

STANDARD CHARTERED BANK (PAKISTAN) LIMITED**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Ninth Annual General Meeting (AGM) of the shareholders of **Standard Chartered Bank (Pakistan) Limited ("Bank")** will be held on Monday, March 30, 2015 at 4:00 PM at the Moosa G. Desai Auditorium, Institute of Chartered Accountants of Pakistan, ICAP House, Block 8, Clifton, Karachi, to transact the following business:

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts (consolidated and un-consolidated) of the Bank and its subsidiaries for the year ended December 31, 2014 along with the Directors' and Auditors' Reports thereon.
2. To consider the appointment of external auditors namely M/s KPMG Taseer Hadi & Co., Chartered Accountants, for the year 2015 and to authorise the Chief Executive Officer and Chief Financial Officer to fix their remuneration. M/s KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.
3. To consider and approve final cash dividend @ 15% (i.e. Rs 1.50 per share) as recommended by the Board of Directors, in addition to the interim dividend of 7.5% already paid for the year 2014.

B. SPECIAL BUSINESS

4. To approve the remuneration paid to the Independent Non-Executive Directors of the Bank for the year ended December 31, 2014 in accordance with the Articles of Association of the Bank and in that connection to pass the following resolution, as ordinary resolution, with or without modification, addition or deletion:

"RESOLVED THAT the decision of the Board of Directors of Standard Chartered Bank (Pakistan) Limited to pay a fee of Rs. 5,795,000 during the year ended December 31, 2014 to the independent non-executive members of the Board, in terms of their discretion under the Articles of Association of the Bank, be and is hereby confirmed and approved by the shareholders."

A statement of material facts under section 160 (1) (b) of the Companies Ordinance, 1984 relating to the aforesaid special business to be transacted in the said Annual General Meeting is appended below.

C. OTHER BUSINESS

5. To transact any other business as may be placed before the meeting with the permission of the Chair.

By Order of the Board

Asif Iqbal Alam
Company Secretary

Karachi: March 04, 2015

Notes:

1. The Share Transfer Books of the Bank will remain closed from March 23, 2015 to March 30, 2015 (both days inclusive). Transfers received at the Share Registrar by the close of business on March 20, 2015 will be treated in time.
2. Only those persons whose names appear in the Register of Members of the Bank as at March 20, 2015 are entitled to receive the cash dividend, and attend and vote in the AGM.
3. A member entitled to attend and vote at the above meeting is entitled to appoint another member as his/her proxy to attend and vote instead of him/ her. Proxies, in order to be valid, must be received by the Bank at its registered office marked for the attention of the office of the Company Secretary, not less than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
4. Members are requested to notify change in their address, if any, to the Bank's Share Registrars, M/s. Central Depository Company of Pakistan Limited (Share Registrar Department), CDC House, 99-B, Block B, SMCHS, Main Shahra-e-Faisal, Karachi - 74400. Toll Free: 0800-CDCPL (23275), Fax: (021) 34326053, Email: info@cdcpak.com.
5. **A. For Attending the Meeting:**
 - i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerised National Identity Card (CNIC) or original passport at the time of attending the Meeting.
 - ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the Meeting.
- B. For Appointing Proxies:**
 - i) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv) The proxy shall produce his original CNIC or original passport at the time of the Meeting.
 - v) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Bank.
6. Members may inspect the minutes of the AGM held on March 28, 2014, in terms of Section 173 of the Companies Ordinance, 1984, at the Bank's registered address.
7. In terms of Securities and Exchange Commission of Pakistan's (SECP) S.R.O. 634 (I)/ 2014, the Annual Report for the year ended 2014 will also be placed on the Bank's website simultaneously with the dispatch of the same to the members.
8. Pursuant to the directive of FBR, rate of withholding tax on gross amount of dividend for Filer is 10% and for Non Filer is 15%. Where, Filer means a person whose name appears on the Active Taxpayers List (ATL; available at the FBR website) or a holder of a "Taxpayer's Card" and Non Filer means a person who is not a Filer. To enable the Bank to make tax deduction on the amount of cash dividend @ 10% instead of 15%, all shareholders whose names are not entered into the ATL despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the start of closed period (referred above), otherwise tax on their cash dividend will be deducted @15% instead of 10%.
9. SECP through its Notification SRO 787 (I)/2014 dated September 8, 2014 has allowed the circulation of Audited Financial Statements along with Notice of AGM to the members through e-mail. Therefore, all members of the Bank who wish to receive soft copy of Annual Report are requested to send our share registrar their e-mail addresses. The consent form for electronic transmission can be downloaded from the notices section (under 'about us' tab) on our website (i.e. www.sc.com/pk)

Statement under section 160(1) (b)

The meeting fee payable to the independent non-executive members of the Board was approved by the Board of Directors in terms of Article 60 of the Articles of Association of the Bank. This meeting fee requires approval of the shareholders in AGM in terms of paragraph C-2 of Regulation G-1 of Prudential Regulations for Corporate / Commercial Banking issued by the State Bank of Pakistan. The independent non-executive members of the Board are interested in the payment of fees and remaining members of the Board have no interest in the matter.

Shareholders awareness on CNIC requirement/ e Dividend / Bank Mandate:

In compliance with SECP's directive S.R.O. 831 (I)/2012 dated July 5, 2012, members are requested to provide a copy of their valid CNIC, if they have not already done so, to the Bank's Share Registrar at their above referred office address.

Furthermore, the Bank encourages its shareholders to provide dividend mandates of their respective Banks. The benefits associated with this are instant credit of dividends, no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address etc. For more information, the members may contact our Share Registrars.

