CREST sponsored member or a CREST member who has appointed a voting service provider, you should refer to your CREST sponsor or voting service provider, who will be able to take the appropriate action on your behalf.

In order for your proxy appointment using CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for these instructions, as described in the CREST manual. The message must be transmitted so as to be received by our agent (ID 3RA50) by 12.00pm UK time on Tuesday 5 May 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which our agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

You should note that Euroclear UK & Ireland Limited does not make special procedures available in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is your responsibility to take any necessary action to ensure that messages are transmitted through the CREST system in time. In this connection, you should look at those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, which regulates instructions containing incorrect information and instructions that are improperly sent.

## Nominated persons

If this document is sent to you as a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') you may, under an agreement between you and the shareholder by whom you were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If you, as a Nominated Person, have no such proxy appointment right or do not wish to exercise it, you 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

In order to facilitate voting by corporate representatives at the Company's AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the Chairman of the AGM as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the AGM, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the AGM but the corporate shareholder has not appointed the Chairman of the AGM as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above. In particular, the Company notes the recommendation of the Institute of Chartered Secretaries and Administrators that corporate shareholders intending to vote part(s) of their shareholdings in different ways appoint proxies rather than corporate representatives.

## Electronic poll voting procedure

A poll will be called on all resolutions at the AGM. The poll voting will be by electronic means. On arrival at the AGM, all those entitled to vote will be required to register and you will 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 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. As at 20 March 2009, the Company had 1,896,972,634 ordinary shares of US\$0.50 each in issue, none of which were held in treasury. The ordinary shares carry in aggregate 474,243,158 voting rights on a poll.

You can obtain the results of the poll by telephoning our registrar on or after 8 May 2009. The results of the poll will be announced to the UK Listing Authority and The Stock Exchange of Hong Kong Limited and will appear on our website at <http://investors.standardchartered.com> on 8 May 2009.

### 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' service contracts.
- Copies of the letters of appointment of non-executive directors and that of the Acting Chairman.
- A copy of the proposed new articles of association of the Company, and a copy of the existing articles of association marked to show the changes being proposed by resolution 20.
- The Companies Act 1985 and the Companies Act 2006.

### Interests in the share capital of the Company

As at 20 March 2009, being the latest practicable date prior to the publication of this document, the directors held the following interests:

#### Directors' interests in shares and options

	Total interest in ordinary shares	Total interest in ordinary shares under option	Range of option exercise prices	Range of option exercise periods
J W Peace*	6,648	–	n/a	n/a
P A Sands	132,875	1,705,536	Nil – 1088.03	2009 – 2019
S P Bertamini*	40,659	246,807	Nil	2011 – 2019
G R Bullock	218,939	401,145	Nil – 1017.12	2009 – 2019
J F T Dundas*	2,792	–	n/a	n/a
V F Gooding	2,753	–	n/a	n/a
R H P Markham*	3,312	–	n/a	n/a
R Markland*	2,997	–	n/a	n/a
R H Meddings*	221,879	600,951	Nil – 931.34	2009 – 2019
S B Mittal	2,000	–	n/a	n/a
J G H Paynter*	2,659	–	n/a	n/a
P D Skinner	6,293	–	n/a	n/a
O H J Stocken	15,280	–	n/a	n/a

\* standing for election or re-election

#### (ii) Substantial and major shareholders' interests in the total voting rights of the Company

So far as the directors are aware, as at 20 March 2009, being the latest practicable date prior to the publication of this document, Temasek Holdings (Private) Limited is the only substantial shareholder of the Company by virtue of its interest of more than 10 per cent in the Company's issued ordinary share capital exercisable at any general meeting of the Company.

The Company has been notified by the following company of its interests in the total voting rights of the Company:

Shareholder	Number of ordinary shares	Percentage of total voting rights direct	Percentage of total voting rights indirect
Temasek Holdings (Private) Limited	356,613,884	Nil	18.81

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

#### Preference shareholders

Only ordinary shareholders or their proxies may attend, speak and vote at the AGM. This document is sent to holders of preference shares for information only.

# Explanatory Notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 17 to 21 (inclusive) are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Please note that a 'vote withheld' (as appears on the proxy form or voting instruction form) is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

## **Resolution 1: Annual report**

The directors are required by law to present, for each financial year, copies of the Company's annual report and accounts to shareholders at a general meeting.

## **Resolution 2: Declaration of the final dividend (including share dividend alternative)**

Final dividends must be approved by shareholders but cannot be more than the amount recommended by directors. If the AGM approves resolution 2, the final dividend of 42.32 US cents per ordinary share will be paid on 15 May 2009 to those shareholders registered on the UK register at the close of business UK time on 13 March 2009 and to those shareholders registered on the branch register in Hong Kong at the opening of business Hong Kong time on 14 March 2009 in respect of each ordinary share. United Kingdom registered shareholders will receive their dividends in sterling unless they choose to receive US dollars, Hong Kong dollars or shares. Hong Kong registered shareholders will receive their dividends in Hong Kong dollars unless they choose to receive sterling, US dollars or shares. Please see the separate document entitled '2008 Final Dividend' and the related 'Dividend Terms and Conditions' which are available on our website, <http://investors.standardchartered.com/dividend.cfm>

## **Resolution 3: Directors' remuneration report**

The Company is required by law to seek the approval of shareholders of its annual report on remuneration policy and practice. Shareholders are invited to vote on the directors' remuneration report, which may be found on pages 80 to 93 of the annual report and accounts.

## **Resolutions 4 to 10: Election and re-election of directors**

The Company's articles of association require any newly appointed director to retire at the first AGM following their appointment. Shareholders are therefore asked to elect as directors Mr Steve Bertamini and Mr John Paynter who have been appointed by the board since the last AGM.

Under the Company's articles of association, a minimum of one third of the directors must retire from office at every AGM. The directors to retire by rotation are those directors who held office at the time of the two preceding AGMs and who did not retire at either of them. If the number of directors retiring is less than the minimum number required, additional directors up to that number shall also retire. The additional directors to retire shall be those directors who have been longest in office since they were last elected. If elected on the same day, those to retire shall be determined by lot. All of the directors are eligible to seek re-election by shareholders at the AGM, if they so wish. Mr John Peace and Mr Rudy Markham have chosen to stand for re-election in light of their new roles as Acting Chairman and Acting Senior Independent Director respectively.

Mr Jamie Dundas, Ms Ruth Markland and Mr Richard Meddings are each retiring by rotation and will submit themselves for re-election at this AGM.

Mr Jamie Dundas, Mr Rudy Markham, Ms Ruth Markland, Mr John Paynter and Mr John Peace are all non-executive directors and therefore do not have contracts of employment.

Mr Steve Bertamini and Mr Richard Meddings each have a contract of employment with a notice period of one year.

The board nomination committee is responsible for making recommendations to the board on directorship appointments and the suitability of candidates required to produce a balanced board and establishing succession plans.

The board nomination committee has reviewed the performance of the directors submitting themselves for election and re-election and has made recommendations to the board on their election or re-election. The board considers all the directors submitting themselves for election or re-election are highly experienced and have a broad understanding of the financial services industry. In view of their experience and performance, the board considers that they will each continue to make a valuable contribution to the Company.

Biographical details of each of the directors standing for election and re-election are as follows:

#### **Stefano Paolo Bertamini, executive director**

Appointed to the board on 1 June 2008 and is chief executive officer, Consumer Banking. He is also a director of Standard Chartered Bank and Standard Chartered Holdings Limited, and a non-executive director of Standard Chartered Bank (Hong Kong) Limited. Previously he spent 22 years with GE, most recently as chairman and CEO of GE North East Asia, with responsibility for Greater China, Korea, and Mongolia. He was also responsible for GE's acquisition and merger business in the Asia-Pacific region from 2004 and president of GE Capital Asia since January 2001. He graduated from the University of Texas with a Bachelor's degree of Business in Finance and Management in 1985 and earned his MBA at the University of North Texas in 1991. Age 44 at the date of the AGM.

#### **James Frederick Trevor Dundas, independent non-executive director**

Appointed to the Standard Chartered PLC board on 15 March 2004, he is a member of the audit and risk committee, board nomination committee, and acting chairman of the sustainability and responsibility committee. He is chairman of Jupiter Investment Management Holdings Limited and a non-executive director of Drax Group plc. He is also chairman of Macmillan Cancer Support. He was formerly non-executive director of J Sainsbury plc, chief executive officer of the UK property company MEPC and finance director of the Airport Authority Hong Kong, and prior to that a director of Morgan Grenfell & Co Limited. He read law at Oxford University and subsequently qualified as a barrister. Age 58 at the date of the AGM.

#### **Rudolph Harold Peter Markham, independent non-executive director**

Appointed to the board on 19 February 2001, he is acting senior independent director, chairman of the audit and risk committee, and a member of the board nomination committee. He is a non-executive director of Legal and General Group Plc, AstraZeneca PLC and of United Parcel Service, Inc. and is a member of the board of the Financial Reporting Council. Previously he was chief financial officer of Unilever. Age 63 at the date of the AGM.

#### **Ruth Markland, independent non-executive director**

Appointed to the Standard Chartered PLC board on 3 November 2003, she is the chairman of the board remuneration committee, and a member of the audit and risk committee and board nomination committee. She is chairman of the board of trustees of the WRVS and a non-executive director of The Sage Group plc. Previously she was managing partner, Asia for the international law firm Freshfields Bruckhaus Deringer. She studied law at Southampton University. Age 56 at the date of the AGM.

#### **Richard Henry Meddings, Group Finance Director, executive director**

Appointed to the Standard Chartered PLC board on 16 November 2002. He was appointed as Group finance director on 20 November 2006 and is responsible for finance, corporate treasury and corporate development. Immediately prior to this he was Group executive director responsible for growth and governance across Africa, the Middle East, Pakistan, the United Kingdom, Europe and the Americas and before that was responsible for risk, special assets management and legal & compliance. He is also a director of Standard Chartered Bank and Standard Chartered Holdings Limited. Before his appointment to the Standard Chartered PLC board he was chief operating officer, Barclays private clients at Barclays PLC and prior to that Group financial controller at Barclays PLC. He was appointed non-executive director of 3i Group PLC in September 2008, and is a member of both the Governing Council of the International Chamber of Commerce, United Kingdom and the CBI Financial Services Council. Previously he was a member of the Indo British Partnership Network from April 2005 until August 2007. He qualified as a Chartered Accountant with Price Waterhouse in 1983 and is a member of the Institute of Chartered Accountants in England and Wales. He graduated from Exeter College, Oxford with a MA (Hons) in Modern History. Age 51 at the date of the AGM.

### John Gregor Hugh Paynter, independent non-executive director

Appointed to the Standard Chartered PLC board on 1 October 2008, he is a member of the audit and risk committee. He is a non-executive director of Jardine Lloyd Thompson Group plc and was previously vice chairman of JP Morgan Cazenove. He joined Cazenove in 1979, was appointed partner in 1986, and later headed corporate finance, Cazenove's largest business. He read law at University College, Oxford. Age 54 at the date of the AGM.

### John Wilfred Peace, independent non-executive director

Appointed to the Standard Chartered PLC board on 1 August 2007 and acting chairman on 14 January 2009, he is a member of the audit and risk committee, board remuneration committee, and acting chairman of the board nomination committee. He is chairman of Experian plc and Burberry Group plc. He is also chairman of the board of governors of Nottingham Trent University, deputy lieutenant for the County of Nottinghamshire, a fellow of the Royal Society of Arts and chairman of The Work Foundation. Previously he was Group chief executive of GUS plc from 2000 until 2006, having been a director of GUS since 1997. Age 60 at the date of the AGM.

None of the directors standing for election or re-election has any relationship with any other director, member of senior management or substantial or controlling shareholder of the Company. The biographical information in respect of each of these directors complies with the disclosure requirements as set out in the Hong Kong Listing Rules. As such, there are no other matters that need to be brought to the attention of holders of securities of the Company and no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

The interests in the ordinary shares of the Company of the directors standing for election or re-election as at 20 March 2009, the latest practicable date for determining such information are set out on page 11.

None of the directors standing for election or re-election has an interest in the Company's preference shares or loan stock, nor the shares or loan stock of any subsidiary or associated undertaking of the Standard Chartered group.

Current basic annual fees for non-executive directors are US\$137,828 (£75,000) with additional fees for ordinary membership or chairmanship of a board committee as follows:

Committee	Ordinary membership	Chairmanship
Audit and Risk	US\$55,131 (£30,000)	US\$119,451 (£65,000)
Board Nomination	US\$18,377 (£10,000)	N/A
Board Remuneration	US\$36,754 (£20,000)	US\$73,508 (£40,000)
Sustainability and Responsibility	US\$13,738 (£7,500)	N/A

Mr Peace is the acting chairman of the Company, and he receives an all-inclusive fee of US\$1,194,505 (£650,000).

Mr Markham is the acting senior independent director of the Company, and he receives a fee of \$55,131 (£30,000) in addition to his current fees.

Salary levels for executive directors are reviewed annually by the board remuneration committee taking account of the latest available market data. Any increases in annual base salary are normally effective from 1 April of the relevant year. The annual base salary levels of executive directors standing for re-election were as follows:

	1 January 2008	31 December 2008	Increase as a % of base salary
S P Bertamini	N/A	US\$900,000 N/A	N/A
R H Meddings	US\$937,227 (£510,000)	US\$1,148,563 (£625,000)	22.5%*

\*Mr Meddings was appointed to his current role in November 2006. The board remuneration committee decided to phase in base salary increases over a period of time, rather than implementing a larger one-off increase to align his base salary with the market level.

In addition, the executive directors are eligible to receive a discretionary annual bonus and a long term incentive award as described more fully on pages 81 to 85 of the annual report and accounts.

## **Resolutions 11 and 12: Reappointment of auditor and setting of auditor's fees**

At each general meeting at which accounts are presented, the Company is required to appoint an auditor to hold office until the end of the next such meeting. The performance of the auditor has been evaluated by the Company's audit and risk committee which has recommended to the board that KPMG Audit Plc be re-appointed. KPMG Audit Plc has also indicated that it is willing to continue as the Company's auditor for another year. Shareholders are asked to re-appoint KPMG Audit Plc as auditor and, following normal practice, to authorise the board to set the auditor's fees.

## **Resolution 13: Authority to make donations to political parties, political organisations and independent election candidates and incur political expenditure**

It is not the Standard Chartered group's policy to make political donations. However it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the broad scope of the provisions controlling political donations and expenditure. Any political donations or expenditure regulated by the Companies Act 2006 must be approved by shareholders at a general meeting and be disclosed in the next year's annual report. Accordingly, the directors seek shareholders' approval to renew the authority for political donations and expenditure to be made by the Company. As permitted under the Companies Act 2006, the resolution covers any political donations made, or political expenditure incurred, by the Company's subsidiaries. The three categories set out in the Companies Act 2006 are: political parties and independent election candidates, political organisations and political expenditure. The resolution proposes a cap of £100,000 per category subject to an aggregate cap for authorised political donations or expenditure of £100,000. The authority being sought will be effective from 7 May 2009 until the end of the next year's AGM unless previously renewed, revoked or varied by the Company in a general meeting. The Companies Act 2006 permits shareholders to grant authority for up to four years. However the directors will seek to renew this authority at each AGM.

## **Resolution 14: Increase in authorised share capital**

The authorised share capital of a company is the total share capital which has been created, both issued and unissued. Resolution 14 proposes that the authorised ordinary share capital be increased from US\$1,316,000,000 to US\$1,816,000,000 by creating 1,000,000,000 ordinary shares of US\$0.50 each. The increase in ordinary share capital is being sought because the Company's rights issue which took place at the end of 2008 exhausted a large amount of the Company's authorised but unissued ordinary share capital. The increase represents approximately 38 per cent of the existing authorised ordinary share capital. Resolution 14 also proposes an increase in the authorised preference share capital by 100,000,000 United Arab Emirates Dirhams (AED), 100,000,000 Hong Kong Dollars (HKD), 1,000,000,000 India Rupees (INR), 500,000,000,000 South Korean Won (KRW) and 100,000,000 Singapore Dollars (SGD) to allow for the creation of preference shares in these currencies. The increases in ordinary and preference share capital are being sought in order to give the Company sufficient authorised but unissued share capital to be able to allot shares under the authorities proposed in resolution 15.

## **Resolutions 15 and 16: Directors' authority to allot shares**

Under section 80 of the Companies Act 1985, the directors may only allot shares, or rights to shares, if shareholders in general meeting have given them authority to do so. The authority given to the directors at last year's AGM to allot ordinary shares or rights to such shares was used to implement the Company's rights issue at the end of 2008. Accordingly, this resolution seeks shareholders' approval for a fresh authority.

Paragraph (A) of resolution 15 asks for a new authority to be given to allow the directors to allot ordinary shares up to an aggregate nominal amount equal to US\$189,697,263 (representing 379,394,526 ordinary shares of US\$0.50 each). This amount represents approximately 20 per cent of the issued ordinary share capital of US\$948,486,317 as at 20 March 2009 (the latest practicable date before publication of this document). The Hong Kong Listing Rules do not permit the directors to allot, on a non pre-emptive basis, shares or rights to shares that would represent more than 20 per cent of the issued ordinary share capital as at the date on which the resolution granting them a general authority to allot is passed. Accordingly, paragraph (A) of resolution 15 restricts the authority of the directors to the 20 per cent threshold.

In line with recent guidance issued by the Association of British Insurers, paragraph (B) of resolution 15 would give the directors authority to allot shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to US\$632,324,211 (representing 1,264,648,422 ordinary shares), as reduced by the nominal amount of any shares issued under paragraphs (A) or (C) of resolution 15. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 20 March 2009, the latest practicable date prior to publication of this document.

Under Rule 7.19(6) of the Hong Kong Listing Rules, if a proposed rights issue would increase either the issued share capital or the market capitalisation of the Company by more than 50 per cent (on its own or when aggregated with any other rights

issues or open offers announced within the previous 12 months), then the issue must ordinarily be made conditional on approval by shareholders in general meeting by a resolution on which the executive directors and their associates must abstain from voting. However, in response to the new guidance issued by the Association of British Insurers referred to above, the Hong Kong Stock Exchange has granted a waiver to the Company from strict compliance with Rule 7.19(6) of the Hong Kong Listing Rules on 6 March 2009 in order to place the Company on an equal footing with other UK listed companies. The waiver has been granted on the basis that:

1. the executive directors and their associates would abstain from voting on the relevant resolution in their capacity as shareholders; and
2. if the Company were to do a further rights issue, the Company would not need to obtain further shareholder approval under Rule 7.19(6) of the Hong Kong Listing Rules provided that:
  - i. the market capitalisation of the Company will not increase by more than 50 per cent as a result of the proposed rights issue; and
  - ii. the votes of any new directors appointed to the board since the AGM would not have made a difference to the outcome of the relevant resolution at the AGM if they had been shareholders at the time and they had in fact abstained from voting.

Paragraph (C) of resolution 15 would give the directors authority to allot shares by way of a share dividend (scrip) up to an aggregate nominal amount equal to US\$316,162,105.50 (representing 632,324,211 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of resolution 15. This amount (before any reduction) represents approximately one-third of the issued ordinary share capital of the Company as at 20 March 2009, the latest practicable date prior to publication of this document.

Paragraph (D) of resolution 15 would give the directors authority to allot shares pursuant to the Company's existing share schemes or those of its subsidiary undertakings adopted prior to the date of the AGM.

The authorities sought under paragraphs (A), (B), (C) and (D) of resolution 15 will expire at the end of next year's AGM (or, if earlier, at the close of business on 6 August 2010).

As at the date of this document, no shares are held by the Company in treasury.

Paragraph (E) of resolution 15 renews authorities to enable the directors to allot preference shares of £1.00 each ('sterling preference shares'), US\$5.00 each ('dollar preference shares') and €1,000 each ('euro preference shares') up to a nominal amount of £304,715,000, US\$1,497,612,500 and €1,000,000,000 respectively. 195,285,000 sterling preference shares, 477,500 dollar preference shares and no euro preference shares were in issue as at 20 March 2009 (the latest practicable date prior to publication of this document).

Paragraph (F) of resolution 15 seeks new authorities to enable the directors to allot preference shares up to a nominal amount of AED100,000,000, HKD100,000,000, INR1,000,000,000, KRW500,000,000,000 and SGD100,000,000.

The authorities sought under resolutions (E) and (F) will expire on 6 May 2014.

The directors intend to use the authorities sought to allot ordinary shares as share dividends instead of cash dividends and following the exercise of options and awards under the Company's share schemes. The authorities will also give the directors flexibility to issue shares where they believe it is in the interests of shareholders to do so.

As permitted by the Hong Kong Listing Rules, resolution 16 seeks to extend the directors' authority to allot shares pursuant to paragraph (A) of resolution 15 to include the shares repurchased by the Company under the authority to be sought by resolution 18.

#### **Resolution 17: Power to allot equity securities for cash without certain formalities**

This resolution would give the directors the authority to allot shares (or sell any shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the board otherwise considers necessary, and otherwise up to an aggregate nominal amount of US\$47,424,315.50 (representing 94,848,631 ordinary shares). This aggregate nominal

amount represents approximately 5 per cent of the issued ordinary share capital of the Company as at 20 March 2009, the latest practicable date prior to publication of this document. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5 per cent should not take place without prior consultation with shareholders.

This authority will expire at the end of next year's AGM (or, if earlier, at the close of business on 6 August 2010).

#### **Resolution 18: Authority to purchase ordinary shares**

The effect of this resolution is to renew the authority granted to the Company to purchase its own shares up to a maximum of 189,697,263 ordinary shares until the AGM in 2010 at, or between, the minimum and maximum prices specified in this resolution. This is approximately 10 per cent of the Company's issued ordinary share capital as at 20 March 2009 (which is the latest practicable date before the publication of this document). No repurchases of shares will be conducted on The Stock Exchange of Hong Kong Limited.

The directors believe that it is in the best interests of the Company and all of its shareholders to have a general authority for the Company to buy back its ordinary shares in the market. The directors intend to keep under review the potential to purchase ordinary shares. Purchases will only be made if the directors consider that the purchase would be for the benefit of the Company and shareholders, taking into account relevant factors and circumstances at that time, for example the effect on earnings per share. The Companies Act 1985 permits the Company to hold any such bought back shares in treasury as an alternative to cancelling them immediately. If the Company purchases any of its ordinary shares and holds them in treasury, the Company may sell these shares (or any of them) for cash, transfer these shares (or any of them) for the purposes of or pursuant to an employee share scheme, cancel these shares (or any of them) or continue to hold them in treasury. Holding such shares in treasury gives the Company the ability to reissue them quickly and cost effectively and provides additional flexibility in the management of the Company's capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, shares held in treasury. The directors intend to decide whether to cancel shares purchased pursuant to this authority or hold them in treasury based on the interests of the Company and shareholders as a whole at the relevant time.

The total number of options to subscribe for ordinary shares outstanding at 20 March 2009 was 65,480,166, which represented 3.45 per cent of the issued ordinary share capital at that date. If the Company were to purchase the maximum number of ordinary shares permitted by this resolution, the options outstanding at 20 March 2009 would represent approximately 3.84 per cent of the issued ordinary share capital.

#### **Resolution 19: Authority to purchase preference shares**

The effect of this resolution is to renew the authority granted to the Company to purchase up to 195,285,000 sterling preference shares and up to 477,500 US dollar preference shares. No sterling and US dollar preference shares have been repurchased since the AGM on 7 May 2008.

Whilst it is important to have a capital base which is adequate to allow the business to grow in all areas and which appears to offer an appropriate balance between risk and profitability, it is equally important that the Company does not carry excessive amounts of capital and that it uses the most appropriate mix of capital instruments on the balance sheet. Having the authority to buy back all the issued preference shares would provide the Company with further flexibility in managing the capital base. Accordingly, the directors believe that it is in the best interests of the Company and its shareholders as a whole to have the authority sought by this resolution.

The directors intend to keep under review the potential to buy back preference shares, taking into account other investment and funding opportunities. The authority will be exercised only if the directors believe that to do so would be in the interests of shareholders generally. As noted above, the Companies Act 1985 permits the Company to hold any such bought back shares in treasury as an alternative to cancelling them immediately. Accordingly, if the Company purchases any of its preference shares, those shares may be cancelled or held in treasury by the Company. The directors intend to make such decision at the time of purchase based on the interests of the Company and shareholders generally.

#### **Resolution 20: Adoption of new articles of association**

Resolution 20 seeks approval to adopt new articles of association (the 'New Articles') in order to update the Company's current articles of association (the 'Current Articles'), primarily to reflect the creation under resolution 14 of preference shares in a number of different currencies. The opportunity has also been taken to propose certain other changes. The principal changes introduced in the New Articles are summarised in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 11 of this document.

### Resolution 21: Notice of general meetings

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of general meetings on 14 days' notice. Resolution 21 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

**The directors recommend all shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their own shares (with the exception of resolution 15, see below), and consider that the resolutions are in the best interests of the Company and shareholders as a whole. In respect of resolution 15(B) and in accordance with Rule 7.19(6) of the Hong Kong Listing Rules, the executive directors and their associates will abstain from voting in favour of resolution 15 for the reasons set out on pages 16 and 17 of this document.**

# Appendix

## **Explanatory notes of principal changes to the Company's articles of association.**

### **1. Preference shares**

The New Articles amend the provisions in the Current Articles dealing with preference shares to reflect the creation by resolution 14 of preference shares in a number of currencies.

### **2. Vacation of office by directors**

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on physical incapacity in the model articles for public companies produced by the UK Department for Business, Enterprise and Regulatory Reform.

### **3. Indemnities for former directors**

The Current Articles contain provisions relating to the provision of indemnities and the funding of certain expenditure for directors. The New Articles update these provisions to clarify that they apply to former as well as current directors.

### **4. Use of seals**

The New Articles provide an alternative option for execution of documents (other than share certificates) to reflect amendments made by the Companies Act 2006 in April 2008. Under the New Articles, when the seal is affixed to a document it may be signed by one director in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

### **5. Ability of directors to vote and count in a quorum**

Changes are being made in the New Articles to enable the directors to vote and be counted in a quorum at board meetings where the provision to all directors of indemnities or of funding for expenditure on defending proceedings is being considered where such provision is on substantially the same terms for all directors. The Company is limited by the Companies Act 2006 as regards the types of indemnity it can provide to directors and the basis on which it can fund any expenditure on defending proceedings and this is already reflected in the Current Articles.

# Additional Information for Shareholders attending the AGM

## The AGM

The AGM will be held at The Honourable Artillery Company, Armoury House, City Road, London, EC1Y 2BQ. A map showing the location of the venue can be found on your shareholder attendance pass or at the venue's website [www.hac.org.uk](http://www.hac.org.uk). The AGM will start promptly at 12.00pm UK time; you should allow 15 to 20 minutes for security and registration formalities.

## Registration

Upon arrival, please go to the registration desks which are clearly positioned. Please bring your shareholder attendance pass with you. If you do not have an attendance pass, you will need to confirm your name and address details with our registrar prior to admittance.

At the discretion of the Company, a shareholder may bring one guest to the AGM.

## Security

For your safety and security, all hand baggage may be subject to examination on entry to The Honourable Artillery Company. Please note that you will be asked to leave large bags in the cloakroom. Laptop computers, tape recorders, cameras, briefcases and umbrellas and any other bulky items are not permitted into the AGM. Mobile phones, blackberries and pagers should be turned off throughout the AGM.

## Refreshments

Tea and coffee will be available in the reception areas before the AGM. After the business of the AGM has concluded a light buffet lunch will be served in reception areas outside the hall.

## Attending the AGM

All shareholders, proxies and joint shareholders may attend and speak at the AGM. However, in the case of a joint shareholder only, the vote of the most senior shareholder present (in person or by proxy) at the AGM (as determined by the order in which the names are listed on the register of members) shall be accepted. Voting will be conducted on a poll using an electronic handset device. You will be given instructions on how to use it before voting commences.

## Asking questions

If you would like a question to be addressed at the AGM we would encourage you to email your question to [agm.2009@standardchartered.com](mailto:agm.2009@standardchartered.com), or alternatively fill in and return the form on page 22. All shareholders will have the opportunity to ask questions at the AGM. If you wish to ask a question, please raise your hand and wait for Chairman of the meeting to invite you to ask your question.

## Persons with disabilities

The Honourable Artillery Company has full wheelchair access. If you are hard of hearing, an induction loop system will be available in the room.

Anyone accompanying a shareholder in need of assistance will be admitted to the AGM. If any shareholder with a disability has a question regarding attendance, please contact Group Corporate Secretariat at Standard Chartered PLC, 1 Basinghall Avenue, London EC2V 5DD (telephone +44 (0)207 885 7456).

## First Aid

First aid facilities will be available. Please approach any member of Standard Chartered staff.

## Enquiries

Computershare Investor Services maintain the Company's share register. If you have any queries about the AGM or about your shareholding, you should contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY Telephone +44 (0)870 702 0138 between 9.00am and 5.00pm London time, Monday to Friday (excluding UK public holidays).

# Form for Question(s) to be addressed at the AGM



Annual General Meeting – 7 May 2009

If there is a question or questions you would like to have addressed at the AGM on 7 May 2009, please write your question(s) here and return this form as indicated below, alternatively send your question(s) by email to [agm.2009@standardchartered.com](mailto:agm.2009@standardchartered.com)

Question(s) \_\_\_\_\_

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We will endeavour to address any issues raised when the item of business to which the question relates is under consideration at the AGM. Any questions submitted that are not relevant to the business of the AGM will be forwarded for the attention of an appropriate executive.

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend and speak at the AGM.

Signed: \_\_\_\_\_

Full Name: \_\_\_\_\_

Shareholder/ShareCare Reference Number: \_\_\_\_\_

Please return this form to our registrar (together with your proxy form/voting instruction form if you are submitting that form by post) using the prepaid envelope. Shareholders registered in the United Kingdom should return their form to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom to arrive **no later than 12.00pm UK time on Tuesday 5 May 2009**. Shareholders registered in Hong Kong should return their form to Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong to arrive **no later than 7.00pm (Hong Kong time) on Tuesday 5 May 2009**.



© **Standard Chartered PLC**

March 2009

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