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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 Extraordinary General Meeting ("EoGM") of the shareholders of Standard Chartered Bank (Pakistan) Limited ("Bank") will be held on Thursday, 28 April 2022 at 2:00 p.m. at The Institute of Bankers, Pakistan, M.T. Khan Road, Karachi (physical & virtual meeting), to transact the following business:

ORDINARY BUSINESS

- 1. To elect seven (7) Directors of the Bank, as fixed by the Board of Directors 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. Ian Anderson Bryden
b. Mr. Rehan M. Shaikh
c. Mr. Mohamed Abdel Razek
d. Mr. Adam Long
e. Mr. Towfiq Habib Chinoy
f. Mr. Ehsan Ali Malik
g. Ms. Spenta Captain Kandawalla

SPECIAL BUSINESS

- 2. To consider and, if thought fit, to pass a special resolution, with or without modifications, for the amendments in the Articles of Association of the Bank (subject to necessary regulatory approvals).

The statement of material facts in relation to aforesaid special business, as required under Section 134(3) of the Act is attached to this notice.

OTHER BUSINESS

- 3. 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 2022

STATEMENTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017:

Agenda Item: Amendments in the Articles of Association of the Bank

- 1. The existing Articles of Association ("AOA") of the Bank have been redrafted in their entirety and replaced by the amended AOA in order to comply with the provisions under the Companies Act, 2017 (the "Act"), which has repealed and replaced the erstwhile Companies Ordinance 1984 and various changes in the other applicable laws and regulations.
2. In this respect, the amended/alter AOA will be laid before the members in the EoGM scheduled on 28 April 2022.
3. In line with the requirements of Section 38 read with SRO 423(I)/2018 issued by the Securities and Exchange Commission of Pakistan ("SECP") dated 3 April 2018, following disclosures are being made:
a) The revised AOA and existing AOA along with comparative table of amendments are provided in the CD/DVD, attached hereto, as integral part of this notice.
b) The existing AOA of the Bank have been amended mainly to reflect the provisions of the Act which has repealed and replaced the erstwhile Companies Ordinance, 1984.
c) The Board confirms that the proposed alterations to the AOA are in line with the applicable provisions of the law and regulatory framework.
d) A copy of each of the existing AOA and proposed AOA indicating the proposed amendments are available for inspection at the registered office of the Bank during business hours on any working day.
4. For the purpose of aforesaid, it is proposed to consider and, if thought fit, to pass the following special resolution(s), with or without modifications, to adopt a new set of AOA of the Bank:

"Resolved that pursuant to Section 38 of the Companies Act, 2017 ("the Act"), and all other applicable provisions of the Act and other applicable laws and regulations, the existing Articles of Association of the Bank be and are hereby substituted by the new set of Articles of Association, as laid before the meeting."

"Further Resolved that Special Resolution be filed with the Registrar and that Company Secretary be and is hereby authorised to fulfil all requisite legal, corporate and procedural formalities for formalising the revised Articles of Association of the Bank."

- 5. None of the directors of the Bank have any personal interest in the alterations/amendments/substitution of AOA of the Bank, except in their capacity as shareholders or directors of the Bank.

NOTES:

- 1. The Share Transfer Books of the Bank will remain closed from Thursday, 21 April 2022 to Thursday, 28 April 2022 (both days inclusive).
2. Any person seeking to contest the election to the office of director shall, whether he is a retiring director or otherwise, file the following with the Company Secretary of the Bank at its Registered Office, Standard Chartered Bank, Main Building, I.I. Chundrigar Road, Karachi, not later than 14 days before the date of the above said meeting.
a. Notice of his/her intention to offer himself/herself for the election as a director, in terms of Section 159(3) of the Companies Act, 2017. He/She should also confirm that he/she is not ineligible to become director of the Standard Chartered Bank (Pakistan) Limited under any applicable laws, regulations, circulars/directives of State Bank of Pakistan ("SBP") and the Listed Companies (Code of Corporate Governance) Regulations, 2019.
b. Consent to act as a director in Form 28 under Section 167 of the Companies Act, 2017.
c. Fit and Proper Test proforma, Affidavit and Questionnaire with a copy of recent CV, CNIC/Passport, Academic Certificates and Photograph, in terms of the requirements of SBP's BPRD Circular No. 5 dated 22 November 2021. A copy of the said Circular with proforma and prescribed Affidavit may be obtained on written request before the due date from the office of the Company Secretary of the Bank.
3. In terms of the criteria prescribed by the SBP, the association of the following persons as a director is undesirable and against the public interest:
a. A person who is/has been associated with any illegal activity, especially relating to banking business; and
b. A person who in his/her individual capacity or a proprietary concern or any partnership firm or any private limited company or any unlisted public company or any listed public company (of which he/she has been a proprietor, partner, director or shareholder), has been in default of payment of dues owed to any of the financial institution and/or in default of payment of any taxes.
Moreover, as per SBP requirements, a person is not permitted to be a director of more than one Bank/DFI.
4. Participation in EoGM through Online Platform/Facility
Arrangements have 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. Shareholders are requested to get themselves registered with the Company Secretary Office, at least 24 hours before the time of the EoGM by providing following details at cosec.pk@sc.com.

Table with 5 columns: Folio/CDC Account No., Name of Shareholders, CNIC No., Cell No., Email Address

Upon receipt of the above information from the 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.

Only those persons whose names appear in the Register of Members of the Bank as at Wednesday, 20 April 2022 will be entitled to attend/participate in/vote at the EoGM.

- 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 marked for the attention of the office of the Company Secretary, 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. Members are requested to notify change in their address, if any, to the Share Registrars, Messer CDC-Share Registrar Services (Pvt.) Ltd., CDC House, 99-B, Block B, SMCHS, Main Shahra-e-Faisal, Karachi - 74400, Toll Free: 0800-CDCPL (23275), Fax: (021) 34326053, Email: info@cdcsrsl.com.
7. The Bank will provide the facility of video link for attending the meeting if the said consent is received from members holding at least 10% of the total paid up capital not later than 7 days before the date of EoGM.
8. 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 the Regulations, shall authenticate his/her identity by showing his/her original Computerised National Identity Card ("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 (unless it has been provided earlier) 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 the 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 numbers shall be mentioned on the form.
iii) Attested copies of the 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 proxy form to the Bank.
9. Members may inspect the minutes of the Annual General Meeting held on Tuesday, 29 March 2022, in terms of Section 52 of the Companies Act 2017, at the Bank's registered address.
10. Statutory Code of Conduct at General Meetings: Section 215 of the Companies Act 2017, 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.

