



standard
chartered

STANDARD CHARTERED BANK (PAKISTAN) LIMITED

REGISTERED OFFICE

Standard Chartered Bank (Pakistan) Limited
Main Building, P.O. Box 5556,
I.I. Chundrigar Road, Karachi-74000

SHARE REGISTRAR

CDC – Share Registrar Services (Pvt.) Ltd.
CDC House, 99-B, Block B, SMCHS,
Main Shahra-e-Faisal, Karachi-74400

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra ordinary General Meeting (“EoGM”) of the shareholders of Standard Chartered Bank (Pakistan) Limited (“Bank”) will be held on Monday, 28 April 2025 at 02:00 pm at National Institute of Banking and Finance (NIBAF), Pakistan (previously The Institute of Bankers Pakistan), M.T. Khan Road, Karachi (physical and virtual meeting), to transact the following business:

ORDINARY BUSINESS

1. To elect seven (7) Directors of the Bank as fixed by the Board of Director under section 159(1) of the Companies Act, 2017 (“the Act”) for a term of three years in place of the following retiring Directors who are eligible for election/re-election.
 - a. Mr. Christopher Parsons
 - b. Mr. Rehan M. Shaikh
 - c. Ms. Rola Abu Manneh
 - d. Mr. Sheikh Jobe
 - e. Mr. Ehsan Ali Malik
 - f. Mr. Badaruddin Fatehali Vellani
 - g. Mr. Ghiasuddin Khan

OTHER BUSINESS

2. To transact any other business as may be placed before the meeting with the permission of the chair.

By Order of the Board

Asif Iqbal Alam
Company Secretary

Karachi: 7 April 2025

NOTES:

1. The Share Transfer Books of the Bank will remain closed from Tuesday, 22 April 2025 to Monday, 28 April 2025 (both days inclusive). Transfer received at the Share Registrar by the close of business on Monday, 21 April 2025 will be treated in time.
2. Only those persons whose names appear in the Register of Members of the Bank as of Monday, 21 April 2025 will be entitled to attend/participate in/vote at the EoGM.
3. **Election of Directors**
 - In terms of Section 159(1) of the “Act, the Board of Directors of the Bank has fixed the number of directors to be elected as seven (07) for the term of three years with effect from 29 April 2025.
 - Any person/member, whether a major shareholder or a minority shareholder, who seeks to contest the election to the office of the director (“the Candidate”), whether he/she is a retiring director or otherwise, is encouraged to file, a notice of intention with the Bank at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held.
 - The following documents are required to be submitted by the Candidate to contest the election of directors:
 - a. Notice of his/her intention to offer himself/herself for election as director in terms of Section 159(3) of the Act. The candidate should also confirm that:
 - He/she is not ineligible to become a director of the Bank under any applicable laws and regulations (including but not limited to the Act and the Regulations from State Bank of Pakistan (“SBP”)).
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director, or officer of a corporate brokerage house.
 - He/she is not serving as a director in more than seven listed companies simultaneously.
 - A person contesting for the position of Independent Director must also submit a declaration confirming that he/she meets the eligibility and independence criteria outlined in the Corporate Governance Regulatory Framework (“CGRF”), the Act and the associated rules and regulations.
 - b. Consent to act as director on Appendix to the Form-9 (of the Companies Regulations, 2024) under Section 167 of the Act.
 - c. A detailed profile of candidates including their office address (the same will be placed on the Bank’s website as per requirements of SECP’s notification S.R.O. 1196 (I)/2019 dated 3rd October 2019).
 - d. Proforma – Fit and Proper Test, Affidavit Non-Judicial Stamp Paper, and duly completed Questionnaire for assessing “Fit & Proper Test” attached to the CGRF issued by the SBP vide BPRD Circular No. 5 dated 22 November 2021.
 - e. National Tax Number (“NTN”), attested copy of Computerized National Identity Card (CNIC)/Passport, degrees/certificates and experience certificates from previous

employers/institutions etc. (Please note that the Bank reserves the right to obtain confirmation/verification of degrees/certificates/documents etc. in compliance with law/regulations. The candidates are required to provide written authorization(s) to their concerned educational institution(s) to provide required verification (s) directly to the Bank, in order to assist the Bank in this regard).

- f. Details of family members (spouse, lineal ascendants and descendants and siblings including stepfather, stepmother, stepson, stepdaughter, stepbrother or stepsister, if any) along with a copy of their CNIC/Passport. Attested copy of Income Tax Clearance Certificate, (where applicable).
- As per provisions of Regulation No. 4(1) (A) of Companies (Postal Ballot) Regulations, 2018 (the "Ballot-Regulations"), the right to vote through the electronic voting facility and voting by post shall be provided to the members, if the number of persons who offer themselves to be elected is more than the number of directors fixed i.e. seven (7).
- As per Section 153(i) of the Act, a director is required to be a member of the Bank. The candidate is required to advise his/her Folio/CDC subaccount and Participant ID number.
- In terms of the CGRF, prior clearance in writing from SBP is required for the appointments of Directors. The candidates are requested to read the same and other relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Act and CCG-2019, and SECP S.R.O. 906 (I)/2023 dated 7 July 2023 (amendments in CCG-2019) and ensure compliance with the same in letter and spirit.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017:

This statement sets out the material facts pertaining to the justification for choosing the appointees for appointment as an independent director to be elected at the EoGM of the Bank to be held on 28 April 2025. The Board of Directors of the Bank has fixed the number of directors to be elected as seven (07) for the term of three years with effect from 29 April 2025. In terms of the provisions of Clause G-6(1)(b) of the CGRF and the sub-clause 6(1) of CCG-2019, the Bank shall have at least three (3) independent directors, which is one-third of the total number fixed by the Board. The independent directors will also be elected through the process of election of directors in terms of Sections 159 and 166(1) of the Act and they shall meet the criteria laid down under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 (the 'Regulations-2018'). It will be ensured that the name of the independent director is available in the databank of independent directors being maintained by the Pakistan Institute of Corporate Governance ("PICG") or any other institute, body or association in line with the Regulations-2018. The present Directors of the Bank have no interest in the above business except their eligibility for re-election as directors of the Bank.

4. **Appointment of Scrutinizer:** Under Regulation 11 of the Ballot-Regulations, the Board of the Bank has appointed M/s Yousuf Adil, Chartered Accountants, (a QCR-rated audit firm) to act as the Scrutinizer of the Bank for the business of election of directors to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Ballot-Regulations.
5. A member entitled to attend and vote at the above meeting is entitled to appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be valid, must be received by the Bank at its registered office address i.e. **Standard Chartered Bank (Pakistan) Limited, P.O. Box No. 5556, I. I. Chundrigar Road, Karachi** marked for the attention of Company Secretary Office, not less than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.

6. **A. For Attending the Meeting:**

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per respective CDC Regulations, shall authenticate his/her identity through his/her original CNIC or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the Meeting.

B. For Appointing Proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per respective CDC Regulations, shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC or the passport numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with the proxy form to the Bank.

7. **Participation in EoGM through online platform/ facility**

Arrangements have also been made by the Bank to facilitate the participation of the shareholders in the EoGM through online platform/facility, either in-person or through appointed proxies. For attending the meeting virtually, shareholders are requested to get themselves registered with the Company Secretary Office, at least 24 hours before the time of EoGM (i.e. before 02:00 p.m. on 27 April 2025) by providing following details at cosec.pk@sc.com.

Folio/CDC Account No.	Name of Shareholders	CNIC No.	Cell No.	Email Address

Upon receipt of the above information from interested shareholders, the Bank will send the login details at their email addresses. On the EoGM Day, shareholders will be able to login and participate in the EoGM proceedings through their smartphones or computer devices. Login facility will be opened 15 minutes before the meeting time to enable the participants to join the meeting, after identification and verification process.

8. Members having physical shareholding are requested to notify change in their address, if any, to the Bank's Share Registrars, **M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi – 74400**, Toll Free: 0800-CDCPL (23275), Fax: (021) 34326053, Email: info@cdcsrsl.com whereas, CDC account holders are requested to please contact their respective **CDC Participant/Broker/Investor Account Service**.
9. Members may inspect the minutes of the Extra Ordinary General Meeting held on Thursday, 28 April 2022, in terms of Section 52 of the Act, at the Bank's registered address.
10. **Conversion of Physical Shares into Book-Entry Form:** In reference to Section 72(2) of the Act, all shareholders holding physical shares are requested to get converted their shares into book entry form at the earliest. This would facilitate shareholders in many ways including safe custody of shares, avoidance of formalities required for issuance of duplicate shares, etc. For the conversion of physical shares into book entry form, the shareholders may contact their Brokers, CDC Participants or CDC Investor Account Service

11. **Statutory Code of Conduct at General Meetings:** Section 215 of the Act and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of Shareholders, as follows:

Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the general meeting is being held, confine themselves to the agenda items covered in the notice of the general meeting and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of the Act.

Shareholders are further advised to take note of meeting etiquettes as prescribed in the Guidelines for Professional Conduct in General Meetings (the "Guide") issued by SECP.



FORM OF PROXY

EXTRAORDINARY GENERAL MEETING
STANDARD CHARTERED BANK (PAKISTAN) LIMITED

نمائندگی کا فارم (پراکسی فارم)
غیر معمولی اجلاس عام
اسٹینڈرڈ چارٹرڈ بینک (پاکستان) لمیٹڈ

I/We of being member(s) of Standard Chartered Bank (Pakistan) Limited holding Ordinary shares hereby appoint of or failing him/her of who is/are also member(s) of Standard Chartered Bank (Pakistan) Limited as my/our Proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Bank to be held on 28 April 2025 and/or any adjournment thereof.

میں/ہم کا/کی/کے بحیثیت رکن اسٹینڈرڈ چارٹرڈ بینک (پاکستان) لمیٹڈ اور حامل عام حصص، کے/کی یا ان کی غیر موجودگی میں کے/کی کا جو اسٹینڈرڈ چارٹرڈ بینک (پاکستان) لمیٹڈ کے رکن ہیں، کو اپنی غیر حاضری میں بینک کے غیر معمولی اجلاس عام جو 28 اپریل 2025 کو منعقد ہونا ہے یا اس کے التواء کی صورت میں حاضری اور حق رائے دہی کے استعمال کے لئے اپنا نمائندہ (پراکسی) تقرر کرتا/کرتی ہوں۔

Signed this day of 2025.

آج بروز بتاریخ 2025 کو دستخط کئے گئے۔

Folio/ CDC No.
فولیو/سی ڈی سی

Signature
دستخط

Revenue Stamp

WITNESSES:

گواہ :

1. Signature:
Name:
CNIC/Passport No.:
Address:

1. دستخط
نام
سی این ای سی / پاسپورٹ نمبر
پتہ

2. Signature:
Name:
CNIC/Passport No.:
Address:

2. دستخط
نام
سی این ای سی / پاسپورٹ نمبر
پتہ

Note:

نوٹ:

- The Proxy Form should be deposited at the registered office of the Bank, as soon as possible but not later than 48 hours before the time of holding the meeting, failing which, Proxy Form will not be treated as valid.
- No person shall act as proxy unless he/she is a member of the Bank.

- نمائندگی کا فارم (پراکسی فارم) جلد از جلد بینک کے رجسٹرڈ پتے پر جمع کرائیں، اجلاس عام کی ابتداء سے 48 گھنٹے پہلے تک موصول ہونے والے فارم موثر تصور کئے جائیں گے بعد ازاں موصول ہونے والا کوئی بھی فارم قابل قبول نہیں ہوگا۔
- کسی بھی غیر رکن شخص کا تقرر بطور نمائندہ (پراکسی) نہیں کیا جا سکتا۔

BOOK POST

If undelivered please return to:
Standard Chartered Bank (Pakistan) Limited
Main Branch, I.I. Chundrigar Road
Karachi – 74000