

Table Comparing the Articles of Association of Finansia Syrus Securities Public Company Limited

(Amended Part Only)

Existing Articles of Association	New Articles of Association
Chapter 2 Shares and Shareholders	
<p>Article 6. All share certificates of the company shall indicate the name of shareholder and must carry the signature of at least one (1) director affixed or printed thereon, together with the company's seal affixed. The director may delegate its power to the securities registrar under the law on securities and securities exchange to affix or print a signature on his or her behalf.</p>	<p>Article 6. All share certificates of the company shall indicate the name of shareholder and must carry the signature of at least one (1) director affixed or printed thereon, together with the company's seal affixed. The director may delegate its power to the securities registrar under the law on securities and securities exchange to affix or print a signature on his or her behalf.</p>
Chapter 5 Board of Directors	
<p>Article 16. The company shall have a board of directors consisting of at least five (5) directors but not more than eleven (11) directors to conduct the business of the company and not less than one-half of the directors shall reside within Thailand.</p> <p>The board of directors of the company shall consist of directors who have the qualifications and do not possess any prohibited characteristics under the laws on public limited companies and other laws relating to the company's operations.</p> <p>The directors of the company can be a shareholder of the company.</p>	<p>Article 16. The company shall have a board of directors consisting of at least five (5) directors but not more than eleven (11) directors to conduct the business of the company and not less than one-half <u>(1/2)</u> of the directors shall reside within Thailand.</p> <p>The board of directors of the company shall consist of directors who have the qualifications and do not possess any prohibited characteristics under the laws on public limited companies and other laws relating to the company's operations.</p> <p>The directors of the company can be a shareholder of the company.</p>
<p>Article 21. The shareholders' meeting may adopt a resolution to remove any director from office prior to his or her retirement by rotation by a vote of not less than three-fourth (3/4) of the total number of shareholders who attend the meeting and have the right to vote and collectively hold not less than one-half of the total number of shares held by the shareholders who attend the meeting and have the right to vote.</p>	<p>Article 21. The shareholders' meeting may adopt a resolution to remove any director from office prior to his or her retirement by rotation by a vote of not less than three-fourth (3/4) of the total number of shareholders who attend the meeting and have the right to vote and collectively hold not less than one-half <u>(1/2)</u> of the total number of shares held by the shareholders who attend the meeting and have the right to vote.</p>

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<p>Article 26. To convene a meeting of the board of directors, the chairman of the board of directors, or the person assigned by the chairman, shall send a notice to all directors not less than seven (7) days before the date of the meeting. However, in case of an emergency for the purpose of protecting the rights and benefits of the company, a meeting may be summoned by other means, and an earlier meeting date may be set. In addition, if that meeting is conducted through electronic media, the company may send notice of the meeting by electronic means.</p>	<p>Article 26. To convene a meeting of the board of directors, the chairman of the board of directors, or the person assigned by the chairman, shall send a notice shall be sent to all directors not less than seven (7) three (3) days before the date of the meeting. However, in case of an emergency for the purpose of protecting the rights and benefits of the company, a meeting may be summoned by electronic means or other means, and an earlier meeting date may be set. In addition, if that meeting is conducted through electronic media, the company may send notice of the meeting by electronic means.</p> <p><u>In addition, the notice of the meeting and supporting documents can be sent by electronic mail in accordance with the rules and procedures provided in the relevant laws or notifications.</u></p>
<p>Article 30. The board of directors shall hold a meeting at least once every three (3) months in the province where the company's head office is located or in nearby provinces.</p>	<p>Article 30. The board of directors shall hold a meeting at least once (1) every three (3) months in the province at the place where the company's head office is located or in nearby provinces or any other places in the Kingdom of Thailand as the board of directors deems appropriate.</p> <p><u>The meeting of the board of directors pursuant to the first paragraph may be conducted through electronic media as provided in the law on electronic meeting. In this regard, the company's head office shall be deemed to be the venue of the meeting.</u></p>
Chapter 6 Shareholders' Meeting	
<p>Article 33. To convene a shareholders meeting, whether physical meeting or electronic meeting, the board of directors must prepare a notice specifying the place, date, time, agenda, and matters to be proposed to the meeting, along with reasonable details, and it must be expressly specified whether such matters are proposed for acknowledgment, approval, or consideration, including the board of directors' opinions</p>	<p>Article 33. To convene a shareholders meeting, whether physical meeting or electronic meeting, the board of directors must prepare a notice specifying the place, date, time, agenda, and matters to be proposed to the meeting, along with reasonable details, and it must be expressly specified whether such matters are proposed for acknowledgment, approval, or consideration, including the board of directors' opinions</p>

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<p>thereon and must be delivered to the shareholders and the registrar, for their information, not less than seven (7) days prior to the date of the meeting. In addition, if that meeting is conducted through electronic media, the notice of the meeting and supporting documents can be sent by electronic means.</p> <p>In this regard, the venue to be used for the meeting shall be in the province where the company's head office is located, or any other place as may be determined by the board of directors.</p>	<p>thereon and must be delivered to the shareholders and the registrar, for their information, not less than seven (7) days prior to the date of the meeting. <u>Moreover, the publication of the notice of the meeting shall be in accordance with the law.</u></p> <p>In addition, if that meeting is conducted through electronic media, the notice of the meeting and supporting documents can be sent by electronic mail <u>in accordance with the rules and procedures provided in the relevant laws or notifications.</u></p> <p>In this regard, the venue to be used for the meeting shall be in the province where the company's head office is located, or any other place <u>in nearby provinces</u> as may be determined by the board of directors, <u>and if that meeting is conducted through electronic media, the company's head office shall be deemed to be the venue of the meeting.</u></p>
<p>Article 34. In order to constitute a quorum, whether physical meeting or electronic meeting, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company.</p> <p>At any shareholders' meeting, if one (1) hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholders' meeting was called as a result of a request by the shareholders, the meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.</p>	<p>Article 34. In order to constitute a quorum, whether physical meeting or electronic meeting, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five (25) persons or not less than one half <u>(1/2)</u> of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company.</p> <p>At any shareholders' meeting, if one (1) hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholders' meeting was called as a result of a request by the shareholders, the meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.</p> <p><u>Each shareholder may prepare a proxy form to authorize not more than one (1) proxy to attend the meeting and cast vote</u></p>

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	<p><u>on his or her behalf in accordance with the form as specified by the Registrar and the proxy form must be delivered to the chairman of the board or the person designated by the chairman of the board, at the venue of the meeting before such proxy attends the meeting. There can only be one proxy for such matter, regardless of the number of shares held by such shareholder.</u></p> <p><u>The grant of proxy in the first paragraph may be made by electronic means, provided that safe and trustworthy procedures shall be applied to ensure that the proxy is granted by a shareholder in accordance with the rules and procedures provided in the relevant laws or notifications.</u></p>
<p>Article 36. In order to vote in the shareholders' meeting, each shareholder shall has one number of votes equal to one number of shares held. Shareholders who have any conflict of interest in any matters shall not be able to cast their votes on such matters except for the vote for directors' election. A resolution of the shareholders' meeting shall require:</p> <p>(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes is required. In case of a tie vote, the chairman of the meeting shall have a casting vote.</p> <p>(2) In the following events, a vote of not less than three-fourth (3/ 4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required:</p> <p>(a) Sale or transfer of the whole or important parts of the business of the Company to other persons;</p> <p>(b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;</p>	<p>Article 36. In order to vote in the shareholders' meeting, each shareholder shall has <u>one (1)</u> number of votes equal to <u>one (1)</u> number of shares held. Shareholders who have any conflict of interest in any matters shall not be able to cast their votes on such matters except for the vote for directors' election. A resolution of the shareholders' meeting shall require:</p> <p>(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes is required. In case of a tie vote, the chairman of the meeting shall have a casting vote.</p> <p>(2) In the following events, a vote of not less than three-fourth (3/ 4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required:</p> <p>(a) Sale or transfer of the whole or important parts of the business of the Company to other persons;</p> <p>(b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;</p>

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<p>(c) Concluding, modifying or terminating any contract concerning the granting of a lease of the Company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the Company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;</p> <p>(d) Amendment of the Memorandum of Association or the Articles of Association;</p> <p>(e) Increase or reduction of the Company's registered capital;</p> <p>(f) Liquidation of the Company;</p> <p>(g) Issuance of the Company's debenture; and</p> <p>(h) Merger of the Company.</p>	<p>(c) Concluding, modifying or terminating any contract concerning the granting of a lease of the Company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the Company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;</p> <p>(d) Amendment of the Memorandum of Association or the Articles of Association;</p> <p>(e) Increase or reduction of the Company's registered capital;</p> <p>(f) Liquidation of the Company;</p> <p>(g) Issuance of the Company's debenture; and</p> <p>(h) Merger of the Company.</p>