

## **HSBC Holdings plc**

At the Annual General Meeting of HSBC Holdings plc held at the Barbican Hall, Barbican Centre, London EC2 on Friday, 25 May 2001, the following Resolutions were passed:

### **ORDINARY BUSINESS**

1. THAT the Annual Accounts and the Reports of the Directors and of the Auditors for the year to 31 December 2000 be received;
2.
  - (i) THAT the Lord Butler be re-elected a Director;
  - (ii) THAT C F W de Croisset be re-elected a Director;
  - (iii) THAT W R P Dalton be re-elected a Director;
  - (iv) THAT Baroness Dunn be re-elected a Director;
  - (v) THAT W K L Fung be re-elected a Director;
  - (vi) THAT S K Green be re-elected a Director;
  - (vii) THAT S Hintze be re-elected a Director;
  - (viii) THAT Sir John Kemp-Welch be re-elected a Director;
  - (ix) THAT Sir Mark Moody-Stuart be re-elected a Director;
3. THAT KPMG Audit Plc be and are hereby reappointed Auditors of the Company from the conclusion of this Meeting until the conclusion of the next General Meeting of the Company at which accounts are laid, at remuneration to be determined by the Directors.

### **SPECIAL RESOLUTION**

4. THAT
  - (a) the authorised share capital of the Company denominated in United States dollars be increased to US\$7,500,100,000 by the creation of an additional 4,500,000,000 Ordinary Shares of US\$0.50 each; and
  - (b) the Articles of Association of the Company be and are hereby altered by the deletion of Article 4.1 and the substitution therefor of the following:

“4.1 The authorised share capital of the Company is US\$7,500,100,000 divided into 15,000,000,000 Ordinary Shares of US\$0.50 each and 10,000,000 Dollar Preference Shares of US\$0.01 each, £401,500 divided into 10,000,000 Sterling Preference Shares of £0.01 each and 301,500 Non-voting Deferred Shares of £1 each, and €100,000 divided into 10,000,000 Euro Preference Shares of €0.01 each.”

## ORDINARY RESOLUTION

5. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to and for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £100,000, US\$100,000 and €100,000 (in each such case in the form of 10,000,000 non-cumulative preference shares) and either US\$615,075,000 or, conditional upon the passing of Resolution 4 set out in the Notice of this Meeting, US\$926,985,000 (in either such case in the form of Ordinary Shares of US\$0.50 each) provided that this authority shall be limited so that, otherwise than pursuant to:

- (a) a rights issue or other issue the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to:
  - (i) Ordinary Shareholders where the relevant securities respectively attributable to the interests of all Ordinary Shareholders are proportionate (or as nearly as may be) to the respective number of Ordinary Shares held by them; and
  - (ii) holders of securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such a rights issue or other issue,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or securities represented by depositary receipts or having regard to any restrictions, obligations or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; or

- (b) the terms of any share plan for employees of the Company or any of its subsidiary undertakings; or
- (c) any scrip dividend scheme or similar arrangements implemented in accordance with the Articles of Association of the Company; or
- (d) the allotment of up to 10,000,000 non-cumulative preference shares of £0.01 each, 10,000,000 non-cumulative preference shares of US\$0.01 each and 10,000,000 non-cumulative preference shares of €0.01 each in the capital of the Company,

the nominal amount of relevant securities to be allotted by the Directors pursuant to this authority wholly for cash shall not in aggregate exceed US\$231,746,250 (being equal to approximately 5 per cent of the nominal amount of Ordinary Shares of the Company in issue at the date of the Notice of this Meeting) and such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2002 save that this authority shall allow the Company before the expiry of this authority to make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

## **SPECIAL RESOLUTION**

6. THAT, subject to the passing of Resolution 5 set out in the Notice of this Meeting, the Directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 (“the Act”) to allot equity securities (as defined by section 94 of the Act) pursuant to the authority conferred by Resolution 5 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2002 save that this power shall enable the Company before the expiry of this power to make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

## **ORDINARY RESOLUTION**

7. THAT the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of Ordinary Shares of US\$0.50 each in the capital of the Company (“Ordinary Shares”) and the Directors are authorised to exercise such authority provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 926,985,000 Ordinary Shares;
  - (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is US\$0.50 (or the equivalent in the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of United States dollars with such other currency as quoted by HSBC Bank plc in the London Foreign Exchange Market at or about 11.00 am (London time) on the business day (being a day on which banks are ordinarily open for the transaction of normal banking business in London) prior to the date on which the Ordinary Share is contracted to be purchased, in each case such rate to be the rate as conclusively certified by an officer of HSBC Bank plc);
  - (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the lower of (i) 105 per cent of the average of the middle market quotations for the Ordinary Shares (as derived from the Daily Official List of the London Stock Exchange plc) for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased or (ii) 105 per cent of the average of the closing prices of Ordinary Shares on The Stock Exchange of Hong Kong Limited for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased, in each case converted (where relevant) into the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of such currency with the currency in which the quotation and/or price is given as quoted by HSBC Bank plc in the London Foreign Exchange Market at or about 11.00 am (London time) on the business day prior to the



“Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or deposited or received at such other place or address as is specified in accordance with these Articles for the deposit or receipt of appointments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, and in default the right to vote shall not be exercisable.”;

- (h) by deleting in Article 74.1 the words “Deposit of an instrument of” in the second line and substituting therefor the words “The appointment of a”;
- (i) in Article 75.1:
  - (i) by deleting the words “instrument appointing” in the first line and substituting therefor the words “appointment of”;
  - (ii) by deleting Article 75.1(a) and substituting therefor the following:

“be in writing and, if the Board in its absolute discretion determines, may be contained in an electronic communication, in any such case in any common form or in such other form as the Board may approve and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of some officer or attorney duly authorised in that behalf; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine;”;
- (j) by altering the title of Article 76 to “Deposit or receipt of proxy” and making the following alterations to Article 76.1:
  - (i) deleting the words “instrument appointing” in the first line and substituting therefor the words “appointment of”;
  - (ii) in Article 76.1(a):
    - (A) adding the following words at the beginning of that Article:

“in the case of an instrument in writing (including, whether or not the appointment of proxy is contained in an electronic communication, any such power of attorney or other authority),”;
    - (B) deleting the word “instrument” in the fifth line and substituting therefor the word “appointment”;
  - (iii) inserting after Article 76.1(a) the following new Article 76.1(aa):

“(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving communications:

- (A) in the notice convening the meeting; or
- (B) in any instrument of proxy sent out by the Company in relation to the meeting; or
- (C) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or”;

- (iv) adding in Article 76.1(b) the words “or received” after the word “deposited”;
- (v) deleting the existing text after Article 76.1(c) and substituting therefor the following:

“and an appointment of proxy not deposited, delivered or received in a manner so permitted shall be invalid. No appointment of proxy shall be valid after the expiry of 12 months from the date named in it as the date of its execution or the date of its submission, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.”;

- (k) by deleting Article 77.1 and substituting therefor the following:

“A member may appoint more than one proxy to attend on the same occasion. When two or more valid but differing appointments of proxy are delivered or received in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly delivered or received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.”;

- (l) in Article 78.1, by deleting the first sentence and substituting therefor the following:

“The Board may at the expense of the Company send or make available, by post, electronic communication or otherwise, appointments of proxy (reply-paid or otherwise) to members for use at any general meeting(s) or at any separate meeting(s) of the holders of any class of shares, either in blank or nominating in the alternative any one or more of the Directors or any other persons.”;

- (m) by deleting Article 79.1 and substituting therefor the following:

“A vote given or poll demanded in accordance with the terms of an appointment of proxy shall be valid notwithstanding the death or mental disorder of the principal or the revocation of the appointment of proxy, or

of the authority under which the appointment of proxy was executed or submitted, or the transfer of the share in respect of which the appointment of proxy is given, unless notice in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at the Office, or at such other place or places or address as has or have been appointed for the deposit or receipt of appointments of proxy, at least 48 hours before the commencement of the meeting or adjourned meeting or the taking of the poll at which the appointment of proxy is used.”;

(n) by adding the following new Article 91.2:

“91.2 In addition to the Directors required to retire by rotation under Article 91.1, there shall also be required to retire by rotation any Director who at an annual general meeting of the Company shall have been a Director at each of the preceding two annual general meetings of the Company and who was not elected or re-elected at either such annual general meeting and who has not otherwise ceased to be a Director (either by resignation, retirement, removal or otherwise) and been re-elected by general meeting of the Company at or since either such annual general meeting.”;

(o) by altering the title of Article 159 to “Form of Notices” and making the following alterations to Article 159:

(i) deleting the first sentence of Article 159.1 and substituting therefor the following:

“Notwithstanding anything to the contrary in these Articles, any notice or document to be given, sent, issued, deposited, served or delivered (or the equivalent) to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and, if the Board in its absolute discretion considers appropriate for any purpose or purposes under these Articles, any such notice or document shall be deemed given, sent, issued, deposited, served or delivered (or the equivalent) where it is sent using electronic communications to an address for the time being notified for that purpose to the person giving the notice, but subject always to the provisions of Article 162. In the case of notices or other documents sent by means of electronic communication the Board may make this subject to such terms and conditions as it shall in its absolute discretion consider appropriate.”;

(ii) adding the following new Article 159.2:

“159.2 For the purposes of Article 159.1, notices or documents shall be treated as being sent using electronic communications by the Company to a person where (i) the Company and that person have agreed to his having access to the notice or document on a web site (instead of such notice or document being sent to him) (ii) the notice or document (as the case may be) is a notice or document to which that agreement applies and (iii) a notice is sent to the person, in a manner for the time being agreed for that purpose between him and the

Company, of (a) the publication of that notice or document on the web site (b) the address of the web site and (c) the place on that web site where the notice or document may be accessed, and how it may be accessed, and in any such case the notification referred to above shall be treated as the relevant notice for the purposes of these Articles.”;

(p) by adding in Article 160.1 after the words “that address” in the third line the words “or, in the circumstances referred to in Article 159, by sending it using electronic communications to an address for the time being notified to the Company by the member”;

(q) by deleting Article 160.3 and substituting therefor the following:

“Where a member (or, in the case of joint holders, the person first named in the Register) has a registered address outside Hong Kong or the United Kingdom but has notified the Company of an address within Hong Kong or the United Kingdom at which notices or other documents may be given to him or, if the Board in its absolute discretion permits, an address to which notices or documents may be sent using electronic communications, he shall be entitled to have notices or documents given or sent to him at that address but otherwise no such member shall be entitled to receive any notice or document from the Company. If on at least two consecutive occasions the Company has attempted to send notices or documents using electronic communications to an address for the time being notified to the Company by a member for that purpose but the Company is aware that there has been a failure of delivery of such notice or document in the manner described in Article 162.3, then the Company shall thereafter send notices or documents through the post to such member at his registered address or his address for the service of notices by post, in which case the provisions of the remainder of this Article shall apply. If on three consecutive occasions notices or documents have been sent through the post to any member at his registered address or his address for the service of notices but have been returned undelivered, such member shall not thereafter be entitled to receive notices or documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or address within Hong Kong or the United Kingdom for the service of notices or, if the Board in its absolute discretion permits, an address to which notices or documents may be sent using electronic communications.”;

(r) by adding in Article 161.1 after the words “United Kingdom” in the sixth line the words “or to which notices may be sent using electronic communications”; and

(s) by adding the following new Article 162.3:

“162.3 Any notice or other document addressed to a member shall, if sent using electronic communications, be deemed to have been served or delivered at the expiration of 24 hours after the time it was first sent. In proving such service or delivery it shall be conclusive to prove that the address used for the electronic communication was

the address supplied for that purpose and the electronic communication was properly dispatched, unless the Company is aware that there has been a failure of delivery of such notice or document following at least 2 attempts in which case such notice or document shall be sent to the member at his registered address or address for service in Hong Kong or the United Kingdom provided that the date of deemed service or delivery shall be 24 hours from the dispatch of the original electronic communication in accordance with this Article.”.

Each of the Resolutions was passed on a show of hands. Proxies were received representing the following numbers of shares:

	<b>FOR</b>	<b>AGAINST</b>
1. To receive the Report and Accounts for 2000	2,932,560,250	3,338,843
2. (i) To re-elect Lord Butler a Director	2,838,032,351	55,101,942
(ii) To re-elect C F W de Croisset a Director	2,865,888,140	28,300,969
(iii) To re-elect W R P Dalton a Director	2,889,658,423	4,530,790
(iv) To re-elect Baroness Dunn a Director	2,835,465,933	58,723,284
(v) To re-elect W K L Fung a Director	2,854,480,501	39,666,783
(vi) To re-elect S K Green a Director	2,890,551,986	3,637,262
(vii) To re-elect S Hintze a Director	2,889,261,850	4,930,234
(viii) To re-elect Sir John Kemp-Welch a Director	2,839,821,501	54,370,583
(ix) To re-elect Sir Mark Moody-Stuart a Director	2,889,792,992	4,389,092
3. To re-appoint the Auditor at remuneration to be determined by the Directors	2,905,025,749	19,187,420
4. To increase the authorised Ordinary Share capital and alter the Articles of Association accordingly (Special Resolution)	2,946,133,373	1,782,066
5. To authorise the Directors to allot shares	2,944,485,638	4,328,395
6. To disapply pre-emption rights (Special Resolution)	2,938,633,015	10,181,018
7. To authorise the Company to purchase its own Ordinary Shares	2,907,663,324	22,853,397
8. To alter the Articles of Association to provide for electronic communications with shareholders and the re-election of Directors every three years (Special Resolution)	2,946,856,201	1,922,602