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the Middle East

## Notice of Annual General Meeting 2008

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 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.

本文件之中文譯本可向香港中央證券 登記有限公司索取，地址：香港皇后大道東 183 號合和中心 18 樓 1806-1807 室。

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 Plaisterers' Hall, One London Wall, London EC2Y 5JU on Wednesday 7 May 2008 at 12.00 noon London time (7.00pm Hong Kong time) is set out on pages 5 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 10 for details). Otherwise you can request a printed form from our registrar. The proxy votes must be received no later than 48 hours before the time of the holding of the Annual General Meeting.

27 March 2008

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# Letter from the Chairman

To ordinary shareholders and, for information only, preference shareholders

27 March 2008

Dear Shareholder

I am pleased to be sending you details of our Annual General Meeting ('AGM'), which we are holding on Wednesday 7 May 2008 at 12.00 noon London time (7.00pm Hong Kong time) at The Plaisterers' Hall, One London Wall, London EC2Y 5JU. The formal notice of our AGM starts on page 5 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 as set out in the notice.

## Electronic communications

Last year, we wrote to you asking whether you wanted to receive shareholder documents published by the Company electronically rather than in paper form. If you chose to communicate with the Company electronically, you will not receive any shareholder documents, forms or any other document in paper form. Instead the notice and your proxy or voting instruction form have been published on our website and can be viewed, downloaded and completed (as appropriate) online by visiting <http://investors.standardchartered.com/mypage.cfm>.

## Final dividend

Shareholders are being asked to approve a final dividend of 56.23 US cents per ordinary share for the year ended 31 December 2007. If approved, this will be paid on 16 May 2008 to all ordinary shareholders who were on our register of members on 7 March 2008. 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 2007 Final Dividend document which is also available on our website.

## Board changes

Mr Kaikhushru Nargolwala resigned as a director during the year. After more than ten years, Sir CK Chow is retiring at the end of this year's AGM and will not be seeking re-election. The Board and I would like to take this opportunity to thank both of them for their dedicated service and the valuable contributions they have made to the Company. We wish them every success for the future.

During the year, we have appointed two new independent non-executive directors and an executive director to the Board. Mr John Peace (an independent non-executive director) was appointed the Deputy Chairman and Senior Independent Director on 1 August 2007. Mr Sunil Mittal (an independent non-executive director) and Mr Gareth Bullock (an executive director) were appointed with effect from 1 and 6 August 2007 respectively. They will stand for election at this year's AGM and their biographical details can be found on pages 14 and 15 of this document.

## New Articles of Association

We shall be asking shareholders to approve a number of amendments to our articles of association primarily to reflect the provisions of the new Companies Act 2006. An explanation of the main changes being proposed to the existing articles of association is set out in the appendix on pages 20 and 21 of this document.

## Questions

If you would like a question(s) to be addressed at the AGM you can submit your question by email to [agm.2008@standardchartered.com](mailto:agm.2008@standardchartered.com). Alternatively you can fill in and return the form on page 23. We will endeavour to address any questions raised when the item of business to which the question relates is under consideration by the Meeting. Any questions submitted that are not relevant to the business of the Meeting 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, vote and speak at the Meeting.

### Voting Arrangements

As happened 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 11 of the notice.

If you are not able to attend the AGM but would like to vote on the resolutions, you can also submit your votes electronically. Alternatively you can submit a printed proxy form (or voting instruction form for ShareCare members). Please see page 10 for details.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 13 to 19 of this document. The directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

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

Yours sincerely



E Mervyn Davies CBE  
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 cannot control 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:

Chairman:	Evan Mervyn Davies CBE
Executive Directors:	Peter Alexander Sands, Gareth Richard Bullock, Michael Bernard DeNoma and Richard Henry Meddings
Independent Non-Executive Directors:	John Wilfred Peace, Sir CK Chow, James Frederick Trevor Dundas, Valerie Frances Gooding CBE, Rudolph Harold Peter Markham, Ruth Markland, Sunil Bharti Mittal, Paul David Skinner, Oliver Henry James Stocken and Lord Adair Turner.

### Standard Chartered PLC

1 Basinghall Avenue  
London EC2V 5DD

Registered Office: 1 Aldermanbury Square, London EC2V 7SB  
Registered in England and Wales 966425

# Notice of Annual General Meeting 2008

This year's annual general meeting ('AGM') will be held at The Plaisterers' Hall, One London Wall, London EC2Y 5JU on Wednesday 7 May 2008 at 12.00 noon London time (7.00pm Hong Kong time). You will be asked to consider and pass the resolutions below. Resolutions 16 to 19 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

## Ordinary Resolutions

1. To receive the annual report for the year ended 31 December 2007.
2. To declare a final dividend of 56.23 US cents per ordinary share for the year ended 31 December 2007.
3. To approve the directors' remuneration report for the year ended 31 December 2007, as set out on pages 73 to 85 of the annual report and accounts.
4. To re-elect Mr M B DeNoma, an executive director retiring by rotation.
5. To re-elect Miss V F Gooding, a non-executive director retiring by rotation.
6. To re-elect Mr R H P Markham, a non-executive director retiring by rotation.
7. To re-elect Mr P A Sands, an executive director retiring by rotation.
8. To re-elect Mr O H J Stocken, a non-executive director retiring by rotation.
9. To elect Mr G R Bullock who was appointed an executive director by the Board during the year.
10. To elect Mr S B Mittal, who was appointed as a non-executive director by the Board during the year.
11. To elect Mr J W Peace, who was appointed as a non-executive director by the Board during the year.
12. To re-appoint KPMG Audit Plc as auditor to the Company until the end of next year's AGM.
13. To authorise the Board to set the auditor's fees.
14. That the Board be authorised, generally and without conditions, to allot relevant securities (as defined in the Companies Act 1985), such authority to be limited to:
  - (A) the allotment (otherwise than under (B) or (C) below) of relevant securities up to a total nominal value of US\$141,042,099 (being not greater than 20 per cent of the issued ordinary share capital of the Company as at the date of this resolution);
  - (B) the allotment (when combined with any allotment made under (A) above) of relevant securities up to a total nominal value of US\$235,070,165 in connection with:
    - (i) an offer of relevant securities open for a period decided on by the Board:
      - (a) to ordinary shareholders on the register on a particular date (excluding any holder holding shares as treasury shares), in proportion (as nearly as may be) to their existing holdings (ignoring for this purpose both any holder holding shares as treasury shares and the treasury shares held by him); and
      - (b) to people who are registered on a particular date as holders of other classes of equity securities (excluding any holder holding shares as treasury shares), if this is required by the rights of those securities or, if the Board considers it appropriate, as permitted by the rights of those securities,

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

- (ii) a share dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company;
- (C) the allotment of relevant securities 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 for the period from 7 May 2008 until the earlier of the end of next year's AGM and 6 August 2009 unless previously cancelled or varied by the Company in 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.

15. That the authority granted to the Board to allot relevant securities up to a total nominal value of US\$141,042,099 pursuant to paragraph (A) of resolution 14 set out above 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 17 set out below.

### Special Resolutions

16. That if resolution 14 is passed as an ordinary resolution, 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 constitutes an allotment of equity securities by virtue of 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 to:

- (A) the allotment of equity securities in connection with an offer of equity securities open for a period decided on by the Board:
  - (i) to ordinary shareholders on the register on a particular date (excluding any holder holding shares as treasury shares), in proportion (as nearly as may be) to their existing holdings (ignoring for this purpose both any holder holding shares as treasury shares and the treasury shares held by him); and
  - (ii) to people who are registered on a particular date as holders of other classes of equity securities (excluding any holder holding shares as treasury shares), if this is required by the rights of those securities or, if the Board considers it appropriate, as permitted by the rights of those securities,

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

- (B) the allotment (otherwise than under (A) above) of equity securities up to a total nominal value of US\$35,260,524,

such power to apply from 7 May 2008 until the earlier of the end of next year's AGM and 6 August 2009 unless previously cancelled or varied by the Company in general meeting, 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.

17. That the Company be authorised, generally and without conditions, 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 141,042,099 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 from 7 May 2008 until the earlier of the end of next year's AGM and 6 August 2009 unless previously cancelled or varied by the Company in general meeting, 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 may make a purchase of ordinary shares in accordance with any such agreement as if the authority had not ended.

18. That the Company be authorised, generally and without conditions, to make market purchases (as defined in the Companies Act 1985) of up to 15,000 US dollar preference shares and up to 195,285,000 sterling preference shares 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:
  - (i) for each sterling preference 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; and
  - (ii) for each US dollar preference 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 from 7 May 2008 until the earlier of the end of next year's AGM and 6 August 2009 unless previously cancelled or varied by the Company in general meeting, 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 may make a purchase of shares in accordance with any such agreement as if the authority had not ended.

19. 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.

### Ordinary Resolutions

20. 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 is effective 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 on the earlier of the end of the next year's AGM and 6 August 2009, unless such authority has been previously renewed, revoked or varied by the Company in general meeting.

21. That the Board be authorised:

- (i) to make an offer to the holders of ordinary shares (excluding any member holding shares as treasury shares) to elect to receive new ordinary shares in the capital of the Company in lieu of all or any part of any interim or final dividend paid in respect of any financial period of the Company ending on or prior to 31 December 2013 upon such terms as the Board may determine;
- (ii) in respect of any such dividend to capitalise such amount standing to the credit of the Company's reserves as may be necessary,

and the making by the Board of any such offer and any such capitalisation by the Board in each case in respect of any prior financial period is confirmed.

By order of the Board

Annemarie Durbin  
Group Company Secretary  
27 March 2008

Registered Office:  
1 Aldermanbury Square  
London EC2V 7SB



# Notes

## Electronic communications

If you have chosen to receive communications electronically, please note that this applies to all shareholder documents and/or any supplemental forms published by the Company. As a result the Company will not send you any shareholder documents in paper form. Instead you will be able to view, download and complete any forms mentioned in this document online by visiting <http://investors.standardchartered.com/mypage.cfm>.

## 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 audiocassette 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 audiocassette or a CD and provide them with your full name and postal address. They will arrange for a copy to be sent to you.

## Ordinary shareholders and 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.

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 London time on Monday 5 May 2008 or on the Company's branch register of members in Hong Kong by 5.00am Hong Kong time on Tuesday 6 May 2008. This will enable us to determine the number of votes you have on a poll. If the AGM is adjourned to a time after 10.00pm London time on Wednesday 7 May 2008, 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.

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

## Nominated persons

Any person who is entitled to receive this notice and 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 he/she 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, he/she 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 'Ordinary shareholders and 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 meetings) 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 Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Meeting 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 Meeting, 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 Meeting but the corporate shareholder has not appointed the Chairman of the Meeting 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.

### Voting through ShareCare

If you hold your shares in ShareCare, you can submit your voting instruction form electronically. If you are not able to do this, you can request a form from our registrar by telephone on +44 (0) 870 702 0138. You must make sure that you electronically submit your votes or return by post the completed form to our registrar, Computershare Investor Services PLC, Bridgwater Road, Bristol BS99 6AE, UK by 12.00 noon London time on Sunday 4 May 2008.

### Electronic proxy voting

Shareholders on the UK register of members may appoint a proxy electronically. If you wish to submit your proxy form electronically, you will need an internet-enabled PC with an Internet Explorer 4 or Netscape 4 web browser, or a more recent release of those browsers. You will also need your Shareholder Reference Number (SRN) or ShareCare Number (SCN), as appropriate, and Personal Identification Number (PIN) (both of which are stated on the proxy form, voting instruction form or the notice of availability letter) to access the service. Your PIN will expire at 12.00 noon London time on Sunday 4 May 2008 for Sharecare Account holders and 12.00 noon London time on Monday 5 May 2008 for Certificated and CREST holders.

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.

You may choose to use the electronic proxy appointment service or, if you wish, you can instead continue to submit your proxy form or voting instruction form by post.

### Electronic proxy voting through CREST

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 CRESTCo'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 12.00 noon London time on Monday 5 May 2008. 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 CRESTCo 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.

### Poll voting procedure

According to the existing articles of association of the Company, a poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least three members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

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 19 March 2008, the Company had 1,410,420,992 ordinary shares of US\$0.50 each in issue, none of which were held in treasury. The ordinary shares carry in aggregate 352,605,248 voting rights on a poll.

### Electronic poll voting system

Voting on all resolutions will be by electronic poll. On arrival at the AGM, all those entitled to vote will be required to register and given a hand held keypad containing a personalised smart card with details of their shareholding to be used for the electronic poll vote. After each resolution is put to the Meeting by the Chairman you will be asked to cast your vote by pressing a button on your keypad. Before voting at the AGM commences, you will be given instructions on how to use 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 hall. 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. Instead, you will just need to confirm your name and address details with our registrar prior to admittance.

### Voting results

You can obtain the results of the poll by telephoning our registrar on or after 8 May 2008. 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 2008.

### Preference shareholders

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

### 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 notice until the end of the AGM and at The Plaisterers' Hall from 15 minutes before the AGM until it ends.

- Copies of the executive directors' service contracts and that of the Group Chairman.
- Copies of the letters of appointment of non-executive directors.
- The proposed new articles of association of the Company, showing the changes to the current articles as set out in resolution 19.

## Interests in the share capital of the Company

As at 19 March 2008, being the latest practicable date prior to the publication of this document, the directors held the following interests:

### (i) 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
E M Davies	24,957	530,560	Nil – 1460p	2008 – 2017
J W Peace	5,000	–	n/a	n/a
P A Sands	50,670	1,244,094	Nil – 1460p	2008 – 2018
G R Bullock	132,080	360,184	Nil – 1460p	2008 – 2018
Sir C K Chow	15,664	–	n/a	n/a
M B DeNoma	214,509	249,468	Nil – 1460p	2008 – 2018
J F T Dundas	2,100	–	n/a	n/a
V F Gooding	2,045	–	n/a	n/a
R H P Markham	2,425	–	n/a	n/a
R Markland	2,194	–	n/a	n/a
R H Meddings	152,312	495,809	Nil – 1460p	2008 – 2018
S B Mittal	2,000	–	n/a	n/a
P D Skinner	3,289	–	n/a	n/a
O H J Stocken	10,000	–	n/a	n/a
Lord Turner	5,092	–	n/a	n/a

### (ii) Substantial and major shareholders' interests in the share capital of the Company

So far as the directors are aware, as at 19 March 2008, 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 companies of their 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
Legal & General PLC	57,361,033	4.08	
Temasek Holdings (Private) Limited	268,197,219		19.03

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

# 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 15 (inclusive) and Resolutions 20 and 21 (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 16 to 19 (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, the directors' report, the audited accounts and the independent auditor's report 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 Meeting approves resolution 2 the final dividend of 56.23 US cents per ordinary share will be paid on 16 May 2008 to those shareholders registered on the UK register at the close of business London time on 7 March 2008 and to those shareholders registered on the branch register in Hong Kong at the opening of business Hong Kong time on 7 March 2008. 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. For further details see the document entitled '2007 Final Dividend'.

## 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 73 to 85 of the annual report.

## Resolutions 4 to 11: Election/Re-election of directors

The Company's articles of association require any newly appointed director to retire at the first AGM following his or her appointment. Shareholders are therefore asked to elect as directors Gareth Richard Bullock, Sunil Bharti Mittal and John Wilfred Peace who were appointed by the Board since the last AGM. Also a minimum of one third of the directors must retire from office. 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. All of the directors are eligible to seek re-election by shareholders at the AGM, if they so wish. Michael DeNoma, Val Gooding, Rudy Markham, Peter Sands and Oliver Stocken are each retiring by rotation and will submit themselves for re-election at this AGM.

Sir CK Chow will retire at the end of this AGM and not submit himself for re-election.

Val Gooding, John Peace, Rudy Markham and Oliver Stocken are all non-executive directors and therefore do not have contracts of employment. Gareth Bullock, Michael DeNoma and Peter Sands 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, suitability of candidates required to produce a balanced board and ensuring effective succession planning. The Board Nomination Committee has reviewed the performance of the directors submitting themselves for election and re-election and 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:

**John Wilfred Peace, Deputy Chairman and Senior Independent Director, independent non-executive director**

Appointed to the Standard Chartered PLC Board on 1 August 2007. He is Deputy Chairman, Senior Independent Director and a Member of the Audit and Risk Committee and the Board Nomination Committee. He is Chairman of Experian Group Limited 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 plc since 1997. Age 59 at the date of the AGM.

**Peter Alexander Sands, Group Chief Executive, executive director**

Appointed to the Standard Chartered PLC Board on 14 May 2002. Appointed as Group Chief Executive on 20 November 2006. Immediately prior to this he had been Group Finance Director since his appointment to the Board and was responsible for Finance, Risk, Strategy and Technology and Operations. Before his appointment to the Standard Chartered PLC Board he was a director with worldwide consultants McKinsey & Co. He had been with McKinsey since 1988, where he worked extensively in the banking and technology sectors in a wide range of international markets. Age 46 at the date of the AGM.

**Gareth Richard Bullock, executive director**

Appointed to the Standard Chartered PLC Board on 6 August 2007. He is Group Executive Director with responsibility for growth and governance in Africa, the Middle East, Europe and the Americas and for Risk and Special Asset Management. He joined Standard Chartered in 1996 and was appointed as a director of Standard Chartered Bank in 2003. His previous senior appointments include Group Head of Strategy, Group Chief Information Officer and CEO Africa. He is Chairman of Mcashback Limited and is a non-executive director of Fleming Family & Partners Limited and of Spirax-Sarco Engineering plc. Age 54 at the date of the AGM.

**Michael Bernard DeNoma, executive director**

Appointed to the Standard Chartered PLC Board on 12 May 2000. He is Group Executive Director with responsibility for the Group's Consumer Banking business worldwide and leads the Group's Strategy function. He joined Standard Chartered in 1999 with responsibility for Consumer Banking in Asia. He is also a director of Standard Chartered Bank (Hong Kong) Limited, of MasterCard Asia Pacific Pte Ltd and of the International Centre for Missing and Exploited Children, and is a member of the board of Singapore Management University. He is based in Singapore. Age 52 at the date of the AGM.

**Valerie Frances Gooding CBE, independent non-executive director**

Appointed to the Standard Chartered PLC Board on 1 January 2005. She is a Member of the Board Remuneration Committee and the Sustainability and Responsibility Committee. She is Chief Executive Officer of BUPA and a non-executive director of J Sainsbury plc and of the Lawn Tennis Association and of the BBC's Executive Board. She is also a Trustee of the British Museum. Previously she was Director, Asia Pacific with British Airways. Age 57 at the date of AGM.

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

Appointed to the Standard Chartered PLC Board on 19 February 2001. He is also the Chairman of the Audit and Risk Committee and a Member of Board Nomination Committee. He is a non-executive director of Legal and General Group 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 62 at the date of the AGM.

### Sunil Bharti Mittal, independent non-executive director

Appointed to the Standard Chartered PLC Board on 1 August 2007. He is Chairman and Group CEO of Bharti Enterprises and President of the Confederation of Indian Industry. He sits on various boards and councils including the Prime Minister of India's Council on Trade and Industry, the India Advisory Council of the Harvard Business School and the Singapore-India Partnership Foundation. He is the recipient of Padma Bhushan, one of the highest civilian awards in India. Age 50 at the date of the AGM.

### Oliver Henry James Stocken, independent non-executive director

Appointed to the Standard Chartered PLC Board on 1 June 2004. He is a Member of the Board Remuneration Committee and the Sustainability and Responsibility Committee. He is Chairman of Home Retail Group plc, Deputy Chairman of 3i plc and Chairman of Oval Limited and Stanhope Group Holdings Limited. He is also Chairman of the Trustees of the Natural History Museum. Previously he was Group Finance Director of Barclays PLC. Age 66 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 the shareholders 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 directors standing for election and re-election have the following interests in the ordinary shares of the Company as at 19 March 2008, the latest practicable date for determining such information:

Director	Personal interests	Total interests
Michael DeNoma	214,509	214,509
John Peace	5,000	5,000
Peter Sands	50,670	50,670
Gareth Bullock	132,080	132,080
Valerie Gooding	2,045	2,045
Rudy Markham	2,425	2,425
Sunil Mittal	2,000	2,000
Oliver Stocken	10,000	10,000

None of the above directors 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 Group.

Current basic annual fees for non-executive directors are US\$130,351 (£65,000) with additional fees for ordinary membership or chairmanship of a Board committee as follows:

Committee	Ordinary membership	Chairmanship
Audit and Risk	US\$40,108 (£20,000)	US\$100,270 (£50,000)
Board Nomination	US\$15,041 (£7,500)	N/A
Board Remuneration	US\$30,081 (£15,000)	US\$60,162 (£30,000)
Sustainability and Responsibility	US\$10,027 (£5,000)	N/A

John Peace is the Deputy Chairman and Senior Independent Director of the Company. He receives an all-inclusive fee of US\$300,810 (£150,000).



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 election and re-election were as follows:

	31 December 2006	31 December 2007	Increase as a % of base salary
G R Bullock	N/A	US\$952,565 (£475,000)	N/A
M B DeNoma	US\$932,511 (£465,000)	US\$982,646 (£490,000)	5.38%
P A Sands	US\$1,102,970 (£550,000)	US\$1,504,050 (£750,000)	36.36%

In addition, the executive directors are eligible to receive a discretionary annual bonus and a long term incentive award as more fully described on pages 74 to 76 of the Annual Report and Accounts.

#### Resolutions 12 and 13: 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 they are willing to continue as the Company's auditor for another year. Shareholders are asked to re-appoint them and, following normal practice, to authorise the Board to set their fees.

#### Resolutions 14 and 15: 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 shares or rights to shares will expire at the end of this year's AGM. Accordingly, this resolution seeks shareholders' approval to renew this authority.

Resolution 14(A) asks for a new authority to be given to allow the directors to allot shares or rights to shares up to a maximum nominal amount of US\$141,042,099, being approximately 20 per cent of the issued ordinary share capital of US\$705,210,496 as at 19 March 2008 (which is the latest practicable date before publication of this notice). 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, resolution 14(A) restricts the authority of the directors to the 20 per cent threshold.

The directors are also authorised to make allotments, which exceed the 20 per cent authority, in connection with offers to shareholders (such as rights issues), by way of share dividend but only up to a maximum aggregate nominal amount (when combined with any allotments made under the general authority) of US\$235,070,165. This is approximately 33.3 per cent of the issued ordinary share capital as at 19 March 2008 (which is the latest practicable date before publication of this notice).

As noted in respect of resolution 16 below, there are legal, regulatory and practical reasons why, under an offer to shareholders, such as a rights issue, it may not be possible to issue equity securities to some shareholders, particularly those resident overseas. Resolution 14(B)(i) makes it clear that the authority to make allotments in connection with offers to shareholders covers any such offers in respect of which the directors may make arrangements to deal with such difficulties, and also with fractions of shares.

Notwithstanding the authority to be granted by resolution 14(B), any rights issue or open offer to shareholders will also need to comply with the applicable Hong Kong Listing Rules, and specific shareholder approval for such issues will therefore be obtained if necessary, in accordance with these requirements.



The directors are also authorised under resolution 14(C) to make allotments pursuant to the Company's existing share schemes or those of its subsidiary undertakings adopted prior to the date of the AGM.

The new authority will continue in the case of 14(A), 14(B) and 14(C) until the earlier of the end of next year's AGM and 6 August 2009.

The directors have no specific plans to allot shares, except as share dividends instead of cash dividends and following the exercise of options and awards under the Company's share schemes. However, the authority gives the directors flexibility to take advantage of business opportunities as they arise.

As required by the Hong Kong Listing Rules, resolution 15 seeks to extend the directors' authority to allot shares pursuant to paragraph (A) of resolution 14 to include the shares repurchased by the Company under the authority to be sought by resolution 17.

#### **Resolution 16: Power to allot equity securities for cash without certain formalities**

This resolution renews the authority conferred on the directors to allot equity securities for cash, without the need first to offer such shares to existing shareholders in proportion to their shareholdings. Your right to be offered equity securities first in this way is known as a 'pre-emption right'. The Company's ordinary shares (including any such shares which are held by the Company as treasury shares) and rights to them are 'equity securities' as defined in section 94(2) of the Companies Act 1985. If the directors wish to allot or, in the case of any treasury shares, sell, equity securities paid for entirely in cash (other than under an employee share scheme), section 89(1) of the Companies Act 1985 requires that the equity securities must first be offered to existing shareholders in proportion to their shareholdings.

In certain circumstances, it may be in the interests of the Company for the directors to be able to allot or, in the case of any treasury shares, sell some equity securities for cash (other than under an employee share scheme) without having to offer them to existing shareholders first. Before this can happen, the shareholders must give up their pre-emption rights.

Resolution 16 deals with this, but only for equity securities up to a maximum total nominal value of US\$35,260,524, which was equal to approximately 5 per cent of the Company's issued ordinary share capital as at 19 March 2008 (which is the latest practicable date before the publication of this notice) and represents 70,521,048 ordinary shares of US\$0.50 each.

There are legal, regulatory and practical reasons why, under a rights issue or other pre-emptive offer, it may not be possible to issue equity securities to some shareholders, particularly those resident overseas. Such shareholders will only be excluded on the basis that the Company has made enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange and, having made such enquiry, it would be necessary or expedient to exclude them. Resolution 16 also asks for your authority for the directors to make arrangements to deal with such difficulties when making these offers and also for the directors to deal with fractions of shares.

#### **Resolution 17: 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 141,042,099 ordinary shares until the AGM in 2009 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 19 March 2008 (which is the latest practicable date before the publication of this notice). 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 immediately cancelling them. 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 Company held no shares in treasury as at 19 March 2008 (which is the latest practicable date before the publication of this notice).

The total number of options to subscribe for ordinary shares outstanding at 19 March 2008 was 39,952,966, which represented 2.8 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 19 March 2008 would represent approximately 3.1 per cent of the issued ordinary share capital.

#### **Resolution 18: 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 to grant a new authority to the Company to purchase up to 15,000 US dollar preference shares. No sterling or US dollar preference shares have been repurchased since the AGM on 3 May 2007.

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 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 immediately cancelling them. 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 19: Adoption of new articles of association**

It is proposed in resolution 19 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 take account of changes in English company law brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix on pages 20 and 21. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which reflect changes made by the Companies Act 2006 have not been noted in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 11.

#### **Resolution 20: 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 Companies Act 2006 has increased the categories covered by the rules from two to three: political parties and independent election candidates, political organisations and political

expenditure. The directors have decided to retain the 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 2008 until 6 August 2009 unless previously renewed, revoked or varied by the Company in general meeting. The Act permits shareholders to grant authority for up to four years. However the directors will seek to renew this authority at each AGM.

#### **Resolution 21: Authority to offer share dividend alternative**

Under the Current Articles, the Board may offer any holders of ordinary shares (excluding shares held in treasury) the option to take their dividends either in cash, entirely in the form of new ordinary shares of the Company (a 'share dividend') or partly in shares and partly in cash. Resolution 21 renews the Board's authority to make a share dividend alternative available in respect of any dividend (whether interim or final) declared and paid for any financial period of the Company ending on or before 31 December 2012. The making of any share dividend alternative offers in respect of any prior financial period is also confirmed.

Voting in favour of the resolution will not prevent you, should you so wish, from electing to receive your dividends in cash in any of the next five years in which a share dividend alternative is offered.

The directors recommend all shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their own shares, and consider that the resolutions are in the best interests of the Company and shareholders as a whole.

# Appendix

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

### Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Certain examples of such provisions include provisions as to the form of resolutions, the requirement to keep accounting records, and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

### Form of resolution

Current Article 3 contains a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being removed as the concept of extraordinary resolutions has not been retained under the Companies Act 2006. Further, the remainder of the provision is reflected in full in the Companies Act 2006. All other references to extraordinary resolutions in the Current Articles have been changed to special resolutions in the New Articles.

The Current Articles enable members to act by written resolution. Under the Companies Act 2006 public companies can no longer pass written resolutions. These provisions have therefore been removed from the New Articles.

### Convening extraordinary and annual general meetings

Current Articles 51 to 55 deal with the convening of general meetings and the length of notice required to convene general meetings. These Articles are being removed because the relevant matters are provided for in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

### Age of directors

Current Article 87 contains a provision requiring a director's age to be disclosed if he has attained the age of 70 years or more in the notice convening a meeting at which the director is proposed to be elected or re-elected. In addition, Current Article 92 requires a director aged 70 or more to stand for re-election annually. Such provisions could now breach the Employment Equality (Age) Regulations 2006 and have therefore been removed from the New Articles.

### Directors' interests

The Companies Act 2006 sets out directors' general duties. The provisions largely codify the existing law, but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only independent directors (i.e. those who have no interest in the matter being considered) will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at Board meetings and availability of Board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

#### Notice of board meetings

Current Article 114 provides that when a director is abroad he can request that notice of directors' meetings are sent to him at a specified address and if he does not do so he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a director who is abroad.

#### Records to be kept

Current Article 138 requires that the Board keep accounting records. This has been removed as this requirement is now contained in the Companies Act 2006.

#### Distribution of assets otherwise than in cash

Current Article 149 contains provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by Current Article 149.

#### General

Generally the opportunity has been taken to bring clearer language into the New Articles.

# Additional information for shareholders attending the AGM

## The Meeting

The AGM will be held at The Plaisterers' Hall, One London Wall, London EC2Y 5JU. A map showing the location of the venue can be found on your shareholder attendance pass. The Meeting will start promptly at 12.00 noon London 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 on the Lower Ground floor. 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 Meeting.

## Security

For your safety and security, hand baggage may be subject to examination on entry to The Plaisterers' Hall. 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 Meeting hall. Mobile phones, Blackberries and pagers should be turned off throughout the Meeting.

## Refreshments

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

## Attending the Meeting

All shareholders, proxies and joint shareholders may attend and speak at the Meeting. However, in the case of a joint shareholder only the first shareholder listed on the register of members is entitled to vote. 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

All shareholders will have the opportunity to ask questions at the Meeting. If you wish to ask a question, please raise your hand and wait for the Chairman to invite you to ask your question.

## Persons with disabilities

The Plaisterers' Hall has full wheelchair access. An induction loop system will be available in the Meeting hall.

Anyone accompanying a shareholder in need of assistance will be admitted to the Meeting. 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 8888).

Standard Chartered staff will be on hand to guide you to the lift to take you to the Lower Ground floor.

## First Aid

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

## Enquiries

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

# Annual General Meeting – 7 May 2008

Instead of returning this form, you may find it easier and quicker to email your question to [agm.2008@standardchartered.com](mailto:agm.2008@standardchartered.com).

If there is a question or questions you would like to have addressed at the Meeting on 7 May 2008, please write your question(s) here and return this form as indicated below:

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 Meeting. 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: .....

If you are not able to send your question(s) by email, please complete and return this form to the Company's registrar along with your proxy form/voting instruction form using the prepaid envelope. Shareholders registered in the United Kingdom should return their form to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom to arrive **no later than 12.00 noon London time on Monday 5 May 2008**. 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 Monday 5 May 2008**.



© **Standard Chartered PLC**

March 2008

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