SCB

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

เลขที่ 0107564000341

SCB X Public Company Limited
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No. 0107564000341

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- Translation -

No. CSOX-680010

7 March 2025

To: All shareholders

Notice of the 2025 Annual General Meeting of Shareholders

The Board of Directors of SCB X Public Company Limited (the "Company") passed a resolution to convene the 2025 Annual General Meeting of Shareholders on Friday 4 April 2025 at 14:00 hours, via electronic means, in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws

and regulations, to consider the following agenda:

Agenda No. 1 To acknowledge the annual report of the Board of Directors

Rationale: The annual report of the Board of Directors, comprising the report of the Company's 2024 performance and other important information as disclosed in the Company's Form 56-1 One Report for the year 2024, has been provided to shareholders in QR Code format together with the notice of this meeting.

<u>Board's Recommendation</u>: The Board recommended that the meeting of shareholders should acknowledge the annual report of the Board of Directors which enumerates the Company's 2024 performance and other important information.

Required Votes for Resolution: This agenda item does not require voting as it is a matter for acknowledgement.

Agenda No. 2 To consider and approve the financial statements for the year ended 31 December 2024

Rationale: The Company's audited financial statements for the year ended 31 December 2024 are as shown in the Company's Form 56-1 One Report for the year 2024 which has been provided to shareholders in QR Code format together with the notice of this meeting.

<u>Board's Recommendation</u>: The Board recommended that the meeting of shareholders should consider and approve the audited financial statements for the year ended 31 December 2024, which have been considered by the Audit Committee and audited by the Company's auditor.

<u>Required Votes for Resolution</u>: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No. 3 To consider and approve the allocation of profit from the Company's operational results for the year 2024 and the dividend payment

Rationale: According to the Company's unconsolidated (company only) financial statements, the Company's has a net profit for the year ended 31 December 2024 in the amount of Baht 23,522 million (a net profit attributable to the Company's shareholders shown in the consolidated financial statements is Baht 43.943 million) and has no accumulated loss. Therefore, the Company can consider paying the dividend to shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (A.D. 1992). In addition, the Company has allocated profits as reserves in full as required by law.

The Company has a policy to pay dividend at the rate of not less than 30 percent of its consolidated net profit in each year by taking into account the long-term return to shareholders. The dividend shall be payable in any year of positive profit net of all legal reserves and other reserve requirements, provided that there is no accumulated loss; and the Company maintains sufficient capital to meet legal requirements and future business need.

Board's Recommendation: The Board recommended that the meeting of shareholders should consider and approve the payment of dividend from the 2024 operational results to the shareholders at the rate of Baht 10.44 per share amounting to approximately Baht 35,153 million, representing 80 percent of the Company's 2024 consolidated net profit, in accordance with the Company's dividend policy. Details of the Company's dividends compared with the previous year are shown below.

Dividend payment details	Year 2024 (Proposed)	Year 2023
Consolidated net profit (Million Baht)	43,943	43,521
Dividend per share (Baht)	10.44	10.34
Total dividend payment (Million Baht)	35,153	34,816
Payout ratio (Percent)	80	80

As the interim dividend of Baht 2.00 per share amounting to approximately Baht 6,734 million was distributed to the shareholders on 23 September 2024, the shareholders will then be paid the remaining dividend of Baht 8.44 per share amounting to approximately Baht 28,418 million. Such dividend payment will be made only to the shareholders entitled to receive dividend according to the Company's Articles of Association, whose names appear in the shareholders register book as of the date on which the list of shareholders entitled to the dividend is determined, which is 17 April 2025. (The Stock Exchange of Thailand's "XD" sign, indicating the date on which a purchaser of share will not be entitled to receive the dividend, will be posted on 16 April 2025). The dividend payment shall be made on 2 May 2025. The said dividend is paid from earnings from which the corporate income tax has been imputed at 20 percent. Individual shareholders may apply for tax credit on the dividend at the rate of 20/80 of the amount of dividend received.

In addition, the Board approved the allocation of remaining profit for the operational results of the year 2024 after the dividend payment to Common Equity Tier 1 (CET1) under Tier 1 capital, amounting Baht 8,790

million, resulting the Company's total capital, as of 31 March 2025, equivalent to Baht 462,155 million, representing 18.86 percent of the total risk-weighted assets (by estimation), while the CET1 capital equivalent to Baht 433,415 million, representing 17.69 percent of the total risk-weighted assets (by estimation).

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

## Agenda No. 4 To consider and elect the directors in replacement of those retiring by rotation

Rationale: According to Article 17 of the Company's Articles of Association, one-third of the Company's directors shall retire from office at each Annual General Meeting of Shareholders; and if the number of directors to retire from office is not divisible by three, the number nearest to one-third shall be applied. In this year, there are 6 directors to retire by rotation as follows:

1)	Mr. Prasan Chuaphanich	Director, Chairman of the Executive Committee, Member of the		
		SCBX Group Control Committee, and Member of the Nomination,		
		Compensation and Corporate Governance Committee		
2)	Mr. Kan Trakulhoon	Independent Director, Chairman of the Nomination,		
		Compensation and Corporate Governance Committee, and		
		Member of the SCBX Group Control Committee		
3)	Mrs. Kulpatra Sirodom	Independent Director, Chairman of the Risk Oversight		
		Committee, Member of the Audit Committee, Member of the		
		Corporate Social Responsibility Committee, and Member of		
		the Sustainability Committee		
4)	Miss Kulaya Tantitemit	Director, Member of the Risk Oversight Committee, and		
		Member of the Corporate Social Responsibility Committee		
5)	Mr. Veerathai Santiprabhob	Independent Director, Chairman of the Sustainability		
		Committee, and Member of the Technology Committee		

Vacancy due to the resignation of Mr. Thaweesak Koanantakool (effective from 18 April 2023)

The Nomination, Compensation and Corporate Governance Committee had arranged the procedures for nominating directors according to criteria as set forth by the Company's Corporate Governance policy by screening the qualified candidates based on experience, knowledge, and skill to ensure the right fit for the Company's strategy and business direction in addition to other qualifications of directors or independence

director as specified by applicable laws, the Company's Articles of Association, the Board Charter, and the Corporate Governance Policy, including the endorsement from relevant governing regulators. Furthermore, the

Company allowed shareholders to nominate qualified candidates for the directorship. However, no shareholder

had nominated any individual for consideration.

The Nomination, Compensation and Corporate Governance Committee (without participation by directors having interests therein) considered and viewed that it deems appropriate to recommend the Board of Directors to propose to the meeting of shareholders to elect five retiring directors namely 1) Mr. Prasan

Chuaphanich, 2) Mr. Kan Trakulhoon, 3) Mrs. Kulpatra Sirodom, 4) Miss Kulaya Tantitemit, and 5) Mr. Veerathai Santiprabhob to be re-elected to continue their office for another term because they possess appropriate qualifications, experience, and abilities that are beneficial to the Company and to elect Mr. Komkrit Kietduriyakul as an Independent Director to fill the seat vacated by the resignation of a director. According to the announcement of the Bank of Thailand, Mr. Kan Trakulhoon will not be considered an independent director because he has continuously held the position of independent director in companies in the SCBX Financial Business Group for more than 9 years.

Board's Recommendation: The Board (without participation by directors having interests therein) concurred with the screening procedures and proposal of the Nomination, Compensation and Corporate Governance Committee that the five directors to retire by rotation in 2025, namely 1) Mr. Prasan Chuaphanich, 2) Mr. Kan Trakulhoon, 3) Mrs. Kulpatra Sirodom, 4) Miss Kulaya Tantitemit, and 5) Mr. Veerathai Santiprabhob, should be reelected to continue their office for another term. In case of Mr. Komkrit Kietduriyakul who is a partner of Baker & McKenzie Co., Ltd., a legal consultant and receives service fees exceeding Baht 2 million per year from the Company, Mr. Komkrit Kietduriyakul is considered to be a person with appropriate qualifications, be equipped with legal knowledge and expertise that is beneficial to the Company, and professionalism, which will not affect the performance of duties and the provision of independent opinions. Therefore, it is considered that the meeting of shareholders should elect Mr. Komkrit Kietduriyakul as an independent director to fill the seat vacated by the resignation of Mr. Thaweesak Koanantakool (effective from 18 April 2023). Altogether, six directors are proposed for consideration.

Profiles of the retiring directors proposed for re-election and the candidate nominated for election as director to fill the vacancy are enclosed herewith.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

## Agenda No. 5 To consider and approve the remuneration of directors for the year 2025, and the directors' bonus based on the 2024 operational results

Rationale: Article 22 of the Company's Articles of Association stipulates that a director is entitled to receive remuneration in the forms of gratuities, meeting allowances, rewards, bonuses or any other nature of benefits pursuant to the Articles of Association, or as determined by the meeting of shareholders; and that a director is entitled to receive allowance and any welfare according to the Company's rules. The Board has formulated the policy and ruled that the remuneration of directors and members of the board committees as well as the allocation of directors' bonus must be at an appropriate level; be commensurate with the functional duties of directors who must fulfill the expectations of various groups of stakeholders; be in compliance with the relevant laws and regulations; and be reviewed annually. Furthermore, there is a requirement that committee members who are the Company's executives shall not be entitled to remunerations of the board committees and Chief Executive Officer is not entitled to director bonus.

The Nomination, Compensation and Corporate Governance Committee, after due consideration, was of the view that the Board should propose the remuneration of directors and members of board committees for the year 2025 and the directors' bonus based on the 2024 operational results as per the following details:

1. Remuneration of directors and board committee members for the year 2025 as follows:

(Unit: Baht)

Year			'ear 2025 (Proposed)		Year 2024			
Director Remuneration	Monthly Remuneration		Meeting Allowance		Monthly Remuneration		Meeting Allowance	
	Chairman	Director / Member	Chairman	Director / Member	Chairman	Director / Member	Chairman	Director / Member
The Board of Directors	250,000	150,000	-	1	250,000	150,000	-	ı
Board Committees								
1) SCBX Group Control Committee	150,000	100,000	-	-	N.A.	N.A.	N.A.	N.A.
2) Executive Committee	150,000	100,000	10,000	10,000	300,000	200,000	-	-
3) Audit Committee	80,000	60,000	10,000	10,000	100,000	80,000	-	-
4) Nomination, Compensation and	50,000	40,000	5,000	5,000	90,000	60,000	-	-
Corporate Governance								
Committee								
5) Risk Oversight Committee	50,000	40,000	5,000	5,000	90,000	60,000	-	-
6) Technology Committee	50,000	40,000	5,000	5,000	90,000	60,000	-	-
7) Sustainability Committee	50,000	40,000	5,000	5,000	N.A.	N.A.	N.A.	N.A.
8) Corporate Social Responsibility	50,000	40,000	5,000	5,000	60,000	40,000	-	-
Committee								

<u>Remark</u>: The SCBX Group Control Committee and the Sustainability Committee shall receive the remuneration as proposed from the appointment date on 25 July 2024 and 21 January 2025 respectively.

2) Directors' bonus based on the 2024 Operational Results: At the rate of not over 0.08 percent of the Company's 2024 consolidated net profit, which is the same rate as the previous year, provided that such bonus will be allocated among directors at their discretion.

It should be noted that committee members who are the Company's executives shall not be entitled to remuneration of the board committees and Chief Executive Officer is not entitled to director bonus.

Furthermore, directors are entitled to receive other benefits and welfare in accordance with the Company's regulations stipulated pursuant to Article 22 of the Company's Articles of Association and there is no other benefits, as same as in the previous year.

Board's Recommendation: The Board concurred with the Nomination, Compensation and Corporate Governance Committee's recommendation that the meeting of shareholders should consider and approve the remuneration of members of the Board of Directors for the year 2025, and the remuneration of the Board committees for the year 2025, including the directors' bonus based on the 2024 operational results as proposed. The proposed rates are appropriate, commensurate with the directors' duties and responsibilities, based on criteria comparable to those of large listed companies.

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than two-thirds of the total number of votes of shareholders who attend the meeting.

## Agenda No. 6 To consider and appoint the auditors and fix the audit fee for the year 2025

Rationale: The Audit Committee considered the performance of the auditors in the past year and was of the view that the auditors of the Company and the Company's subsidiary companies demonstrated high standard of work and independence and duly performed duties under their responsibilities as well as were able to finish the review and audit of the financial statements in time. In addition, the Audit Committee, after due consideration, was of the view that the audit fee for the year 2025 was suitable in light of the scope of audit. Therefore, the Audit Committee recommended the Board to propose the auditor appointment and the audit fee for the year 2025 to the shareholders for consideration as detailed below.

1. To appoint the following auditors from KPMG Phoomchai Audit Limited as the Company's auditors for 2025.

Miss Orawan Chunhakitpaisan license no. 6105 (She has signed the Company's financial statements since 2021); or
 Miss Pantip Gulsantithamrong license no. 4208 (She has never signed the Company's financial statements); or
 Miss Thitima Pongchaiyong license no. 10728 (She has never signed the Company's financial statements); or
 Miss Orawan Chotiwiriyakul license no. 10566 (She has never signed the Company's financial statements).

Profiles of the auditors which provide details regarding their work experience and independence are enclosed herewith.

The above-named auditors and KPMG Phoomchai Audit Limited do not have any relationship or interest or transaction that may create a conflict of interest with the Company, the Company's subsidiary companies, executives, major shareholders or any persons related thereto; and the Bank of Thailand has already granted approval for the appointment of these four auditors for 2025. KPMG Phoomchai Audit Limited or its network is the auditor for the year 2025 of all of the Company's subsidiary companies, except the subsidiary companies in Republic of the Union of Myanmar, in order to comply with the supervisory regulations applicable to commercial banks in the country where such subsidiary companies are located.

2. To fix the audit fee for the year 2025 at Baht 5.11 million and acknowledge the non-audit fee at Baht 2.81 million as follows:

Auditing / Reviewing of Separated and Consolidated Financial Statements	Year 2025	Year 2024	Change from	
	(Proposed)		2024	
	(Million Baht)	(Million Baht)	(Percent)	
Audit Fee	5.11	4.96	3.0	
Non-Audit Fee	2.81	2.81	-	
Total	7.92	7.77	1.9	

The increase of Baht 0.15 million or 3.0 percent from the audit fee of 2024, is driven by increasing business volume and potentially increasing time to be utilized by the auditors, compared with the previous year. Whereas the amount of non-audit fee for 2025 remains unchanged from 2024.

In addition, the meeting of shareholder is requested to acknowledge the 2025 preliminary audit fee of the Company's subsidiary companies in the amount of Baht 48.05 million, or decrease 2.3 percent from the previous year due to the selling of Purple Ventures Co., Ltd., a subsidiary company during 2024, net of an increase in audit fees of some subsidiary companies due to increased transaction volumes and auditor work time, and to acknowledge the 2025 preliminary non-audit fee of the Company's subsidiary companies in the amount of Baht 24.76 million, or decrease 1.0 percent from 2024 because some of the auditing works in 2024 were done on a one-time basis.

Board's Recommendation: The Board concurred with the Audit Committee's recommendation that the meeting of shareholders should approve the appointment of the auditors from KPMG Phoomchai Audit Limited, namely Ms. Orawan Chunhakitpaisan with her license no. 6105, or Ms. Pantip Gulsantithamrong with her license no. 4208, or Ms. Thitima Pongchaiyong with her license no. 10728, or Ms. Orawan Chotiwiriyakul with her license no. 10566 as the Company's auditors for 2025, with the Company's audit fee of Baht 5.11 million and acknowledge the non-audit fee at Baht 2.81 million for the year 2025. The meeting of shareholders should also acknowledge the preliminary audit fee for the Company's subsidiary companies for 2025 in the amount of Baht 48.05 million, which altogether makes the total audit fee of the Company and its subsidiary companies for 2025 Baht 53.16 million, as well as to acknowledge the non-audit fee of 2025 for the Company and its subsidiary companies in the amount of Baht 27.57 million.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

## Agenda No. 7 To consider and approve the issuance and offering of debt securities

Rationale: The Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the issuance and offering of debt securities in an amount not exceeding Baht 100,000 million. As of 31 March 2025, the Company has outstanding debt securities totaling Baht 84,200 million from the offerings made during 2023 and 2024. These proceeds are allocated for investment and the expansion of loan growth, particularly in the Consumer and Digital Finance Business (Gen 2). According to the Company's 2025-2027 business plan, the Company will continue to invest and expand in the Consumer and Digital Finance Business (Gen 2) and the Platform and Technology Business (Gen 3), which will be carried under a stringent risk management framework to enhance the Company's capabilities and maximize returns to shareholders. As a result, it is appropriate to cancel the remaining limit amount of Baht 15,800 million under the Extraordinary General Meeting of Shareholders No. 1/2023 and propose to the meeting of shareholders to consider the issuance and offering of debt securities in the total amount not exceeding Baht 150,000 million or the equivalent in other currencies, provided that the debt securities issued and offered for sale by the Company at any time shall not exceed such prescribed limit. Details are as follows:

Type: All types of debt securities in Thai Baht and/or other currencies (including but not limited to short-term and/or long-term debentures and/or perpetual debentures and/or subordinated debentures and/or senior debentures with

and/or without debenture holder representative and/or secured and/or non-secured debentures) and/or other debt securities.

Amount: Not exceeding Baht 150,000 million or the equivalent in other currencies.

Offering for Sale: Domestically and/or internationally on a private placement basis and/or to institutional investors as prescribed by the Office of Securities and Exchange Commission (SEC)'s notification and/or to general public and/or on a right issue basis, which may be offered for sale within one time or several times as the Company may deem appropriate. The debt securities may be additionally issued and offered for sale and/or issued to replace the matured debt securities which are redeemed within the prescribed limit, provided that the issuance and offering period shall be within a period of five (5) years from an approval granted by this shareholders' meeting. Nevertheless, the debt securities issued and offered for sale by the Company at any time shall not exceed the prescribed limit.

Other Conditions: The Board and/or any other person assigned by the Board is empowered to set any other details in relation to the debt securities to be issued, such as the type of collateral, currency, amount, term, par value, offering price, interest rate, redemption rights, term of the project, and/or revolving amount in case of short-term debt securities, procedure, issuing or offering period, as well as rules, conditions, and any other related details and proceeding as appropriate pursuant to applicable laws and regulations.

Board's Recommendation: The Board recommended that the meeting of shareholders should consider and approve the cancellation of the remaining limit of the issuance and offering of debt securities amount of Baht 15,800 million under the Extraordinary General Meeting of Shareholders No. 1/2023 and approve the issuance and offering of debt securities in the total amount not exceeding Baht 150,000 million or the equivalent in other currencies, provided that the debt securities issued and offered for sale by the Company at any time shall not exceed such prescribed limit. Details of the debt securities issuance and offering are as proposed.

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote.

# Agenda No. 8 To consider and approve the amendment to the Company's Objectives, along with Clause 3 of the Company's Memorandum of Association (Objectives)

Rationale: The Company would like to amend Item 2. and Item 5. of the Company's Objectives to be able to accept mortgages, to create and accept business security, and to conduct lending business to support potential business operations, according to the Ministerial Regulation (No. 2) B.E. 2561 Specifying Entities Eligible to Accept Business Security, which includes juristic person having objective of conducting lending businesses.

<u>Board's Recommendation</u>: The Board has considered and recommended that the meeting of shareholders should approve the amendments to Item 2. and Item 5. of the Company's Objectives, along with Clause 3 of the Company's Memorandum of Association (Objectives), having details as follows:

	Current Objectives	Proposed Amendment
Item 2.	To sell, sell with right of redemption, transfer, receive,	To sell, sell with right of redemption, transfer, receive,
	deposit, mortgage, pledge, accept pledge, borrow,	deposit, mortgage, accept mortgage, pledge, accept
	lend, exchange, and distribute of all kinds of assets	pledge, create business security, accept business
	or rights and duties of the Company or others,	security, borrow, lend, exchange, and distribute of all
	including to undertake any other encumbrances as	kinds of assets or rights and duties of the Company or
	collaterals or for the benefit of the Company's	others, including to undertake any other encumbrances
	operation.	as collaterals or for the benefit of the Company's
		operation. (without accepting deposits or receiving
		money from the public and utilizing such money)
Item 5.	To obtain loans, overdrafts, and request credit by	To obtain loans, overdrafts, and request credit by
	any other means from banks, juristic persons, or	any other means from banks, juristic persons, or
	financial institutions both in Thailand and overseas,	financial institutions both in Thailand and overseas,
	with or without collaterals. And to lend, grant financial	with or without collaterals. And to conduct lending
	support or credit by any means with or without	<u>business</u> , lend, grant financial support or credit by any
	collaterals, including accept issue transfer and	means with or without collaterals, including accept
	endorse bill or any negotiable instruments, except in	issue transfer and endorse bill or any negotiable
	banking business, finance business, and credit	instruments, except in banking business, finance
	foncier business.	business, and credit foncier business.

The Board has also recommended that the meeting of shareholders should consider and approve the delegation of authority to the Board and/or the Chief Executive Officer and/or any persons sub-delegated by such persons to register the amendment of the Company's Objectives with the Department of Business Development, Ministry of Commerce, and to perform any necessary acts according to the Registrar's orders for the successful completion of the relevant registration.

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote.

#### Agenda No. 9 To consider and approve the amendment to the Company's Articles of Association

Rationale: The Company would like to amend the Company's Articles of Association Article 25. to align with the fact and the Company's practices, which allow the Chairman or a designated person to determine the date, time, and place of the Board of Directors' meetings, and to revise wordings to be in line with the law (Section

81 of the Public Limited Companies Act B.E. 2535), including in cases of reasonable cause or to protect the rights or benefits of the Company, any two or more directors may request a Board of Directors' meeting.

<u>Board's Recommendation</u>: The Board recommended that the meeting of shareholders should approve the amendment to Article 25. of the Company's Articles of Association regarding summoning the Board of Directors' meeting, having details as follows:

#### **Current Content**

The Board of Directors shall meet at least once every 3 months at the locality in which the Company's head office is located or in any other places in the Kingdom; however, if the meeting is held via electronic means as prescribed by laws, it shall be deemed that the Company's head office is the place of the meeting.

The Chairman shall have the authority to summon a meeting by sending a notice of the meeting to the directors not less than 3 days before the date of the meeting. However, in case of necessity or urgency for the purpose of preserving the rights or benefits of the Company, the summoning of the meeting may be made by other means and the date of the meeting may be fixed to be earlier. The Company shall keep a copy of the notice of the meeting as evidence, which may be in the electronic form.

Any two or more of the directors may request the Chairman to summon the meeting of the Board of Directors provided that the subject matters and reasons to be proposed at the meeting shall be stated in the request. In such case, the Chairman shall fix the date and summon the meeting within 14 days from the date he/she receives such request, or summon the meeting on the date as requested.

#### **Proposed Amendment**

The Board of Directors shall meet at least once every 3 months at the locality in which the Company's head office is located or in any other places in the Kingdom; however, if the meeting is held via electronic means as prescribed by laws, it shall be deemed that the Company's head office is the place of the meeting.

The Chairman shall have the authority to summon a meeting of the Board of Directors, where the Chairman or persons entrusted shall have power to fix the date, time and place of the meeting of the Board of Directors, and to send a notice of the meeting to the directors not less than 3 days before the date of the meeting. However, in case of necessity or urgency for the purpose of preserving the rights or benefits of the Company, the summoning of the meeting may be made by other means and the date of the meeting may be fixed to be earlier. The Company shall keep a copy of the notice of the meeting as evidence, which may be in the electronic form.

In cases of reasonable cause or to protect the rights or benefits of the Company, any two or more of the directors may request the Chairman to summon the meeting of the Board of Directors provided that the subject matters and reasons to be proposed at the meeting shall be stated in the request. In such case, the Chairman shall fix the date and summon the meeting within 14 days from the date he/she receives such request, or summon the meeting on the date as requested.

#### **Current Content**

In the case where the Chairman fails to summon the meeting under the third paragraph, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the agenda within 14 days from the end of such 14-day period as specified in the third paragraph.

In the absence of the Chairman for whatsoever cause, the Vice Chairman shall summon the meeting of the Board of Directors. In the case of the absence of a Vice Chairman, any two or more of the directors may jointly summon the meeting of the Board of Directors.

The Chairman or any person(s) entrusted shall have power to fix the date, time and place of the meeting of the Board of Directors.

#### **Proposed Amendment**

In the case where the Chairman fails to summon the meeting under the third paragraph, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the agenda within 14 days from the end of such 14-day period as specified in the third paragraph.

In the absence of the Chairman for whatsoever cause, the Vice Chairman shall summon the meeting of the Board of Directors. In the case of the absence of a Vice Chairman, any two or more of the directors may jointly summon the meeting of the Board of Directors.

The Chairman or any person(s) entrusted shall have power to fix the date, time and place of the meeting of the Board of Directors.

The Board also recommended that the meeting of shareholders should consider and approve the delegation of authority to the Board and/or the Chief Executive Officer and/or any persons delegated by such persons to register the amendment of the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, and to perform any necessary acts according to the Registrar's orders for the successful completion of the relevant registration.

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote.

All shareholders are hereby invited to attend the meeting at the date and time mentioned above. In this regard, the Company will convene the shareholders' meeting via <u>electronic means (e-meeting) only</u>. The Company's has not arranged an additional place or meeting room to support attendance by the shareholders. The registration, vote casting, and vote counting of the meeting will be carried out via electronic means only. The Company requires the shareholders or proxies who intend to attend the meeting via electronic means to study and comply with the guidelines for meeting registration, proxy appointment, vote casting and counting (as detailed in Accompanying Documents for Attending the Meeting 1), and Inventech Connect e-Meeting Guide (as detailed in Attachment No. 4).

If a shareholder is not available to attend the meeting, the shareholder can appoint an independent director of the Company to attend the meeting and cast votes on the shareholder's behalf. The nominated independent directors are 1) Mr. Pailin Chuchottaworn and 2) Mr. Winid Silamongkol (as detailed in Accompanying Documents for Attending the Meeting 2) (Please study details of each agenda before granting proxy according to

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the guidelines for meeting registration, proxy appointment, vote casting and counting as mentioned above). The shareholder is requested to fill in and sign Proxy Form B, as attached to this notice, and deliver Proxy Form, including the questions in respect of the agenda of the Annual General Meeting of Shareholders (if any) to the Company Secretary by the letter or e-mail: company.secretary@scbx.com by 17.00 hours on 1 April 2025.

Please note that 5 March 2025 is the date set by the Company to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders. The registration system will be available from 26 March 2025 at 8.30 hours until the adjournment of the Meeting on 4 April 2025. Once the Company has verified the list and the correctness and completeness of the documents of the shareholders or proxies who intend to attend the meeting, the Company will send a username, password, and weblink to each shareholder via the email address that the shareholder provided. The notice of the Annual General Meeting of Shareholders and the accompanying documents will be posted on the Company's website <a href="https://www.scbx.com">www.scbx.com</a> from 7 March 2025 onwards. Information on Form 56-1 One Report for the year 2024 could be retrieved via QR Code attached herewith.

Yours faithfully, SCB X Public Company Limited

-Signature-

(Mrs. Siribunchong Uthayophas)

Company Secretary

by the instruction of the Board of Directors

Corporate Office & Company Secretary
Tel. 02-180-8155

With consideration to the privacy of the Company's shareholders, directors, personnel, including customers, the Company has produced the Privacy Notice for your acknowledgement of the Company's policy in relation to the collection, use, and disclosure of your personal data in accordance with the Personal Data Protection Act B.E. 2562 (A.D. 2019) and other relevant laws and regulations. For more details, please see the Privacy Notice on the Company's website <a href="https://www.scbx.com">www.scbx.com</a>. In case you grant proxy to another person for attending this AGM on your behalf, please notify that person of the Company's policy according to the Privacy Notice.