



standard
chartered

Standard Chartered Bank (Thai) PCL.

Notice of the Extraordinary General Meeting of Shareholders

No. 1/2567

On Thursday 12 December 2024

at 2.00 p.m.

22 November 2024

Re: Notice of the Extraordinary General Meeting of Shareholders No. 1/2567

To: Shareholders

Enclosures: 1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 25
2. Amendment to Clause 4 of the Bank's Memorandum of Association
3. E-Meeting response form and guidelines for e-meeting attendance
4. Proxy form

Whereas the Board of Directors of Standard Chartered Bank (Thai) Plc ("the Bank") deemed it appropriate to hold the Extraordinary General Meeting of Shareholders No. 1/2567 on Thursday 12 December 2024 at 2.00 p.m. **via electronic means** 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. 25 held on Wednesday 24 April 2024

Background:

The Annual General Meeting of Shareholders No. 25 was held on Wednesday 24 April 2024. 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 approve the capital optimization by reducing the registered capital and paid-up capital of the Bank through the reduction of the value of each share (par value)

Background:

The Bank has the paid-up share capital including share premium, which when calculated as a capital adequacy ratio is significantly higher than the minimum ratio set by the Bank of Thailand. Additionally, the Bank's capital adequacy ratio is considered significantly high compared to the size of the Bank's operations and the capital requirements under both normal and stressed conditions. This results in the efficient use of the fund to maximize benefits and leads to a moderate level of returns for shareholders.

Therefore, the Bank proposes the capital optimization to an appropriate level by reducing the registered capital and paid-up capital of the Bank at the amount of approximately USD 100,000,000 through the reduction of the value of each share (par value). With the FX rate of approximately Baht 35 per USD, the original par value of Baht 10 will reduce to the par value of Baht 7.64 and resulted in the reduction of the registered capital from Baht 14,842,627,020 to Baht 11,339,767,043.28 and the reduction of the paid-up capital from Baht 14,837,045,480 to Baht 11,335,502,746.72.

Opinion of the Board:

The Shareholders' Meeting should approve the capital optimization by reducing the registered capital and paid-up capital of the Bank through the reduction of the value of each share (par value). This action will help optimize return ratio for the shareholders. The reduction in the capital adequacy ratio after the capital optimization would continue to be one of the highest in the banking industry and would be more than sufficient to continue supporting bank operations as per the corporate plan.

Agenda 3**To approve the Amendment to Clause 4 of the Bank's Memorandum of Association****Background:**

Further to agenda 2, the Bank proposes the amendment to clause 4 of the Bank's Memorandum of Association, to align with the reduction of registered capital through the reduction of the value of each share (par value) from the original value of Baht 10 per share to Baht 7.64 per share, as details delivered to the shareholders together with this Notice (Enclosure 2).

Opinion of the Board:

The Shareholders' Meeting should approve the amendment to Clause 4 of the Bank's Memorandum of Association as proposed.

Agenda 4**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 6 December 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

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

**STANDARD CHARTERED BANK (THAI) PCL
MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 25
HELD ON 24 APRIL 2024 VIA ELECTRONIC MEANS**

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. Mrs. Ruchukorn Siriyodhin | Independent Non-Executive Director and
Member of the Audit Committee and Member of
the Nomination and Remuneration Committee |
| 4. Mr. Plakorn Wanglee | Executive Director |
| 5. Mrs. Gaik Ean Ong | Executive Director |
| 6. Ms. Toh Toak Cheng | Executive Director |

Apologies:

- | | |
|------------------------------------|--|
| 1. Prof. Dr. Warapatr Todhanakasem | Independent Non-Executive Director and
Chair of the Nomination and Remuneration
Committee and Member of the Audit
Committee |
|------------------------------------|--|

Executives in attendance:

- | | |
|-----------------------------|--------------------------|
| 1. Mrs. Chalida Chakreyarat | Company Secretary |
| 2. Mrs. Choteapa Suanpong | Chief Compliance Officer |
| 3. Mr. Rapeeporn Klawtanonk | Head, Human Resources |
| 4. Ms. Chutinard Soralump | Acting Head, Audit |

External Auditor in attendance:

- | | |
|-----------------------------|---------------------------------------|
| 1. 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 1,483,546,057 shares thereby constituting a quorum in accordance with the Bank's Articles of Association.



Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 24 held on 18 April 2023

The Chair requested the Shareholders to consider adopting the Minutes of the Annual General Meeting of Shareholders No. 24, a copy of which was delivered to the shareholders together with Notice of the Meeting.

AFTER DUE CONSIDERATION, IT WAS UNANIMOUSLY 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	1,483,546,057	100
2.	Disapprove	-	-
3.	Abstain	-	-
	Total	1,483,546,057	100

Agenda 2 To acknowledge the report of the Board of Directors as to the operation of the Bank for the year 2023

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 2023 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 was no question and comment from the Meeting.

The Shareholders' Meeting acknowledged the report of the Board of Directors as to the operation of the Bank for the year 2023.

Agenda 3 To approve the Financial Statements for the year ended 31 December 2023

The Chair reported to the Shareholders' Meeting that the Financial Statements for the year ended 31 December 2023 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 Office limited.

There was no question and comment from the Meeting.

AFTER DUE CONSIDERATION, IT WAS UNANIMOUSLY RESOLVED THAT the Financial Statements for the year ended 31 December 2023 be approved.



The voting results were as follows: -

		Number of votes (1 Share / 1 Vote)	Percentage of total eligible votes (%)
1.	Approve	1,483,546,057	100
2.	Disapprove	-	-
3.	Abstain	-	-
	Total	1,483,546,057	100

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

The Chair reported to the Shareholders' Meeting that the Financial Statements of the Bank for the year ended 31 December 2023 as audited by the Certified Public Accountant showed 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 Baht 1,305,660,002. The closing date of share registration book was 30 April 2024 and dividend payment shall be made on 3 May 2024. The unremitted profits of Baht 10,582,004 and other comprehensive income adjustment of Baht 11,413,063 would be appropriated to CET1 capital.

There was no question and comment from the Meeting.

AFTER DUE CONSIDERATION, IT WAS UNANIMOUSLY RESOLVED THAT 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 be approved as proposed.

The voting results were as follows: -

		Number of votes (1 Share / 1 Vote)	Percentage of total eligible votes (%)
1.	Approve	1,483,546,057	100
2.	Disapprove	-	-
3.	Abstain	-	-
	Total	1,483,546,057	100

Agenda 5 To approve the appointment of the external auditors and the determination of their remuneration for the year 2024

The Chair reported to the Shareholders' Meeting that for the year 2024, the Bank proposed the auditors of EY Office 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 2024 with the statutory audit fee of Baht 7,080,000 (excluding out of pockets expenses) similar level as for the year 2023.

There was no question and comment from the Meeting.

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 Office Limited, as the Bank's external auditors for the year ending 31 December 2024 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	1,483,546,057	100
2.	Disapprove	-	-
3.	Abstain	-	-
	Total	1,483,546,057	100

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

Mr. Plakorn Wanglee and Mrs. Gaik Ean Ong as directors having a vested interest left the Meeting.

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 two Executive Directors namely Mr. Plakorn Wanglee and Mrs. Gaik Ean Ong.

Mr. Plakorn Wanglee possesses suitable qualification. His participation on the Board had been highly beneficial to the business of the Bank. The Shareholders' Meeting should approve the re-appointment of Mr. Plakorn Wanglee as Executive Director for another term. As for Mrs. Gaik Ean Ong, who was Country Chief Risk Officer, was not nominated for re-appointment as she had already relocated to Standard Chartered Bank in other country. The Shareholders' Meeting was requested to consider the appointment of Mr. Chintan Gunvant Doshi, Country Chief Risk Officer and Senior Credit Officer, as new Executive Director replacing Mrs. Gaik Ean Ong and having authority to jointly sign with the existing two authorized directors of which any two had authority to jointly sign on behalf of the Bank with the Bank's seal affixed. Mr. Chintan Gunvant Doshi possessed suitable qualification and no disqualification pursuant to the applicable laws. His knowledge, skill and experience would be beneficial and supportive to the business of the Bank. Personal details of Mr. Plakorn Wanglee and Mr. Chintan Gunvant Doshi were delivered to the Shareholders together with this Notice.

AFTER DUE CONSIDERATION, IT WAS UNANIMOUSLY RESOLVED THAT the re-appointment of Mr. Plakorn Wanglee as Executive Director for another term and the appointment of Mr. Chintan Gunvant Doshi as new Executive Director with authority to jointly sign with the existing authorized directors be approved as proposed.



The voting results were as follows: -

	Name of Directors	Director Type	Total votes of 2,967,092,114 votes, dividing the votes for each director as follows: (1 Share / 2 Votes)
1.	Mr. Plakorn Wanglee	Executive Director	1,483,546,057
2.	Mr. Chintan Gunvant Doshi	Executive Director	1,483,546,057

Mr. Plakorn Wanglee and Mrs. Gaik Ean Ong returned to the Meeting.

Agenda 7 To approve the Capital Optimisation Plan with share buyback

The Chair reported to the Shareholders' Meeting that in order to optimise the capital to improve shareholders' returns, the plan was 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 had been sought and pending their response.

The Shareholders' Meeting was requested to consider the abovesaid capital optimization subject to the Bank of Thailand's approval. Post the Bank of Thailand's approval being received, Chief Executive Officer or Chief Financial Officer as delegated by the Board would perform all acts in relation to the share buyback/share capital optimisation project including the announcement and disclosure of the information through 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.

There was no question and comment from the Meeting.

AFTER DUE CONSIDERATION, IT WAS RESOLVED WITH MAJORITY VOTE THAT the capital optimization plan subject to the Bank of Thailand's feedback and approval.

The voting results were as follows: -


		Number of votes (1 Share / 1 Vote)	Percentage of total eligible votes (%)
1.	Approve	1,483,545,957	99.9999932594
2.	Disapprove	-	-
3.	Abstain	100	0.0000067406
	Total	1,483,546,057	100

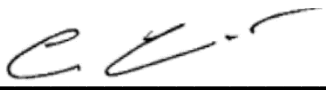
Agenda 8 Other Matters

The Chair invited the Shareholders to ask questions and make comments. There was no question and comment 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

Amendment to Clause 4 of the Bank's Memorandum of Association

The provision of the below Clause of the Bank's Memorandum of Association shall be repealed and replaced by the following.

Existing Provision	
Clause 4. The registered capital of Baht 14,842,627,020	(Fourteen billion, eight hundred forty-two million, six hundred twenty-seven thousand, and twenty Baht)
Divided into 1,484,262,702 shares	(One billion, four hundred eighty-four million, two hundred sixty-two thousand, seven hundred and two shares)
Par value of each share of Baht 10	(Ten Baht)
divided into	
Ordinary shares of 1,484,262,702 shares	(One billion, four hundred eighty-four million, two hundred sixty-two thousand, seven hundred and two shares)
Preference shares of nil	
New Provision	
Clause 4. The registered capital of Baht 11,339,767,043.28	(Eleven billion, three hundred thirty-nine million, seven hundred sixty-seven thousand, forty-three Baht and twenty-eight Satang)
Divided into 1,484,262,702 shares	(One billion, four hundred eighty-four million, two hundred sixty-two thousand, seven hundred and two shares)
Par value of each share of Baht 7.64	(Seven Baht sixty-four Satang)
divided into	
Ordinary shares of 1,484,262,702 shares	(One billion, four hundred eighty-four million, two hundred sixty-two thousand, seven hundred and two shares)
Preference shares of nil	



standard
chartered

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน)

Acceptance to Attend the Meeting via electronic means (E-Meeting) of Standard Chartered Bank (Thai) Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....ประเทศ.....รหัสไปรษณีย์.....

District Province Country Postal Code

(2) เป็นผู้ถือหุ้นของ ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน)

Being a shareholder of Standard Chartered Bank (Thai) Public Company

โดยถือหุ้นรวมทั้งสิ้น.....หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567

I would like to attend the Extraordinary General Meeting of Shareholders No.1/2024 via electronic means.

☐ เข้าร่วมประชุมด้วยตัวเอง

by myself

☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

to attend such meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the meeting Link to the email below

อีเมล (โปรดระบุ)

E-Mail (please specify)

โทรศัพท์มือถือ (โปรดระบุ)

Mobile Number (please specify)

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ (สิ่งที่ส่งมาด้วย ลำดับที่ 3 (2)) และทราบวิธีการเข้าร่วมประชุมภายในเวลา 16.00 น. ของวันศุกร์ที่ 6 ธันวาคม 2567

Please submit the required documents as per attachment by or before 16:00 hrs of 6 December 2024

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Upon completed verification, the meeting Link will be sent to your specified email.

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขทะเบียนผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

On meeting day, please prepare your Shareholder Number and your Identification Card Number for log-in.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Instruction for attending the Extraordinary General Meeting of Shareholders via electronic mean (E-meeting)

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 6 December 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:

1. **'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-meeting 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-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 6 December 2024 via email to: Anongsita.Saeseen@sc.com or postal mailing to: Company Secretary-for EGM 1/2024, Standard Chartered Bank (Thai) PCL, Level 14, 140 Wireless Road, Lumpini, Patumwan, Bangkok 10330, Thailand.

Note: *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-Meeting):

1. Once the shareholders or proxies wish to attend the e-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-meeting system in details. If you haven't received such Email by 10 December 2024, please contact the Bank immediately, call 02 106 1370-2.
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-meetings/id546505307	 https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open 30 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-meeting 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 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-meeting:

To submit suggestions or questions during the meeting, 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:

1. Regarding the submission of documents for proof of identity to attend the E-Meeting, please contact the Company Secretary, Call 02 106 1370-2
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

เขียนที่
Written atวันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่ ถนน
I/We Nationality reside at Road
ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Tambol/Khwaeng Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน)
am/are a shareholder of Standard Chartered Bank (Thai) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้นและออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding altogether shares, and can cast votes equaling votes, as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary Shares, which can cast votes equaling votes,
หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred Shares, which can cast votes equaling votes.

(3) ขอมอบฉันทะให้ ☐ 1. อายุ ปี อยู่บ้านเลขที่
Hereby appoint Age Years, Resides at
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Road Tambol/Khwaeng Amphur/Khet Province Postal Code or
☐ 2. อายุ ปี อยู่บ้านเลขที่
..... Age Years, Resides at
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Road Tambol/Khwaeng Amphur/Khet Province Postal Code or
☐ 3. อายุ ปี อยู่บ้านเลขที่
..... Age Years, Resides at
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Road Tambol/Khwaeng Amphur/Khet Province Postal Code or

หรือ / or ☐ 4. นายประเวช งามกิจกุล กรรมการอิสระ ประธานกรรมการตรวจสอบ และกรรมการสรรหาและกำหนดค่าตอบแทน
อายุ 68 ปี
Mr. Pravej Ongartsittigul, Independent Director, Chairman of the Audit Committee, and Member of the
Nomination and Remuneration Committee, age 68 years
อยู่บ้านเลขที่ 249 หมู่ 11 ซ.นพรัตน์ 24 แขวงศาลาธรรมสพน์ เขตทวีวัฒนา กรุงเทพมหานคร 10170
Residence at 249 Moo 11 Soi Nopparat 24, Salathammasop, Thawiwathana, Bangkok 10170

หรือ / or ☐ 5. ศ.ดร. วรภัทร โตธนะเกษม กรรมการอิสระ ประธานกรรมการสรรหาและกำหนดค่าตอบแทน และกรรมการตรวจสอบ
อายุ 75 ปี
Prof. Dr. Warapatr Todhanakasem, Independent Director, Chairman of the Nomination and Remuneration
Committee and Member of the Audit Committee, age 75 years
อยู่บ้านเลขที่ 59/29 ซอยโยธินพัฒนา 3 ถนนประดิษฐ์มนูธรรม เขตบางกะปิ กรุงเทพมหานคร 10240
Residence at 59/29 Soi Yothin Phatthana 3, Pradit Manutham Road, Bangkokapi, Bangkok 10240

หรือ / or ☐ 6. นางฤชกร สิริโยธิน กรรมการอิสระ กรรมการตรวจสอบ และกรรมการสรรหาและกำหนดค่าตอบแทน อายุ 66 ปี
Mrs. Ruchukorn Siriyodhin, Independent Director, Member of the Audit Committee, and Member of the
Nomination and Remuneration Committee, age 66 years
อยู่บ้านเลขที่ 60 ซอยอารีย์สัมพันธ์ 1 ถ.พหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400
Residence at 60 Soi Ari Samphan 1, Phahonyothin Road, Samsen Nai, Phaya Thai, Bangkok 10400



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 12 ธันวาคม 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 Extraordinary General Meeting of Shareholders No. 1/2567 on 12 December 2024 at 2.00 p.m. via electronic means or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

☐ วาระที่ 1 รับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้นครั้งที่ 25 ประชุมเมื่อวันที่ 24 เมษายน 2567

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 25 held on Wednesday 24 April 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 2 พิจารณานุมัติการปรับโครงสร้างเงินกองทุนของธนาคารโดยการลดทุนจดทะเบียนและทุนชำระแล้วของธนาคาร ด้วยวิธีการลดมูลค่าหุ้น (ราคาพาร์) แต่ละหุ้นให้ต่ำลง

Agenda 2 To approve the capital optimization by reducing the registered capital and paid-up capital of the Bank through the reduction of the value of each share (par value)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 3 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของธนาคาร ข้อ 4

Agenda 3 To approve the Amendment to Clause 4 of the Bank's Memorandum of Association

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 4 เรื่องอื่นๆ (ถ้ามี)

Agenda 4 Other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

A vote by the proxy in any agenda which is not in line with my/our intention stated in this letter shall be invalid and not considered as a vote of the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we did not state my/our voting intention for any agenda or state an unclear intention, or in case there are any special agendas other than those specified herein including when there are any amendments or additional facts, the Proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมวันแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้เสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting as per my/our intention shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and can not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
The shareholder may choose to appoint the whole board or certain directors.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are additional agendas other than those specified above, the Grantor can specify his/her intention for those agendas in 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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 12 ธันวาคม 2567 เวลา 14.00 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือจะพึงเลื่อนไปในวันและเวลาอื่นด้วย

In the Extraordinary General Meeting of Shareholders No. 1/2567 on 12 December 2024 at 2.00 p.m. via electronic means or at any adjournment thereof.

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่.....เรื่อง.....

Agenda No.

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |



Standard Chartered Bank (Thai) PCL.

No. 140, 11th, 12th, 14th Floor, Wireless Road, Lumpini, Patumwan, Bangkok 10330

