

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.

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an alteration of man
with accounting req

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#32
COMPANIES HOUSE

ase
uk

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 6

→ 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 Civil Code

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**.

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

Name of organisation
or body ③

Dutch GAAP

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

APB

for and on behalf of
SC (secretaries) LtdThis form may be signed by:
Director, Secretary, Permanent representative.

OS AA01

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



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 Secretariat**

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,
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DX 33050 Cardiff.

Scotland:

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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

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

Standard Chartered Holdings (International) B.V.

Directors' Report and Financial Statements

For the year ended 31 December 2019

Registered Number: 33243770

FC Number: FC024089

Contents

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Directors' Report

The Directors present their Directors' report and Financial Statements of Standard Chartered Holdings (International) B.V. (the "Company") for the year ended 31 December 2019.

The financial statements have been amended and supersede the financial statements signed on August 21, 2020.

Principal activities

The principal activity of the Company is that of a holding company. 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 Group business in which this Company resides.

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

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. The 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 a holding company. Given the upcoming change to the EU legislation on the prudential requirements for banks and financial holdings, a review was carried out to decide what impact the change would have on the current Group structure. There is no material impact to the Group.

During the year, the Company received \$224 million (2018: \$388 million) capital injection from its parent, SCMB Overseas Limited which it in turn fully injected into its subsidiary, Standard Chartered MB Holdings B.V. The Company also reduced its share premium by \$954.4 million to zero by reallocating it to distributable reserves. The Company received dividends of \$252.1 million (2018: \$215.2 million) from its subsidiaries.

During the year local trading in foreign currencies were banned in Zimbabwe including the US Dollar. The Zimbabwe dollar was reintroduced. This resulted in a devaluation of the amount due from Africa Enterprise Network Trust by \$0.3 million.

Financial instruments

Financial instruments for the year comprised inter-group balances.

Results and dividends

The Company paid an interim dividend of \$586.5 million during the year (2018: nil).

Management

The Directors of the Company perform a role of management and, for the purpose of the financial statements, are considered to undertake the roles and responsibilities of Management required by Title 9 of Book 2 of the Dutch Civil Code.

Directors

P S Chambers
N K J Taylor
S Singh Rai

Date of appointment

21 November 2012
02 September 2010
28 June 2017

As at December 2019, the female composition of the Standard Chartered PLC Group's board of directors was 31%. The Group's Board Diversity Policy is committed to ensuring a diverse board membership which includes increasing the representation of women on the Board with the aim of having a minimum of 33% female representation.

Employees

The Company had no employees (2018: nil).

Risk management

The risk management objectives of the Company are set out in note 13.

Directors' report (continued)

Subsequent events

The COVID 19 outbreak has developed rapidly in 2020, with a significant number of infections. Financial markets and business operations have been affected to various degrees and measures taken by governments worldwide have put a significant burden on economic activity. The investments held by the Company were assessed for the impact of the COVID-19 outbreak. The assessment does not result in any impairment in the investments.

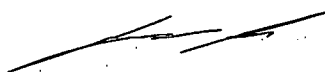
Political and charitable contributions

The Company made no political contributions during the year (2018: nil).

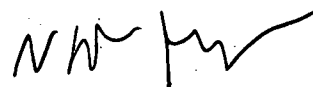
By order of the board



P S Chambers



S Singh Rai



N K J Taylor

Directors

Company registration number - 33243770

Date: 16 December 2020

1 Basinghall Avenue
London
EC2V 5DD
UK

Balance sheet after appropriation of profit

as at 31 December 2019

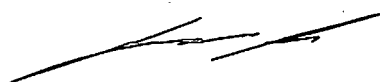
	Note	2019 \$000	2018 \$000
Financial fixed assets			
Investments in subsidiaries	8	349,453	228,273
Current assets			
Amount due from group companies	10,12	16,008	339,923
Investment securities	9	10,167	26,594
Total assets		375,628	594,790
Current liabilities			
Amounts due to group companies	12	1,313	1,313
Corporation tax payable	7	2,757	174
Total liabilities		4,070	1,487
Equity			
Share capital	11	4,166	4,197
Share premium		-	730,546
Translation reserves		508	426
Retained earnings/(Accumulated losses)		366,884	(141,866)
Total equity		371,558	593,303
Total equity and liabilities		375,628	594,790

The notes on pages 8 to 16 form part of the Financial Statements. These financial statements were approved by the Board of Directors on 16 December 2020, and were signed on its behalf by:



P S Chambers

Directors
London, 16 December 2020



S Singh Rai



N K J Taylor

Profit and Loss Account

for the year ended 31 December 2019

	Note	2019 \$000	2018 \$000
Interest income	3	8,549	2,291
Dividend income	4	252,152	215,227
Other operating expense	5	(14,206)	(5,963)
Total operating income		246,495	211,555
Impairment of amounts due from group companies	6	(337)	-
Impairment of investment in subsidiaries	8	(102,820)	(389,500)
Profit/(loss) before taxation		143,338	(177,945)
Tax (charge)/credit	7	(2,583)	115
Profit/(loss) for the year		140,755	(177,830)

The Company had no comprehensive income for the years ended 31 December 2019 and 31 December 2018 other than the profit/ (loss) for the year. A separate statement of other comprehensive income has therefore not been prepared.

The notes on pages 8 to 16 form part of the Financial Statements.

Statement of Changes in Equity

for the year ended 31 December 2019

	Share capital \$000	Share premium \$000	Translation reserves \$000	(Accumulated Losses)/Retained Earnings \$000	Total \$000
At 1 January 2018	4,352	342,598	219	35,964	383,133
Currency translation reserve	(207)	-	207	-	-
(Loss) for the year	-	-	-	(177,830)	(177,830)
Shares issued in year	52	387,948	-	-	388,000
At 31 December 2018/ 1 January 2019	4,197	730,546	426	(141,866)	593,303
Currency translation reserve	(82)	-	82	-	-
Profit for the year	-	-	-	140,755	140,755
Shares issued in year	51	223,949	-	-	224,000
Transfer to reserves	-	(954,495)	-	954,495	-
Dividend paid in year	-	-	-	(586,500)	(586,500)
At 31 December 2019	4,166	-	508	366,884	371,558

The exchange rate used to convert the Euro share capital is 0.89159 (2018: 0.87388)

The notes on pages 8 to 16 form part of the Financial Statements.

Statement of Cash Flows

for the year ended 31 December 2019

	Note	2019 \$000	2018 \$000
Cash flows from operating activities			
Profit/(loss) before tax		143,338	(177,945)
Adjustment for items not involving the movement of funds			
Impairment of investment in subsidiaries	8	102,820	389,500
Change in amount due to/from Group Companies		261	(319)
Changes in fair value of investment in securities	5	14,262	6,245
Group tax relief paid		-	(31)
Net cash from operating activities		260,681	217,450
Cash flows from investing activities			
Acquisition of investment in subsidiaries	8	(224,000)	(388,000)
Acquisition of investment securities	9	(163)	(103)
Disposal of investment securities	9	2,328	9,415
Net cash used in investing activities		(221,835)	(378,688)
Cash flows from financing activities			
Proceeds from issue of new shares	11	224,000	388,000
Dividend paid		(586,500)	-
Net cash (used)/from financing activities		(362,500)	388,000
Net (decrease)/increase in cash and cash equivalents		(323,654)	226,762
Cash and cash equivalents at beginning of year		339,362	112,600
Cash and cash equivalents at end of year	10	15,708	339,362

The notes on pages 8 to 16 form part of the Financial Statements.

Notes to the Financial Statements

for the year ended 31 December 2019

1. Principal accounting policies

Reporting entity

The Company is a closed limited liability company established in Amsterdam on 29 December 1992. The registered office of the Company is 1 Basinghall Avenue, London EC2V 5DD and the registered number is 33243770. The principal activity of the Company is to act as a holding company.

The Company is a wholly owned subsidiary undertaking of SCMB Overseas Limited, a company registered in England. The Company forms part of the Standard Chartered Group of which Standard Chartered PLC in London is the ultimate holding company. The Company has deposited the consolidated accounts of Standard Chartered PLC at the Trade Register in Amsterdam.

The principal activity of the Company is that of a holding company.

Financial reporting period

These financial statements have been prepared for a reporting period of one year.

Basis of preparation

The financial statements have been prepared in accordance with Title 9, Book 2 of the Netherlands Civil Code.

Application of Section 408, Book 2 of the Netherlands Civil Code

Consolidated Financial Statements have not been prepared, as is permitted by Article 408, Book 2 of the Dutch Civil Code. Pursuant to the conditions of this article, the Company will file with the Trade Register of the Chamber of Commerce in Amsterdam the consolidated financial statements of its ultimate parent company (Standard Chartered PLC, London, England).

Going concern

The directors have made an assessment covering a period of at least 12 months from the date of approval of these financial statements which indicates that, taking account of reasonably possible downsides, the Company has adequate resources to meet its liabilities as they fall due for that period. In preparing this assessment, the directors have considered the current economic uncertainty, in particular the effects of the novel coronavirus (COVID 19) outbreak. The directors do not expect the uncertainty to impact the Company's ability to meet its liabilities.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Investment in subsidiary undertakings

Subsidiaries are entities controlled by the Company. The subsidiaries are included in the Financial Statements from the date that control commences until the date that control ceases and are measured at cost less impairment. The accounting policies of subsidiaries will be changed when necessary to align them with the policies adopted by the Group.

Participating interests, including majority investments where significant influence can be exercised, are stated at acquisition cost in accordance with Article 214.325 of the Guideline for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board, with reference to Title 9, Book 2, Article 408 of the Dutch Civil Code or in case of a permanent impairment of the value of the shares, it is measured at impaired value; any write-offs are disclosed in the profit and loss account (refer to note 'Impairment').

Interest income and expense

Interest income and expense is recognised in the income statement using the effective interest rate method.

The effective interest rate method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Notes to the Financial Statements (continued)

for the year ended 31 December 2019

1. Principal accounting policies (continued)

Expense recharges

Costs and expenses which are incurred in respect of the corporate governance of the Company are recharged by Standard Chartered Group on a cost basis.

Functional currency

The Company's functional and presentational currency is the United States Dollar (USD or \$). All financial information presented in USD has been rounded to the nearest thousand, except when otherwise indicated.

Foreign currency transactions and balances

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.

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

Dividends on equity instruments are recognised in the income statement when the Company's right to receive payment is established.

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, short-term government securities.

Estimates and assumptions

The preparation of the financial statements requires management to form opinions and to make estimates and assumptions that influence the application of principles and the reported values of assets and liabilities and of income and expenditure. The estimates and the underlying assumptions are constantly assessed. Revisions of estimates are recognised in the period in which the estimate is revised and in future periods for which the revision has consequences. In prior years, the valuation of the investment security was based on the capital accounts. A decision was made in the current year to change the valuation technique going forward to the use of trading multiples (price to book ratios) of public comparable companies. The change resulted in a \$15.3 million reduction in the fair value of the security from \$25.5 million to \$10.2 million in the current period.

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/recoverable in respect of previous years.

Deferred taxation is accounted for on an undiscounted basis at expected tax rates on all timing differences which occur where items are tax-effected in a period different from that in which they are recognised in the financial statements.

Notes to the Financial Statements (continued)

for the year ended 31 December 2019

1. Principal accounting policies (continued)

Investment securities

In accordance to Dutch reporting standard, for each (sub) category of investments in equity instruments without a stock exchange listing, the entity must make a choice to include them in the balance sheet at cost or fair value. If the entity opts to measure at fair value, the entity must make a choice per (sub) category for gains and losses arising from changes in the fair value of these instruments:

- directly recording in the income statement; or,
- to the extent that the result of an individual financial asset is cumulative positive, to be recognized directly in equity (reserve) until the moment of realization the gain. When the relevant assets are no longer recognized in the balance sheet, the cumulative result that was previously included in equity must be recognized in the income statement at once. In the case of a cumulative impairment below the cost price, this impairment must be recognized immediately in the profit and loss account, because only cumulative positive revaluations are recognized directly in equity.

The Company had opted for second option above until the end of 2017. Following the implementation of IFRS 9 in the Standard Chartered Group, the investment securities are now measured at fair value through profit and loss. As a result of this, the Company has opted to record the changes in fair value of these directly in the income statement as stipulated in the first option.

Receivables from group companies

The Company's financial assets are held at fair value through profit or loss and amortised cost.

Other assets and liabilities

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

Impairment

At each reporting date, the Company reviews the carrying amounts of its financial and non-financial assets (other than biological assets, investment property, inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash inflows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. For assets other than goodwill, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

2. Directors' emoluments

None of the Directors received any fees or emoluments for performing services as a director of the Company during the year (2018: nil).

3. Interest income

	2019 \$000	2018 \$000
Interest income from Standard Chartered Bank	8,549	2,291
Interest income	8,549	2,291

The Finance Act (No 2) 2015 introduced legislation to levy a surcharge of 8% on the profits of banking companies from 1 January 2016.

Notes to the Financial Statements (continued)

for the year ended 31 December 2019

3. Interest income (continued)

With this change all intercompany balances due from and to the Company's parent, Standard Chartered Bank (SCB) are charged interest from 1 January onwards. In 2018, SCB paid the Company interest of \$8.5 million (2018: \$2.3 million) on the cash balance deposited with SCB. The interest rate was the overnight rate of 2.14% (2018: 1.84%) on the average daily cash balance of \$400.3 million (2018: \$124.8 million).

4. Dividend income

	2019 \$000	2018 \$000
Dividend income from underlying subsidiaries	252,152	215,227
Total	252,152	215,227

5. Other operating expense

	2019 \$000	2018 \$000
Change in fair value on investment in securities (note 9)	(14,262)	(6,245)
Change in fair value of amount due from group companies	320	319
Other expenses	(20)	(37)
Foreign exchange loss	(244)	-
Total	(14,206)	(5,963)

6. Impairment of amounts due from group companies

	2019 \$000	2018 \$000
Impairment of amounts due from group companies	(337)	-
Total	(337)	-

During the year local trading in foreign currencies were banned in Zimbabwe including the US Dollar. The Zimbabwe dollar was reintroduced. This resulted in a devaluation of the amount due from Africa Enterprise Network Trust by \$0.3 million.

Notes to the Financial Statements (continued)

for the year ended 31 December 2019

7. Taxation

Analysis of tax credit for the year

	2019 \$000	2018 \$000
The credit for taxation based upon the profits for the year comprises:		
Current tax:		
United Kingdom corporation tax at 19% (2018: 19.00%)		
Current tax for the year	1,617	424
Adjustments in respect of prior periods	966	(539)
Tax Charge/(credit) on profit on ordinary activities	2,583	(115)

(a) Explanation of the relationship between tax (credit)/charge and accounting profit

	2019 \$000	2018 \$000
Profit/(loss) on ordinary activities before taxation	143,338	(177,945)
Tax Charge/(credit) at 19% (2018: 19.00%)	27,235	(33,810)
Effects of:		
Impairments	19,600	74,005
Non-taxable dividend income	(47,909)	(40,893)
Non-deductible loss on change in fair value through investment in securities	2,710	1,188
Non-taxable fair value gain on receivables	(61)	(61)
Non deductible foreign exchange loss	46	-
Share of investment in securities' taxable loss	(4)	(14)
Prior year adjustment	966	(539)
Transfer pricing adjustment	-	9
Tax charge/(credit) on profit/(loss) on ordinary activities	2,583	(115)

The UK corporation tax rate is 19% for the years ended 31 December 2019 and 31 December 2018. A reduction in the rate from 19% to 17% was substantively enacted on 6 September 2016 by the Finance Act 2016, effective from 1 April 2020. In the 11 March 2020 Budget it was announced that the UK tax rate will remain at the current 19% and not reduce to 17% from 1 April 2020. As this reversal has not been substantively enacted at the balance sheet date, deferred tax continues to reflect the rate reduction in these Financial Statements.

Share of investment in securities' taxable profit/(loss)

The company is subject to UK corporation tax on the underlying taxable profits/(loss) of the entity which represents its investment in securities. Any tax payable/receivable is settled through group relief arrangements. The tax arising from this investment is recognised in the Profit & Loss Account of the company.

Unrecognised Deferred Tax Asset

Deferred tax assets of approximately US\$4.2 million (2018: US\$2 million), as at the end of the financial year, in respect of realised capital losses have not been recognised as their future recovery is uncertain or not currently anticipated. Capital losses can be carried forward indefinitely.

Notes to the Financial Statements (continued)

for the year ended 31 December 2019

Balance Sheet

Corporation Tax payable

	2019	2018
	\$000	\$000
Amounts due to group undertakings for UK tax losses	(2,757)	(174)

8. Investment in subsidiaries

	2019	2018
	\$000	\$000
Cost at 1 January	626,886	238,886
Additions	224,000	388,000
Disposal	(522)	-
Cost at 31 December	850,364	626,886
Impairment at 1 January	(398,613)	(9,113)
Disposal	522	-
Impairment charge during the year	(102,820)	(389,500)
Impairment at 31 December	(500,911)	(398,613)
Net book value at 31 December	349,453	228,273

The subsidiary undertakings of the Company are as follows:

Investment	Place of incorporation	% Holding		Principal activity
		2019	2018	
Standard Chartered MB Holdings B.V.	Netherlands	100	100	Holding company
Standard Chartered Finance (Brunei) Bhd	Brunei Darussalam	100	100	Auto hire-purchase & leasing
Standard Chartered Holdings (Africa) B.V.	Netherlands	100	100	Holding company
Standard Chartered Holdings (Asia Pacific) B.V.	Netherlands	100	100	Holding company
Raffles Nominees (Pte.) Limited	Singapore	100	100	Nominee services
Standard Chartered Bank Zimbabwe Limited	Zimbabwe	3.17	3.17	Banking
Standard Chartered Metropolitan Holdings SAL	Lebanon	100	100	Holding company

During the year the Company invested \$224.0 million (2018: \$388.0 million) into its subsidiary, Standard Chartered MB Holdings B.V. and impaired the investment by \$102.3 million (2018: \$388 million). The investment in Smart Application B.V. was disposed of during the year.

Notes to the Financial Statements (continued)

for the year ended 31 December 2019

9. Investment securities

	2019 \$000	2018 \$000
At 1 January	26,594	42,151
Additions	163	103
Disposals	(2,328)	(9,415)
Change in fair value on investment in securities (note 9)	(14,262)	(6,245)
Fair value at 31 December	10,167	26,594
Net book value at 31 December	10,167	26,594

The investment in securities relates to 10.21% holding in Corsair III Financial Services. The fair valuation is based on trading multiples (price to book multiples) of comparable entities held by Corsair III Financial Services.

10. 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 balances disclosed below are free for the use of the Company as it sees fit.

	2019 \$000	2018 \$000
Amounts owed by Standard Chartered Bank	15,708	339,362
Cash and cash equivalents	15,708	339,362

11. Called up share capital

The Company's authorised share capital consists of 1,918,467 ordinary shares of Euro 4.50 each, totalling Euro 8,633,101.5 (2018: 1,918,467 ordinary shares of Euro 4.5 each, totalling Euro 8,633,101.5).

As at 31 December 2019, issued and fully paid shares were comprised of 825,335 ordinary shares totalling Euro 3,714,007.5 (2018: 815,335 ordinary shares of Euro 4.50 totalling Euro 3,669,007.5).

The exchange rate used to convert the Euro share capital to US dollars is 0.89159 (2018: 0.87388).

During the year, the Company issued \$224 million (2018: \$388 million) worth of 10,000 ordinary shares to its parent, SCMB Overseas Limited comprising of \$0.05 million share capital and \$223.95 million share premium. The Company also reduced its share premium by \$954.4 million to zero by reallocating it to distributable reserves.

The Company's primary objective in respect of capital management is to ensure that it has sufficient capital now and in the future to support the risks in the business. The Company is not subject to externally imposed capital requirements in either the current year or the prior year. The Company manages its ordinary share capital in order that there is sufficient capital, in the opinion of the Directors, to support the transactions and level of business undertaken by the Company.

Notes to the Financial Statements (continued)

for the year ended 31 December 2019

12. Related parties

Directors and officers

None of the Directors or officers received any fees or emoluments in respect of qualifying services to the Company during the year (2018: nil).

Company

	2019 \$000	2018 \$000
Assets		
Amounts due from Standard Chartered Bank - interest bearing	15,708	339,362
Amounts due from other group companies - non interest bearing	300	561
Total assets	16,008	339,923
Liabilities		
Amounts due to other group companies - non interest bearing	1,313	1,313
Total liabilities	1,313	1,313

The amount due from group companies includes an amount due from Africa Enterprise Network Trust of \$0.3 million (2018: \$0.6 million). During the year local trading in foreign currencies were banned in Zimbabwe including the US Dollar. The Zimbabwe dollar was reintroduced. This has resulted in a devaluation of the amount due from Africa Enterprise Network Trust by \$0.3 million.

13. Risk management

(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 Equity so 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.

14. Staff numbers and employment costs

The Company has no employees (2018: nil).

Notes to the Financial Statements (continued)

for the year ended 31 December 2019

15. Ultimate holding and parent undertaking of larger group

The Company is a subsidiary undertaking of SCMB Overseas Limited, a company registered in England and Wales. The ultimate holding company is Standard Chartered PLC registered in England and Wales. The smallest group in which the results of the Company are 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.

16. Contingencies

The Company has no contingent assets or liabilities.

17. Appropriation of Profit for the year

During the year, the Company paid an interim dividend of \$586.5 million (2018: nil). The profit for the year 2019 will be transferred to the retained earnings.

18. Subsequent events

The COVID 19 outbreak has developed rapidly in 2020, with a significant number of infections. Financial markets and business operations have been affected to various degrees and measures taken by governments worldwide have put a significant burden on economic activity. The investments held by the Company were assessed for the impact of the COVID-19 outbreak. The assessment does not result in any impairment in the investments.

Standard Chartered Holdings (International) B.V.

Other Information

Appropriation of Profit

The Articles of Association provide that the profit of a year and reserves are at the free disposal of the Annual General meeting of Shareholders.

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.