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200399/80

In accordance with
Regulation 32 of the
Overseas Companies
Regulations 2009

OS AA01

Statement of details of parent law and other information for an overseas company

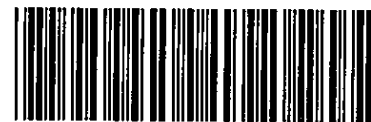


Companies House

☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law

☒ **What this form is NOT for**
You cannot use this form to register
an alteration of manner of company
with accounting requirements

MONDAY



A2NUQXUH

A31

23/12/2013

#236

COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of
overseas company ① STANDARD CHARTERED MB HOLDINGS B V

UK establishment
number B R 0 0 6 7 1 5

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ② DUTCH LAW

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ **No** Go to **Section A3**

☒ **Yes** Please enter the name of the organisation or other
body which issued those principles below, and then go to **Section A3**

Name of organisation
or body ③ IFRS

③ Please insert the name of the
appropriate accounting organisation
or body

A3 Accounts

Accounts Have the accounts been audited? Please tick the appropriate box

☒ **No** Go to **Section A5**

☐ **Yes** Go to **Section A4**

OS AA01

Statement of details of parent law and other information for an overseas company

A4 Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☒ **No** Go to Part 3 'Signature'☐ **Yes** Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

A5 Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☒ **No**☐ **Yes****Part 3 Signature**

I am signing this form on behalf of the overseas company

Signature

Signature

X

ARuby

X

for and on behalf of
SC (Secretaries) LimitedThis form may be signed by
~~Director, Secretary~~, Permanent representative

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **GROUP CORPORATE SECRETARIA**

Company name **STANDARD CHARTERED BANK**

Address **1 BASINGHALL AVENUE**

Post town **LONDON**

County/Region

Postcode **E C 2 V 5 D D**

Country

DX

Telephone

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form

**Important information**

Please note that all this information will appear on the public record

**Where to send**

You may return this form to any Companies House address

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Standard Chartered MB Holdings B.V.

Directors' Report and Financial Statements

For the year ended 31 December 2012

Registered Number: 33243778



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23/12/2013
COMPANIES HOUSE

#229

Standard Chartered MB Holdings B.V.

Contents

	Page/(s)
Directors' Report	3 - 4
Financial Statements	
Income Statement	5
Statement of other comprehensive income	5
Balance Sheet	6
Statement of Changes in Equity	7
Cash Flow Statement	8
Notes to the Financial Statements	9 – 14
Other information	
Supplementary Information	15

Standard Chartered MB Holdings B.V.

Directors' Report

The directors present their report together with the Company's financial statements for the year ended 31 December 2012

Principal activity

The principal activity of the Company is that of a holding company, it is not anticipated that this will change in the foreseeable future. The results of the Company are set out on page 5

Business review

The directors set out below a review of the development and performance of the business during the year and its position at the year end. This review is consistent with the size and nature of the business and is written in the context of the risks and uncertainties faced

The Company is an investment holding company. The Company received dividends of \$402,919 (2011: \$6,704,502)

The Company's main investments in subsidiaries are set out in note 5

The Company forms part of the Standard Chartered Group and this is not expected to change in the foreseeable future

The key performance indicator used by management in assessing the performance of the Company is the monitoring of the net return on the specific underlying transaction which the Company has entered into. Monthly management accounts are prepared and reviewed by the management of the Standard Chartered Bank business in which this Company resides

Financial instruments

Financial instruments for the year comprised inter group balances

Dividends paid

The directors do not recommend the payment of a dividend (2011: \$11,000,000)

Creditor payment policy

The Company is a holding company and does not trade. Therefore, it is not considered meaningful to give average supplier payment terms

Management

The directors of the Company perform the role of management and, for the purpose of these financial statements, are considered to undertake the roles and responsibilities of Management required by Part 9 of Book 2 of the Netherlands Civil Code

Directors	Date of appointment	Date of resignation
M A Lomax	17 May 2002	
E J D'Lima	10 January 2005	
S K Jain	1 September 2006	21 November 2012
S D Davis	6 September 2010	
D W C Ip	6 September 2010	16 July 2013
N K J Taylor	6 September 2010	
P S Chambers	21 November 2012	

Employees

The Company had no employees (2011: nil)

Directors' Report (continued)

Risk management and financial instruments

The risk management objectives of the Company are set out in note 9

Political and charitable contributions

The Company made no political contributions during the year (2011 nil)

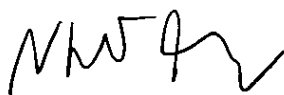
By order of the board



Directors

Company registered number - 33243778

London, 19 November 2013



S. D. Davis



1 Basinghall Avenue
London
EC2V 5DD

Standard Chartered MB Holdings B.V.

Income Statement

for the year ended 31 December 2012

	Note	31 December 2012 US\$	31 December 2011 US\$
Financial Income			
Dividends received		402,919	6,704,502
Profit before taxation		402,919	6,704,502
Tax on ordinary activities	4	(40,292)	(410,450)
Profit after taxation	6	362,627	6,294,052

The notes on pages 9 to 14 form part of these financial statements

Statement of Other Comprehensive Income

for the year ended 31 December 2012

The company had no comprehensive income for the years ended 31 December 2012 and 31 December 2011. A separate statement of other comprehensive income has therefore not been prepared.



Directors
Company registered number - 33243778

London, 19 November 2013



S. J. Davis

M. A. Lyons

1 Basinghall Avenue
London
EC2V 5DD

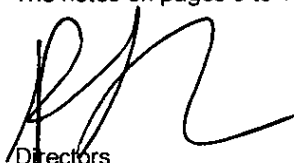
Standard Chartered MB Holdings B.V.

Balance Sheet

as at 31 December 2012

	Note	2012 US\$	2011 US\$
Non-current assets			
Investment in subsidiary undertakings	5	28,999,770	28,999,770
Current assets			
Amounts owed by group undertakings		7,571,154	8,415,746
Total assets		36,570,924	37,415,516
Current liabilities			
Corporation tax payable	4	-	1,207,219
Equity			
Share capital	6	59,330	58,432
Share premium		31,076,268	31,076,268
Retained earnings		5,435,326	5,073,597
Total equity and liabilities		36,570,924	37,415,516

The notes on pages 9 to 14 form part of these financial statements



Directors

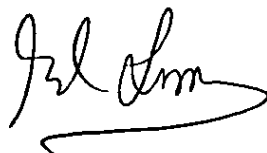
Company registered number - 33243778

London, 19 November 2013



S.D. Davis
M.A. Lomas

1 Basinghall Avenue
London
EC2V 5DD



Standard Chartered MB Holdings B.V.

Statement of Changes in Equity

for the year ended 31 December 2012

	Issued share capital US\$	Share premium US\$	Retained earnings US\$	Total US\$
Balance at 1 January 2011	60,360	31,076,268	9,777,618	40,914,246
Translation	(1,928)	-	1,928	-
Profit for the year	-	-	6,294,051	6,294,051
Dividend paid	-	-	(11,000,000)	(11,000,000)
Balance at 1 January 2012	58,432	31,076,268	5,073,597	36,208,297
Translation	-	-	-	-
Profit for the year	-	-	362,627	362,627
Dividend paid	-	-	-	-
Balance at 31 December 2012	58,432	31,076,268	5,436,224	36,570,924

Standard Chartered MB Holdings B.V.

Cash Flow Statement

for the year ended 31 December 2012

	Note	31 December 2012 US\$	31 December 2011 US\$
Cash flows from operating activities			
Profit before tax		420,919	6,704,502
Overseas tax paid		(40,292)	(410,450)
Decrease in amounts owed to group undertakings		(1,207,219)	-
Net cash from operating activities		844,592	6,294,052
Cash flows used in investing activities			
Disposal of Investments		-	5,013,369
Net cash used in investing activities		(844,592)	11,307,421
Cash flows used in financing activities			
Dividends paid to ordinary shareholders		-	(11,000,000)
Net cash used in financing activities		-	(11,000,000)
Net increase / (decrease) in cash and cash equivalents		(844,592)	307,421
Cash and cash equivalent on 1 January		8,415,746	8,108,325
Cash and cash equivalents on 31 December	7	7,571,154	8,415,746

The notes on pages 9 to 14 form part of the financial statements

Standard Chartered MB Holdings B.V.

Notes to the Financial Statements

For the year ended 31 December 2011

1 Reporting entity

The Company is a private limited liability company established in Amsterdam on 29 December 1992. The address of the Company's registered office is 1 Basinghall Avenue, London EC2V 5DD. The principal activity of the Company is to act as a holding company.

The Company forms part of the Standard Chartered Group of which Standard Chartered PLC in London is the ultimate holding company.

The Company will deposit the consolidated accounts of Standard Chartered PLC at the Trade Register in Amsterdam.

The directors do not recommend the payment of a dividend (2011: 11,000,000).

2 Principal accounting policies

Statement of compliance

The Company's financial statements have been prepared and approved by the directors in accordance with the International Financial Reporting Standards as adopted by the EU ("adopted IFRSs").

Basis of preparation

The Company has prepared its financial statements on a going concern basis and in accordance with International Financial Reporting Standards ('IFRSs') as endorsed by the European Union ('EU'). EU-endorsed IFRSs may differ temporarily from IFRSs as published by the International Accounting Standards Board ('IASB') if new or amended IFRSs have not been endorsed by the EU.

At 31 December 2012, there were no unendorsed standards effective for 31 December 2012 affecting these financial statements, and there was no difference in application to the Company between IFRSs endorsed by the EU and IFRSs issued by the IASB.

IFRSs comprise accounting standards issued by the IASB and its predecessor body as well as interpretations issued by the International Financial Reporting Interpretations Committee ('IFRIC') and its predecessor body.

Recently issued accounting pronouncements

The full impact of these IFRSs and IFRIC Interpretations is currently being assessed by the Company, none of these pronouncements are expected to result in any material adjustments to the financial statements.

Pronouncement	Description of impact	Mandatory effective date for the Company
IAS 32 - Offsetting Financial Assets and Financial Liabilities	<p>In December 2011, the IASB issued amendments to IAS 32 'Offsetting Financial Assets and Financial Liabilities' which clarified the requirements for offsetting financial instruments and addressed inconsistencies in current practice when applying the offsetting criteria in IAS 32 'Financial Instruments: Presentation'. The amendments are effective for annual periods beginning on or after 1 January 2014 and are required to be applied retrospectively. The Company has not yet determined the financial impact of the standard.</p> <p>IAS 32 as published had not been endorsed by the EU at 31 December 2012.</p>	1 January 2014

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

Pronouncement	Description of impact	Mandatory effective date for the Company
IFRS 9 – Financial Instruments (Classification and Measurement)	<p>IFRS 9 replaces certain elements of IAS 39 in respect of the classification and measurement of financial assets and financial liabilities. The standard requires all financial assets to be classified as fair value or amortised cost. Amortised cost classification is only permitted where the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and where these contractual cash flows are solely payment of principal and interest. Gains or losses on assets measured at fair value are recognised in the income statement unless the asset is an equity investment and the Group has elected to present such gains or losses in other comprehensive income.</p> <p>Financial liabilities are required to be measured at fair value or amortised cost similar to IAS 39 requirements except that the change in fair value relating to own credit is reported within other comprehensive income and not the income statement.</p> <p>IFRS 9 as published had not been endorsed by the EU at 31 December 2012.</p>	1 January 2015
IFRS 13 <i>Fair Value Measurement</i>	<p>Consolidates the guidance on how to measure fair value into one comprehensive standard. It introduces the use of an exit price, as well as extensive disclosure requirements, particularly the inclusion of non-financial instruments into the fair value hierarchy. This amendment had not been endorsed by the EU at 31 December 2012.</p>	1 January 2013
IFRS 7 - Offsetting Financial Assets and Financial Liabilities	<p>In December 2011, the IASB issued amendments to IFRS 7 'Disclosures – Offsetting Financial Assets and Financial Liabilities' which requires the disclosures about the effect or potential effects of offsetting financial assets and financial liabilities and related arrangements on an entity's financial position. The amendments are effective for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods. The amendments are required to be applied retrospectively. The standard is not expected to have a material impact on the Company.</p> <p>IFRS 7 as published had not been endorsed by the EU at 31 December 2012.</p>	1 January 2013

These financial statements present information about the Company as an individual undertaking and not about its group.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Functional Currency

The financial statements are presented in US dollars (USD), which is the Company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Non monetary transactions are translated at historical exchange rates.

Notes to the Financial Statements (continued)

Share capital

Incremental costs directly attributable to the issue of new shares or options or to the acquisition of a business are shown in equity as a deduction, net of tax, from the proceeds

Dividends on ordinary shares are recognised in the period in which they are declared

Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise balances with less than three months maturity from the date of acquisition, including cash and balances at central banks (unless restricted), treasury bills and other eligible bills, loans and advances to banks and group undertakings and short-term government securities

Taxation

Income tax on profit or loss for the period comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity

Current tax is the expected tax payable/recoverable on the taxable result for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments payable in respect of previous years

Investment in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less impairment

Other assets and liabilities

Unless otherwise indicated, assets and liabilities are stated at their nominal value, and are due within one year

Dividends

Dividend income is recognised in the income statement when the Company's right to receive payment is established

3 Directors' remuneration

None of the director received any fees or emoluments from the company during the year (2011: nil)

Notes to the Financial Statements (continued)

4 Taxation

Analysis of taxation charge in the year

	2012 US\$	2011 US\$
The charge for taxation based upon the profits for the year comprises		
Current tax		
United Kingdom corporation tax at 24.5% (2011: 26.5%)		
Current tax on income for the year	-	-
Foreign tax		
Current tax on income for the year	40,292	410,450
Tax on profits on ordinary activities	40,292	410,450

Explanation of the relationship between tax charge and accounting profit

	2012 US\$	2011 US\$
Profit on ordinary activities before taxation	402,919	6,704,502
Tax at 24.5% (2011: 26.5%)	98,715	1,776,693
Effects of		
Adjustments to tax charge in respect of prior periods	-	-
Non-taxable dividend income	(98,715)	(1,776,693)
Overseas tax	40,292	410,450
Tax on profits on ordinary activities	40,292	410,450

Following the March 2011 UK Budget Statement, a resolution was passed by Parliament on 29 March 2011 to substantively enact the reduction in the main rate of corporation tax to 26 per cent from 1 April 2011. The UK corporation tax rate was then reduced from 26 per cent to 24 per cent with an effective date of 1 April 2012, giving a blended rate of 24.5 per cent for the year.

On 5 December 2012, the UK government announced a further reduction in the main rate of UK corporation tax of 1 percent with effect from 1 April 2014, in addition to the stepped reductions previously announced. The combined effect of the reductions is to lower the main rate of UK corporation tax from 24 percent in 2012-13 to 23 percent in 2013-14, 21 percent in 2014-15 and 20 per cent in 2015-16.

At 31 December 2012, only the further tax rate change for 2013-14 to 23 percent had been substantively enacted.

Unrecognised Deferred Tax Asset

Deferred tax assets of approximately \$1.7m, as at the end of the financial year, in respect of realised capital losses have not been recognised as their future recovery is uncertain. Capital losses can be carried forward indefinitely.

Notes to the Financial Statements (continued)

5 Investment in subsidiary undertakings

	2012 US\$	2011 US\$
Cost at 1 January	34,013,139	34,013,139
Disposals	(5,013,369)	(5,013,369)
Balance as at 31 December	28,999,770	28,999,770

At 31 December 2012 the subsidiary undertakings held directly by the Company were

	Principal activity	Place of incorporation	% Holding	
			2012	2011
Standard Chartered (2000) Limited	Merchant Bank	Singapore	100	100
Standard Chartered Asia Limited	Merchant Bank	Hong Kong	100	100
Standard Chartered (Thailand) Company Limited	Hire Purchase & Leasing	Thailand	100	100

6 Called up Share capital

	2012 US\$	2011 US\$
Authorised		
50,000 Ordinary shares of Euro 4 5 each, totalling Euro 225,000	292,158	292,158
Issued and fully paid		
10,000 Ordinary shares of Euro 4 5 each, totalling Euro 45,000	58,432	58,432

7 Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise the following balances with less than three months maturity from the date of acquisition. The fair value of the cash and cash equivalents do not materially differ from the carrying value.

	2012 US\$	2011 US\$
Current accounts owed by group undertakings	7,571,154	8,415,746
Cash and cash equivalents	7,571,154	8,415,746

8 Related parties

Directors and officers

No directors who served during the year received any fees or emoluments from the Company during the financial year. Details of the directors are disclosed in the Directors' Report on page 3.

Company

The Company has non interest bearing current accounts owed by Standard Chartered Bank of \$7,571,154 (2011 \$8,415,746).

Notes to the Financial Statements (continued)

9 Risk management and financial instruments

(a) Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligation towards the Company. Financial instruments for the year comprised inter group balances and investments. The Standard Chartered Group has policies and procedures in place to manage risk so that the credit risk from amounts owed by group undertakings is not considered significant.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity risk is mitigated as both investing and funding decisions are within the control of the ultimate parent undertaking.

(c) Foreign currency risk

Foreign currency risk is the risk of a loss from assets or liabilities denoted in a foreign currency. Share capital is denominated in Euro. Changes in the value of share capital is reported within Retained Earnings and is not considered significant.

(d) Market risk

Market risk is the exposure created by potential changes in market prices and rates. The Company is not directly exposed to any significant market risk.

10 Staff numbers and employment costs

The Company has no employees (2011: nil).

11 Ultimate Holding Company and Parent Undertaking of Larger Group

The Company is a subsidiary undertaking of Standard Chartered International Holdings BV, a company incorporated in the Netherlands. The ultimate holding company is Standard Chartered PLC registered in England and Wales. The smallest group in which the results of the company consolidated is Standard Chartered Bank, the largest group in which the results of the Company are consolidated is that headed by Standard Chartered PLC. The consolidated financial statements of this Company are available to the public and may be obtained from its registered office located at 1 Basinghall Avenue, London EC2V 5DD.

12 Contingencies

The Company has no contingent assets or liabilities.

Standard Chartered MB Holdings B.V.

Supplementary Information

Appropriation of Profit

The Articles of Association provide that the profit for the year and reserves are at the free disposal of the Annual General Meeting of Shareholders

An interim dividend out of the profits made in the current financial year can be distributed if the general meeting upon the proposal of the managing board so determines

The directors do not recommend the payment of a dividend (2011 \$11,000,000)

Audit

An audit of the financial statements has not been carried out as the Company qualifies as small as defined in Article 396 of Part 9 Book 2 of the Dutch Civil Code