



บริษัท เอสซีบี เอกซ์ จำกัด (มหาชน)
สำนักงานใหญ่ เลขที่ 9 ถนนรัชดาภิเษก
แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900
เลขที่ 0107564000341

SCB X Public Company Limited
Head Office 9 Rutchadapisek Road,
Chatuchak, Chatuchak, Bangkok 10900 Thailand
No. 0107564000341

www.scbx.com

- Translation -

CSOX- 670129

30 August 2024

Subject: Invitation to Shareholders to Propose Questions, Agenda Items and Candidates for Directorship
in Advance for the 2025 Annual General Meeting of Shareholders

Attn.: The President
The Stock Exchange of Thailand

In upholding the good corporate governance practice relating to the treatment of shareholders' rights, SCB X Public Company Limited (the "Company") is pleased to invite the shareholders to propose, during 1 September 2024 – 30 November 2024, questions, agenda items and nomination of qualified candidates for directorship for the 2025 Annual General Meeting of Shareholders, details of which are attached hereto. In this connection, such invitation has been posted on the Company's website at www.scbx.com.

Yours faithfully,
SCB X Public Company Limited

- Signed -

(Mrs. Siribunchong Uthayophas)
Company Secretary

Corporate Office & Company Secretary
Tel. 0-2180-8155

**Invitation to Shareholders to Propose Questions, Agenda Items and Candidates for Directorship
in Advance of Annual General Meeting of Shareholders**

As SCB X Public Company Limited (the "Company") has a strong intention to proceed its business under the good corporate governance principle in which the equitable treatment to shareholders is included, the Company's shareholders are invited to propose the following matters in advance of annual general meeting of shareholders ("AGM"):

1. Questions;
2. Important and beneficial matters that should be included in the AGM agenda; and
3. Qualified candidates for directorship.

Qualifications of Shareholders Entitled to Submit Proposals: Being shareholders who meet any of the following eligibility criteria:

1. Being a shareholder or a group of shareholders whose aggregate holding of the Company's shares **is not less than** 5 percent of the total voting rights; or
2. Being a shareholder or a group of shareholders whose aggregate holding of the Company's shares is **less than** 5 percent of the total voting rights and must have continuously been the shareholder of the Company for a minimum period of 12 consecutive months upon the proposal submission.

Submission Period: 1 September – 30 November 2024

Submission Channels:

- 1) E-mail: company.secretary@scbx.com
- 2) Post: Company Secretary
Corporate Office & Company Secretary
SCB X Public Company Limited
9th Fl., Zone C, Head Office, The Siam Commercial Bank PCL
9 Ratchadapisek Road, Chatuchak, Bangkok 10900

Required Documents & Information: To support the consideration of proposals, each shareholder submitting a proposal is requested to also provide the Company with the following information:

1. Name, address, and telephone number of the shareholder or the proxy grantor submitting a proposal in order that the Company could contact the shareholder for additional information required, if any, as well as a certified true copy of the shareholder's or the proxy grantor national identification card;
2. Document evidencing shareholding period of at least 12 consecutive months upon the proposal submission date such as share certificates or confirmation letters issued by brokers;
3. Objectives, details and supporting information of the proposal to assist the Company's consideration such as facts, rationale, issues for consideration, and expected benefits to the Company; and

4. With respect to the nomination of candidates for directorship, the shareholder is required to submit a letter indicating the candidates' consent to the consideration of their qualifications for the election as director, including related documents such as curricula vitae and documentary evidence showing education, training, work experience, contact address and telephone number, etc. of the nominated candidates.

Process: The Nomination, Compensation and Corporate Governance Committee will consider and screen the shareholders' proposals, which include questions, agenda items, and nomination of candidates for directorship, and propose them to the Board for consideration prior to proceeding with the further steps.

As regards the nomination of candidates for directorship, the Company is also required to propose the curricula vitae and qualifications of the nominated candidates to the Bank of Thailand for endorsement and to the Office of Securities and Exchange Commission for the qualification review.

Conditions: The Board has the right to refuse to incorporate the proposals of questions or nomination of candidates for directorship submitted by shareholders into the AGM meeting agenda in any of the following circumstances:

1. The shareholder submitting a proposal does not meet the qualification criteria applicable to shareholders entitled to submit proposals.
2. The proposal is related to the Company's ordinary business operations and the fact given by the shareholder does not indicate any reasonable grounds to believe that there is an irregularity or to consider such matter.
3. The proposal is beyond the Company's power to proceed as proposed.
4. The proposal is the same as that previously submitted to the shareholders' meeting for consideration and received the supporting votes of less than 10% of the total voting rights, and there is no change in any material respect of the fact pertaining to the proposal.
5. As for the nomination of candidates for directorship, if the nominated candidates lack qualifications which are required by applicable laws or regulatory rules or do not possess desired qualifications such as lack of experience, knowledge, ability or field expertise that is considered beneficial or necessary for the Company's business.
6. Any other reason which the Board is of the view that there are reasonable grounds to refuse to incorporate the shareholders' proposals of questions, agenda items or nomination of candidates for directorship.

(Details about qualifications and prohibited characteristics of a director are as per Attachment.)

Decision Announcement: The Company's decision on the acceptance of the proposal of questions, agenda items and candidates for directorship will be released after the Board meeting which will be held during January to February 2025. Proposals that are accepted by the Board will be included as agenda items in the Notice of the 2025 Annual General Meeting of Shareholders.

Director's Qualifications According to the Public Limited Companies Act B.E. 2535

Section 68 A director shall be natural person and shall:

- (1) Being sui juris;
- (2) Not being Bankrupt, incompetent or quasi-incompetent;
- (3) Having never been imprisoned on the court's final judgment for an offence relating to property committed with dishonest intent;
- (4) Having never been dismissed or removed from government service, or a government organization, or a government agency in punishment for dishonesty in performing the duties.

Director's Qualifications According to the Financial Institution Businesses Act B.E. 2551

Section 24 No financial institution shall appoint or allow any person with any of the following qualifications to be or perform the duty of a director, a manager, a person with management authority or an advisor to the financial institution.

- (1) Being Bankrupt or having been discharged from Bankruptcy for less than five years.
- (2) Having been sentenced to imprisonment by a court's final judgment for an offence relating to property committed with dishonest intent regardless of whether the penalty is pending or not.
- (3) Having been dismissed or discharged from government service, a government organization, or a government agency in punishment for dishonesty in performing the duties.
- (4) Having been a person with management authority of a financial institution and holding such position during the period when its license is revoked.
- (5) Having been removed from the position of director, manager or person with management authority of a financial institution under Section 89 (3), or Section 90 (4), or under the law governing securities and exchange unless a waiver is granted by the Bank of Thailand.
- (6) Concurrently being a director, a manager, an officer, or a person with management authority of any other financial institution unless a waiver is granted by the Bank of Thailand.
- (7) Being a manager or a person with management authority besides the position of director of a company being granted credits, guarantee, or aval by, or having contingent liabilities at the financial institution unless:
 - (a) Being a non-executive director or advisor of the financial institution;
 - (b) Being exempted in accordance with the regulations as prescribed by the Bank of Thailand.

- (8) Being a political official, a member of the parliament, a senator, a member of district administration council, a district administrator or person holding any political position as prescribed by the Bank of Thailand .
- (9) Being an official or a former official of the Bank of Thailand in accordance with the regulations prescribed by the Bank of Thailand , except in the case where appointed by the Bank of Thailand for the purpose of rectifying the financial standing or operation of the financial institution, or holding a position with a financial institution which is a state enterprise in accordance with the law on budget procedures. Moreover, such official of the Bank of Thailand or former official of the Bank of Thailand , who is still prohibited from accepting a position under such regulations prescribed by the Bank of Thailand , shall not be entitled to receive any rights to purchase shares in such financial institution.
- (10) Being a person having any prohibited characteristics or lacking any qualifications as prescribed by the Bank of Thailand.

Director's Qualifications According to the Securities and Exchange Act B.E. 2535

Section 89/3 A director shall have qualifications and shall not have prohibited characteristics as specified by law on public limited companies, and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in the notification of the SEC.

Director's Qualifications According to Other Relevant Notifications
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1. Bank of Thailand 's Notification No. SorNorSor. 2/2566 Re: Roles, Responsibilities, and Composition of the Board of Directors of Financial Institutions and Companies within Financial Business Groups
2. Bank of Thailand 's Notification No. SorNorSor. 3/2564 Re: Regulations on the Approval of Appointment of Directors, Managers, Persons with Power of Management, or Advisors of Financial Institutions, Financial Institutions' Parent Companies, and Subsidiaries Undertaking Financial Business
3. Securities and Exchange Commission's Notification No. GorJor. 3/2560 Re: Determination of Characteristics Indicating Untrustworthiness of Company's Directors and Executives
4. Capital Market Supervisory Board's Notification No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Sale of Newly Issued Shares (Qualifications Applicable to Independent Director and/or Audit Committee Member)