



Standard Bank Limited

Head Office: Metropolitan Chamber Building (3rd Floor)

122-124 Motijheel C/A, Dhaka-1000

NOTICE OF THE 28th EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 28th Extra-Ordinary General Meeting (EGM) of the members of Standard Bank Limited will be held on July 30, 2020 at 11.00 a.m. and conducted through virtually by using digital platform via link <https://sblegmagm.bdvirtualagm.com> at Bank's Premises, Head Office, Dhaka to transact the following business and if deem fit to adopt the following resolutions as “**special resolution**” with or without modifications for addition of new clauses as under in the object clause (clause-III) of the Memorandum of Association and amendments of certain clause of Articles of Association of the Company subject to comply with the instructions/circulars of the regulators, Bank Company Act, 1991(amended up to 2018), the Companies Act, 1994 and the RJSC Rules and Regulations.

That the Bangladesh Bank given a permission vide letter No BRPD (P-3)/745(43)/2020-2221 dated 24th February, 2020 relating Standard Bank Limited can operate its business of Islamic banking based on Islamic Shariah Principles. So, entire object clause (clause-III) of the Memorandum of Association of the Company will be replaced by new clauses based on Islamic Shariah Principles

Proposed Special Resolutions on:

1. To approve the conversion of the Bank from conventional Bank to full fledged Islamic Bank to conduct day to day banking business operations under the Islamic Shariah Principles.
2. To amendments the entire object clauses of Memorandum of Association of the Company and insertion of new clauses subject to comply with the relevant laws of the land (Details of the Changes are affix in our website at www.standardbankbd.com).
3. To update/amendments relevant clauses of Articles of Association of the company which is relating to the Islamic Shariah Principles (Details of the Changes are affix in our website at www.standardbankbd.com).
4. To the above resolution as approved by the members will be affective after and to the extent it is approved by the Court.
5. To transact any other special business with the permission of the Chair.

The purpose of this resolution is to obtain shareholders' approval for the amendments proposed to the object clauses of the Memorandum of Association of the Company and relevant clauses of Articles of Association of the company in order to conversion of the bank from Conventional Bank to full pledged Islamic Bank to conduct day to day banking business operations under Islamic Shariah Principles.

By the order of the Board of Directors

Md. Ali Reza, FCMA
Acting Company Secretary

Dated: Dhaka
July 07, 2020

Notes:

- a) The record date for the 28th EGM was on June 02, 2020. The shareholders whose name was appeared in the Register of members of the company on the record date will be eligible to attend/join the said EGM.
- b) A member eligible to attend and vote at the 28th Extra-Ordinary General Meeting may appoint a Proxy to attend and vote on his/her behalf via link <https://sblegmagm.bdvirtualagm.com> The Proxy Form duly completed and affixed with a revenue stamp of Tk. 20 by the Member or Power of Attorney/ Letter of Authorization from a Company/Corporation must be sent through E-mail to SBL Share Office at share@standardbankbd.com at least 72 (Seventy Two) hours before the time fixed for holding the 28th EGM.
- c) Proxy Form, Notice, details of the amendments, explanatory notes and further explanation on the purpose of resolutions will be forwarded to all the Members address by courier service/post/at their respective email address available with us as per CDBL record. These will also be available in the website of the Bank.
- d) The shareholders will join the virtual EGM through the link <https://sblegmagm.bdvirtualagm.com>. The shareholders will be able to submit their questions/comments electronically before 24 (Twenty-four) hours of commencement of the EGM through this link and also during the Extra-Ordinary General Meeting. In order to login for the virtual EGM, the shareholders need to click on the link <https://sblegmagm.bdvirtualagm.com> and provide their 16 digit Beneficiary Owners (BO) account number or 5 digit folio number, name of shareholders and their number of shares.
- e) In compliance with the Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCI/2009-193/154 dated 24 October 2013. No benefit in cash or kind shall be paid / offered to the members in the 28th EGM of the Bank.