



## Standard Chartered Bank (Thai) PCL.

### Notice of the Annual General Meeting of Shareholders No. 25

On Wednesday 24 April 2024

at 2.00 p.m.

ComSec. 7/2024

5 April 2024

Re: Notice of the Annual General Meeting of Shareholders No. 25

To: Shareholders

Enclosures: 1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 24

- 2. Profile of the retiring director proposed for re-appointment and Profile of the nominee for a new director
- 3. E-Meeting response form and guidelines for e-meeting attendance

4. Proxy form

Whereas the Board of Directors of Standard Chartered Bank (Thai) Pcl ("the Bank") deemed it appropriate to hold the Annual General Meeting of Shareholders No. 25 on Wednesday 24 April 2024 at 2.00 p.m. <u>via electronic means</u> in order to consider the matters described in the agenda as follows:

Agenda 1 To adopt the Minutes of the Annual General Meeting of

Shareholders No. 24 held on Tuesday 18 April 2023

**Background:** The Annual General Meeting of Shareholders No. 24 was held on

Tuesday 18 April 2023. A copy of the Minutes is delivered to the

Shareholders together with this Notice (Enclosure No.1).

**Opinion of the Board:** The Shareholders' Meeting should adopt such Minutes.

Agenda 2 To acknowledge the report of the Board of Directors as to the

operation of the Bank for the year 2023

**Background:** The report of Board of Directors as to the operation of the Bank for

the year 2023 appeared in the Annual Report which is available at the Bank's website for download into electronic format

(https://www.sc.com/th-en/annual-report/).

Opinion of the Board: The Shareholders' Meeting should acknowledge the report of the

Board of Directors as to the operation of the Bank for the year 2023 which is available at the Bank's website for download into electronic

format (https://www.sc.com/th-en/annual-report/).

Agenda 3 To approve the Financial Statements for the year ended 31

December 2023

**Background:** The Financial Statements for the year ended 31 December 2023 as

audited and certified by the statutory auditor EY Limited are available at the Bank's website for download into electronic format

(https://www.sc.com/th-en/financial-statements/).

**Opinion of the Board:** The Shareholders' Meeting should approve the Financial Statements

for the year ended 31 December 2023 which are available at the Bank's website for download into electronic format

(https://www.sc.com/th-en/financial-statements/).

Agenda 4 To approve the appropriation of profit for the year 2023 and

payment of dividend

**Background:** The Financial Statements of the Bank for the year ended 31

December 2023 as audited by the Certified Public Accountant show a net profit of Baht 1,316,242,006. Taking into consideration with its operating results, strong capital funds to accommodate business growth plans as well as returns to the shareholders, the Bank would pay dividend to its shareholders at the rate of Baht 0.88 per share for

the total ordinary shares of 1,483,704,548, totaling 1,305,660,002. The closing date of share registration book is 30 April 2024 and dividend payment shall be made on 3 May 2024. The unremitted net profit and other comprehensive income adjustment to be appropriated to CET1 capital.

Appropriation	Baht
2023 Net profit after tax	1,316,242,006
Propose dividend payout	(1,305,660,002)
Unremitted Profits	10,582,004
Actuarial gain on defined benefit plan net tax	11,413,063
Allocation of unremitted net profit and other comprehensive income adjustment as CET1 capital	21,995,067

**Opinion of the Board:** The Shareholders' Meeting should approve the allocation of the net profit of the year 2023 to dividend payment and appropriate unremitted net profit and other comprehensive income adjustment to CET1 capital.

#### Agenda 5

#### To approve the appointment of the external auditors and the determination of their remuneration for the year 2024

#### Background:

In order to comply with the law and the Articles of Association of the Bank, there shall be a consideration to appoint the auditor and their remuneration for the year. The total fee proposed for the year 2024 is retained at similar level as for the year 2023 at Baht 7,080,000 (excluding out of pockets expenses).

#### **Opinion of the Board:**

The Shareholders' Meeting should approve the appointment of Ms. Somjai Khunapasut or Ms. Rachada Yongsawadvanich or Ms. Wanwilai Phetsang, the auditors of EY Limited, as the Bank's external auditors for the year 2024 and their remuneration of Baht 7,080,000 (excluding out of pocket expenses).

#### Agenda 6 Background:

#### To approve the appointment of the Bank's directors

In order to comply with the regulatory requirement and the Articles of Association of the Bank, there shall be a consideration to appoint the Bank's directors to replace the retired directors by rotation. The directors due retire by rotation in the Annual General Meeting of Shareholders for 2024 are two executive directors namely Mr. Plakorn Wanglee and Mrs. Gaik Ean Ong.

#### **Opinion of the Board:**

Mr. Plakorn Wanglee possesses suitable qualification. His participation on the Board has been highly beneficial to the business of the Bank. The Shareholders' Meeting should approve the reappointment of Mr. Plakorn Wanglee as executive director for another term.

As for Mrs.Gaik Ean Ong, who was Country Chief Risk Officer, is not nominated for re-appointment as she has already relocated to Standard Chartered Bank in other country. The Shareholders' Meeting is requested to consider the appointment of Mr. Chintan Gunvant Doshi, Country Chief Risk Officer and Senior Credit Officer, as a new executive director to replace Mrs. Gaik Ean Ong. Mr. Chintan Gunvant Doshi possesses suitable qualification and no disqualification pursuant to the applicable laws. His knowledge, skill and experience will be beneficial and supportive to the business of the Bank. Personal details of Mr. Plakorn Wanglee and Mr. Chintan Gunvant Doshi are delivered to the Shareholders together with this Notice (Enclosure No. 3).

Agenda 7
Background:

To approve the Capital Optimisation Plan with share buyback In order to optimise the capital to improve shareholders' returns, the plan is proposed to right size the capital position of the Bank through net capital reduction of USD 100 million through Tier1 share buyback of USD 250 million and Tier2 sub-ordinated debts issuance in Baht of USD 150 million. The Bank of Thailand's approval has been sought and pending their response.

**Opinion of the Board:** 

The Shareholders' Meeting is recommended to approve the plan regarding the net capital reduction of USD 100 million through Tier1 share buyback of USD 250 million and Tier2 issuance of USD 150 million in the form of sub-ordinated debts in Baht subjected to the Bank of Thailand's approval. Post the Bank of Thailand's approval is received, Chief Executive Officer or Chief Financial Officer as delegated by the Board will perform all acts in relation to the share buyback project including the announcement and disclosure of the information thru the Bank's Head Office and website, the preparation and distribution of General Offer to the shareholders in advance before the date of commencement of share buyback with all required details by regulator but not limited to the share buyback project, price offered to the shareholders, and payment method.

#### Agenda 8 Other matters (if any)

Kindly attend the Meeting on the aforesaid date and time. The Bank requires the shareholders or proxies who intend to attend the meeting via electronic mean to respond with provided details on the attached e-meeting response form and submit to the Bank by and before 16.00 hours on Friday 19 April 2024 (in case of submission via postal mail, the dated seal of Thailand Post shall be applied). Further details about the guidelines for meeting registration, proxy appointment, vote casting and counting are herein provided (Enclosure No. 3).

Should any of the Shareholders wish to appoint an independent director of the Bank to attend and vote on the shareholder's behalf, please complete, and duly execute the proxy form (Enclosure No. 4) and submit the said proxy including the questions in respect of the agenda (if any) by and before the date & time.

By the order of the Board of Directors Standard Chartered Bank (Thai) Public Company Limited

Chalida Chakreyarat Company Secretary

C/\_-

Company Secretariat's Office Tel. 02 106 1370-2

# STANDARD CHARTERED BANK (THAI) PCL MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 24 HELD ON 18 APRIL 2023 VIA ELECTRONIC MEANS

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#### **Directors in attendance:**

1. Mrs. Heidi Toribio Chairperson

2. Mr. Pravej Ongartsittigul Independent Non-Executive Director and

Chair of the Audit Committee and Member of the Nomination and Remuneration Committee

3. Prof. Dr. Warapatr Todhanakasem Independent Non-Executive Director and Chair

of the Nomination and Remuneration Committee

and Member of the Audit Committee

4. Mrs. Ruchukorn Siriyodhin Independent Non-Executive Director and

Member of the Audit Committee and Member of the Nomination and Remuneration Committee

5. Mr. Plakorn Wanglee
6. Mr. Ashish Jain
7. Mrs. Gaik Ean Ong
Executive Director
Executive Director

#### **Executives in attendance:**

Mrs. Chalida Chakreyarat
 Ms. Toak Cheng Toh
 Company Secretary
 Chief Financial Officer

3. Mrs. Choteapa Suanpong Head, Conduct, Financial Crime and Compliance

4. Mr. Rapeeporn Klawtanonk Head, Human Resources

5. Mr. Edmar Conque Ullegue Head, Audit

#### **External Auditors in attendance:**

Ms. Rachada Yongsawadvanich
 Ms. Ployjuta Sucanthamal
 Representative from EY Office Limited

The Meeting commenced at 2.00p.m.

Mrs. Heidi Toribio, Chairperson of the Board of Directors, acted as Chair of the Meeting (the "Chair").

The Chair declared the Meeting open and stated that there was a total of 28 shareholders attending the Meeting in person and by proxy, representing 1,483,545,962 shares thereby constituting a quorum in accordance with the Bank's Articles of Association.

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# Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 23 held on 27 April 2022

The Chair requested the Shareholders to consider adopting the Minutes of the Annual General Meeting of Shareholders No. 23, a copy of which was delivered to the shareholders together with Notice of the Meeting.

AFTER DUE CONSIDERATION, IT WAS UNANINOUSLY RESOLVED THAT the Minutes of the Meeting be adopted.

The voting results were as follows: -

		Number of votes (1 Share / 1 Vote)	Percentage of total eligible votes (%)
1.	Approve	1,483,545,962	100
2.	Disapprove	-	-
3.	Abstain	-	-
	Total	1,483,545,962	100

# Agenda 2 To acknowledge the report of the Board of Directors as to the operation of the Bank for the year 2022

The Chair reported to the Shareholders' Meeting that the report of the Board of Directors as to the operation of the Bank for the year 2022 and the report of benefit and remuneration for directors and senior executives were shown in the Annual Report which had been provided to the Shareholders in electronic format prior to the Meeting. The Bank also gave a summary of the results of operations earlier in the presentation. The Chair requested for the shareholders' acknowledgement.

The Chair invited the Shareholders to ask questions and make comments. There were no questions and comments from the Meeting.

The Shareholders' Meeting acknowledged the report of the Board of Directors as to the operation of the Bank for the year 2022.

# Agenda 3 To approve the Financial Statements for the year ended 31 December 2022

The Chair reported to the Shareholders' Meeting that the Financial Statements for the year ended 31 December 2022 had been provided to the Shareholders in electronic format prior to the Meeting. The Chair therefore requested the Shareholders to approve the Financial Statements which had been audited and certified by the statutory auditor EY limited.

AFTER DUE CONSIDERATION, IT WAS UNANINOUSLY RESOLVED THAT the Financial Statements for the year ended 31 December 2022 be approved.



The voting results were as follows: -

		Number of votes (1 Share / 1 Vote)	Percentage of total eligible votes (%)
1.	Approve	1,483,545,962	100
2.	Disapprove	-	-
3.	Abstain		-
	Total	1,483,545,962	100

# Agenda 4 To approve the appropriation of profit for the year 2022 and payment of dividend

The Chair reported to the Shareholders' Meeting that the Financial Statements of the Bank for the year ended 31 December 2022 as audited by the Certified Public Accountant showed a net profit of Baht 1,469,560,228. Taking into consideration with its operating results, strong capital funds to accommodate business growth plans as well as returns to the Shareholders, the Bank would pay dividend to its Shareholders at the rate of Baht 0.99 per share for the total ordinary shares of 1,483,704,548, totaling Baht 1,468,867,502. The closing date of share registration book was 22 April 2023 and dividend payment shall be made on 24 April 2023. The unremitted net profit of Baht 692,726 and other comprehensive income adjustment of Baht 44,945,234 would be appropriated to CET1 capital.

AFTER DUE CONSIDERATION, IT WAS UNANINOUSLY RESOLVED THAT the allocation of the net profit of the year 2022 to dividend payment and appropriate unremitted net profit and other comprehensive income adjustment to CET1 capital be approved as proposed.

The voting results were as follows: -

		Number of votes (1 Share / 1 Vote)	Percentage of total eligible votes (%)
1.	Approve	1,483,545,962	100
2.	Disapprove		-
3.	Abstain	-	-
	<u>Total</u>	1,483,545,962	100

# Agenda 5 To approve the appointment of the external auditors and the determination of their remuneration for the year ending 31 December 2023

The Chair reported to the Shareholders' Meeting that for the year 2023, the Bank proposed the auditors of EY Limited, namely, Ms. Somjai Khunapasut, or Ms. Rachada Yongsawadvanich, or Ms. Wanwilai Phetsang be appointed as the auditors of the Bank's external auditors for the year ending 31 December 2023 with the statutory audit fee of Baht 7,080,000 (excluding out of pockets expenses) similar level as for the year 2022.

AFTER DUE CONSIDERATION, IT WAS UNANIMOUSLY RESOLVED THAT the appointment of Ms. Somjai Khunapasut, or Ms. Rachada Yongsawadvanich, or Ms. Wanwilai Phetsang, the auditors of EY Limited, as the Bank's external auditors for the

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year ending 31 December 2023 and their remuneration of Baht 7,080,000 (excluding out of pocket expenses) be approved.

The voting results were as follows: -

		Number of votes (1 Share / 1 Vote)	Percentage of total eligible votes (%)
1.	Approve	1,483,545,962	100
2.	Disapprove	-	-
3.	Abstain	-	1
	<u>Total</u>	1,483,545,962	100

#### Agenda 6 To approve the appointment of the Bank's directors

The Chair reported to the Shareholders' Meeting that in accordance with the Articles of Association (Article 18), at every Annual General Meeting one-third of the directors shall retire. The retiring directors this year were Mrs. Heidi Toribio and Mr. Ashish Jain.

The two directors due to retire by rotation possessed suitable qualifications. The participation of the retiring directors on the Board had been highly beneficial to the business of the Bank. The Shareholders' Meeting should approve the re-appointment of all two directors retiring by rotation for another term. Personal details of the two directors retiring were delivered to the Shareholders together with the Notice of the Meeting.

AFTER DUE CONSIDERATION, IT WAS UNANIMOUSLY RESOLVED THAT the reappointment of Mrs. Heidi Toribio and Mr. Ashish Jain for another term be approved as proposed.

The voting results were as follows: -

	Name of Directors	Director Type	Total votes of 2,967,091,924 votes, dividing the votes for each director as follows: (1 Share / 2 Votes)
1.	Mrs. Heidi Toribio	Chairperson	1,483,545,962
2.	Mr. Ashish Jain	Executive Director	1,483,545,962

#### Agenda 7 Other Matters

The Chair invited the Shareholders to ask questions and make comments. There were no questions and comments from the Meeting.



There was no business proposed to the Meeting, the Chair therefore thanked every shareholder for devoting his/her time for the Meeting and adjourned the Meeting.

The Meeting was adjourned at 3.00p.m.

Signed)\_\_\_\_\_Chair of the Meeting

Mrs. Heidi Toribio Chairperson

(Signed) (Mrs. Chalida Chakreyarat)

Company Secretary

#### **Profiles of the Retiring Directors proposed for Re-appointment**

Name : Mr. Plakorn Wanglee

Director type (at Bank) : Executive Director

Other positions (at Bank) : President and Chief Executive Officer

**Age** : 58

Nationality : Thai

**Education** : • Master Degree in Business Administration

from University of San Francisco, United States of America

 Bachelor Degree in Accounting from Chulalongkorn University

SCBT Shareholdings : Nil

Year of Directorship 7 years 7 months

**Meeting attendance in 2023** 8 out of total 8 Board Meetings

Present positions in other companies

President and Chief Executive Officer,
 Representative Offices (Myanmar, Cambodia, and Laos)

 Independent Director, Member of the Audit Committee and Member of the Corporate Governance and Sustainability

Committee
Thai Oil Pcl.

 Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee Rabbit Holdings Pcl.

 Non-Executive Director Thanathip Co., Ltd.

Other experiences from the past ten years

Standard Chartered Bank (Thai) Pcl.

- Head, Global Banking
- Head, International Corporates
- Head of Corporate & Institutional Clients
- Head of Origination and Client Coverage & Co-Head of Wholesale Bank

**Expressway Authority of Thailand** 

Independent Director

#### Enclosure No. 2

#### **Profiles of the Nominee for a New Director**

Name : Mr. Chintan Gunvant Doshi

Director type (at Bank) : Executive Director

Other positions (at Bank) : Country Chief Risk Officer and Senior Credit Officer

**Age** : 44

Nationality : India

**Education** : • Bachelor Degree of Commerce

from R.A. Podar College of Commerce and Economics

Mumbai University, India

Chartered Accountant

from Institute of Chartered Accountants, India (ICAI)

• Chartered Financial Analyst Level 3 exams

from CFA Institute

SCBT Shareholdings : Nil

Present positions in other companies

Country Chief Risk Officer and Senior Credit Officer
 Representative Offices (Myanmar, Cambodia, and Laos)

Other experiences from the

past ten years

: Standard Chartered Bank, India

 Senior Credit Officer, South India, East India, Sri Lanka-Team leader

• Senior Credit Manager, Portfolio Control and Governance

Senior Credit Manager, Financial Institutions Risk



### standard chartered

### ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน)

Acceptance to Attend the Online Meeting of Standard Chartered Bank (Thai) Public Company Limited

				วันที่	เดือน		
				Date	Month	Year	
(1)	ข้าพเจ้า			หมายเลขบัตรประชาชน/	หนังสือเดินทาง:		
	I/We,			Identification Card/Pas	sport number		
	สัญชาติ	บ้านเลขที่	ถนน		. ตำบล/แขวง		
	Nationality	Residing at No.	Road		Sub district		
	อำเภอ/เขต	จังห	วัด	ประเทศ		รหัสไปรษณีย์	
	District	Prov	vince	Country		Postal Code	
(2)	เป็นผู้ถือหุ้นของ ธนาค	การสแตนดาร์ดชาร์เตอร์ด (ไทย)	) จำกัด (มหาชน)				
	=	r of Standard Chartered Ban					
		ยถือหุ้นรวมทั้งสิ้น				,	
	Н	olding the total amount of				shares	
(4) (5)	by my มอบร์ Proxy ข้อมูลในการจัดส่งวิธีก Please send the mee อีเม E-M โทร Mo จัดส่งเอกสารเพื่อยืนยัง Please submit the re เมื่อได้รับการยืนยันตัว Upon completed ver	ันทะให้ (นาย/นาง/นางสาว) / to ารเข้าร่วมประชุม sting Link to the email below เล้ (โปรดระบุ) // Aail(please specify) เห็พท์มือถือ (โปรดระบุ) bile Number (please specify	า) ส่งมาด้วย ลำดับห์ tachment by <b>or</b> าร่วมประชุมและ Il be sent to you น และเลขบัตรปร	ที่ 3 (2)) และทราบวิธีการเข้า before 16:00 hrs of 19 A วิธีการเข้าร่วมประชุมไปยังอี ır specified email. ะซาชนไว้ สำหรับการเข้าร่วม	าร่วมประชุม <b>ภาย</b> pril 2024 เมลที่ท่านได้ระบ มประชุม	•	567
		. , , -		,			
			ลงชื่อ/Signed			ผู้ถือหุ้น/Shareholder	

#### Instruction for attending the shareholders' meeting via electronic mean (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit the e-meeting response form with all completed documents proving their identity as specified to the Bank by or before 16:00 hrs of 19 April 2024. The Bank shall then verify according to the right to attend the meeting wholly and correctly under closed book of the shareholders' register. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have notified the Bank. The Link will be sent one day in advance of the meeting date.

#### Response to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways: via Email (Email is recommended) or postal mail (in case of submission via postal mail, the dated seal of Thailand Post shall be applied) with the following documents:

- 'Acceptance to Attend the Online Meeting of Standard Chartered Bank (Thai) Public Company Limited
  Form': Please fill in the details and sign this form (as Enclosure No.3 (1)), specifying your Email and your
  mobile phone number clearly for e-meeting registration.
- 2. Attach the proof of shareholder's identity for the right to attend the E-AGM as follows:

#### Natural person of Thai nationality

- (a) Identification card of the Shareholder such as personal I.D. card, driver licence or identification card of Government officer or identification card of State Enterprise officer
- (b) In case of proxy, copy of identification card (certified true copy) of the Shareholder and identification card or passport (in case of non-Thai nationality) of the proxy together with proxy form (Enclosure No.4), accurately completed and signed by the Shareholder and the proxy.

#### Natural Person of Non-Thai nationality

- (a) Copy of passport of the shareholder; or
- (b) In case of proxy, copy of passport (certified true copy) of the Shareholder and identification card or passport (in case of a foreigner) of the proxy together with proxy form (Enclosure No.4), accurately completed and signed by the Shareholder and the proxy.

#### • Juristic person registered in Thailand

- (a) Corporate Affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce or a copy of such affidavit certified by authorised director (s) of the company;
- (b) Copy of identification card or passport (certified true copy) of the authorised Director(s) who is/are eligible to sign the proxy form according to corporate affidavit, including identification card or passport (in case of a foreigner) of the proxy; and
- (c) Proxy form (Enclosure No.4), accurately completed and signed by the Shareholder and the proxy.

#### • Juristic person registered in other country

- (a) Corporate Affidavit which contains names of the persons authorised to sign on behalf of that juristic person.
- (b) Copy of identification card or passport (certified true copy) of the authorised Director(s) who is/are eligible to sign the proxy form according to corporate affidavit, including identification card or passport (in case of a foreigner) of the proxy; and
- (c) Proxy form (Enclosure No.4), accurately completed and signed by the Shareholder and the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside Thailand, such documents or evidence should be notarised by a Notary Public.

#### Shareholder wishes to appoint an independent director as a proxy

Any shareholders who cannot attend the E-AGM meeting in person and wish to appoint an independent director as a proxy, please send the Acceptance to Attend the Online Meeting Form, enclosed merely documents for proof of shareholder's identity (without attachment of proxy's), and the accurately completed & signed proxy form (Enclosure No.4) specifying one of the independent directors as proxy.

Shareholder or Proxy must submit all required documents by or before 16:00 hrs of 19 April 2024 via email to: Anongsita.Saesee@sc.com or postal mailing to: Company Secretary-for AGM 2024, Standard Chartered Bank (Thai) PCL, Level 14, 140 Wireless Road, Lumpini, Patumwan, Bangkok 10330, Thailand.

<u>Note</u>: The Bank believes that an inspection of documents or evidence showing an identity of the Shareholder or a representative of the Shareholder entitled to attend the meeting which should be observed by the Shareholders, would be under transparency, fairness and benefits to Shareholders. However, some of the Shareholders may not be familiar with these requirements. Therefore, the Bank reserves the right to waive any of these requirements for some of the Shareholders on a case-by-case basis, at the Bank's sole discretion.

#### Electronic Meeting Attendance (E-AGM):

- 1. Once the shareholders or proxies wish to attend the meeting and have been completely verified, you will receive an Email from the e-meeting service provider, a link for attending the meeting, and a system user manual at least one day before the meeting date. Please study the manual on how to use the E-AGM meeting system in details. If you haven't received such Email by 23 April 2024, please contact the Bank immediately, call 02 106 1370-2.
- Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and
  mobile phones via Web Browser: Chrome with 4G internet speed or home-based internet. For difficulties
  regarding e-meeting system, please contact the system provider: Call 02 079 1811 (automatic 4 split
  lines)

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
https://apps.apple.com/th/app/zoom-cloud-	https://play.google.com/store/apps/details?id=us.z
meetings/id546505307	oom.videomeetings

- 3. The system will open 60 minutes before the start of meeting. However, the live broadcast will only start at the time of the meeting.
- 4. To log in, attendees must provide information about shareholder registration number and the shareholder's national ID card number or Juristic Person Registration ID number.
- 5. Voting through the E-Voting system, you will be able to vote for each agenda only by selecting one of the 'Approve', 'Disapprove', or 'Abstain'. In case of no vote / omitted voting in any agenda, the system will automatically deem as agreed (applying vote-counting method by pouring votes towards approval).
- 6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. Call 02 079 1811 (automatic 4 split lines) or call the phone number specified in the Email enclosed with the system user manual sent to you.

\*\*\* This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Bank. \*\*\*

Submission of suggestion or questions related to business, industry, company performance, or related to any agenda which will be considered at the E-AGM meeting:

To submit suggestions or questions <u>during the meeting</u>, the attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Bank has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages.
- An audio chat channel where attendees press the raising hand button and turn on the
  microphone on their device after the operator sends you an invitation to chat. Please turn off
  the microphone after the conversation is finished every time (For more details, please refer
  to the user manual sent to the attendees' emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

- Regarding the submission of documents for proof of identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary, Call 02 106 1370-2
- Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email enclosed with the system user manual sent to you or Call 02 079 1811 (automatic 4 split lines).

### หนังสือมอบฉันทะ

### Proxy

อากร สแตมป์ 'STAMP 20 บาท

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					ate	Month	Year	
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I/We	Э		Nationality	reside a	at		Road	
ตำบล/แขวง		อำเภอ/เขต	จั	เงหวัด				
Tambol/Khwaeng		Amphur/Khet	Р	Province		Posta	l Code	
		าง <b>ธนาคารสแตนดาร์ดชาร์เต</b> reholder of Standard Charte			ed			
โดยถือห้นจำนวนทั้ง	สิ้นรวม		ห้นและออกเลื	สียงลงคะแนนไ	ด้เท่ากับ	J	เสียง	ดังนี้
holding altogether				can cast vote				s, as follows:
ห้นสา	มัญ		ห้น ออกเสียง:	ลงคะแนนได้เท	ำกับ			เสียง
9	υ		7	ares, which c				votes,
หุ้นบุริ	มสิทธิ		4					เสียง
			Preferred Sh	nares, which o	an cas	t votes equa	aling	votes.
(3) ขอม	อบฉันทะ'	ให้ 🗌 1		อายุ		ปี อยู่บ้าน	เลขที่	
	eby appo			Age		Years, Re	esides at	للم
		_ตำบล/แขวง						
Road		Tambol/Khwaeng	Amphur/Khet	Prov	/ince		Postal Code	or
		□ 2		อายุ		ปี อยู่บ้าน	เลขที่	
		۰	۰	Age	0.2	Years, R	esides at	a
		ตำบล/แขวง						
Road		Tambol/Khwaeng	Amphur/Khet		/ince		Postal Code เลขที่	or
		□ J				Years, R		
ถนน		ตำบล/แขวง	อำเภอ/เขต		วัด		รหัสไปรษณีย์	หรือ
Road	-	Tambol/Khwaeng	Amphur/Khet	Prov	/ince		Postal Code	or
หรือ /	∕ or □	<ol> <li>นายประเวช องอาจสิทธิกุล อายุ 68 ปี Mr. Pravej Ongartsittigul, Nomination and Remuner อยู่บ้านเลขที่ 249 หมู่ 11 ช. Residence at 249 Moo 11</li> </ol>	Independent Director, Cr ation Committee, age 68 นพรัตน์ 24 แขวงศาลาธรรม	hairman of the years มสพน์ เขตทวีวัเ	e Audit เ ฆนา กรุ	Committee, งเทพมหานค	and Member of th ទ 10170	
หรือ /	∕ or □	5. ศ.ดร. วรภัทร โตธนะเกษม อายุ 75 ปี Prof. Dr. Warapatr Todhar Committee and Member o อยู่บ้านเลขที่ 59/29 ซอยโยธิ Residence at 59/29 Soi Yo	nakasem, Independent Di of the Audit Committee, aç นพัฒนา 3 ถนนประดิษฐ์มนุ	irector, Chairr ge 75 years นูธรรม เขตบาง	nan of t กะปี กรุ	the Nominati งเทพมหานค	ion and Remunera ຈ 10240	
หรือ /	∕ or □	6. นางฤชุกร สิริโยธิน กรรมการ Mrs. Ruchukorn Siriyodhir Nomination and Remuner อยู่บ้านเลขที่ 60 ซอยอารีย์ลั	n, Independent Director, N ation Committee, age 66 รุ มพันธ์ 1 ถ.พหลโยธิน แขวง	Member of the years สามเสนใน เขต	e Audit าพญาไท	Committee, ท กรุงเทพฯ 1	and Member of th	

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้น ครั้งที่ 25 ในวันที่ 24 เมษายน 2567 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือจะพึงเลื่อนไปในวัน และเวลาอื่นด้วย

only one of the above persons as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 25 on 24 April 2024 at 2.00 p.m. via electronic means or at any adjournment thereof.

.)			าคะแนนแทนข้าพเจ้าในการประชุมครั้งเ	
			our behalf at this meeting as follows เู้ถือหุ้นครั้งที่ 24 ประชุมเมื่อวันที่ 18 เมา	
		·	ual General Meeting of Shareholders	
	□ (n) ¹	เห้ผ้รับมอบฉันทะมีสิทธิพิจารณาแล	ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่	เห็นสมควร
			consider and vote on my/our behalf	
	□ (1) ¹	ห้ผู้รับมอบฉันทะออกเสียงลงคะแน	นตามความประสงค์ของข้าพเจ้า ดังนี้	
	(B)	The proxy shall vote as per my/o		
		🗆 เห็นด้วย	□ ไม่เห็นด้วย	🗆 งดออกเสียง
		Approve	Disapprove	Abstain
	ุ □ วาระที่ 2 รับ	ทราบรายงานของคณะกรรมการธน	าคารเกี่ยวกับการดำเนินงานของธนาคา	ารในปี 2566
	Agenda 2	To acknowledge the report of the	e Board of Directors as to the operate	tion of the Bank for the year 2023
		ห้ย้ำงาบคบคับทชาีสิทจิพิจารกบบค	ะลงมติแทนข้าพเจ้าได้ทุกประการตามทิ	ง ก็เห็บสมดาจ
			consider and vote on my/our behalf	
			นตามความประสงค์ของข้า <sup>้</sup> พเจ้า ดังนี้	, , , , , , , , , , , , , , , , , , , ,
	(B)	The proxy shall vote as per my/o	ur intention as follows:	
		🗆 เห็นด้วย	่ ไม่เห็นด้วย	🗆 งดออกเสียง
		Approve	Disapprove	Abstain
	่ □ วาระที่ 3 พิจ	ารณาอนุมัติงบการเงินสำหรับปีสิ้นสุ	ดวันที่ 31 ธันวาคม 2566	
	Agenda 3 T	o approve the Financial Stateme	ents for the year ended 31 Decembe	er 2023
	่ (ก) ใ	ห้ผู้รับมคบลันทะมีสิทธิพิจารณาแล	ะลงมติแทนข้าพเจ้าได้ทุกประการตามทิ	เห็นสมควร
		2	consider and vote on my/our behalf,	
			นตามความประสงค์ของข้าพเจ้า ดังนี้	
	(B) 1	The proxy shall vote as per my/ou		
		🗆 เห็นด้วย	□ ไม่เห็นด้วย	🗆 งดออกเสียง
		Approve	Disapprove	Abstain
	่ □ วาระที่ 4 พิจ	กรณาอนุมัติการจัดสรรกำไรสุทธิประ	วจำปี 2566 และจ่ายเงินปันผล	
	Agenda 4	Γο approve the appropriation of μ	profit for the year 2023 and payment	t of dividend
	่ (ก) ใ	ห้ผู้รับมอบฉันทะมีสิทธิพิจารณาแล	ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่	เห็นสมควร
	(A) T	The proxy shall have the right to	consider and vote on my/our behalf,	
		2	นตามความประสงค์ของข้าพเจ้า ดังนี้	
	(B) 1	The proxy shall vote as per my/ou		a
		□ เห็นด้วย		🗆 งดออกเสียง
	1	Approve	Disapprove	Abstain
		4 4 5	กายนอก และกำหนดค่าตอบแทนสำหรั	
	Agenda 5	To approve the appointment of the	ne external auditors and the determi	nation of their remuneration for the year 2024
			ะลงมติแทนข้าพเจ้าได้ทุกประการตามทิ	
			consider and vote on my/our behalf,	, as he/she may deem appropriate.
		Tu.	นตามความประสงค์ของข้าพเจ้า ดังนี้	
	(B) I	โhe proxy shall vote as per my/oเ □ เห็นด้วย	ır intention as tollows: □ ไม่เห็นด้วย	🗆 งดออกเสียง
		ы кишилы Approve	บ เมเทนทาย Disapprove	L งทยยกเพียง Abstain
	-l -	_		, wordin
	่ □ วาระที่ 6 พิจ	ารณาอนุมัติการแต่งตั้งกรรมการขอ	งธนาคาร	
	Agenda 6	To approve the appointment of the	ne Bank's directors	
	่ (ก) ใ	ห้ผู้รับมอบฉันทะมีสิทธิพิจารณาแล	ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่	iเห็นสมควร
			consider and vote on my/our behalf,	as he/she may deem appropriate.
		=	นตามความประสงค์ของข้าพเจ้า ดังนี้	
		「he proxy shall vote as per my/oเ	ur intention as follows:	
	L	่ แต่งตั้งกรรมการทั้งชุด Approve the appointment of al	l directors	
		Approve the appointment of an	r directors □ ไม่เห็นด้วย / Disapprove	่ บุงดออกเสียง / Abstain

	Approve the appointment of c	ertain directors	
	6.1 นายพลากร หวั่งหลี กรรมกา	รที่เป็นผู้บริหาร	
	Mr. Plakorn Wanglee, Exe		
	□ เห็นด้วย / Approve	ุ ∐ ไม่เห็นด้วย / Disapprove	่ บุงดออกเสียง / Abstain
	6.2 นายชินตัน กุนวัน โดชิ กรรมเ		
	Mr. Chintan Gunvant Dos		a .
	□ เห็นด้วย / Approve	□ ไม่เห็นด้วย / Disapprove	ุ บดออกเสียง / Abstain
	พิจารณาอนุมัติแผนการปรับโครงสร้าง	, ,	
Agenda 7	To approve the Capital Optimisation	n Plan with share buyback	
□ (n)	) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและ	ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็	นสมควร
(A	40	consider and vote on my/our behalf, a	
	3) The proxy shall vote as per my/oเ		
	ี □ เห็นด้วย	่ ไม่เห็นด้วย	🗆 งดออกเสียง
	Approve	Disapprove	Abstain
⊓ วาระที่ 8	เรื่องอื่นๆ (ถ้ามี)		
	8 Other matters (if any)		
			<b>5</b>
		ะลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็ consider and vote on my/our behalf, a	
	ı) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนเ		з поляте тау чест арргорнаю.
	B) The proxy shall vote as per my/oเ		
	ี เห็นด้วย	่ ไม่เห็นด้วย	🗆 งดออกเสียง
	Approve	Disapprove	Abstain
ไม่ใช่เป็นการลงคะแนนเสีย A vote by t as a vote of the sharehole	งของข้าพเจ้าในฐานะผู้ถือหุ้น :he proxy in any agenda which is no der.	t in line with my/our intention stated in	นี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและ n this letter shall be invalid and not considered เช้ดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลง
มติในเรื่องใดนอกเหนือจาก มติแทนข้าพเจ้าได้ทุกประก	เรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการเ ารตามที่เห็นสมควร	แก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง	ประการใด ให้ผู้รับมอบฉันท <sup>ะ</sup> มีสิทธิพิจารณาและลง
agendas other than thos		there are any amendments or addi	ear intention, or in case there are any special itional facts, the Proxy shall have the right to
กิจการใดที่ผู้รับม	มอบฉันทะได้กระทำไปในการประชุมเว้น	แต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตาม	ที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้เสมือนว่า
ข้าพเจ้าได้กระทำเองทุกประ	·	ข	•
Any business myself/ourselves.	carried out by the proxy in the said	d meeting as per my/our intention sh	nall be deemed as having been carried out by
		ର୍ଣ୍ଣ ଭ୍ୟୁଷ୍ଟ/Gianad	ผู้มอบฉันทะ/Grantor
		สงาย/Signed	
		\	/
			ผู้รับมอบฉันทะ/Proxy
		(	)
<u>หมายเหตุ</u>			
Remarks	1222		
	ะจะตองมอบฉนทะ เหผูรบมอบฉนทะเพ ายคนเพื่อแยกการลงคะแนนเสียงได้	องมายเพลาหาันที่เลเกระฉ์ทแขรออบเซล <sub>ิ</sub>	งลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น
2		only one proxy to attend and vote at t	he meeting and can not split the number
	ral proxies for splitting votes.	, <sub> -</sub> , s and vio at t	g spin and names
	การสามารถเลือกตั้งกรรมการทั้งชุดหรือเ	ลือกตั้งกรรมการเป็นรายบคคล	
	may choose to appoint the whole bo		

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ

In case there are additional agendas other than those specified above, the Grantor can specify his/her intention for those agendas in

🗌 การแต่งตั้งกรรมการเป็นรายบุคคล

\*

the attached along of the proxy form.

#### ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ALLONGE OF PROXY

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน)** 

The appointment of proxy by the shareholder of Standard Chartered Bank (Thai) Public Company Limited ในการประชุมใหญ่สามัญผู้ถือหุ้น ครั้งที่ 25 ในวันที่ 24 เมษายน 2567 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือจะพึ่งเลื่อนไป ในวัน และเวลาอื่นด้วย

In the Annual General Meeting of Shareholders No. 25 on 24 April 2024 at 2.00 p.m. via electronic means or at any adjournment thereof.

วาระที่		.เรื่อง		
Agenda	No.	Re:		
	(ก) ให้ผู้รับมอบฉันทะมี	มีสิทธิพิจารณา	และลงมติแทนข้าพเจ้าได้ทุก	ประการตามที่เห็นสมควร
	(A) The proxy shall h	ave the right	to consider and vote on m	y/our behalf, as he/she may deem appropriate
	(ข) ให้ผู้รับมอบฉันทะเ	ออกเสียงลงคะเ	แนนตามความประสงค์ของข้	าพเจ้า ดังนี้
	(B) The proxy shall v	ote as per my	/our intention as follows:	
	🗆 เห็นด้วย		□ ไม่เห็นด้วย	□ งดออกเสียง
	Approve		Disapprove	Abstain
วาระที่		.เรื่อง		
Agenda		Re:		
	(ก) ให้ผู้รับมอบฉันทะมี	มีสิทธิพิจารณา	และลงมติแทนข้าพเจ้าได้ทุก	ประการตามที่เห็นสมควร
				y/our behalf, as he/she may deem appropriate
	(ข) ให้ผู้รับมอบฉันทะเ	ออกเสียงลงคะเ	แนนตามความประสงค์ของข้	าพเจ้า ดังนี้
	(B) The proxy shall v	ote as per my	/our intention as follows:	
	🗆 เห็นด้วย		□ ไม่เห็นด้วย	🗆 งดออกเสียง
	Approve		Disapprove	Abstain
วาระที่		.เรื่อง		
Agenda —		Re:	- 0. 0. 10.	. 4 ~
	4		และลงมติแทนข้าพเจ้าได้ทุก	
_				y/our behalf, as he/she may deem appropriate
	-		แนนตามความประสงค์ของข้	าพเจ้า ดังนี้
		ote as per my	/our intention as follows:	_
	🗆 เห็นด้วย		□ ไม่เห็นด้วย	🗆 งดออกเสียง
_!	Approve	al.	Disapprove	Abstain
วาระที่		.เรือง		
Agenda		Re:	e 9, 9, 14 9,	. de
	2		และลงมติแทนข้าพเจ้าได้ทุก	
				y/our behalf, as he/she may deem appropriate
	<del>-</del>		แนนตามความประสงค์ของข้	าพเจ้า ดังน์
	· · · · · · · ·	ote as per my	v/our intention as follows:	a
	🗆 เห็นด้วย		□ ไม่เห็นด้วย	🗆 งดออกเสียง
a	Approve	4 4	Disapprove รแต่งตั้งกรรมการของธนาคา	Abstain
วาระที่		,		
Agenda	i			Bank's Directors (continued)
	ชื่อกรรมการ			
N	Name Director			
	□ เห็นด้วย		่	□ งดออกเสียง
-	Approve		Disapprove	Abstain
	ชื่อกรรมการ			
N	Name Director			D. 200000
	□ เห็นด้วย		□ ไม่เห็นด้วย	□ งดออกเสียง
-	Approve		Disapprove	Abstain
	ชื่อกรรมการ			
N	Name Director			d
	□ เห็นด้วย		ุ ไม่เห็นด้วย	□ งดออกเสียง
	Approve		Disapprove	Abstain



### Standard Chartered Bank (Thai) PCL.

No. 140, 11<sup>th</sup>, 12<sup>th</sup>, 14<sup>th</sup> Floor, Wireless Road, Lumpini, Patumwan, Bangkok 10330

