



SCBPL/CS/2026/008

5 March 2026

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

Dear Sir,

**Notice of Annual General Meeting - Standard Chartered Bank (Pakistan) Limited**

Enclosed please find the notice of 20<sup>th</sup> Annual General Meeting (AGM) of Standard Chartered Bank (Pakistan) Limited to be held on Friday, 27 March 2026, at 11:30am at Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi and through video conferencing facility.

Further, the attached notice of AGM will be published in the following newspapers: Business Recorder (English) and Roznama Express (Urdu) on Friday, 6 March 2026.

Please communicate the information to TRE Certificate Holders of the Exchange accordingly.

Yours truly,

 **Wajiha Hasan**  
Company Secretary

Enclose: as above

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting ('AGM') of the shareholders of Standard Chartered Bank (Pakistan) Limited ('Bank') will be held on Friday, 27 March 2026 at 11:30 a.m. at the Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi and through video conferencing to transact the following business:

### A. ORDINARY BUSINESS

- To receive, consider and adopt the Audited Accounts of the Bank for the year ended 31 December 2025, along with the Directors' and Auditors' Reports thereon. In accordance with Section 223(6) of the Companies Act 2017 ('the Act'), and pursuant to the SECP S.R.O. 389(I)/2023 dated March 21, 2023, the Financial Statements of the Bank can be accessed through the following weblink and/or QR enabled code:

<https://www.sc.com/pk/help/financials/>



- To consider the appointment of external auditors namely M/s EY Ford Rhodes, Chartered Accountants (who being eligible, have offered themselves for reappointment), as Statutory Auditors of the Bank for the year 2026. The Board also seeks authority for the Board Audit Committee to negotiate and agree upon Auditors' remuneration subject to concurrence of the Board in the subsequent meeting.
- To consider and approve final cash dividend @ 30% (i.e. Rs. 3 per share of Rs. 10/- each) for the year ended 31 December 2025 as recommended by the Board of Directors. This is in addition to interim cash dividend of 35% already paid for the year 2025. This will be payable to the members whose names appear in the register of the members as on Tuesday, 17 March 2026.

### B. OTHER BUSINESS

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

By Order of the Board

Wajiha Hasan  
Company Secretary  
Karachi: 6 March 2026

### Notes:

- The Share Transfer Books of the Bank will remain closed from Wednesday, 18 March 2026 to Friday, 27 March 2026 (both days inclusive). Transfers received at the Share Registrar's office by the close of business on Tuesday, 17 March 2026 will be treated in time.
- Only those persons whose names appear in the Register of Members of the Bank as of Tuesday, 17 March 2026 will be entitled to attend/participate in/vote at the AGM and be entitled to receive above stated cash dividend.
- 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.
- A. For Attending the Meeting:**

  - 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 the Regulations, shall authenticate his/her identity through his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
  - 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:**

  - 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 the Regulations, shall submit the proxy form as per the above requirement.
  - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
  - 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.
- Participation in AGM through online platform/ facility**

Arrangements have also been made by the Bank to facilitate the participation of the shareholders in the AGM 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 AGM (i.e. before 11:30 a.m. on Thursday, 26 March 2026) by providing following details at [cosec.pk@sc.com](mailto: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 AGM Day, shareholders will be able to login and participate in the AGM 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.

- 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](mailto:info@cdcsrsl.com). Whereas, CDC account holders are requested to please contact their respective CDC Participant/Broker/Investor Account Service for notifying such change in their address(es).
- Members may inspect the minutes of the AGM held on Thursday, 27 March 2025, in terms of Section 52 of the Companies Act, 2017, at the Bank's registered address.
- In terms of Section 223 (7) of the Companies Act 2017, the Annual Report for the year ended 31 December 2025 has been placed on the Bank's website.
- E-Dividend Requirements:** In accordance with the Companies (Distribution of Dividend) Regulation 2017, shareholders are advised to provide their Identification Number/ CNIC Number and International Bank Account Number (IBAN) details, if they have not already done so, to our Share Registrar (if shares are held in physical form) at their above referred office address or to the respective Participants/Broker (if shares are held through CDS Account) latest by Tuesday, 17 March 2026. Failing which may result in withholding of dividend payments of respective shareholders.
- Conversion of Physical Shares into Book-Entry Form:** In reference to Section 72(2) of the Companies Act, 2017, 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.
- Tax Requirements:** The dividend income on shares is liable to deduction of withholding tax under Section 150 of the Income Tax Ordinance, 2001; 'Filer' and 'Non-Filer' shareholders will pay tax on dividend income @ 15% and 30% respectively. The Filer status of shareholders will only be determined on the basis of latest available Active Taxpayers List (ATL) uploaded by the Federal Board of Revenue (FBR) on their website <https://www.fbr.gov.pk/>.

In case a Folio/CDS Account is jointly held, each joint-holder will be treated separately as Filer or Non-Filer and tax will be deducted on the gross dividend amount determined by bifurcating the shareholding of each joint-holder on equal proportions, except where shareholding proportion of joint-holders is pre-defined as per the records of Bank's Share Registrar and thus tax rates will be applied in line with respective proportions. Those shareholders, who are holding shares jointly, are requested to update/notify the shareholding proportions of principal and joint-holder(s) in writing to our Share Registrar latest by Tuesday, 17 March 2026 at their above referred office address.

In this regard, all shareholders, whose names are not entered into the ATL despite the fact that they are filers, are advised to make sure that: (i) Their names appear into the ATL before start of closed period (referred above), otherwise they will be treated as non-filers for tax deduction purpose, and (ii) A copy of their National Tax Number is submitted to their relevant Participant/CDC Investor Account Services or to our Share Registrar (in case of physical shareholding only) at their above referred office address.

In case any corporate shareholder wishes to claim special tax rates or withholding tax exemption on dividend income, a copy of valid special tax rate certificate or tax exemption certificate, as the case may be, must be provided to our Share Registrar at their above-mentioned address latest by Tuesday, 17 March 2026.

- Statutory Code of Conduct of AGM:** Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations, 2024, 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 AGM is being held, confine themselves to the agenda items covered in the notice of the AGM 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 in line with the requirements of Section 185 of Companies Act, 2017 and SECP S.R.O. 452(I)/2025 dated March 17, 2025.

